

Bethany Care Ltd
Board Delegation Policy
Policy & Procedure 50

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Board Delegation Policy

1. Object & Field of Application

- 1.1 This Delegation of Authority policy is established to define the limits of authority designated to specified positions of responsibility within Bethany Care and to establish the types and maximum amount of obligations that may be approved.
- 1.2 It has been established to define the limits of authority designated to specified positions of responsibility within Bethany and to establish the types and maximum amount of obligations that may be approved. The approval of commitments and transactions outlined in this policy must always be made by the parties that have been designated the responsibility for final approval.
- 1.3 The policy sets out the nature and extent of the authority formally delegated to the Board.
- 1.4 The Board reserves all decision making authority to itself except to the extent that such power has been delegated to the Service Manager. This includes control at all times over its statutory obligations and key strategic directions and control and monitoring of all issues that may significantly impact the company.

2. Legislation

- 2.1 The Disability Services Regulation 2006

3. References

- 3.1 Independent Community Living Australia (ICLA) – Delegation of Authority Policy
- 3.2 VOC-Delegated Authority Policy

4. The role of the Board is to govern, which is broadly to:

- 4.1 Ensure the relevance and appropriateness of Bethany's strategic and policy framework
- 4.2 Deal with the role, remuneration, performance and tenure of the Service Manager
- 4.3 Ensure the financial viability of Bethany
- 4.4 Ensure compliance with all statutory and common law duties and obligations, and the terms and conditions in all contractual, funding, service and similar agreements
- 4.5 In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:
 - 1. Appointing and removing the Service Manager and determining his or her terms and conditions of employment (including remuneration)
 - 2. Reviewing and approving each of the following:
 - Systems of governance, risk management and internal control, codes of conduct and legal compliance
 - Financial and other reporting
 - Major capital expenditure, capital management, and acquisitions and divestitures
 - Any matters in excess of discretions that, from time to time, may have delegated to the Service Manager (for instance, in relation to capital expenditure).
 - 3. Approving each of the following:
 - The Strategic Plan annually or biannually
 - The budget annually or biannually
 - Significant changes to the organisational structure
 - The acquisition, establishment, disposal or cessation of any significant business of the organisation
 - Any public statements which reflect significant issues of the Company policy or strategy

5. The role of the Service Manager is to manage, which is broadly to:

- 5.1 Act as the executive officer to the Board, including advising and informing the Board in its governance role
- 5.2 Maintain the faith-based culture of Bethany Care.
- 5.3 Work with the Board to reach agreed strategic and business outcomes within the appropriate budgetary and financial framework
- 5.4 Manage all of the day-to-day affairs and activities of the organisation within the Board-endorsed strategic, policy, risk, people and financial framework
- 5.5 As approved, attract, motivate and retain a suitably qualified team of managers and staff
- 5.6 Provide reports, analysis and recommendations to the board as required
- 5.7 Implement Board decisions
- 5.8 Service Manager is empowered to manage and lead the business on a day to day basis
- 5.9 The Service Manager's management and leadership role will include the input of their vision, direction and innovation wherever this is required

6. Principles Of Delegation

The key principles upon which this delegation of authority is based are as follows:

- 6.1 Practicality - The delegation of authority to the Service Manager should be clear, concise and practical
- 6.2 Accountability - The trail of accountability for decision making needs to be clear and must remain intact (un-broken) at all times in terms of the sub-delegation of authority by the Service Manager or others
- 6.3 Sub-Delegation - The Service Manager will have the ability to delegate his authority to others within the chain of management provided that, so far as the Board is concerned, the Service Manager will remain responsible for such decision making
- 6.4 Board Reporting - It is essential that the Board receives adequate and timely reporting of the use of delegated authority by the Service Manager (particularly any unbudgeted or discretionary authority) so that the Board can be fully informed at all times

7. DELEGATED AUTHORITY

CATEGORY	AUTHORITY DELEGATED
GOVERNANCE	
<ul style="list-style-type: none"> • Any change to the company structure 	<ul style="list-style-type: none"> • Subject to Board approval
<ul style="list-style-type: none"> • Publications (i.e. shareholder newsletters) 	<ul style="list-style-type: none"> • Full authority
<ul style="list-style-type: none"> • Publication of Conference Papers and speeches 	<ul style="list-style-type: none"> • Full authority
<ul style="list-style-type: none"> • Memoranda of Understanding, Heads of Agreement and Alliance Agreements 	<ul style="list-style-type: none"> • Subject to Board approval
<ul style="list-style-type: none"> • Sub-delegation of Service Manager's authority 	<ul style="list-style-type: none"> • Full authority subject to reporting and accountability requirements
REPORTING REQUIREMENTS (FUNDERS)	
<ul style="list-style-type: none"> • Specified reporting requirements against the outputs, funding or overall compliance including annual compliance returns 	<ul style="list-style-type: none"> • Full authority subject to Board oversight and reporting to Board of any non-compliance
<ul style="list-style-type: none"> • Event driven activities which occur at various stages during the funding term, usually as a result of a change in the funding arrangements, or an external trigger 	<ul style="list-style-type: none"> • Subject to Board approval
<ul style="list-style-type: none"> • Acquittal accounting 	<ul style="list-style-type: none"> • Subject to Board approval
STAFF	
<ul style="list-style-type: none"> • Appointing managers and staff 	<ul style="list-style-type: none"> • Full authority in accordance with current approved Board budget, subject to the faith based culture of Bethany Care
<ul style="list-style-type: none"> • New positions 	<ul style="list-style-type: none"> • Full authority if part of a Board approved budget • Board approval is required if the new position is not part of a previously Board approved budget

• Replacing existing positions	• Full authority
• Terminating or retrenching staff	• Full authority
• Remuneration of management and staff	• Full authority to structure and set remuneration subject to any prevailing company policies directed by the Service Manager and in consultation with the Board.
• Consultants	• Full authority in accordance with current approved Board budget
• Business Related Expense claims	• Full authority for all staff in accordance with current approved Board budget
CLIENTS	
• Service Fee changes	• Subject to Board approval
• Accepting new clients	• Full authority
• Provision of support	• Full authority. The Service Manager reserves the right to determine whether Bethany Care supports a particular individual taking into account their support needs and Bethany Care human and/or other resources.
LEGAL	
• Obtaining legal advice in the normal course of business	• Full authority
• Settling litigation claims, legal disputes and staff claims	• Subject to Board approval
TENDERS & GRANT APPLICATIONS	
• Tendering for new contracts from our current funders within our current operations parameters	• Full authority however to be advised to Board
• Applying for new grants within our current operation parameters	• Full authority however to be advised to Board
• Tendering for contracts from our current funders outside our current operations parameters or from different funders	• Subject to Board approval
• Applying for new grants outside our current operation parameters	• Subject to Board approval

8. Matters Reserved for the Board

- 8.1 The matters specifically reserved for the Board under this Policy include decisions about company strategy and policies, as well as matters involving amounts over specified limits (which varies depending upon the nature of the transaction). The Board, has authority for succession planning and remuneration for the Chief Executive Officer (or equivalent) and his direct reports.
- 8.2 Budgets and/or forecasts may only be approved or changed by the Board.
- 8.3 Changes to the Company’s capital structure, any issue of shares or options or any acquisition are reserved for the Board.
- 8.4 The Board reserves to itself all matters with the potential to have a material impact on the reputation of the Company.

9. Matters Delegated to Management

- 9.1 Other than as expressly provided in this policy, all matters not specifically reserved for the Board and necessary for the day to day management of the Company, and the implementation of corporate objectives, are delegated to management
- 9.2 Comprehensive guidelines have been developed and approved by the Board on management delegated authority. As these guidelines relate to the internal operations of the Company, specific details have not been set out in this Policy.

10. Reporting by Management to the Board

- 10.1 As part of the framework established by this Policy, management is required to report regularly to the Board concerning the authority exercised and matters which come, or may come within, the scope of matters reserved for the Board.
- 10.2 The reports by management cover a range of matters, including sub delegations, litigation activity, financial performance and risk management.
- 10.3 All formal customer or staff complaints and critical incidents must be tabled for discussion at the Board meeting following the reporting of such matters.

11. Communications On Behalf Of the Company

11.1 Verbal communications

- a. Any verbal communications with media, regulatory bodies, or other entities which may have a material effect on the Company, are limited to: The Chairman, or The Service Manager

11.2 Written communications

- a. Any written communication with media, regulatory bodies, or other entities which may have a material effect on the Company, is to be approved by the Board of Directors and the Service Manager, or his delegate, prior to release.
- b. If a written communication is required by law or regulatory body, in a period of less than 48 hours, the Company Secretary, Service Manager or Chairman may authorise its release. The Company Secretary, Service Manager or Chairman must circulate any proposed announcement to the Board prior to release to allow the Board to comment in so far as possible within the timeframe permitted.

12. Temporary Delegation Of Authority

Any role may temporarily delegate their authority to another role, in case of illness or vacation. The board and Service Manager must be informed of the delegation and the period for which it will be in force.