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JOINT NATURE CONSERVATION COMMITTEE

DELEGATIONS TO AND WITHIN THE JNCC SUPPORT COMPANY

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1. Under the Regulatory Reform (Joint Nature Conservation Committee) Order 2005, and following approval from the Secretary of State, the Joint Committee set up a company limited by guarantee on 2nd March 2005. The purpose of the company is to provide services to the Joint Committee in connection with the special functions specified in Section 133 of the Environmental Protection Act 1990 and any other functions of the Joint Committee. The change of arrangements for the provision of services to the Joint Committee implements action agreed in the Government's response, published in November 2002, to a review of the JNCC that reported in January 2002.
2. A series of documents has been presented to Committee at recent meetings setting out the governance arrangements for the Joint Committee and company which will come into effect on 1st April 2005. This includes public sector corporate governance documents (the Accountability Framework Document, Management Statement and Financial Memorandum); company governance documents (the Memorandum and Articles of Association); and Accountability Statements.
3. Final versions of the public sector corporate governance documents are to be sent to the Joint Committee before the end of March by the country agencies and Defra and the devolved administrations. The Memorandum and Articles of Association were finalised by postal action in February 2005.
4. This paper presents a schedule of delegations which is the last in the series of corporate governance documents that Committee will be asked to endorse prior to the company becoming operable from 1st April 2005.
5. The schedule comprises:
 - Annex 1 Delegations from the Joint Committee to the company, Board of the company and any staff that the Board considers competent to undertake those responsibilities.
 - Annex 2 Delegations from the company Board to the Executive Management Board, Audit and Risk Management Committee and Company Secretary.
 - Annex 3 Delegations from the Executive Management Board to staff. This will be supplemented by detailed financial delegations currently being developed.

6. Each schedule shows the matters reserved to the delegating body alongside the areas of responsibility delegated. The matters reserved for each delegating body largely reflect the business currently dealt with by those bodies and therefore the effect is that the Committee will largely continue to operate as it does at present. The schedules also require the body to whom responsibilities are delegated to refer back up through the line any matters that may involve either the company or the Joint Committee in significant risk to their reputations, legal standing or financial positions.
7. Following delegation by the Committee, the company will be invited to make their sub-delegations at the first Board meeting and the Executive Management Board will subsequently make their sub-delegations to staff.
8. **Committee is invited to:**
 - i. **endorse Annex 1;**
 - ii. **formally delegate to the company the responsibilities outlined in Annex 1 from 1st April 2005 and, in particular, authorise the company to take over the conduct of, and all rights and interests in, JNCC's bank accounts and;**
 - iii. **note Annexes 2 and 3.**

JOINT NATURE CONSERVATION COMMITTEE

SCHEDULE OF DELEGATIONS FROM THE JOINT COMMITTEE TO THE JNCC SUPPORT COMPANY

1. The responsibilities of the Joint Committee are set out in its accountability statement.
2. The Joint Committee has agreed that certain of its functions will be discharged by the JNCC Support Company (hereafter known as the ‘company’). The Joint Committee has delegated certain of its responsibilities to the company, the company Board and any employees of the company which the Board considers competent to undertake those responsibilities. The following table sets out in the left hand column the general areas of responsibility delegated to the company and in the right hand column the specific matters from each of these areas that are reserved for the Joint Committee. The Committee may at any time take back any responsibilities that it has delegated and specifically requires the company to refer to it any matter that may involve either the company or the Joint Committee in significant risk to their reputations, legal standing or financial positions.

Delegated to the company	Reserved for the Committee
<p>Maintaining an effective framework of corporate governance to ensure that the Joint Committee fulfils its responsibilities for promoting the efficient and effective use of staff and other resources by the JNCC. This includes maintaining effective systems of: delegated authorities; risk management and audit; planning and monitoring; programme and project management; financial management; staff management; environmental management; information management; health and safety; and internal and external communications.</p>	<p>Regulating the Committee’s own procedures, including approving and amending Standing Orders and a schedule of matters reserved to the Committee.</p> <p>Approving corporate governance arrangements for the JNCC with the agreement of the country agencies and Government.</p> <p>Ensuring that the company is set up and run in accordance with the intentions of the Environmental Protection Act 1990 as amended by the Regulatory Reform (Joint Nature Conservation Committee) Order 2005 and making recommendations as necessary to the Secretary of State on matters concerning establishing or winding up the company or changing its objects.</p> <p>Approving and submitting to the Secretary of State the JNCC’s annual report and accounts.</p> <p>Receiving and reviewing annual reports from the Audit and Risk Management Committee on the JNCC’s and company’s control and risk management.</p>

Delegated to the company	Reserved for the Committee
	<p>Establishing the strategic direction of the JNCC and approving corporate and business plans and associated budgets to be executed through the company.</p> <p>Approving projects with a total full-life cost of more than £300k prior to obtaining final approval from English Nature (for projects with a total full-life cost of less than £500k) or Defra via English Nature (for projects with a total full-life cost of more than £500k).</p> <p>Approving high-level organisational strategies, such as communications and funding strategies, that have significant implications for the organisation.</p> <p>Ensuring that a process is in place to enable matters involving significant risk to the JNCC's or Government's reputation, legal standing or financial position to be identified and referred to the Joint Committee. Reviewing changes to major risks and addressing associated matters.</p>
<p>Delivering the Joint Committee's corporate and business plans. This includes the provision of any advice, information or other services necessary to fulfil the plans on behalf of the Joint Committee, including that delivered through lead co-ordination networks.</p>	<p>Providing advice to Ministers quinquennially on the animals and plants listed on schedules 5 and 8 to the Wildlife and Countryside Act 1981.</p> <p>Receiving, reviewing and endorsing proposals relating to high-level advice on science policy, strategy and standards, and JNCC position statements.</p> <p>Giving guidance or information to any of the country Councils on any matter arising in connection with the functions of that Council, which, in the opinion of the Committee, concerns nature conservation for GB as a whole or nature conservation outside GB.</p> <p>Discussing matters requiring the Committee's input to secure a common position across the country agencies.</p>
<p>Employing staff required to support the Committee in fulfilling its statutory and general responsibilities, and fulfilling all responsibilities associated with this. This includes responsibility for employing those staff, previously assigned from the three country agencies to the Joint Committee who</p>	<p>Appointing a Managing Director and, in consultation with the Defra, setting performance objectives for him/her.</p> <p>Setting the overall pay remit for staff employed by the company on the Committee's behalf with the approval of</p>

Delegated to the company	Reserved for the Committee
<p>transferred to the company under the arrangements in line with Government policy on transfers in the public sector.</p>	<p>Defra and Treasury as required.</p> <p>Determining pensions with the approval of the Secretary of State.</p>
<p>Entering into, and managing, contracts and other agreements necessary for the provision of goods and services required for the Joint Committee to fulfil its statutory and general responsibilities and complying with associated requirements in the financial memorandum. This includes responsibility for any contracts made by English Nature on the Joint Committee's behalf that continue beyond the establishment of the company.</p>	<p>Approving contracts with a total full-life cost of more than £300k with the approval of English Nature (for contracts with a total full-life cost of less than £500k) or with the approval of Defra via English Nature (for contracts with a total full-life cost of more than £500k).</p>
<p>Holding and managing funding and other assets provided to the Joint Committee for the fulfilment of its statutory and general responsibilities and complying with associated requirements in the financial memorandum. This includes responsibility for the Joint Committee's assets transferred to the company from the country agencies and taking over the conduct of, and all rights and interests in, the JNCC's bank accounts. It also includes responsibility for administering and accounting for funds provided by the Joint Committee to Lead Agencies</p>	

Annex 2

SCHEDULE OF DELEGATIONS FROM THE COMPANY BOARD

1. The responsibilities of the Company Board are set out in its accountability statement.
2. The Board has delegated certain of its responsibilities to two sub-committees of the Board (the Executive Management Board and the Audit and Risk Management Committee) and to the Company Secretary. Delegations to the Executive Management Board reflect the responsibilities delegated to the Managing Director by the Chief Executive of English Nature as lead Accounting Officer for the JNCC, as set out in the Management Statement. To ensure the Managing Director is able to comply with these responsibilities, the Managing Director will act as the Chairman of the Executive Management Board.
3. The following table sets out in the left hand column delegated responsibilities, in the middle column the group or individual to whom these responsibilities are delegated, and in the right hand column the specific matters from each of these areas that are reserved for the company Board. The Board may at any time take back any responsibilities that it has delegated (but with regard to the Accounting Officer responsibilities delegated to the Managing Director) and specifically requires the sub-committees and company secretary to refer to it any matter that may place either the company or the Joint Committee at significant risk.

Responsibility	Delegated to:	Reserved for the company Board
Making company appointments (excluding staff).		<p>Admitting members of the company in accordance with the Articles of Association.</p> <p>Appointing additional directors to the company in accordance with the Articles of Association.</p> <p>Recommending to the AGM the appointment, re-appointment or removal of external auditors, and agreement of their remuneration.</p> <p>In the absence of the chairman of the company Board, appointing a chairman for the meeting in accordance with the provisions of the Articles of Association and the requirements of the Secretary of State.</p> <p>Establishing, amending or dissolving sub-committees of The Board as may from time to time be appropriate, including agreeing their terms of reference and membership.</p>

Responsibility	Delegated to:	Reserved for the company Board
<p>Maintaining a comprehensive system of internal delegated authorities which are notified to all staff, together with a system for regularly reviewing compliance with these delegations.</p>	<p>Executive Management Board</p>	
<p>Establishing, in agreement with the Committee, Defra and devolved administrations, of the JNCC's corporate and business plans.</p> <p>Delivering the Joint Committee's corporate and business plans. This includes the provision of any advice, information or other services necessary to fulfil the plan on behalf of the Joint Committee, including that delivered through lead co-ordination networks.</p> <p>Monitoring and advising the Board of the company's performance and financial position against the JNCC's corporate and business plans.</p>	<p>Executive Management Board</p>	<p>Endorsing quarterly reports on the company's performance and financial position against the JNCC's corporate and business plans.</p>
<p>Maintaining a system of risk management to inform decisions on financial and operational planning and to assist in achieving objectives and targets.</p>	<p>Executive Management Board</p>	<p>Reviewing changes to major risks concerning the company.</p>
<p>Ensuring that all funds held by the company on the Joint Committee's behalf are used for the purpose intended by Parliament, and that such monies, together with assets, equipment and staff held/ employed by the company on the Joint Committee's behalf, are used economically, efficiently and effectively.</p> <p>Ensuring that adequate internal management and financial controls are maintained by the JNCC, including programme, project and contract management</p>	<p>Executive Management Board</p>	<p>Approving any significant changes in financial management policies and practices.</p> <p>Approving the company's accounts and the related submission to the Joint Committee. Also approving the annual report prior to its submission for approval to the Joint Committee.</p>

Responsibility	Delegated to:	Reserved for the company Board
<p>and measures against fraud and theft.</p> <p>Signing the accounts and being responsible for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared, and presented in accordance with any directions issued by the Secretary of State. Signing a Statement on Internal Control regarding the JNCC's system of internal control, for inclusion in the annual report and accounts; also production of the annual report.</p> <p>Paying on time the proper amounts of tax, VAT and National Insurance.</p>		
<p>Ensuring that effective personnel management policies are maintained that meet the requirements of employment law and ensure the health and safety of staff.</p> <p>Appointing, removing and remunerating staff (except for the Managing Director, who is appointed by the Joint Committee).</p>	Executive Management Board	Appointing or removing the company secretary.
<p>Ensuring compliance with data protection law requirements.</p>	Executive Management Board	
<p>Ensuring that statutory documents are delivered to the Registrar as and when required by the Companies Act (as set out in Appendix 1 of the Accountability Statements) and that other requirements of the Companies Acts are complied with. Advising the Board by means of a written report at each of its meetings of action taken in this respect.</p>	Company secretary	
<p>Promoting a climate of financial discipline and internal control to reduce the opportunity for financial or other</p>	Audit and Risk Management Committee	

Responsibility	Delegated to:	Reserved for the company Board
mismanagement.		
<p>Appointing, re-appointing or removing internal auditors and determining their remuneration.</p> <p>Approving long-term and annual plans for internal audit.</p> <p>Promoting understanding of internal audit's role and value within the JNCC.</p>	Audit and Risk Management Committee	
<p>Assessing, and advising the Board by means of a written annual report and any other means considered appropriate, of the adequacy of:</p> <ul style="list-style-type: none"> ▪ strategic processes for risk, control and governance, and the Statement of Internal Control; ▪ the accounting policies, the accounts, and the annual report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors; ▪ the planned activity and results of both internal and external audit; ▪ management response to issues identified by audit activity, including external audit's management letter; ▪ assurances relating to the corporate governance requirements for the organisation; ▪ risk management policy (and advising on the implications of assurances provided in respect of risk and control in the organisation). 	Audit and Risk Management Committee	

Annex 3

SCHEDULE OF DELEGATIONS FROM THE EXECUTIVE MANAGEMENT BOARD TO STAFF OF THE COMPANY

1. The responsibilities of the Executive Management Board are delegated to it from the company Board. Separately, the Managing Director has responsibilities delegated to him/her from the Chief Executive of English Nature as lead Accounting Officer for the JNCC. The company Board's delegations reflect those delegations from the Accounting Officer.

2. In turn, the Executive Management Board has delegated responsibilities to staff in the company. The following table sets out in the left hand column delegated responsibilities, in the middle column the staff to whom these responsibilities are delegated, and in the right hand column the specific matters from each of these areas that are reserved for the Executive Management Board. The Executive Management Board may at any time take back any responsibilities that it has delegated.

Responsibility	Delegated to:	Not delegated
Producing corporate and business plans.	Head of Planning and Resources in conjunction with programme leaders	Determining strategic priorities based on guidance from Committee, and agreeing programme targets and milestones based on advice from programme leaders. Approving draft plans before submission to the Joint Committee.
Putting in place appropriate staff and financial resources for the corporate and business plans to be delivered.	Determining project resource allocations (in line with programme allocations) – programme leaders. Scheduling of staff resources across projects – team managers.	Determining resource allocations for programmes.
Providing externally, or to the Joint Committee, advice, information and any other services necessary to deliver the project and programme targets in the corporate and business plans.	Staff competent to deliver the advice as determined by the relevant project manager for planned work or programme leader for unanticipated requests.	Agreeing advice where this is novel or potentially contentious or has any other significant implications for the JNCC. Agreeing a position/policy on complex issues that cut across programmes and referring to the Joint Committee as necessary. Agreeing a forward programme for the Joint Committee including work on major cross-cutting strategic issues.

Responsibility	Delegated to:	Not delegated
Maintaining a system of risk management to inform decisions on financial and operational planning and to assist in achieving objectives and targets, and advising the Executive Management Board quarterly by means of a written report on corporate risks.	Organisational Change Manager.	Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices. Agreeing control changes to corporate risks.
Maintaining an effective system of programme and project management.	Head of Planning and Resources	Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.
Maintaining effective financial policies, procedures and practices. Entering into contracts. Maintaining accounting records in a form suited to management requirements and published accounts. Producing audited company accounts and directors' report. Signing the accounts with the approval of the company Board. Submitting returns to Government under requirements associated with the use of public funds. Paying on time the proper amounts of tax, VAT and National Insurance.	Finance Manager Finance Manager Finance Manager Finance Manager Managing Director Finance Manager Finance Manager	Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices. Approving delegated financial limits to programme leaders and project managers.

Responsibility	Delegated to:	Not Delegated
<p>Ensuring that JNCC establishes and maintains a sound system of health and safety.</p> <p>Maintaining effective health and safety policies, procedures and practices.</p> <p>Maintaining effective personnel policies, procedures and practices</p> <p>Appointing employees and setting levels of remuneration and allowances.</p>	<p>Director of Resources and External Affairs</p> <p>Head of Personnel.</p> <p>Head of Personnel.</p> <p>Grade 6 and Grade 7 – Managing Director ‘S’ Level and below – Director of Resources and External Affairs</p>	<p>Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.</p>
<p>Maintaining effective data protection policies, procedures and practice.</p>	<p>Information and Data Services Manager</p>	<p>Approving policies and procedures, where these have significant legal, financial or reputational implications or require major changes in working practices.</p>
<p>Producing an annual report</p>	<p>Communications Manager</p>	<p>Signing off annual report before submission to Committee for approval.</p>