

Board of Directors Delegation of Authority Policy

Date of creation: Dec. 4, 2020

Revisions:

1. Purpose

The delegation of authority policy establishes and documents the authority reserved by the board of directors (the “board”) and the authority delegated to the President and Chief Executive Officer (the “CEO”). The board is responsible under the *Canada Not-for-profit Corporations Act* (the “Act”) to manage or supervise the activities and affairs of the organization. It does so through governance and oversight of management, and by delegating to the CEO decision-making authority consistent with the organization’s approved strategy, business plan and budget and that are reasonably required for the effective and efficient operation of the organization in accordance with this policy.

2. Board-Reserved Authority

In addition to matters expressly required by the Act and by-law, and those set out in board policies, guidelines and committee terms of reference (“TOR”), powers specially reserved for the board include:

- Matters involving financial amounts above a certain limit
- Employee hires outside of the approved overall budget
- Disposal of assets above a certain limit
- Changes to bank accounts and signatories (roles of CEO, VP and CFO)
- The acquisition, establishment, disposal or cessation of any significant business of the organization

3. Delegated Authority

The board explicitly delegates to the CEO all operational and transactional authorities necessary to execute the organization’s approved strategy, business plan and budget that are not by by-law, or by resolution of the board specifically reserved to be done by the chair, the board or a board committee or advisory committee.

The CEO may sub-delegate where necessary but will remain responsible for such decision-making.

Approved delegations to the CEO by category are set in **Schedule 1**.

4. Accountability and Reporting

The CEO is accountable for the effective execution of this policy and is required to provide adequate and timely reporting to the board concerning the authority exercised. Reporting must cover categories of authority set out in Schedule 1.

5. Review

The governance, human resources and compensation (GHRC) committee will review this policy one year after approval and every two years thereafter to ensure the policy remains relevant and inline with governance best practices. The GHRC committee will recommend changes to the policy to the board. This delegation of authority will be considered in effect, unless revoked by resolution of the board.

6. Related Information

- The *Canada Not-for-profit Corporations Act*
- CNA By-law No. 1
- Board of Directors Guidelines
- GHRC, Finance and Executive Committees' TOR
- Public Affair Advisory Committee and Regulatory Affairs Advisory Committee TOR
- CNA Signing Authority Policy
- CNA Net Asset Reserve Policy

Schedule 1

Category	Authority Delegated to CEO
Financial	
Operating and capital expenditures (budgeted) (Use of total operating budget within and between different operating, program and project areas)	Full authority subject to CNA signing authority policy CEO has authority to allocate budget funds within on-going operations with reporting reallocations to the finance committee (FC) in a transparent manner
Operating and capital expenditures (unbudgeted)	Proposed expenditures in excess of \$50,000 to be reviewed by FC and approved by executive committee
Changes to bank accounts and signatories (roles of CEO, VP, CFO)	Subject to board approval
Disposal of assets in excess of \$10,000	Subject to board approval
Establishment of any new debt funding or borrowing ¹ arrangements	Subject to board approval
Governance and Related	
The acquisition, establishment, disposal or cessation of any significant business of the organization	Subject to board approval
Creation of management-level working groups or committees of members and stakeholders	Full authority with reporting to the board in a transparent manner
CNA responses, submissions, reports or letters to regulators or government bodies	Full authority with reporting to the board in a transparent manner
Public statements, publications, and membership newsletters, speeches	Full authority
Human Resources	
Hiring employees	Full authority in accordance with approved overall budget

¹ Includes establishing lines of credit, loans facilities and all other debt instruments.



Category	Authority Delegated to CEO
Termination of employee relationships	Full authority with reporting to the GHRC committee in a transparent manner
New positions	Full authority if part of the overall board approved budget Board approval required if the new position is not part of overall board approved budget
Replacing existing positions	Full authority
Employee remuneration	Full authority in accordance with board approved budget and parameters