

# ● DELEGATIONS POLICY

Policy no: BP07

## ● Policy detail

Policy description	<p>The National Board (<b>Board</b>) of Amnesty International Australia (<b>AIA</b>) is responsible for carrying out the business of AIA in accordance with clause 13.2 of the Constitution. The Board reserves the right to exercise a function which has been delegated in accordance with this policy.</p> <p>The Board has appointed the National Director (<b>ND</b>) to carry out the directions of the Board and wishes to vest in the ND various powers, discretions and duties to enable the ND to assist the Board in carrying out its responsibilities.</p> <p>The Board has established a number of Board committees to assist it in carrying out its responsibilities.</p> <p>The Board may delegate authority:</p> <ul style="list-style-type: none"><li>● in this Delegations Policy</li><li>● in another Board policy</li><li>● in Board committees' terms of reference</li><li>● by way of resolution of the Board.</li></ul> <p>The terms of the delegations to Board committees are set out in the terms of reference that has been established for each Committee.</p>
Policy applies to:	National Board and National Director
Policy owner:	National Board
Related policies:	<a href="#">Code of Conduct</a> , <a href="#">Confidentiality and Privacy Policy</a> , <a href="#">Representing Amnesty International Policy</a> , <a href="#">Performance Management Policy</a>

## ● Policy approval

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## Principles

Delegations of authority are critical to the Board's commitment to strong and effective governance, and clear and transparent administrative practices.

Delegations of authority align responsibility and accountability in a way that facilitates governance and process efficacy, and in a manner that promotes and regulates strong delegate accountability.

The exercise of delegated authority by any delegate must be consistent with Amnesty International's and AIA's constituent, strategic and policy documents (including Amnesty International's Statute, strategic plan and policies, and AIA's Constitution, Vision and policies) and must be consistent with applicable legislation. This exercise of delegated authority must be consistent with the democratic nature of AIA as a human rights campaigning organisation.

Each delegate remains responsible and accountable to the Board for the exercise of a delegated authority.

The Board reserves to itself any matters expressly required by law to be approved by the Board.

Any matters not delegated by the Board under this policy, under other Board policies, in Board committee terms of reference or in resolutions of the Board, are reserved for the authority of the Board.

In the event of any inconsistency between this policy and a delegation contained in any other policy, this policy prevails.

## Delegations

<b>Purpose, Direction and Governance</b>	In accordance with the Appendix 1
<b>Human Resources and Staffing</b>	In accordance with the Appendix 2
<b>Interaction with Amnesty International</b>	<p>The International Nomination and Representation Policy sets out the Board's delegations in relation to the recruitment and selection of individuals to attend Amnesty International global or regional meetings or to participate in global or regional committees and working parties.</p> <p>The Board reserves authority in relation to representing AIA's view to the global movement, including to the International Secretariat and the Global Assembly and other Amnesty International international meetings, on behalf of AIA.</p>
<b>Policy and Procedure</b>	<p>The Board reserves the authority to set and vary Section Policy for AIA.</p> <p>To enable AIA to implement its strategy and plans the ND is delegated the authority to set and vary operational policy and procedure for AIA on matters that have been delegated to the ND, subject to the requirement that such policy and procedure be consistent with policy set by the Board and with Amnesty International's policy where relevant.</p>

	<p>Policy set by the Board, by Amnesty International and by the ND may apply to Board members, the ND, AIA staff, Activism Leadership Committees, activist groups, AIA members and volunteers depending on the scope of the relevant policy. The ND will ensure, and the Board will support the ND in ensuring, the implementation of and adherence to these policies.</p>
<b>Asset Protection</b>	<p>The ND is delegated the authority to prudently, lawfully and in accordance with Amnesty International and AIA policy manage, protect and maintain AIA's assets. Such assets include investments in financial products, cash in bank accounts, real property leases, building fittings, any intellectual property not subject to the relevant Trademark Licence Agreement with Amnesty International and know-how, customer and financial data, office and IT equipment and campaigning materials.</p> <p>In order to enable the ND to manage AIA's assets, subject to the application of AIA's policies in relation to budgets and contracts, the ND is delegated the authority to:</p> <ul style="list-style-type: none"> <li>● operate bank accounts in AIA's name and authorise signatories to such accounts;</li> <li>● arrange for insurance for the major classes of risk;</li> <li>● negotiate and enter into leases;</li> <li>● acquire and maintain office, IT and campaigning equipment;</li> <li>● establish disaster recovery policies and procedures; and</li> <li>● seek appropriate legal, accounting and taxation advice.</li> </ul> <p>The Board reserves the authority to approve any acquisitions or disposals of any real property assets and the disposal of any intellectual property rights AIA owns.</p>
<b>Contracts</b>	<p>The Procurement Policy sets out AIA's delegations in relation to the approval of contracts to be entered into by AIA.</p> <p>This delegation does not relate to the authority to enter into employment contracts – refer instead to Appendix 2.</p>
<b>Public Statements</b>	<p>The Board reserves the authority to make public statements on behalf of AIA (to the media, stakeholders and AIA supporters and members) in respect of any matter, including governance matters (including, at or in relation to General Meetings, the Financial Reports, Directors' Report and Audited Accounts and the appointment or termination of the employment of the National Director).</p> <p>The ND is delegated the authority to make all other public statements other than governance matters on behalf of AIA.</p>
<b>Risk Management and Financial Reserves</b>	<p>The Risk Register and Reserves Policy sets out AIA's delegations in relation to assessing and managing organisational risk and setting the level of financial reserves.</p>

<b>Loans</b>	The Board reserves the authority to approve the establishment of any debt-funding facilities.
<b>Health and Safety</b>	The Board understands that AIA and its individual directors are liable for compliance with regulation in this area. The Board delegates to the ND responsibility to ensure that AIA has in place best practice policies and practices in respect of Work, Health & Safety, Discrimination, Bullying & Harassment, Whistleblowers and environmental protection.
<b>Litigation</b>	The Board reserves the authority to approve the commencement of litigation or the settlement of any claim on behalf of AIA.
<b>Guarantees and indemnities</b>	The Board reserves the authority to approve the making of a guarantee or the giving of an indemnity by AIA.

### **Delegation to the Board Chair**

The Board delegates to the Board Chair joint responsibility to undertake the performance management of the ND, together with one other director who is a board committee chair to be appointed by the Board, including:

- conducting the ND's annual performance reviews;
- approving the ND's leave and any expenses claims;
- approving the appointment of an acting National Director as required (see Sub-Delegations below).

### **Delegation to the National Director**

Subject to this policy and the matters stated to be reserved to the Board, the Board delegates to the ND authority to exercise all powers as are necessary or desirable for the day to day management of AIA.

### **Sub-Delegations**

The ND is authorised by the Board to delegate their authority in respect of each of the matters that are the subject of this policy, and other express delegations of authority to the ND, to members of the staff of AIA. The ND must ensure that such sub-delegations are documented in writing. The ND cannot delegate the accountability for the exercise of such authority and the ND remains accountable to the Board for the exercise of all delegated authority.

The ND may, after approval by the Board Chair, appoint a member of the Amnesty Management Team to act as acting National Director (**Acting ND**) for any period when the ND is on leave or is travelling on AIA or Amnesty International business. The ND may delegate to the Acting ND authority in respect of all matters delegated to the responsibility of the ND by the Board under this policy and other AIA policy. The Acting ND is accountable to the ND for the exercise of this delegated authority and the ND remains accountable to the Board for the exercise of all delegated authority.

## Reporting Obligations

The system of delegation of authority provided for in this policy is only possible if the Board is appropriately and fully informed on all matters material to the governance and operations of AIA. Accordingly, the ND must provide appropriate, timely and sufficiently detailed reports and updates to the Board and its Committees. Such reports must include, at a minimum:

- Financial statements, budgets and strategic plans;
- Regular dashboard reporting on key organisational indicators as agreed between the ND and the Board;
- Regular report which provides a qualitative review of progress against AIA's vision, strategy, objectives and priorities;
- Reports on a quarterly basis (or more frequently when relevant matters arise) on matters which are, will be or might become a risk to AIA's reputation or integrity or to the achievement of AIA's vision, strategy, objectives and priorities;
- Reports on a quarterly basis (or more frequently when relevant matters arise) on Work, Health & Safety issues and significant Human Resources issues;
- Reports on applications for membership which have been declined; and
- Reports on a quarterly basis (or more frequently when relevant matters arise) on any actual or potential legal proceedings being brought against AIA.

## Appendix 1: Purpose, Direction and Governance

The Board of AIA is responsible for approving the vision, strategy, objectives and budget of AIA and for the governance of AIA and the ND is responsible for and accountable to the Board for the performance of AIA against its strategic and operational plans and budgets. The detailed division of these responsibilities is set out in the below table.

		<b>AGM</b>	<b>Board<sup>1</sup></b>	<b>National Director</b>	<b>Activism Leadership Committees</b>	<b>Activists &amp; Members</b>
<b>Agreeing AIA's Vision</b>	Approving	Informed	Approves	Develops & Proposes	Consulted, with option to propose	Consulted, with option to propose
	Changing	Informed	Approves	Proposes	Consulted / Informed <sup>2</sup>	Consulted
<b>Agreeing AIA's Human Rights Impact Areas (including relevant objectives and KPIs)</b>	Approving	Informed	Approves	Proposes	Consulted, with option to propose	Consulted
	Changing	Informed for material changes	Approves	Proposes	Consulted / Informed <sup>2</sup>	---
<b>Agreeing AIA's Operational Priorities (including relevant objectives and KPIs)</b>	Approving	---	Approves	Proposes	Consulted / Informed <sup>2</sup>	---
	Changing	---	Approves	Proposes	Consulted / Informed <sup>2</sup>	---
<b>Agreeing and implementing AIA's Operational Plans</b>	Approving	---	Consulted/ Informed	Approves <sup>3</sup>	Informed	---
	Changing	---	Informed for material changes	Approves <sup>4</sup>	---	---

<sup>1</sup> Where the Board approves a matter, it can also approve its own proposal.

<sup>2</sup> Whether consultation or information is appropriate will depend on the nature of the decision

<sup>3</sup> The ND cannot delegate this approval authority

<sup>4</sup> The ND cannot delegate this approval authority other than to members of the AMT



		<b>AGM</b>	<b>Board</b>	<b>National Director</b>	<b>Activism Leadership Committees</b>	<b>Activists &amp; Members</b>
<b>Agreeing AIA Annual Budget</b>	Approving Budget	Informed	Approves	Proposes	Informed	---
	Changing Budget	Informed for material changes	Approves / Informed <sup>5</sup>	Proposes / Approves <sup>6</sup>	Informed for material changes	---
	Approving Expenditure	---	Approves / Informed <sup>7</sup>	Proposes / Approved <sup>8</sup>	---	---
<b>Agreeing Regional Plans &amp; Budgets</b>	Approving	---	Informed	Approves	Proposes	Consulted
	Changing	----	---	Approves	Proposes	Consulted / Informed
<b>Calling General Meetings</b>		Informed	Approves	Proposes	Informed	Informed <sup>9</sup>
<b>Approving Finance Report and Directors' Report<sup>10</sup></b>		---	Approves	Proposes	---	Informed
<b>Admitting AIA members</b>		---	Informed	Approves	---	----
<b>Setting Membership Protocol</b>		Informed	Approves	Proposes	Consulted	Consulted

<sup>5</sup> Subject to the Procurement Policy

<sup>6</sup> Subject to the Procurement Policy. The ND cannot delegate this approval authority other than to members of the AMT.

<sup>7</sup> In accordance with Procurement Policy

<sup>8</sup> In accordance with the Procurement Policy. The ND cannot delegate this approval authority other than to members of the AMT

<sup>9</sup> AIA members have certain rights to call a general meeting of AIA

<sup>10</sup> The Board reserves its authority in respect of all governance matters that it is directly responsible for under relevant Commonwealth legislation, including the Australian Charities and Not for Profit Commission (ACNC) Governance Standards or the AIA constitution.

## Appendix 2: Human Resources and Staff

The ND is delegated the authority to make decisions about Human Resources and Staffing for AIA, subject to the reservations of authority and the specific delegations set out in the table below. In exercising this delegated authority the ND must act in accordance with the AIA Employment Agreement 2020 or any successor enterprise agreement and relevant legislative requirements.

The ND cannot delegate the authority to approve any matter relating to Human Resources and Staffing, other than:

- recruiting staff other than AMT staff, which may be delegated to the AMT; and
- reviewing and managing the performance of AIA Staff, which may be delegated each staff person's line manager.

		Board	National Director
Appointing, determining conditions of employment of and reviewing the performance of the National Director		Proposes & Approves <sup>11</sup>	---
Determining the staffing establishment of AIA <sup>12</sup>	On annual basis and changes greater than 10% p.a.	Approves	Proposes
	Less than 10% p.a.	Informed	Approves
Approving AMT positions	Changes to position descriptions or conditions of employment of AMT roles	Approves material changes	Approves other changes
	Recruit and terminate the employment of AMT staff	Consulted	Approves
Approving each new Enterprise Agreement		Approves material changes	Proposes; Approves non-material changes
Determining terms and conditions of employment for AIA staff, including the development of contracts of employment and amendments to them.		Informed	Approves
Recruiting staff other than AMT staff		Informed	Approves, within the staffing establishment
Reviewing and managing the performance of AIA staff		Informed	Approves
Terminating the employment of staff other than AMT staff		Informed	Approves, within the staffing establishment

<sup>11</sup> The Board has delegated the performance review of the National Director to the Board Chair

<sup>12</sup> The staffing establishment of AIA is the total number of full time equivalent permanent positions.