

1. Council Delegations of Authority Policy

- 1.1 Policy number: CO-O-029.7
- 1.2 Category: Organisational
- 1.3 Approval date: May 2018
- 1.4 Revision date: May 2019
- 1.5 Unit responsible Office of the President and CEO

2. Policy declaration

This policy determines the delegation of directors' powers and the effective and efficient operation of the RACGP to support best practice governance.

This policy is approved by Council and endorsed by the Finance, Audit and Risk Management Committee of Council.

3. Background

The RACGP Constitution stipulates that the business and affairs of the RACGP shall be managed by or under the direction of the Council. This is subject to the Corporations Act and to any direction given by the RACGP during a general meeting. The Corporations Act allows directors to delegate powers and the director is responsible for the exercise of the power by the delegate.

4. Responsibilities

Council is responsible for approving the delegations of authority and the periodic review of compliance. Persons covered by this policy are responsible for ensuring that their activities are consistent with the relevant delegations.

5. Delegation

This policy specifically details matters reserved for Council and those delegated to Council Office bearers and Management. Guidance is also provided in a number of Council policies that address expected management actions and authority levels, these are documented in the:

- Finance, Audit and Risk Management Committee of Council (FARM) Terms of Reference
- RACGP Treasury Policy
- RACGP Risk Management Policy.

No person or entity has the authority to act on behalf of the RACGP unless provided for under this policy.

5.1 Matters reserved for Council

5.1.1 Governance, strategic planning and compliance

- Approval of the RACGP strategic directions, plans and business cases as required by Council.
- Approval of a statement or agreement with significant application within the primary healthcare environment, which changes or establishes the RACGP position.
- Approval of the establishment of any Committees of Council, the appointment of Chairs of such Committees, terms of reference and reporting requirements.
- Approval of all policy and procedures relating to the operation of the Council or within Council fiduciary responsibility.
- Approval of policies in the key areas of:
 - i. Occupational health and safety
 - ii. Legislative compliance

- iii. Risk Management
- iv. Whistleblower
- v. Media
- vi. Brand use and management.

5.1.2 Policy (including Nominations) Matters

- Endorsement of RACGP policies that will be communicated externally as an RACGP position or nomination of a RACGP representative and which meets at least one of the following criteria:
 - i. Policies for the governance of the affairs of the RACGP, Council, Faculties (including sub-Faculties) and Council committees (including sub-committees)
 - ii. RACGP Standards for the profession

5.1.3 Finance Matters

- Approval of Annual Statutory Financial Reports and Declarations
- Approval of Annual RACGP Budget
- Approval of Monthly Financial Statements
- Approval of expenditure invoices, purchase orders or contracts for unbudgeted item in excess of \$200,000 excluding GST
- Approval of expenditure invoices, purchase orders or contracts in excess of \$300,000 excluding GST where the expenditure is budgeted or approved by Council
- Approval to write-off a debt owing to the RACGP in excess of \$50,000 excluding GST
- Approval of any political donations including indirectly via involvement in political fundraising events.

5.1.4 Audit and Risk Management Matters

- Approval of the recommendation of the appointment of External Auditor at the Annual General Meeting (AGM)
- Approval of the appointment of an Internal Auditor.

5.1.5 Employment and HR Matters

- Approval of the appointment of Consultants to Council
- Approval of the AGM resolution to determine the President's allowance
- Setting of rates for payment of any professional / technical services rendered by Councillors to the RACGP
- Approval of the appointment, remuneration and termination of the CEO
- Approval of the succession plan for the Council and the CEO.

5.1.6 Membership Matters

- Approval of Membership categories and fees.

5.1.7 New Business Entities

- Approval for the engagement in discussions and/or negotiations regarding mergers and acquisitions
- Approval of mergers and acquisitions
- Approval of the establishment of any new business entity or subsidiary.

5.2 **Matters delegated to Council Office Bearers:**

5.2.1 Chair of Council:

- Approval of CEO leave and professional development
- Approval of Chair of FARM travel plans and expenses
- Approval of issue of RACGP credit card in Chair of FARM's name and monthly approval of charges to the card.

- 5.2.2 Chair of Council and President for out of session endorsement:
- Endorsement of RACGP policies or position statements that will be communicated externally
 - RACGP nomination of a RACGP representative.
- 5.2.3 Chair of Council and President acting jointly:
- The appointment of proxies to represent the RACGP in making decisions when the RACGP is called upon to do so as a member of another organisation.
- 5.2.4 President and CEO acting jointly
- Endorsement of memorandums of understanding with external parties
 - Determine the content and delivery of external media communications in accordance with the RACGP Media Policy.
- 5.2.5 CEO or Chair of Council:
- Handling of grievances lodged by a staff member.
- 5.2.6 Matters delegated to the Chair of the FARM Committee of Council:
- Approval to write-off a debt owing to the RACGP from \$20,001 - \$50,000 excluding GST
 - Approval of CEO and Councillors travel plans and expenses
 - Approval of issue of RACGP credit card in name of the CEO and Councillors and monthly approval of charges to the card
 - Approval of all international travel and expenses as per the RACGP Travel and Hospitality Policy.

5.3 **Matters delegated to Management**

The following delegations apply other than those specifically reserved for Council or Office Bearers.

Chief Executive Officer:

- 5.3.1 Operational Matters
- Implement strategic plans and budget as approved by Council
 - Implement Council policies as approved by Council
 - Implement organisational changes to the Senior Leadership Team in consultation with Council via the Chair, consistent with Council approved strategy, plans, budgets, policies and directions.
- 5.3.2 Finance Matters
- Approval of commitment to financing arrangements in accordance with the RACGP Treasury Policy
 - Approval of authorised cheque signatories
 - Opening and Closing of any Bank accounts or other Bank facilities
 - Approval of expenditure invoices, purchase orders or contracts for unbudgeted items up to \$200,000 excluding GST
 - Approval of expenditure invoices, purchase orders or contracts up to \$300,000 excluding GST where the expenditure is budgeted or approved by Council
 - The approval limits are applied to the annual expenditure for operational and overhead costs and not the total amount of a multiple year agreement
 - Write-off a debt owing up to \$20,000 excluding GST
 - Approval of all domestic travel and expenses for Staff, Members and other parties on RACGP business
 - Approval of issue of RACGP credit card in name of Staff, Members and other parties on RACGP business and monthly approval of charges to the cards.

5.3.3 Merger and Acquisition Matters

- Engage in discussions and/or negotiations regarding mergers and acquisitions, following Council approval
- Perform due diligence regarding proposed mergers and acquisitions in accordance with policy or as required by Council formed due diligence committee.

The above delegations may be further delegated as appropriate.

6. Review

This policy will be reviewed on an annual basis.