

Delegations of Authority

Number:	Pol 005	Version	1.0		
Subject:	Governance	Distribution:	External		
Authorised by:	Board of Directors	Approval Date:	23/02/2018	Review Date	23/02/2018

Purpose and Scope

Integral to the Urological Society of Australia and New Zealand's (USANZ) operation and management is a clear delegations framework that ensures all necessary functions are carried out effectively by appropriately qualified people, with appropriate monitoring and reporting lines in place. The Delegations Policy establishes clearly defined levels of decision-making authority for financial and non-financial matters, with the Board of Directors retaining accountability and exercising appropriate oversight.

This policy applies to USANZ Board, committees, Sections and staff. It covers all organisational functions including administrative, legal, financial, human resource management, membership, events and section based initiatives.

Policy

1. Principles

The following principles apply to both the level and the scope of authority under any delegation:

- Where authority is delegated to approve transactions, then that authority extends to all functions required to give effect to those transactions, such as negotiations and execution of contracts and agreements.
- The Board of Directors (Board) is accountable for all activities undertaken under delegated authority and must maintain appropriate oversight, ensuring that delegations are compliant with relevant regulatory frameworks and effectively implemented in accordance with this policy.
- USANZ recognises that an effective delegations system is a key component of effective risk management.
- Delegations of authority are made to positions not individuals. The level of authority must be appropriate to the capabilities and seniority of the position or body to whom it is delegated. The Chief Executive Officer (CEO) is entitled to further delegate his/her responsibilities to other positions or bodies.
- More senior positions may exercise authority delegated to a subordinate position unless the subordinate position has the delegation due to a specific skills set. In the event the CEO is not able to exercise their delegated authority for any reason, the President has full authority to exercise the necessary delegated authority in their place.
- Delegations of authority should be made as efficiently as possible. As such, decision-making power should remain as close as possible to the process or product that it affects.
- All delegations must be consistent and internally coherent with other delegations, regardless of the area of operation.
- Accurate and comprehensive records of delegations must be kept in the form of a **Delegations Register** (Appendix 1) and made available to all relevant people.

2. Board of Directors

The Board has certain responsibilities that cannot be delegated to another position. These include:

- Developing, reviewing and approving the USANZ Strategic Plan and Business Continuity Plan

- Reviewing and approving corporate governance policies
- Approving the USANZ Annual Budget
- Approving legal or financial settlements
- Reviewing and approving applications for membership to the Society
- Approving periodic and annual audited financial statements
- Approving memorandums of understanding or binding legal agreements relating to the provision of medical or scientific services or collaborations with urological associations.
- Authorising USANZ endorsement of position statements or other publications on urological or surgical matters.

3. Delegations structure

The Board delegates authority to the:

- Chief Executive Officer (CEO)
- Section Chairs
- ASM Convenor
- ASM Scientific Chair
- Board committees.

The CEO delegates authority to:

- Senior management

4. Delegations Register

The Board documents, approves and monitors the delegations of authority in the USANZ Delegations Register (Appendix 1). The Delegations Register will include:

- position or body to which the authority to which the authority is delegations;
- limits to the authority;
- consultation and Notification Conditions to be followed when exercising the delegation
- reference to supporting policies or other documents.

5. Responsibilities

The position or body who holds a delegation must:

- act within the limits of their delegated authority
- act in good faith
- comply with USANZ policies and procedures
- contribute actively to all reporting and monitoring activities as required
- seek clarification from the superior authority if unsure about any aspect of their authority.

In addition, positions or bodies with delegated authority should be aware that:

- An individual occupying a position with delegated authority who does not believe they are appropriately qualified to exercise their delegated authority, may refer to their superior.
- All individuals are expected to refrain from exercising their delegated authority if a conflict of interest presents itself, and to disclose that conflict of interest at the earliest opportunity.

6. Responding to a delegation breach

Any breach of this policy will be treated a serious failing of USANZ's responsibility to remain accountable and transparent in its operations, which in turn presents a risk to USANZ's operations. All instances of non-compliance with delegations as detailed in this policy must be reported immediately to the CEO or President.

Where non-compliance has been upheld and is considered to be severe it must be reported to the USANZ Board who will determine the appropriate disciplinary response.

Depending on the level of severity of the breach, disciplinary responses may include:

- Written warning;
- Removal of or further limitations on delegated authority;
- Suspension, demotion or termination of employment; or
- Removal from the USANZ member register.

Related policies, documents and legislation

- USANZ Board Charter
- USANZ Strategic Plan
- Board Code of Conduct

Definitions

- USANZ Board Charter: The policy approved by the Board which sets out the roles, responsibilities and authorities the Board has put in place to meet its governance obligation.
- USANZ Strategic Plan: The document setting out USANZ's overall strategic goals.
- Schedule of Delegations: A record of delegations of authority at USANZ.
- Delegation of Authority: A shift of decision-making authority from one position or body within USANZ to another lower position or body. The higher position or body remains accountable for the outcomes of the duties that it delegates.
- Section Chair: elected by Section members at the Annual Section Meeting or the Section Annual Business Meeting
- Budgeted Expenditure: refers to expenditure in the USANZ Annual Budget approved by the Board of Directors, including any variations to that Budget also approved by the Board.

Superseded documents

- 2009 Financial Delegation to the CEO

Revision history

Version	Date approved	Notes	By
1.0	23/02/2018	n/a	Board of Directors

Review date

This policy will be reviewed every 3 years. The next review will be in February 2021.

The Delegations Register will be reviewed annually or more frequently as required.

Contact

Michael Nugara, CEO

Email: michaelnugara@usanz.org.au

Delegations Register

Acronyms

- Board: USANZ Board of Directors
- CEO: Chief Executive Officer
- COO: Chief Operating Officer
- CFO: Chief Finance Officer
- E&CM: Events & Communications Manager
- E&TM: Education & Training Manager
- G&SC: Governance & Secretariat Coordinator
- SAG: Specialty Advisory Group

General Controls

- All contracts for expenditure entered into must first comply with the Delegation of Authority values as outlined in this register.
- No employees, other than delegated officers, are authorised to enter into contracts or agreements unless they are explicitly authorised to do so.
- The authority values apply to revenue and procurement activities, including the negotiation and execution of contracts or agreements on behalf of USANZ.
- The approval required shall be based upon the delegated level of the cumulative contract or project value. Where the expenditure relates to ongoing operational costs, it will be based on the value of a single invoice.
- All payment approvals will be signed by at least two staff, one of whom must have the appropriate level of delegated authority.
- Approval of the USANZ Annual Budget by the Board of Directors, including any variations of that Budget also approved by the Board (Budgeted Expenditure) is a delegation of authority to the CEO for identified expenditure and projects, regardless of value.
- The Board of Directors has delegated authority to the CEO for Unbudgeted Expenditure \leq \$200,000.
- The CEO has delegated authority to the COO for Budgeted Expenditure $<$ \$75,000 and Unbudgeted Expenditure up to $<$ \$10,000. The COO must report individual payments \geq \$10,000 to the CEO.
- In exceptional circumstances where both the CEO and COO are unavailable, the CEO may delegate authority to the CFO or GS&C temporarily. The CFO and GS&C may only exercise this authority where it is an operational imperative and where they are not the responsible Budget Manager. Payments made during such periods must be reviewed by the CEO at the end of the temporary delegation period.
- Where the delegated authority is the Board of Directors, the signing authority will be the President, or in his/her absence, the Vice President or Past President.

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Financial Transactions and Expenditure				
Budget Approval	Board	CEO, CFO		Board Charter
Unbudgeted Expenditure > \$200,000	Board	CEO		
Unbudgeted Expenditure ≤ \$200,000	CEO	CFO		
Unbudgeted Expenditure ≤ \$10,000	COO	CEO		
Bank authorisation, including establishing new accounts	CEO	Leadership Group	Report establishment or closure of accounts to the Board	
Transfers between USANZ Bank Accounts	CEO	COO or CFO		
Write off bad debts > \$200,000	Board	CEO, CFO		
Write off bad debts ≤ \$200,000	CEO	CFO	Report to Board annually	
Placement & redemption of Assets	Board	Investment Committee / CEO Joint signing CEO & COO	CFO	Investment Policy
Insurance Policies				
New insurance policies: incl property, contents, public liability, directors & officers, events, volunteer and workers compensation.	CEO	COO, Events Budget Line Manager	Report to Board annually	Risk Management Policy (to be developed)

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Media & Public Spokesperson				
Comment publicly on USANZ generally and on issues affecting, professional conduct, medical or scientific nature in Australia.	President	Relevant Special Advisory Group (SAG) in some instances	CEO	Board Charter/Media Policy
Comment on USANZ generally or on issues affecting patient, professional conduct, urological or scientific topics in New Zealand	President NZ Section Chair	President Relevant Special Advisory Group (SAG) in some instances	CEO	Media Policy
Comment publicly on USANZ generally, except where the subject matter is of a medical or scientific nature.	CEO			Board Charter/Media Policy
Membership				
Accepting New Members	Board	CEO, G&SC		USANZ Constitution
Membership category changes involving Provisional or AUM IMG members	Board	CEO, ET&M, G&SC		“ ”
Removal from Members Register due to retirement, resignation or withdrawal from the Training Program	CEO	G&SC, ET&M	Report to Board	“ ”
Removal of Full Members, Fellows, Provisional, AUM, Trainee Members for non-payment of fees, breach under the USANZ Constitution or other reason not set out below.	Board	CEO, G&SC		“ ”
Removal of Corresponding Members; or Associate Scientific Members for non-payment of fees.	CEO	G&SC, E&TM	Report to Board	“ ”
Implement fee waivers or discounts	CEO	G&SC, CFO		Member Discount Policy
Member Benefit Program – introducing new or ceasing existing initiatives	Board	CEO		

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Policies				
Position Statements	Board	SAG		Policy Framework
Policies – Overarching frameworks, policies addressing organisational governance issues such as Committee Charters	Board	CEO		“ ”
Policies addressing operational or management issues	CEO	Affected staff	Report to Board	“ ”
Endorsement of RACS/Board of Urology Training Policies & Procedures	CEO and Directors who attend BOU meetings.	E&TM	Report to Board	“ ”
Partnerships & MoUs				
Enter into agreements with external urological societies and other partners regarding matters of a medical or scientific nature.	Board	CEO		
Human Resources				
CEO Appointment	Board	President		Board Charter
CEO annual performance & remuneration	President	Leadership Group	Report to Board	Board Charter
Employment or termination of employment of staff or ongoing consultants incl approval of completion of probationary periods: existing & new positions	CEO		Report to Board	In accordance with employment conditions
Grievance resolution	CEO or President	HR Advisor	Report to Board	Grievance policy to be developed

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Education & Training				
Establishment of Annual Training Fee	Board	CEO, CFO and E&TM		
Renewal of BoU/USANZ agreement	Board	CEO		
Delivery of services under the BoU/USANZ Agreement	CEO	E&TM		
Society Awards and Honours				
Annual Society Awards	Board	Society Awards Nomination Committee, CEO		
Annual Scientific Meeting				
Appointing Scientific Committee Chair, Convenor, Selection of Host City and approval of ASM Budget	Board	CEO		ASM Guidelines under review
Approval of ASM Budget	Board	CEO		“ ”
Promotion, advertising and branding of ASM	CEO	ASM Organising Committee, incl E&CM		“ ”
Scientific Programming	Jointly Convenor and Scientific Committee Chair	SAG Leaders		“ ”
Sponsorship prospectus, contracting and negotiation of commercial aspects of sponsorship packages	CEO	E&CM		“ ”
Sponsor encouragement (excludes negotiating commercial arrangements)	Convenor	CEO		“ ”
Incur minor expenses associated with ASM – up to \$5,000 (combined total)	Jointly, Convenor and Scientific Chair	CEO		ASM Guidelines / ASM Budget

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Branding & Marketing				
Approve marketing and communication policies and campaigns, including management of USANZ corporate brand.	CEO	E&CM		
Rebranding projects	Board	CEO		
Approve use of USANZ logo on documents relating to patient care or medical issues.	Board	CEO		
Approve use of USANZ logo by other third parties such as partners, sponsors etc.	CEO	E&CM		
Section Operations (Australian only)				
Approval of annual Section meeting budgets	Board	Section Convenor will submit through Secretary/Treasurer	CEO	Section Meeting Budget Form
Approval of Section initiatives project budgets & plans	Board	Section Chair	CEO	Project Funding Request Form
Sponsorship of Section meetings – sponsor prospectus preparation, negotiation of sponsorship value and entitlements to be included in contract.	Section Convenor			Section Guidelines to be developed
Sponsorship of Section meetings - contract review of terms & conditions to ensure broader USANZ legal interests protected (ie insurance, intellectual property etc). Execution of sponsorship agreement/contract.	CEO	Section Convenor		Section Guidelines to be developed
Professional Conference Organiser (PCO) – selection and oversight of PCO.	Section Convenor	Section Chair		“ ”

Function	Delegate	Delegation Exercise Conditions		Policy Framework
		Consultation	Notification	
Section Operations (Australian only) - continued				
Professional Conference Organiser (PCO) – contract review of terms & conditions to ensure broader USANZ legal interests protected (ie insurance, intellectual property etc). Execution of PCO agreement/contract.	CEO	Section Convenor		“ ”
Development of scientific & social programming	Section Chair			“ ”
Establishment and administration of Section awards incl selection process.	Section Chair	Section Convenor	Board	“ ”

