



**Restoration and Renewal Delivery Authority Ltd  
(the 'Delivery Authority')  
Board Regulations and Delegated Authorities Register**

24 July 2023

V 3.0



Previous Document History:

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0.2	23 June 2017	David Livesley	Transition team		Earlier versions were created before and for establishment of Delivery Authority
2.0	1 February 2021	Tanya Coff	Jane Mee	Delivery Authority Board	Delegations refined
2.01	9 May 2022	Catherine Murphy and Richard Caseley	n/a	n/a	Roles Register removed from Appendix 1 and replaced with a link to the Roles Register.
3.0	24 July 2023	Joshua Perry	Jane Mee	Delivery Authority Board	Additional section on the Role of the Board and minor clarifications/updates throughout the document.



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# **Restoration and Renewal Delivery Authority Ltd**

## **Board Regulations**

### **1. Introduction**

These Regulations are adopted by the Board of Directors of the Restoration and Renewal Delivery Authority Ltd (the Board) for the purpose of regulating the proceedings of the Board and its Committees and the responsibilities and authority of Officers of the Company.

The Restoration and Renewal Delivery Authority Ltd (the Company) is subject to the terms of its Articles of Association as amended from time to time. These Regulations should be read in conjunction with the Articles of Association. The Articles of Association shall prevail in the event of any ambiguity or inconsistency with the provisions of these Regulations.

The Company is a company limited by guarantee which was created pursuant to the Parliamentary Buildings (Restoration and Renewal) Act 2019 (as amended) ('the Act') to deliver the Restoration and Renewal of the Palace of Westminster and related works on behalf of the Houses of Parliament (the Programme). The Company's member is the Corporate Officers of the Houses of Commons and the House of Lords, acting jointly.

### **2. The Role of the Board**

#### **2.1 Strategy**

2.1.1 The Board provides strategic direction for the Company. The Board has a central governance function, with oversight over the fulfilment of the Company's duties and responsibilities, including those set out in the Act, Programme Delivery Agreement ('the PDA') and Articles of Association.

2.1.2 The Board ensures that the Company has clear objectives, strategy, and long-term planning in place.

2.1.3 The Board provides oversight and challenge to ensure the management is delivering the Company's duties and responsibilities.

2.1.4 The Board has oversight of the Company's overall budgeting and expenditure, ensuring that the Company is managing its finances and resources to fulfil its strategy and duties.

2.1.5 The Board is responsible for ensuring the Company has effective engagement with the Corporate Officers, including their representatives within the Client Team, as established by the Corporate Officers, and governance bodies established within Parliament, including the Programme and Client Boards.



2.1.6 The Board recognises its role in relation to the Programme Board, which is responsible for the strategic direction of the Programme. As such, the Board is responsible for the activity undertaken by the Company to meet the Programme Board's directions.

## **2.2 Compliance**

2.2.1 The Board is responsible for ensuring the Company delivers the requirements and obligations of a limited company as set out in the Companies Act 2006.

2.2.2 The Board ensures that the management is maintaining an effective system of internal control, which provides assurance of effective and efficient operations, internal financial controls and compliance with laws and regulation.

## **2.3 Finance & Risk Management**

2.3.1 The Board is responsible for ensuring that the Company is managing its finances and resources effectively and in a manner consistent with HM Treasury's *Managing Public Money*.

2.3.2 The Board ensures that the appropriateness of the Company's risk appetite and that the management is maintaining effective risk management processes.

## **2.4 Delivery**

2.4.1 The Board is responsible for ensuring that the management delivers against objectives, as agreed by the Board.

## **2.5 Reserved Matters**

2.5.1 A schedule of matters reserved to the Board is set out in Annex 1.

# **3. Organisation: General Provisions**

## **3.1. Subordinate Bodies**

(i) The Directors may establish subordinate bodies ('Committees') and delegate appropriate collective authority to them from time to time.

(ii) Without prejudice to 3.1 the following Committees are established by the Board:

(a) The Risk, Assurance and Audit Committee;

(b) The Health, Safety, and Sustainability & Wellbeing Committee;

(c) The Nominations and Remuneration Committee;



- (d) The Finance Committee.
- (iii) The Terms of Reference, the membership, the Chair, the quorum and the frequency of meetings of Committees shall all be approved by the Board.
- (iv) The Board shall receive regular updates from its Committees on the business conducted at their meetings.

### **3.2. Signing and executing deeds and documents**

The authorities for executing documents are set out in the Scheme of Authorities under the heading 'Contract Signature Authority'.

## **4. Delegation of Authority**

### **4.1. Bodies to which the Board may delegate**

The Board may arrange for its functions to be discharged by way of delegation to:

- (a) any quorate meeting of a Committee or an ad hoc sub-committee of the Board; or
- (b) the Chair or any member of the Board; or
- (c) any member of staff of the Company

provided that the Board may itself discharge a function even though it has delegated the discharge of that function by duly authorised written instruction.

### **4.2. Delegation: General Provisions**

Bodies, individuals, Officers and Company staff shall exercise delegated authority:

- (a) in all cases in accordance with the Scheme of Authorities;
- (b) subject to any restrictions or obligations imposed by law;
- (c) in accordance with the Company's Articles of Association;
- (d) in accordance with any written instructions and conditions imposed by the Board, Committee or sub-committee;
- (e) having regard to the principle of equal opportunity for all people;
- (f) within the framework established by the annual budget approved by the Board, subsequently included in the Corporate Officers' Annual Estimate, Supplementary Estimate or Vote on Account, and as laid out in Schedule 4 of the Act; and



- (g) in accordance with the Company's policies.

#### **4.3. Matters reserved to the Board for decision**

- (a) The matters reserved to the Board for decision are set out in the Scheme of Authorities.
- (b) The list of matters reserved for decision by the Board does not preclude other matters being referred to the Board for decision.

#### **4.4. Delegation to Committees**

There is delegated authority from the Board to each of its Committees for, the discharge of those functions of the Board which fall within the Committee's approved terms of reference and within the relevant limitations in the Scheme of Authorities, other than any matter reserved to the Board in accordance with Paragraph 2.5.1 above.

#### **4.5. Delegation to the Chair**

In situations of urgency, the Board delegates to the Chair the exercise of any of its functions on its behalf, provided that members are informed of the matter as soon as possible thereafter and that a report is provided to the next ordinary meeting of the Board.

#### **4.6. Delegation to the Chief Executive**

There is delegated authority from the Board to the Chief Executive or, in his/her absence, the Director appointed by the Board to deputise for him/her, for the discharge of all functions of the Company other than:

- (a) Any matter reserved to the Board, in accordance with section 2.5.1 above; and
- (b) Any matter delegated to Committees or any sub-committees, in accordance with section 4.1(a) above.

Such delegation is subject always to the relevant limitations contained in the Scheme of Authorities.

#### **4.7. Delegation to other Officers**

- (i) There is delegated authority from the Board to each of the Officers and staff of the Company for the discharge of all functions of the Company for which he/she has responsibility as defined by his/her job description other than:
  - (a) Any matter reserved to the Board, in accordance with section 2.5.1 above; and



- (b) Any matter delegated to Committees or Sub-committees, in accordance with section 4.1(a) above.
  
- (ii) Such delegation is subject always to the relevant limitations contained in the Scheme of Authorities.

#### **4.8. Ratification of delegated actions**

Any Committee or person to whom any function of the Company has been delegated under sections 4.4, 4.5, 4.6 or 4.7 shall from time to time, as the Board may direct, report to the Board regarding actions taken pursuant to that delegation in such detail as the Board may require, in order to ratify the action taken under delegated authorities.

## **5. Directors' Interests**

The conduct of the Board in relation to conflicts of interest shall be in accordance with the Articles of Association and the Company's conflict of interest policy and the Company Secretary will keep a register of notified Director's interests which shall be updated periodically.

## **6. Performance and Effectiveness Review**

The Board will undertake, on an annual basis, a review of its performance and effectiveness.

## **7. Equality and Inclusion**

In carrying out its functions, the Board will give due regard to the principle of equal opportunity for all people, taking proper consideration of the Company's policies.





## **Annex 1: Delivery Authority - Scheme of Authorities**

### Introduction

As a company limited by guarantee, the Company (acting through its Board) has all legal powers of a registered company except to the extent that these are constrained by the Act, its Memorandum and Articles of Association, the Statement of Guarantee provided by the Corporate Officers as its sole Member and the PDA entered into with the Corporate Officers.

These powers may be exercised on behalf of the Board as provided in this document, along with the associated Delegated Authorities Register and Role Register.

### Key Principles

In applying this Scheme of Authorities and the associated Delegated Authorities Register and Role Register, the following principles must be followed:

- i) This document must be used in accordance with the accompanying Delegated Authorities Register at Annex 2 and Role Register at Annex 3. All three of these documents have been approved by the Board, and only the Board may approve any changes to this document or to the Delegated Authorities Register, save that the Company's Chief Executive Officer ('the CEO') is permitted to approve changes to the Role Register to ensure that staff departures and appointments can be managed without recourse to the Board.
- ii) The authority held by the Board will be exercised via the CEO, acting in their capacity as Accounting Officer of the Company. This authority will be exercised only after consulting with and obtaining the agreement of the Board on all appropriate matters, as reflected in the Scheme of Authorities and accompanying Delegated Authorities Register.
- iii) The authorities of the Company's Chief Financial Officer ('CFO'), Commercial Director and Programme Director are exercised via the Commercial Change Sub-Committee (CCSC) which requires collective agreement between at least two of these parties, except where stated otherwise in the Delegated Authorities Register. The relevant Executive Officer will 'lead' on appropriate matters, e.g. the Commercial Director will lead on any contractual matters. The CEO may also exercise their authority via the CCSC.
- iv) The Company's annual budgets are prepared, approved by the Board and Corporate Officers, and laid before Parliament on an annual basis in accordance with the principles set out in the Company's Finance Manual. All expenditure referred to herein is assumed to be covered by an approved budget which has been through this process; any expenditure outside of budget must be treated as a Contingency Drawdown and subject to the limits of the Contingency Drawdown Authority.



- v) Requests for approval must be sufficiently detailed (noting that requests which lack justification commensurate with their value are less likely to be approved within existing budgets and approval thresholds).
- vi) For clarity: contract signature authority will be granted only if sufficient budget exists, if a compliant procurement process has been followed, if terms and conditions are commercially appropriate, and there is sufficient commitment authority in place.
- vii) Losses and special payments (including those that are novel or may be viewed as contentious, or which go beyond contracted payment levels) are subject to additional reporting and approvals processes as set out in the Company's Finance Manual. This includes the settlement or part settlement of any claims.
- viii) Board approval must be obtained for the commercial strategy, and for the entering of a commitment, for high-value (over £20m), novel or contentious strategies and transactions as the Board requires it. Subject to the need for such Board approval, the CEO as Accounting Officer holds unlimited approval authority for most other matters (e.g. contract signatures and payment approval).
- ix) For individual commitments of £20m or over, the Board may be asked to agree a threshold below which the Company's Executive Officers can exercise their authorities to vary the value of the commitment, above which authority remains with the Board. Any major change of commitment terms, pricing arrangements, programme or scope for any such agreement requires Board approval, which shall also apply should the variation or change be at 'no cost'.
- x) Approval of Commitment Authority for any commitment above £20m in Phase 1 or which continues into Phase 2 requires the approval of the Corporate Officers in accordance with the PDA *Operational Authorities Document*.
- xi) Unless otherwise stated, authority levels refer to estimated outturn values (including allocated contingency, and an allowance for inflation to outturn costs) excluding VAT.
- xii) Requests can be grouped as appropriate given their materiality. For example, a Budget Holder wishing to undertake a low-value procurement may obtain Budget Drawdown, Commercial Strategy, and Tender List Authority at the same time.
- xiii) Transactions cannot be artificially disaggregated to avoid approval authorities; smaller transactions that amount to a single commitment must be aggregated and treated accordingly for authority purposes.
- xiv) All authorities named in the Delegated Authorities Register can be delegated, including in advance of planned absences. Such delegation must be in accordance with the terms of these Board Regulations, in writing, and in relation to the Board, by Board resolution.
- xv) Budget Holder delegations will be as set out in the Budget Holder Delegation Letters which will be issued annually by the CEO.



## Authorities reserved to the Board of the Delivery Authority

The following matters are reserved to the Board for decision:

- i) Approval of the PDA on behalf of the Company prior to signature, and of any revisions of amendments thereto;
- ii) Approval to release progress reports to the Corporate Officers;
- iii) Approval to formally escalate any matter from the Company to the Corporate Officers for decision;
- iv) Approval for the creation of Terms of Reference and membership of any Committee to which the Board intends to delegate any authority;
- v) Approval of this document and the Delegated Authorities Register, any amendments and revisions thereto, and approval of the Role Register subject to the delegation to the CEO to approve amendments and revisions to the Role Register
- vi) Approval for the commercial strategy, and for the entering of a commitment, for high-value (over £20m), novel or contentious strategies and transactions.
- vii) Approval of the Company's Delivery Strategy;
- viii) Approval of the Annual Business Plan;
- ix) Approval of the annual budget to be included in the Corporate Officers Annual Estimate and of any revisions to be included in any Supplementary Estimates
- x) Approval of any formal response to the Corporate Officers in the event that it seeks to intervene in the management of the Company in accordance with the PDA;
- xi) Approval to enter into any transaction involving the purchase of land and property interests subject to the consent of the Corporate Officers;
- xii) Approval of the Delivery Authority's annual report and financial statements;
- xiii) Any other authorities specifically reserved below.

## Authority to agree Task Briefs and other instructions from the Corporate Officers

- i) The PDA sets out the terms and conditions upon which the Company is appointed to develop and deliver the Programme and the mechanism for managing the relationship between the Corporate Officers as funder of the Programme and the Company as the delivery body;



- ii) Pursuant to the terms of the PDA the Corporate Officers and the Company may agree activities to be undertaken during Phase One of the Programme by way of a Task Brief written instruction agreed by the Company with the Client Team ('the Task Brief');
- iii) Agreement of new Task Briefs and material changes to existing Task Briefs shall be reserved to the Board unless that authority is otherwise delegated by the Board;

### Other Authorities

- i) Authority to approve policies and strategies, and to make specified decisions:
  - a) The terms of reference for the Committees) set out the authorities delegated to each of them in this respect and the Board may delegate the same to the Officers of the Company.
- ii) Staff matters:
  - a) In general staff matters are delegated to the CEO (who may sub-delegate) subject to the following:

<b>Body or Post-holder</b>	<b>Authority</b>
Board Chair	Appointment of Board members (NEDs and ED appointments to the Board).
Nomination and Remuneration Committee	Approve Board and Directors' remuneration (NEDs and EDs).
CEO	Appointment of other staff and approval of remuneration.
HR Director	Approves recruitment of staff in compliance with the approved budget

- iii) Communications and related:
  - a) The Corporate Officers have overall accountability for the coordination of communications for the programme, including liaison with Parliament.
  - b) The Company has accountability for its own branding, reputation, relationships with its current and prospective supply chains, including in relation to skills and benefits around the United Kingdom; and for its internal communications.

<b>Post-holder</b>	<b>Authority level</b>
Board	Approve internal communications strategy.
CEO or Communications Director	Statements to the media and Freedom of Information responses.



- iv) Legal documents:
  - a) Deeds and contracts must be signed in accordance with the Delegated Authorities Register (Contract Signature Authority).
  - b) Other legal instruments (including statutory notices, returns, etc) may be signed by the CEO or the CFO, General Counsel or Company Secretary, as the CEO deems appropriate.
  - c) Authority to sign employment contracts may be sub-delegated by the CEO to the HR Director.
- v) Accounting Officer:
  - a) The duties of the Accounting Officer will be agreed in accordance with the Terms of Reference issued to them by the Corporate Officers.
- vi) Commitments following a safety incident:
  - a) Nothing in this Scheme of Authorities, or in any authorisation issued under it, shall limit the authority of persons acting on behalf of the Delivery Authority to take such action as is necessary to avoid or minimise the risk of injury or damage arising from the occurrence of a safety incident, or the earliest possible reporting of such an incident to relevant persons or bodies.
- vii) Temporary absence from office:
  - a) When authority is granted to a post-holder, the same authority may be exercised by any person acting temporarily in that post, provided that written authorisation is given to the appointed person by the post-holder. The CFO has authority to revoke such authorisation in individual cases if they consider this necessary.

## Delegated Authorities Register

In addition to the authorities specified above, the authorities delegated to roles within the Company as set out in in the Delegated Authorities Register are as follows:

- i) Budget Authority: the authority to 'draw down' existing Annual Budget to be spent on the items articulated in the approved annual budget.
- ii) Commercial Strategy Authority: the authority to proceed with an agreed approach to procuring works.
- iii) Tender List Authority: the authority to invite tenders from a specific list of suppliers.
- iv) Commitment Authority: the authority to commit to expenditure e.g. to commence contract negotiations with a potential supplier.
- v) Contract Signature Authority: the ability to sign a contract (i.e. a 'wet signature',



including electronic signatures) on behalf of the Company

- vi) Contingency Drawdown Authority: the approval to transfer some of the Company's central overarching contingency into a specific function budget in order to fund activities outside of the original budget envelope. Note that this will only be granted if there isn't existing budget within the function that can be repurposed.
- vii) Contract Change Authority: the ability to vary a signed contract (i.e. a 'wet signature' or electronic signature on the variation) on behalf of the Company.
- viii) Purchase Order Authority: the authority to issue or amend a Purchase Order on behalf of the Company, thereby committing to specific items of expenditure under a signed contract.
- ix) Payment Approval Authority: the authority to make payments to external parties including employees and suppliers.
- x) Contract Termination Authority: the authority to terminate contracts on behalf of the Company.

## Annex 2: Restoration & Renewal Programme: Delivery Authority Delegated Authorities Register

	Authorising body/role	Annual / Supplementary Estimate Authority	Pre-Tender Budget Authority (pre-ITT)	Work Package Procurement Authority****	Approve Tender List Authority*****	Commitment Authority	Contract Signature Authority^	Contingency Drawdown Authority	Contract Change Authority	Purchase Order Authority	Payment Approval Authority^^	Litigation/ Dispute Resolution Authority	Contract Termination Authority
<b>Corporate Officers</b>	<b>Corporate Officers</b>	Approves and submits to Parliamentary Works Estimates Commission	N/A	N/A	N/A	N/A - report as required	N/A - report as required	Unlimited programme contingency if held at this level	N/A - report as required	N/A	N/A	N/A - report as required	N/A - report as required
<b>The Company</b>	<b>The Board**</b>	Approves and submits DA budgets to Corporate Officers	Unlimited***	Unlimited***	Unlimited***	Unlimited***	Unlimited***	Unlimited DA contingency	Unlimited***	Unlimited***	Unlimited***	All litigation and disputes under contractual dispute resolution process	If reputational risk
	<b>DA CEO (AO)</b>	Produces DA budget	£20m	£20m	£20m	£20m	£20m	Unlimited DA contingency	£20m	£20m	£20m	N/A	CEO only
	<b>DA CFO ^^^</b>	Reviews all budgets	£5m	£5m	£5m	£5m	£5m^	Up to £1m central DA contingency	£5m	£10m	£20m	N/A	N/A
	<b>DA Commercial Director ^^^</b>		£5m	£5m	£5m	£5m	£5m^	N/A	£5m	£10m	£20m	N/A	N/A
	<b>DA Programme Director ^^^</b>		£5m	£5m	£5m	£5m	£5m^	Unlimited project/contract contingency	£5m	£5m	£20m	N/A	N/A
	<b>DA Budget Holders</b>		As per Delegation Letters	As per Delegation Letters	As per Delegation Letters	As per Delegation Letters	N/A	Project/contract contingency only	As per Delegation Letters	As per Delegation Letters	As per Delegation Letters	N/A	N/A

### Notes:

Thresholds apply 'per item', but also on a cumulative or linked basis - in other words, any collection of cumulative or linked approvals (i.e. that are dependent on each other) that exceed the overall threshold will trigger the appropriate higher-level approval. All thresholds are exclusive of VAT.

\*\*All authorities held by the DA Board are exercised via the CEO

\*\*\* But subject to the requirement at Key principle x) of the Annex 1: Scheme of Authorities that any commitment above £20m in Phase 1 or which continues into Phase 2 is reserved to the Corporate Officers in accordance with the PDA

*Operational Authorities Document.*

\*\*\*\*This authority includes any proposed commercial incentives. Frameworks are subject to all authorities and approvals based upon estimated total value of the framework, with individual Task Orders then requiring separate authority/approval in accordance with this Delegated Authorities Register

\*\*\*\*\* (a) Single Tender Actions (STAs) and (b) contracts that are novel/contentious are subject to all authorities and approvals irrespective of value.

^ The following additional notes apply in connection with Contract Signature Authority:

- Contract Signature Authority includes the approval of any non-standard terms & conditions - these should be reviewed by General Counsel function as appropriate
- Delivery Authority ExCo members may sign NDAs, and MoUs, following consultation with General Counsel on any deviations from standard forms
- Authority levels shall apply to variations to contracts
- Contract signature up to £1m may also be undertaken by General Counsel

^^Segregation of duties must be applied so that the same person cannot request and approve a payment

^^^ Authority must be exercised via CCSC in accordance with Key Principle 3 of the Schedule of Authorities, except in respect of the following which may be exercised independently:

- o Review of Budgets (Annual/Supplementary Estimate Authority)
- o Contingency Drawdown Authority for matters not relating to supplier delivery.
- o Payment approval authority

### Acronyms:

DA	Delivery Authority
CEO	Chief Executive Officer
AO	Accounting Officer (delegated authority by Treasury)
CFO	Chief Financial Officer

## **Annex 3: Delivery Authority Roles Register**

Link to Roles Register: [Delegated Authorities.xlsx \(sharepoint.com\)](#)