

# Board Delegations Policy

March 2022

## 1. PURPOSE

This Policy details the specific delegations from the Board to the CEO and staff of Philanthropy Australia (PA) to ensure effective and ongoing operations of the business.

The following general principles are to be applied when making decisions on behalf of PA:

- Always act in the best interests of PA;
- Do not make decisions that involve a personal interest, and recognise then avoid conflict of interest situations;
- Full and open disclosure; and
- For decisions of an undefined nature, the CEO will consult with the Board Chair or Chair of the FARCC.

## 2. SCOPE

Applicable to all Board, staff and volunteers of PA.

Delegated authority cannot be delegated. If a person is absent, their manager must act in their place. They cannot pass delegation down.

This policy is part of a suite of policies that each Philanthropy Australia (PA) staff member is expected to read, understand and comply with.

## 3. POLICY

Authority is delegated by the Board through the Chief Executive Officer (CEO) to request the procurement of goods and services and authorise expenditure of monies within the financial limits set out below on services or operations of PA as set out in Board approved budgets (annually).

This includes committing to expenditure through the signing of multi-year contracts, and the appointment of new staff, changes to conditions and remuneration.

### 3.1. Employee appointment, conditions and remuneration

The Board approves the FTE & Total salary budget each year. The CEO is delegated with determining organisational resources and deciding on structure to enact the strategic plans.

Delegation	Person
Approval of new positions (within budget) to advertise	CEO

Hiring Decision	Line Manager and People & Culture Manager
Approval of contracts for employees and contractors	Executive Director – Business Services (EDBS) or People & Culture Manager
Remuneration of employees and contractors Changes to conditions	CEO CEO (on advice from EDBS, legal or IR)
Termination of employees and contractors	CEO (advice from EDBS or People & Culture Manager)

### 3.2. Expenditure

<b>Delegation</b>	<b>Person</b>
Authority to <u>commit</u> expenditure (in accordance with Board approved budget - expenditure only; no contractual terms) e.g. accepting a quote	Budget Managers – up to \$20,000 EDBS – up to \$50,000 CEO – up to \$200,000 (counter signed by Budget Manager)
Authorisation of funds expenditure (in accordance with approved budget)	CEO or EDBS – up to \$200,000 Board – greater than \$200,000
Authority to <u>commit</u> to conference related expenditure to be paid from PCO Trust Account (in accordance with Board approved budget - expenditure only; no contractual terms) e.g. accepting a quote	Budget Manager plus Professional Conference Organiser (PCO) – up to \$100,000 CEO – up to \$200,000 Board -greater than \$200,000
Authorisation of funds expenditure to be paid from PCO Trust Account (in accordance with approved budget)	Budget Manager plus PCO – up to \$20,000 CEO – up to \$200,000 Board -greater than \$200,000
Authorisation of funds expenditure (outside Board approved budget)	CEO – up to \$10,000 net impact on budgeted loss/surplus Board – greater than \$10,000 net impact on budgeted loss/surplus
Salaries / PAYG / BAS	CEO and EDBS – Any value within Board approved budgets
Transfers between PA bank accounts	CEO & EDBS – Any value
Credit Cards; in accordance with operational requirements, within the approved credit limits Cardholders to expend funds in accordance with Credit Card policy	CEO or EDBS – authorised to issue Credit Cards CEO (max \$7,000) Other Staff (max \$1,500) subject to monthly approval by Cost Centre Managers and the EDBS
Term Deposit Investments	Approval to Open – CEO & EDBS

Rollover of existing Term Deposits	CEO or EDBS has authority to rollover existing TD's in line with cash flow needs
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### 3.3. Assets (IT, CRM or Office)

<b>Delegation</b>	<b>Person</b>
Acquiring assets for operating activities (excludes investments and property)	CEO & EDBS – Within expenditure limits above & within Board approved budgets
Disposal of assets that were used for operating activities (excludes investments and property)	CEO or EDBS – Up to \$5,000 of written down value
Intellectual property (eg. registering trademarks and dealing with programmatic intellectual property)	CEO or EDBS

### 3.4. Contractual

<b>Delegation</b>	<b>Person</b>
Authority to enter into contracts on behalf of the Company relating to expenditure (eg. supplier contracts, leases, funding collaborations)	Must be within Board approved budgets; CEO – up to \$200,000 over the term of the contract EDBS – up to \$50,000 over the term of the contract Budget Managers – up to \$5,000 over the term of the contract CEO & 1 Board or FARCC Chair unbudgeted or over \$200,000
Authority to sign contracts and agreements that require both the CEO and Company Secretary or a Director and Secretary to sign	Company Secretary (Executive Officer (EO)) in line with CEO limits above
Authority to enter into contracts on behalf of the Company relating to income (eg partnership agreements, funding applications and agreements, fee for service agreements, funding collaborations and MoU's)	CEO – unlimited if aligned with organisational strategy and purpose EDBS – up to \$25,000 if within Board approved budget & strategy Must align with the Partnerships Policy (currently under review)

### 3.5. Partnerships & Fundraising Approvals

<b>Delegation</b>	<b>Person</b>
Partnerships & Fundraising (including Memorandum of Understandings)	<p>CEO may approve Agreements that commit PA's resources (financial, staff or equivalent) aligned with Board approved strategy and PA purpose; and</p> <p>Aligns with the Partnership Policy (currently under review)- any issues or complexities discussed with Co-Chairs, and then to Board if required.</p>

### 3.6. Chapter Group grants and costs

<b>Delegation</b>	<b>Person</b>
<p>Approval of new Chapter groups</p> <p>Donations received for Chapter purposes</p> <p>Grant requests by Chapter Committees</p> <p>Chapter groups – direct costs</p>	<p>Board approves Chapter after legal review</p> <p>FARCC ratifies donations for use by PA</p> <p>Chapter Committee minutes of meeting verify request for use of funds</p> <p>CEO can authorise grants up to \$150,000, verifying ratified funds in sub-fund</p> <p>CEO + 1 Board can authorise grants \$150,000+</p> <p>Chapter Committee minutes of meeting verify budget for use of funds</p> <p>Each invoice authorised by Committee Chair</p> <p>PA can pay costs direct from ratified sub-funds balance (within authorisation limits)</p>

### 3.7. Authorisation of payment via Electronic Fund Transfer (EFT)

- a) Relevant paperwork supported by appropriate original documentation and verifiable invoices are required to support all payments of funds
- b) These must be authorised by two signatories every time. Either both Primary signatories or a Primary and Secondary signatory may sign. Two secondary signatories may authorise payments only if there has been direct delegation due to leave or absence by both CEO and EDBS being unavailable at same time.

- c) Primary Signatory must be the Chief Executive Officer or the EDBS.
- d) The FARCC must approve additional Senior Managers as authorised signatories to the EFT payment authorisations.
- e) To enact payments and in addition to (a) above, online authorisations using secure coded devices held by only the authorising signatories are required for all EFT payments to be processed.

### **3.8. Budget Reallocations**

Only the CEO or EDBS have authority to reallocate resources across Cost Centre budgets (within the overall Board approved budget). Budget Managers may reallocate within each Cost Centre, as long as there is limited impact to the approved Action Plan.

The CEO may approve changes to the budget provided there is no significant financial impact exceeding 10% variation to budgeted surplus or deficit, a significant change to the Action Plan, and there is no risk to financial sustainability.

### **3.9. Risk Management & Compliance**

As per the Risk Management Policy separately authorised by the Board.

<b>Delegation</b>	<b>Person</b>
Establish and implement a system for identifying, assessing, monitoring and managing material risk	Board approved includes Risk appetite. FARCC reviews & recommends. CEO & EDBS lead; SMT input into development
Communication to government regulators (including ASIC, ACNC, ATO) to maintain information about PA (contact details and authorised/responsible persons)	Company Secretary (EO)
Submission of annual reporting to government regulators (including ASIC, ACNC, ATO) in accordance with board approved documents/content (Financial Report/AIS)	Company Secretary (EO)
Response to requests for information, inquiries, investigations and other regulatory activity by government regulators	CEO or EDBS (upon advice from legal counsel) (in consultation with Co-Chairs and & Board)
Annual insurance renewals & acceptance of cover offered if appropriate	EDBS
Engage external legal counsel with whom the PA has an existing relationship	CEO up to \$25,000 EDBS up to \$5,000

Engage new external legal counsel with whom PA has no existing relationship	CEO & Board Chair
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### **3.10. Delegation of Approvals**

During periods of leave or absence, the authority to approve may only go 'up the line' to CEO and Board and may not be delegated to staff below manager level.

The CEO may delegate their authority to the EDBS in their absence if required.

## **4. RESPONSIBILITY**

All our people are responsible for understanding and complying with this policy.

## **5. REPORTING & CONTROLS**

## **6. REVIEW**

The delegations shall be reviewed by the Board annually upon recommendation by the FARCC.

*Policy Created: 2016*

*Policy last Reviewed: 2 March 2022*

*Policy next Reviewed: October 2023*