



## Schedule of delegated authority (SoDA)

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Authors: Board Working Party

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1.0	Draft	Initial draft by Governance Officer	December 2017
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3.0	<b>Approved</b>	Board	May 2024

## Purpose Statement

1.0 Cwmpas recognises that, overall responsibility, and liability, for the actions of those managing it rests with the board of directors. It is therefore essential that the board gives clear guidance and establishes thorough reporting systems to ensure they make appropriate decisions.

## Scope

2. This policy sets out the decisions which are reserved for, and must be made by the board, and those decisions where authority is delegated by the board to either:  
Individual directors e.g., the Chair  
Committees of the board  
The Chief Executive and staff

## General Principles

3. Delegated authority. Some of the matters included in this policy may be the subject of recommendation by the Risk & Audit Committee or from time to time other formally constituted committees, working parties or task & finish groups. However, authority cannot be delegated where this policy requires that a decision must only be reached by the whole board
4. Where the Chief Executive has delegated authority, the principles of subsidiarity should be applied, and decisions should be further delegated to as close to the point of service delivery as is appropriate in the circumstances. Where matters have been delegated to the Chief Executive, the Chief Executive remains accountable to the board for the exercise of the powers delegated.

## Schedule of Matters reserved for Board

5. These are the matters where only the board, collectively, can make decisions

### Membership Issues

Approve applications for membership
Expel individuals or organisations from membership
Set and revise the rate of annual subscription
Convene a general meeting
Approve resolutions and corresponding documentation to be put forward to members at a general meeting

### Governance

Select and appoint directors to the Board
Select the Chair and Vice Chair of the Board
Select a Treasurer and members of committees and working groups
Approve any changes to the Board and its functions
Approve the Terms of Reference for the Board and for each committee
Appoint and remove co-options to the Board.
Appoint and remove a Company Secretary
Appoint and remove the Chief Executive and oversee the Chief Executive's Performance
Approve Board appraisal and review process
Appoint, re-appoint, or remove external auditors
Approve any changes to the Centre's status as a company or co-operative and community benefit society

## Strategy and planning

Approve the long-term purpose, vision, objectives, and strategy

Approve the five-year business plan and its annual review

Approve any material deviation from Cwmpas' strategy

Approve any decisions to cease to operate all or any material part of Cwmpas' business

## Financial reporting and controls

Approve the annual report and financial statements

Approve the annual external audit findings report

Approve the quarterly management accounts and budget re-forecasts

Approve financial standing orders including the procurement policy

Approve changes to accounting policies and practices

Approve the annual budget including approving increases / annual pay award

Approve the Cwmpas' reserves policy

Approve Cwmpas' investment/treasury management policy and risk appetite

Determine any major changes to the Cwmpas' pension schemes

Approve any changes in employee benefits structures

Appoint investment managers

## Contracts and Internal Controls

Approve all new policies and material changes to current policies

Approve variations to the approved budget where such changes would have a material impact on the approved bottom line or future forecasts

Authorise the use of reserves above £50k

Approve expenditure decisions, investments, disinvestments, credit arrangements, loans or guarantees with a value at or exceeding the WTO's GPA thresholds or any arrangements which are unusual or carry reputational risk

Approve investments, disinvestments, credit arrangements, loans or guarantees or any arrangements which are unusual or carry reputational risk

Approve the write off of bad debts or repaid funding in excess of £25,000 per annum

Decide the Cwmpas' risk appetite and approach to managing risk

Approve all business and property acquisitions and disposals

### **People, remuneration and compensation**

Appoint, discipline, and dismiss the Chief Executive

Determine the remuneration policy for the Chief Executive and Senior Leadership Team

Approve amendments to the staff Trade Union recognition agreement

## Matters delegated to the Chair/Vice Chair

6. These are the decisions delegated to the Chair and/or Vice Chair.

Authorise action on minor, non-contentious matters falling within the responsibilities of the board and retrospectively report them to board

Make urgent decisions necessitating a rapid action outside the board of directors meeting. In such cases the Chair will consult with the Chief Executive and, where relevant, the Chair of the committee concerned with the issue. Retrospectively report any decisions to board

Carry out or facilitate regular individual and/or group board reviews and appraisals

Receive regular updates from the Chief Executive

Conduct the Chief Executive's annual appraisal and approve the Chief Executive's annual objectives and retrospectively report to Board

Approve compromise agreements or termination packages for any members of the senior leadership team up to a value of £30k and retrospectively report to board

## Matters delegated to the Risk & Audit committee

7. The following schedule sets out decisions delegated to the Risk & Audit Committee. The minutes of all Committee meetings must, in turn, be made available to the Board.

Approve its own agenda and appoint its Chair & Vice Chair

Investigate any activity within the scope of its terms of reference

Oversee the strategic processes for risk, control and governance including the production of the Annual Report and Accounts

Approve internal audit strategy / work programme

## Matters delegated to the Chief Executive

8. For the avoidance of doubt the following schedule sets out specific decisions delegated to the Chief Executive. In the exercise of these powers the Chief Executive shall do so in accordance with Cwmpas' policy framework.

Strategy and Governance
Exercise such powers and discretions necessary in the operational delivery of the Centre's vision and strategy subject to the limitations of this Scheme
Act as principal spokesperson for Cwmpas. The Board will refer all media enquiries to the Chief Executive except those dealing with the Board and its governance which will be dealt with by the Chair
Financial matters
Approve variations to the approved budget where such changes will not have a material impact on the approved bottom line or future forecasts
Approve any individual items of bad debt or ineligible grant expenditure to be written off up to the value of £25,000. All bad debts over £10,000 to be regularly reported to the Board
Authorise additional expenditure not provided for in the budget provided that the additional expenditure is not more than £214,904
Authorise the use of reserves to finance expenditure not provided for in the budget provided that the additional expenditure is not more than £50,000
Approve amendments to the Company's Fees and Charges in accordance with contractual obligations or commercial interests
Approve departures from standard pricing, rental charges, or fees where a reduced rate may be in the interests of the organisation and in pursuance of its objectives
Approve the opening of bank accounts in accordance with the needs of the business
Contracts and internal controls



Enter into contracts and partnerships in accordance with the objects of the Society and its commercial interests

Approve and authorise lease agreements up to five years whereby Cwmpas is landlord or tenant and with a rental value of less than £50,000 per annum or a maximum of £250,000 for the entire agreement.

Approve the submission of tenders, bids and market testing responses that meet the Centre's vision and strategic objectives

Approve the submission and acceptance of grant applications and donations up to a total value of £749,999 per programme / grant scheme.

Approve the issuing of credit cards, subject to a maximum credit limit of £5,000 and a maximum number of 8 card holders.

People, remuneration and compensation

Manage the plans, budgets, property and staffing resources of the Centre within its policy framework

Review and amend staffing structures and appoint employees in accordance with the Centre's pay and grading arrangements

Enter into negotiations with recognised Trade Unions on employment matters and policy development

Authorise attendance at training and development programmes, seminars, conferences, and related activity that supports the Centre's organisational goals.

Take decisions in accordance with the Centre's Disciplinary and Capability Procedures, including dismissal and demotion

Approve the payment of honoraria or salary uplifts above current salary levels, where such payments are necessary for the resilience and continuity of the business and its objectives or due to market conditions

Save for the Senior Leadership Team, approve a compromise agreement, voluntary termination, early retiral flexible retiral or ill-health retiral, of any employee provided the terms and conditions relating to the termination or retirement are in accordance

with the relevant policy, current legislation and is in the best interests of the organisation

Terminate or vary contracts of employment in accordance with the Centre's policies and those powers reserved by the Board for the Senior Leadership Team

Urgent and emergency action

Authorise and approve any action which is necessary for the protection of people and property, this includes approving the closure of facilities and services.

## Purchase – Authorisation limits

9. Authorisation limits for expenditure are documented within the Financial Standing Orders.

## Review

10. This document will be reviewed on a biennial basis by the Board. Next Review will be May 2026.