

Schemes of Delegation and Administration

These Schemes of Delegation and Administration define

- the role and responsibilities of the Board, Chairperson, Board Members and Chief Executive;
- the matters reserved to the Board;
- the remit of Committees; and
- the matters delegated to Committees, the Chairperson, and the Chief Executive.

They are complementary to, should be read with, the:

- MG ALBA Standing Orders – how MG ALBA board business is to be carried out;
- MG ALBA Members Code of Conduct – the standards expected of Board Members; and
- MG ALBA Financial Regulations – the controls, systems and governance of finances.

Board Members are also referred to the MG ALBA Handbook for practical guidance on matters such as expenses, use of social media, speaking on behalf of MG ALBA, taking part in funded productions.

The Board

Ofcom is responsible for appointing up to 12 Members to the Board of MG ALBA, with the consent of Scottish Government Ministers.

Guidance on the role of public bodies is provided by the UK Government: [Public bodies - GOV.UK \(www.gov.uk\)](https://www.gov.uk). The Scottish Government provides guidance to board members: [On Board - A guide for Board Members of Public Bodies in Scotland \(April 2015\) - gov.scot \(www.gov.scot\)](https://www.gov.scot)

The four main functions of the MG ALBA Board are:

- to ensure that MG ALBA delivers its statutory functions;
- to provide strategic leadership to MG ALBA;
- to ensure financial stewardship of MG ALBA; and
- to hold the MG ALBA Chief Executive and senior management team to account.

The Board has corporate responsibility, under the leadership of the Chairperson, for the following:

- taking forward the strategic aims and objectives of MG ALBA as set out to Ofcom;
- promoting the efficient, economic and effective use of staff and other resources;
- ensuring that effective arrangements are in place to provide assurance on risk management, governance and internal control;

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- receiving and reviewing regularly financial information concerning the management and performance of MG ALBA and being informed in a timely manner about any concerns regarding its activities;
- appointing the Chief Executive and setting performance objectives and remuneration; and
- demonstrating high standards of corporate governance at all times, including openness and transparency in decision-making.

The Board must ensure that MG ALBA includes a full statement on the use of its resources in its Annual Report and Accounts. Those Annual Report and Accounts should include:

- all appropriate disclosures;
- a full description of MG ALBA's activities;
- a statement of the extent to which key strategic objectives and agreed financial and other performance targets have been met;
- the names of the current Members of the Board and senior staff;
- details of remuneration of Board Members and the Chief Executive; and
- information on access to Board Members' registers of interests.

Role of the MG ALBA Chairperson

The Chairperson should provide effective strategic leadership on matters such as:

- formulating the Board's strategy for discharging MG ALBA's statutory duties;
- encouraging high standards of propriety and exemplifying the high standards of ethical behaviour expected of Board Members;
- promoting the efficient and effective use of staff and other resources throughout the organisation;
- ensuring that the Board, in reaching decisions, takes proper account of guidance provided by Ofcom and, when appropriate, ministers of the UK or Scottish Governments;
- representing the views of MG ALBA to the general public; and
- providing an assessment of the performance of individual Board Members, on request, when they are being considered for re-appointment to the Board or for appointment to the board of some other public body.

The Chairperson should ensure that MG ALBA Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Board Members.

The Chairperson should ensure that all Members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The Chairperson should encourage new Board Members to attend an induction course on the duties of Board Members to MG ALBA, and to take up opportunities for additional or refresher training relevant to their work as Members.

The Chairperson has primary responsibility for relationships with the non-executive members of the boards of Ofcom and the BBC and ministers of the UK and Scottish Governments.

As a general principle, it will usually be the Chairperson or Chief Executive who will speak in public on behalf of MG ALBA. Further guidance is provided in the MG ALBA Handbook.

Board Members

Board Members have corporate responsibility for the good governance of MG ALBA.

Board Members have a duty to ensure the safeguarding of public funds and the proper custody of publicly funded assets and must carry out these obligations responsibly. Board Members must take appropriate measures to ensure that the body uses resources efficiently, economically and effectively, avoiding waste and extravagance.

Board Members responsibilities include:

- assisting in formulating the Board's strategy for discharging its statutory duties;
- ensuring that high standards of corporate governance and ethical behaviour are observed at all times;
- establishing the policy and resource framework for the operation of MG ALBA and the overall strategic direction of the organisation within that framework;
- ensuring that the Board operates within the limits of its statutory authority and any delegated authority and that staff also operate within the limits of delegated authority;
- monitoring the performance and setting the objectives of the Chief Executive; and
- ensuring that, in reaching decisions, the Board had taken into account any guidance issued by Ofcom.

Board Members should be familiar with On Board, the Scottish Government's Guide for Board Members of Public Bodies in Scotland (April 2015) and undertake regular On Board training. [On Board - A guide for Board Members of Public Bodies in Scotland \(April 2015\) - gov.scot \(www.gov.scot\)](https://www.gov.scot/resources/consultation-papers/collections/documents/OnBoard-Guide-for-Board-Members-of-Public-Bodies-in-Scotland-April-2015.pdf)

An individual Board Member has the right of access to Ofcom on any matter which they believe raises important issues relating to their duties as a Board Member of the Board. In such cases the agreement of the rest of the Board should normally be sought.

Representing MG ALBA

Before speaking at stakeholder or industry events on MG ALBA's behalf, Board Members should, in the first instance, consult the Chairperson or the Chief Executive as appropriate. In all cases Board Members should not express views at variance from agreed MG ALBA policy and should not state personal opinions where MG ALBA's reputation or that of partner organisation may be harmed.

When engaging with social media Board Members should always respect the confidentiality, financial, legal and personal information of MG ALBA. Where any personal social media accounts used by Board Members refer or link to the Board Member's public role, the Board Member should take care to ensure that it is clear in what capacity they are acting.

Liability of Members

Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chairperson or other individual Board Members. For example, a Board Member may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. Board Members who misuse information gained by virtue of their position may be liable under common law or may commit a criminal offence under insider dealing legislation or the Communications Act 2003.

. Where Board Members have acted honestly and in good faith, and not recklessly, they are less likely to incur personal civil liability.

Should a Board Member have concerns regarding this issue they should raise the matter with the Chairperson with a view to obtaining advice from MG ALBA's legal advisers.

Chief Executive

The Chief Executive shall be appointed by the Board. The appointment of all other officers of MG ALBA shall be delegated to the Chief Executive (who can subsequently delegate this to any member of staff) and shall be completed in accordance with MG ALBA's Recruitment Policy and HR procedures and process unless otherwise decided by the Board.

The main point of contact between MG ALBA and Ofcom on executive matters will normally be the Chief Executive or another member of staff who is authorised to act on behalf of MG ALBA.

The Chief Executive has responsibility for the overall organisation, management, and staffing of MG ALBA and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and the use of the values embodied in the Code of Conduct. Board Members should support the Chief Executive in undertaking these responsibilities.

The Chief Executive is also designated as the MG ALBA Accountable Officer. As Accountable Officer, the Chief Executive is responsible for reporting and managing the resources under MG ALBA's control. In this role, the Chief Executive is responsible for the propriety and regularity of the public finances for which MG ALBA are answerable, for the keeping of proper accounts, for prudent and economical administration, for the avoidance of waste and extravagance, and for the efficient and effective use of MG ALBA's resources. As Accountable Officer, the Chief Executive has a responsibility to see that appropriate advice is tendered to the Board on all these matters. Satisfactory performance of these responsibilities is fundamental to the role of the Chief Executive.

Committees

The Board, subject always to approval by Ofcom in terms of Schedule 19 of the Broadcasting Act 1990, para.4(2), must establish an Audit and Assurance Committee and may establish a Chairs Committee or such other committees as it determines.

The Board adopts these Schemes of Administration and Delegation for the reference and delegation of business to Committees.

Exclusion from Delegation to Committees

- The appointment of Committees.
- The promotion and opposition of private legislation.
- Approving MG ALBA's annual accounts.
- Fixing (and amending) the constitution, membership and functions of Committees and to appoint chairpersons, vice chairpersons and members of Committees.
- Approving MG ALBA's annual Operational Plan (see Part 3 of the Scheme of Delegation below).
- The consideration of any statutory report from the controller of audit, internal auditors or from MG ALBA's external auditor.
- The making (and amendment) of Standing Orders.

Audit and Assurance Committee

The role of the Audit & Assurance Committee is to advise the Board that an appropriate system of governance, internal control and risk management is in place within MG ALBA.

Establishment and Composition

- Meet no less than twice per year plus at least once with the external auditors.
- Membership: at least 3 Members none of whom is the Chairperson or member of any other MG ALBA Committee.
- The Audit and Assurance Committee must have at least one member with a financial background or can co-opt an independent financial adviser.
- A staff member shall be the Secretary of the Committee.
- The committee can co-opt on a temporary basis non-voting members to support the work of the Committee where skills or knowledge gaps are identified.

Remit

The remit of the Audit & Assurance Committee is as follows:

- To review internal controls and advise the Board on the scope and conduct of any internal audit and recommendations arising from audit reports.
- To recommend the adoption of suitable accounting policies and approval of the Governance Statement in the Annual Report.
- To advise the Board on selection, appointment, removal, and remuneration of external auditors, assessing their effectiveness and the scope of their work.
- To monitor management action to implement agreed audit recommendations on governance, risk management and control.
- To ensure that policies, procedures, and systems are appropriate, compliant with legislative requirements and duly implemented.
- To assess risks and MG ALBA's own effectiveness, including arrangements put in place by management to secure economy, efficiency and effectiveness or Value for Money (VFM).
- To advise on and scrutinise complaints of a material nature received which are relevant to MG ALBA services in order to assess the risks and whether any appropriate action should be taken organisationally in respect of those risks.
- To consider all matters relating to anti-fraud activities and whistleblowing.

Reporting

The Secretary shall circulate the minutes of the Committee to all members of MG ALBA.

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Powers

The Board delegates any amendments to the Schemes of Administration and Delegation and the Financial Regulations to the Audit & Assurance Committee who shall inform the Board at the next scheduled meeting of the Board of such proposed amendments. To make any such amendments the Audit & Assurance Committee must have approval of all Committee Members (irrespective of attendance of meeting).

The Committee may obtain, at the company's expense, legal or other professional advice on any matters within its terms of reference.

Chairs' Committee

The role of the Chairs Committee is primarily to advise the Board on Board Member succession, employment and remuneration policies, and corporate responsibility.

Establishment and Composition

- Meet at least twice a year.
- Membership: at least 3 Members.
- A staff member will be the Secretary to the Committee.

Remit

The remit of the Chairs Committee is as follows:

- To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board and to Ofcom on the search, selection and appointment of Board Members.
- To keep under review the leadership needs of the organisation, both executive and non-executive, and oversee, on behalf of the Board, CEO recruitment and appointment.
- To consider and advise the Board on:
 - People strategy and annual Workforce Plan.
 - Equality, Diversity & Inclusivity in staff & board.
 - Recruitment, employment, and remuneration policies.
- To consider and advise the Board on corporate social responsibility, including the social, community, and environmental impacts of MG ALBA.
- To advise and support the CEO on unusually complex HR issues.
- To advise on crisis or emergency issues.

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Powers

The Committee may obtain, at the company's expense, independent reports as required and may engage specialist support as required for the search and selection of the Chief Executive.

The chairperson of the Committee shall discharge the role of *Acting Chairperson* should the Chairperson temporarily be unavailable or unable to discharge their duties. The estimated duration, if known, of this assumption of responsibilities by the chairperson of the Committee will be communicated to Ofcom and all relevant stakeholders. As *Acting Chairperson* the chairperson of the Committee will discharge all the functions normally falling to the Chairperson including, but not limited to, those set out in the Financial Regulations, Standing Orders and Scheme of Delegation and Administration.

Reporting

The Secretary shall circulate the minutes of the Committee to all Board Members of MG ALBA.

Scheme of Delegation

Part 1: Board's delegated authority to the Chairperson

- The Chairperson may generally act on behalf of the Board.
- Depending on the urgency of the matter, delegated authority relating to a particular issue will normally be approved by the Board in advance.
- From time to time it may be necessary for the Chairperson to take urgent action, in which case the procedure set out in the Standing Orders will apply.

Reporting mechanism

The Chairperson's use of delegated authority will be reported quarterly to Board meetings under the "Chairperson's business" standing item on the agenda.

Part 2: Board's delegated authority to its committees

- Delegated authority for each committee is contained in the remit for each committee (see above) as agreed by the Board.
- Generally, committees perform an advisory function for the Board and do not have delegated authority to make decisions on behalf of the Board unless set out in the committee's remit or unless the Board delegates a specific issue or decision to a committee.

- Generally committees are expected to take matters as far as appropriate before making recommendations to the Board. The chairperson of the committee will normally have responsibility for judging when it is appropriate to bring recommendations or information to the Board: where items are routine they will stay with the committee until the final stage of decision-making; and where items are unusual, potentially contentious or relate to policy, such matters should be considered by Board at an earlier stage.

Reporting mechanism

Each set of committee minutes will be presented to the next scheduled Board meeting for noting.

The Board will receive regular briefing reports on the work of each committee.

The Board will receive from each committee an annual report in Quarter 1 (April – June), including an element of self-reflection.

The use of delegated authority by committees on decisions will be reported to the Board by the Chief Executive or by the chairpersons of the committees.

Part 3: Board's delegated authority to the Chief Executive

Operational Plan

Authority is delegated to the Chief Executive to take all measures reasonably required for the implementation of the annual Operational Plan approved by the Board and by Ofcom, and in particular for:

- the day to day management of the annual Operational Plan budget;
- the overall organisational structure of the executive;
- the appointment of staff, subject to the consents required from Ofcom;
- the management of the pay remit and salary negotiation process within the strategies and budgetary constraints endorsed by the Board or the Chair's Committee; and
- the acquisition and disposal of property and equipment subject to limits for asset disposal as set out in B5.5.3 of the Financial Regulations.

From time to time it may be necessary for the Chief Executive to take urgent action, in which case the procedure set out in Standing Order 17 of the Standing Orders will apply.

Reporting mechanism

- the Audit and Assurance Committee will receive quarterly reports from the Senior Management Team on matters including staff and running costs expenditure; and
- minutes of the Audit and Assurance Committee together with a quarterly financial report will be received by the Board for consideration.

Allocation of funds from Operational Plan budgets

Authority is delegated to the Chief Executive to:

- revise budgets up to a limit of £200,000 or 10% of the relevant budget, whichever is the lower;
- make payments within budgetary allocations in respect of proposals and projects meeting criteria which the Board has agreed;
- vary the timing of payments.

In addition, the Chief Executive and other officers are granted authority to authorise expenditures and carry out other financial management functions within the limits set out in the Financial Regulations.

In deciding whether to exercise delegated authority, the Chief Executive will comply with the policies and decisions made by the Board, and will have regard to overall affordability and the potentially contentious nature of any particular issue.

Reporting mechanisms

The Chief Executive will report to the Board on a quarterly basis on the following:

- use of delegated authority;
- allocation of funds from budgets;
- the use of delegated authority by committees on funding decisions;
- approvals required under the Financial Regulations;

Partnership with the BBC

The Chief Executive is the chair of the Joint Management Board MG ALBA/BBC oversight board of BBC ALBA. No specific powers are delegated to the Chief Executive for those purposes.

Part 4: Matters and Decisions Reserved to the Board or Committees of MG ALBA

1. Employment of Chief Executive
2. All matters requiring the consent of Ofcom

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3. Approvals:
 - a. Operational Plan (annual budgets)
 - b. Annual Report and Accounts
 - c. Corporate or Strategic Plans
4. Significant decisions regarding MG ALBA core business
5. Significant, novel, contentious or repercussive proposals
6. MG ALBA governance documents
 - a. Standing Orders
 - b. Members' Code of Conduct
 - c. Schemes of Delegation and Administration
 - d. Financial Regulations
 - e. Procurement Policy and Scheme of Tenders
 - f. MG ALBA Handbook
7. Terms of Trade
8. MG ALBA policies, including remuneration and pension policy
9. Significant organisation or staff restructuring

Scheme of Administration

Executive Organisation and Management of MG ALBA

The Chief Executive is responsible for the executive management of MG ALBA and the operation of governance and Board administration functions. The Chief Executive is also the Accountable Officer.

The Chief Executive, through the annual Operational Plan, delegates operational budgets to officers who discharge their responsibilities as Budget Holders in line with the provisions set out in the MG ALBA Financial Regulations. Each Budget Holder has a budget to enable the fulfilment of targets and objectives set out for them in the Operational Plan. A quarterly KPI dashboard sets out performance against targets.

Assurance Framework

The executive of MG ALBA provides assurances to the Board in key areas of risk management, financial stewardship, and governance using an Assurance Framework – a set of ten (10) *aspirational* statements made to the Committee Audit & Assurance Committee together with a High/Medium/Low assessment of the Assurance given. There are 3 levels of Assurance or “lines of defence”.

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	First line of defence	Second line of defence	Third line of defence
Statements 1 to 10	Assurances by Budget Holders and front-line officers in day-to-day work. Evidence of good practice, value-for money, and compliance with policy.	Assurances given by in-house executive and non-executive board-level challenge functions – risk matrix; financial and management scrutiny; systems and controls.	Assurances from external service providers. Independent reports identify strengths and weaknesses and make recommendations.
	High/Medium/Low	High/Medium/Low	High/Medium/Low

Assurance Statements

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| 1. Performance and Resource | MG ALBA is adequately resourced to meet KPIs |
| 2. Cybersecurity | MG ALBA is protected from ransomware and hacking intrusions |
| 3. Legal / Contract compliance | MG ALBA is compliant with legal and contractual obligations |
| 4. Financial Controls and Fraud | MG ALBA is free from fraud and financial irregularity |
| 5. Duty of care | MG ALBA fully meets its duty of care for employees and relevant others |
| 6. Reporting | MG ALBA'S financial and performance reports are accurate |
| 7. Value for Money | MG ALBA's expenditures represent good value for money |
| 8. Policy | MG ALBA's policies are sufficient, and compliance is 100% |
| 9. Health & Safety | MG ALBA offers a safe place to work |
| 10. Citizenship | MG ALBA meets all expectations of public bodies in respect of Corporate Responsibility, Environmental, Inclusion, Diversity and Equality standards |

BBC ALBA Arrangements

The Chief Executive and an officer of MG ALBA nominated by the Chief Executive, but not the Director of Content, shall be the MG ALBA members of the BBC ALBA Joint Management Board ("JMB"). The Chief Executive chairs the JMB *ex officio*.

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The BBC ALBA Head of Service is the BBC's Head of Gaelic Services. The Head of Service ensures the compliance of BBC ALBA with the terms of the BBC Operational Licence and BBC editorial guidelines.

The BBC ALBA Head of Content is MG ALBA's Director of Content, responsible for channel audience strategy and performance. MG ALBA's Director of Content is also the Budget Holder for MG ALBA in relation to MG ALBA expenditure on video and audio content.

Role descriptions are contained in the BBC ALBA Collaboration Agreement.

Members of the MG ALBA's Content Team are subject to additional employment conditions in terms of the Collaboration Agreement agreed between MG ALBA and the BBC in July 2007. Their employment contracts include a letter of appointment by the Chief Executive to "Sgioba ALBA", the joint BBC / MG ALBA editorial team responsible for the commissioning of programmes for BBC ALBA and the scheduling and presentation of the channel. The individuals complete and maintain a declaration of personal interests in a form acceptable to the BBC and agree, in their MG ALBA employment contract, to abide by BBC editorial policy and guidelines, including a commitment to regular BBC training. In return, those MG ALBA employees are able to work within BBC systems and with the confidence of the BBC whilst remaining MG ALBA employees. Breaches of commitments to the BBC must be dealt with by MG ALBA line management only, under the terms of an agreed HR protocol.

Arrangements for the exercise of administrative and financial authority

Financial arrangements	The MG ALBA Financial Regulations set out the approvals and signatories required to authorise expenditure, certify invoices, approve expenses and make payments.
Absence of Chief Executive	During annual leave or other prolonged absence of the Chief Executive delegated authority is given to the Director of Content, who must make a report to Chief Executive on his/her return to work on the exercise of that delegated authority.
Absence of Budget Holder (Financial Regulation C.5)	If the matter relates to urgent expenditure on programmes, goods or services the Chief Executive will delegate authority to an appropriate officer so as to ensure due process and separation of roles and duties. The officer in question must provide a report to the Budget Holder on his/her return to work on the exercise of that delegated authority.
Absence of persons required to provide financial approvals	The financial approvals required from the Finance team at the second line of defence may not be otherwise delegated in their

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<p>in terms of Financial Regulation C.5</p>	<p>absence and the Chief Executive alone will discharge that function. When the matter relates to urgent expenditure on programmes, goods or services, the provisions relating to the absence of the Chief Executive will extend to financial approvals. When the approval of the Chairperson is urgently required, in the event of their absence the provisions set out in the Standing Orders apply.</p>
<p>Business Continuity Emergency</p>	<p>The Chief Executive is empowered to set aside the provisions governing Authorised Signatories and Authorisation Levels on a temporary basis in the event of an event of such urgency as to trigger a Business Continuity Emergency. In such cases the individuals nominated in the Business Continuity Plan will have authority to commit MG ALBA to expenditure not exceeding £2,000 in total.</p>
<p>Contracts - Authorised Limits</p>	<p>Financial authorisation levels and post-holders to whom authorisations are delegated as set out in Financial Regulation C.5.2.</p>
<p>Contracts - Authorised Signatories</p>	<p><i>Programmes, goods and services</i></p> <p>The following are authorised to sign contracts on behalf of MG ALBA for the provision of programmes, goods or services that have been commissioned by Budget Holders and approved by the those identified in Financial Regulation C.5.2.</p> <ul style="list-style-type: none"> • Chief Executive • Finance Manager • Senior Business Manager (programmes only) <p><i>Property, fixed assets and intangible assets</i></p> <p>The following are authorised to sign contracts and execute deeds in relation to property, fixed assets, intangible assets:</p> <ul style="list-style-type: none"> • Chairperson • Chief Executive <p><i>Deeds for joint ventures, partnerships and Memoranda of Understanding</i></p>

	<p>The following, following Board approval of the same, are authorised to sign contracts and execute deeds for joint ventures, partnerships and Memoranda of Understanding on behalf of MG ALBA:</p> <ul style="list-style-type: none">• Chairperson• Chief Executive <p><i>Employment</i></p> <p>The following are authorised to sign contracts of employment:</p> <ul style="list-style-type: none">• Chairperson (in the case of the Chief Executive)• Chief Executive (or their designated nominee)
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Tenders

The Chief Executive is responsible for ensuring that tenders are carried out in compliance with the Procurement Policy and Scheme of Tenders, which form part of the Standing Orders, and with all relevant legislation and any orders, regulations or directions made thereunder.

Authentication of Notices

Every notice, order, demand, requisition or other such document or withdrawal thereof by MG ALBA required or authorised by any enactment or statutory order shall, except in so far as such enactment or statutory order specifically otherwise provides, be signed by the Chief Executive.