



BOARD DELEGATION OF AUTHORITY POLICY

Version 1

Approved by the Board Date 14 December 2016

Queensland Canoeing Inc.

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1. PURPOSE

1. The board is responsible for the general control and management of Queensland Canoeing Incorporated (QC). For the organisation to operate effectively, the board must delegate responsibilities regarding the organisation's operations to the Executive Officer (EO). In turn, the EO may delegate tasks to other organisation employees.
2. The purpose of this policy is to set out the organisation's framework for delegating power and authority from the board to the EO and the relevant limits.
3. The policy applies to the board, directors and EO of the organisation

2. BACKGROUND

1. Under Section 33.4 of the QC Constitution, the EO has the broad power to manage the day-to-day affairs of QC.
2. This Delegation of Authority provides detail and limitation to that broad power to manage, by setting out which matters the board has delegated, and which matters it reserves for itself.
3. Given the board's ultimate responsibility to govern, the board remains accountable for matters for which it has delegated its authority. Therefore, a high degree of control and risk management is required around delegations of authority. Limits on delegated authority will be set taking into account the need to manage risk and and the need to make efficient decisions regarding the operation of the organisation. From time to time, these delegation limits might change in response to risk considerations.

3. POLICY

1. The matters which the board has reserved for itself and which it has delegated to the EO are set out in the delegation schedule which appears as **Appendix A** to this policy. The EO is not required to report or seek approval of the board in relation to the matters that fall within the EO's delegation as outlined in the delegation schedule.
2. Any changes to the delegation schedule set out in **Appendix A** must be approved by the board. The board has the discretion to withdraw or amend the delegations of authority to the EO at any time.
3. Unless otherwise specified, delegations made by the board to the EO under this policy may be further delegated by the EO to other management or staff provided that such delegations: are based on the principles contained in this delegation policy; and the delegation is recorded in writing and in a form that enables the board to conduct periodic assessments of the proper exercise of delegated power.
4. Individual directors have no authority to participate in the day-to-day management of the organisation including making any representations or agreements with suppliers, customers, employees or other entities. The only exception is when the board, by resolution, explicitly delegates authority to an individual director.

4. DELEGATION PRINCIPLES

1. The EO and all other delegates from time to time must exercise their authority subject to and in accordance with the law, this policy and any other related policies, procedures and decisions of the board.
2. In this context, all delegations within QC are also subject to the following principles.
 - (a) Delegates must ensure that expenditure is for a proper purpose in the conduct of QC's business. The existence of a delegation limit does not mean that every transaction within that limit should be automatically approved.
 - (b) Delegates have a responsibility to ensure that the expenditure or action is within the normal scope of their role and duties.
 - (c) Delegates must at all times consider applicable statutes (e.g. for Qld public sector entities the *Financial Accountability Act 2009* and the *Financial and Performance Management Standard 2009*) as well as policies and procedures (e.g. the QC Code of Conduct) before deciding to exercise a delegation.
 - (d) Delegations relate to a position rather than a person. Delegations to positions include:
 - i. any re-designation or title change for the position the subject of the delegation
 - ii. any person for the time being officially acting in the position.
 - (e) With the exception of the EO as specified in **Appendix A**, delegates are not authorised to sub-delegate their delegation to any other person or position.
 - (f) All delegations relating to expenditure or business commitments must be exercised within the approved budget or the approved planning document.
 - (g) Delegates must not exceed the limits on their delegated power.
 - (h) Delegation limits apply to the total value of a transaction and not to instalments. Transactions must not be deliberately structured or split to avoid delegation limits.
 - (i) An authority to approve a transaction is taken to be an authority to cancel or terminate the transaction.
 - (j) Delegates are to defer to a higher authority if in doubt about the level of their delegated authority or in the case of matters relating to areas of high risk to QC.
 - (k) A delegate must not exercise delegated authority which relates to the delegate's own personal expenses or in relation to a matter in which they personally benefit. Personal expenses includes domestic travel (including accommodation), entertainment, and conferences. All personal expenditure for positions in the first column of the schedule below (Position) is to be approved by the officers listed in the second column of the schedule (Approval Officer):

Position	Approval Officer
Executive Officer	President
Employed staff	Executive Officer

5. REVIEW

- The board will review this policy and the delegation schedule on an annual basis or more regularly if circumstances warrant.

6. RELATED DOCUMENTS

QC Constitution

Sub-Committee Terms of Reference

7. RELEVANT LEGISLATION

Corporations Act (Cth) 2001

Associations Incorporation Act (Qld) 1981

8. VERSION CONTROL

Version number	Approved by and date	Review due date	Review conducted
1	QC Board 14/12/2016	14/12/2017	

DELEGATION SCHEDULE

Item	Matters reserved for the board	EO's delegated authority
Strategy	<ul style="list-style-type: none"> • Approve the organisation's strategic plan in consultation with the Executive Officer • Approve long term and master planning for the organisation 	<ul style="list-style-type: none"> • Lead initial development and consult with the board and strategic planning sub-committee regarding development and approval
Governance policy	<ul style="list-style-type: none"> • Approval of policies and procedures relating to the operation of the board and governance in the organisation • Establishment of board sub-committees and technical committees 	<ul style="list-style-type: none"> • Lead and seek input into the development of the QC annual report • Advice and assistance to the board as appropriate
Operational plans	<ul style="list-style-type: none"> • Receive updates and information to satisfy itself that operations is aligned to and delivering the board-approved strategy 	<ul style="list-style-type: none"> • Develop and implement operational plans in order to achieve board-approved strategy
Annual budgets and cash flow	<ul style="list-style-type: none"> • Approval of annual financial statements • Appointment of the external auditor • Approval of the annual budget on recommendation from the EO • Material changes in the accounting policies adopted by the organisation 	<ul style="list-style-type: none"> • Develop the annual financial statements and budget for board approval
Capital expenditure	<ul style="list-style-type: none"> • Capital expenditure exceeding approved annual budget • Capital expenditure not previously approved in the annual budget • All purchases of real property • 	<ul style="list-style-type: none"> • Subject to the board's reserved power, approval of all capital expenditure which is in accordance with board approved budgets or plan or has otherwise been approved by the board

Item	Matters reserved for the board	EO's delegated authority
Operational expenditure	<ul style="list-style-type: none"> • All amounts outside the approved annual budget greater than \$2,000 in any one transaction • EO overseas travel • EO credit card expenditure that is outside the delegated authority for operational matters • EO expenses claims or advances 	<ul style="list-style-type: none"> • Approval of all operational expenditure which is in accordance with board approved budgets or plans or has otherwise been approved by the board • Approval of any operational expenditure less than \$2,000.
Financing	<ul style="list-style-type: none"> • Approval of the organisation's commitment to any borrowings or financing arrangement (eg all mortgages, charges, loans, finance leasing, borrowing, hire purchase and debt factoring agreements) 	
Investments and arrangements	<ul style="list-style-type: none"> • Any investment on behalf of the organisation other than in general bank accounts • The entering into of any joint venture, partnership, consortium or other similar arrangement 	<ul style="list-style-type: none"> • Approval of all investments and arrangements other than those reserved by the board for approval
Asset management	<ul style="list-style-type: none"> • Sale of any individual asset with value of \$500 or more • All land disposals • Write off of organisation assets or bad debts 	<ul style="list-style-type: none"> • Approval of all asset disposals other than those reserved by the board for approval (ie any sale less than \$500 per asset and in the aggregate)
Contracts and procurement	<ul style="list-style-type: none"> • Authorisation of all contracts: <ul style="list-style-type: none"> - for unplanned and/or unbudgeted items having an individual or combined value of \$2,000 or more; or - otherwise than at arm's length. • Contracts for the purchase of land 	<ul style="list-style-type: none"> • Authorisation of commitment to all contracts which are in accordance with board approved budgets or plans, or have been approved by the board, or in accordance with this delegation policy
Legal matters	<ul style="list-style-type: none"> • Approval of the organisation's overall insurance 	<ul style="list-style-type: none"> • Authorisation of commitment to all contracts which

Item	Matters reserved for the board	EO's delegated authority
and proceedings	<p>strategy</p> <ul style="list-style-type: none"> • Approval of organisation insurances with an insured sum greater than \$3,000 • Referrals of conduct by directors and the EO to police and other regulatory authorities • Initiation of legal action other than debt collection • Settlement of contractual disputes 	<p>are in accordance with board approved budgets or plans, or have been approved by the board</p> <ul style="list-style-type: none"> • Source appropriate General Office insurance and Marine Hull insurance. Can authorise commitment to these policies if less than \$3,000 • Referrals of conduct by employees to police and other regulatory authorities
Human resources (including staffing and organisational structure)	<ul style="list-style-type: none"> • Engagement of board advisors • The conduct of board performance evaluations and remedial action to be taken regarding a director's performance • Appointment, suspension and removal of the EO • Determining duties and responsibilities of the EO • Remuneration and other entitlements of the EO • Performance evaluation of the EO 	<p>Employment, performance review, remuneration and termination of all staff:</p> <ul style="list-style-type: none"> • consistent with Board-approved strategy, plans, budgets, policies and directions; or • in consultation with Board, through the Chair, in the case of employment of key staff
Sponsorships, grants, donations and branding	<ul style="list-style-type: none"> • Any sponsorship or grant agreement to be entered into by the organisation where the organisation is paying money • Any sponsorship or grant agreement to be entered into by the organisation where the organisation is receiving money greater than \$5,000 annually • All donations by the organisation to external parties • Changes in corporate identity or branding 	<ul style="list-style-type: none"> • Any sponsorship or grant agreement to be entered into by the organisation where the organisation is receiving money less than \$5,000 annually • Operationally account for the acquittal of grants in accordance with the grant deed
Board expenses	<ul style="list-style-type: none"> • The Chairperson retains the authority to approve in accordance with relevant policies: <ul style="list-style-type: none"> - all director expense claims 	

Item	Matters reserved for the board	EO's delegated authority
	<ul style="list-style-type: none"> - all director professional development. 	
Corporate structure	<ul style="list-style-type: none"> • The taking of steps to establish, wind up or dissolve any company or business stream in line with the Constitution • The establishment and dissolution of any subsidiary entities 	
Business operations	<ul style="list-style-type: none"> • Any material change in the nature of the business or cessation of any significant business operation 	