

# Matters Reserved for the Board and delegated to the CEO Transport Professionals Association (TPA) Policy

## DOCUMENT AND DATA CONTROL | PD-013

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REVISION STATUS								
Rev No	Date	Revision Description	Int'l	Sign	Int'l	Sign	Int'l	Sign
			Prepared		Checked		Approved	
V0		Original draft	KK					
V3	20/01/2023	Updated draft	KK		Board Directors			
V4	15/03/2023	Update draft	KK		Board Directors			
V5	23/03/2023	Updates following Board review	KK					
V6	27/03/2023	Approved by Board	KK					
V7	01/08/2024	Approved by Board	KK					
V8	31/07/2025	Reviewed – no changes	KK		Board Directors			
V9	28/05/2026	Approved by Board	CoSec		Board Directors			The Board

## TPA Delegations Policy

This Delegations Document is subject to (a) annual review by the Board in consultation with the CEO in February of each year and (b) the overriding discretion of the Board to withdraw or amend the delegations of authority to the CEO at any time.

Item	Board's Retained Authority	CEO's Delegated Authority
<b>Strategy</b>	<ul style="list-style-type: none"> <li>Set the strategic direction and approve in consultation with CEO.</li> </ul>	<ul style="list-style-type: none"> <li>Lead initial development and consult with Board for development and approval.</li> </ul>
<b>Operational Plans</b>	<ul style="list-style-type: none"> <li>Receive for information to satisfy consistency with Board-approved strategy.</li> </ul>	<ul style="list-style-type: none"> <li>Develop and implement consistent with Board-approved strategy.</li> </ul>
<b>Annual Budgets</b>	<ul style="list-style-type: none"> <li>Approve annually, on recommendations from CEO and National Finance &amp; Operations Officer (after review by Finance and Audit Committee).</li> </ul>	<ul style="list-style-type: none"> <li>Develop, based on advice from National Finance &amp; Operations Officer, Branch and Network Chairs, for Board approval; must be consistent with Board-approved strategy, plans and policies.</li> </ul>
<b>Operational and Capital Expenditure</b>	<ul style="list-style-type: none"> <li>Approval, with or without any special conditions imposed by the Board, of:               <ul style="list-style-type: none"> <li>annual operational budget;</li> <li>annual capital expenditure budget;</li> <li>forward National Conference budget of key expenditure, up to 2 years in advance;</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Subject to the Board's retained authority:               <ul style="list-style-type: none"> <li>authorisation of all operational expenditure, capital expenditure, and expenditure in advance which is in accordance with Board-approved budgets and plans or specific Board approval.</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>○ all amounts which are outside approved operational budget for board-approved categories of expenditure (e.g. if the Board approves a figure for 'salaries' within the budget, Board approval is required for expenditure over the total figure so approved. Subject to any express limitations placed on the CEO's delegation by the Board, Board approval would not, however, be required for additional salaries which were not originally contemplated by the detailed line items which go to make up the 'salaries' component of the approved budget);</li> <li>○ The Board will approve on an annual basis the CEO's expense budget. Any expenses exceeding the budget must be approved by the Chair and in the Chair's absence the Chair of the FARC and ratified by the Board; and</li> <li>○ Strategic initiatives.</li> </ul>	
<b>Debtors</b>	<ul style="list-style-type: none"> <li>• Approve legal proceedings against debtors.</li> </ul>	<ul style="list-style-type: none"> <li>• Managing of outstanding debtor accounts including, written requests, phone calls, meetings and legal reminder letters Formal legal proceedings against a debtors can only be performed with approval from the Board.</li> </ul>
<b>Financing Arrangements</b>	<ul style="list-style-type: none"> <li>• Approval of commitment of the organisation to any financing arrangement (e.g. loans, hire purchase etc) for any commitment.</li> </ul>	

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<b>Banking</b>	<ul style="list-style-type: none"> <li>• Approve the opening of any new bank accounts if these accounts will materially alter the standard terms and conditions or costs to manage the accounts.</li> <li>• Approve the change of the standard approved Banks of the organisation.</li> <li>• Delegated to the Chair and/or Finance Audit and Risk Committee Chair- Approval max authorisation of CEO credit card transactions or reimbursements for transactions in excess of \$150 or collectively in excess of \$1,000 per calendar month.</li> </ul>	<ul style="list-style-type: none"> <li>• Management of bank accounts and term deposits.</li> <li>• Opening of new term deposits, provided that the term deposits meets the criteria of the Board approved investment strategies.</li> <li>• Opening of day-to-day accounts with the organisation's existing Bank or Banks provided that these accounts do not alter the standard terms and conditions or costs to the accounts materially.</li> <li>• Authorisation of banking transactions in line with delegated authorised expenditure.</li> </ul>
<b>Assets</b>	<ul style="list-style-type: none"> <li>• Sale of organisation's assets over \$1000 (per item).</li> <li>• Write off of organisation's assets.</li> </ul>	<ul style="list-style-type: none"> <li>• Sale at market value of organisation's assets under \$1000 (per item).</li> </ul>
<b>Contracts</b>	<ul style="list-style-type: none"> <li>• Authorisation of all unbudgeted/unplanned contracts not delegated to the CEO.</li> <li>• Approval of organisation's insurance requirements.</li> <li>• Approval of legal commitments exceeding an amount of \$10,000 or more in any one year.</li> </ul>	<ul style="list-style-type: none"> <li>• Authorisation of commitment to all contracts in ordinary course of business which: <ul style="list-style-type: none"> <li>○ have already been approved by the Board; and</li> <li>○ are in accordance with Board-approved budgets and plans;</li> <li>○ Meet the contracts checklist; or</li> <li>○ authorisation of all contracts for unplanned and/or unbudgeted items having either: <ul style="list-style-type: none"> <li>▪ a value up to \$10,000 or</li> <li>▪ annualised value up to \$10,000</li> </ul> </li> </ul> </li> </ul>

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		<ul style="list-style-type: none"> <li>• Execution of organisation's insurance policies.</li> </ul>
<b>Org. structure (below CEO)</b>	<ul style="list-style-type: none"> <li>• Specify any specific Board expectations and requirements.</li> </ul>	<ul style="list-style-type: none"> <li>• Determine, in consultation with the Chair of the Board, consistent with Board-approved strategy, plans, budgets, policies and directions.</li> </ul>
<b>Employment (including all terms)</b>	<ul style="list-style-type: none"> <li>• Employment of CEO.</li> <li>• Engagement of Secretary to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>• Employment of all other staff consistent with Board-approved strategy, plans, budgets, policies and directions.</li> </ul>
<b>Termination of employment</b>	<ul style="list-style-type: none"> <li>• Termination of employment of CEO</li> <li>• Termination of engagement of Secretary to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>• Termination of employment of all other staff consistent with Board-approved policies.</li> </ul>
<b>Governance Policy</b>	<ul style="list-style-type: none"> <li>• Determine and approve all governance structures (e.g. committees) and policy and procedures relating to operation of the Board (e.g. conflicts of interest) and within Board fiduciary responsibility (e.g. risk management).</li> </ul>	<ul style="list-style-type: none"> <li>• Advice and assistance to Board as requested.</li> </ul>
<b>Operational Policy</b>	<ul style="list-style-type: none"> <li>• Specify policy limitations applicable to any operational policies.</li> </ul>	<ul style="list-style-type: none"> <li>• Development and implementation of all operational policies and procedures consistent with Board-approved policies.</li> </ul>
<b>Delegations</b>	<ul style="list-style-type: none"> <li>• Delegations, with or without any express limitations required by the Board, of any power or authority which the Board may by law delegate to: <ul style="list-style-type: none"> <li>○ the CEO;</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Delegation of any authority which has been delegated to the CEO by the Board, <b>provided that:</b> <ul style="list-style-type: none"> <li>○ the CEO must first satisfy herself that it is appropriate to make the delegation to the relevant person;</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>○ the Secretary to the Board in respect of the governance powers and authorities of the Board; or</li> <li>○ Board Committees, consistent with the Board Charter.</li> </ul>	<ul style="list-style-type: none"> <li>○ the delegation must be recorded in written (or electronic) form and capable of being stored and tracked;</li> <li>○ the CEO should keep the Board informed of delegations generally; and</li> <li>○ the CEO may not delegate to any person, without the prior consent of the Board, approval of any operational or capital expenditure of amounts which are outside the detailed line items within the Board-approved budget.</li> </ul>
<b>Donations</b>	<ul style="list-style-type: none"> <li>• Accept or reject any donations subject to appropriate consideration of potential conflicts of interest.</li> </ul>	
<b>Government reports and acquittals</b>	<ul style="list-style-type: none"> <li>• Approval of grant or funding agreements with government entities for policy or program delivery.</li> </ul>	<ul style="list-style-type: none"> <li>• Sign and approve Government reports and acquittals related to approved grant funding agreement on behalf of the Board.</li> </ul>
<b>International Travel</b>	<ul style="list-style-type: none"> <li>• International Travel for the CEO.</li> <li>• All International Travel reported to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>• Approval of International Travel for all staff other than Senior Staff in accordance with budget.</li> <li>• Approval of International Travel for conference speakers in accordance with budget.</li> </ul>
<b>Sponsorship and Partnerships</b>	<ul style="list-style-type: none"> <li>• Approve Partnerships, Sponsorship, and Government Contracts Policy to guide agreement to partnerships, sponsorship, and related contracts, on recommendations of the CEO.</li> </ul>	<ul style="list-style-type: none"> <li>• Development and implementation of partnerships, sponsorship, and associated agreements and contracts consistent with Board endorsed Policy.</li> </ul>

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	<ul style="list-style-type: none"> <li>Authority to determine not to renew or to terminate any agreements, upon the advice of the CEO.</li> </ul>	<ul style="list-style-type: none"> <li>Authority to enter into agreements consistent with the Board endorsed Partnerships, Sponsorship, and Government Contracts Policy.</li> <li>Authority to choose not to enter into new agreements with entities where the criteria of the policy are not met.</li> <li>CEO advise the Board of all agreements with a value greater than of \$10,000.</li> <li>Authority to choose not to enter into new agreements with entities where the criteria of the policy are not met.</li> <li>CEO advise the Board of all agreements with a value greater than of \$10,000.</li> </ul>
<p><b>Membership &amp; Subscriptions</b></p>	<ul style="list-style-type: none"> <li>Approval of the Membership and Subscription Policy.</li> <li>Review and award Life Memberships.</li> <li>The Nominations Committee is delegated authority for the Approval of Fellow Membership elevations to be reported to the Board at their next meeting.</li> <li>Approval of the annual fees on advice of the Finance Audit and Risk Committee.</li> </ul>	<ul style="list-style-type: none"> <li>Implementation of the Board approved Membership and Subscription Policy.</li> <li>Approval of all categories of Membership and Subscriptions, with the except of Life Member and Fellow Members.</li> <li>Authority to apply discounts and waivers to fees.</li> <li>Authority to lapse membership due to non-payment.</li> <li>Develop and implement membership strategies consistent with Board approved strategy.</li> </ul>

Item	Board's Retained Authority	CEO's Delegated Authority
<p><b>Public Policy Positions</b></p>	<ul style="list-style-type: none"> <li>• Approval of the Policy and Principles platform.</li> <li>• Final approval of Policy Position Statements and policy papers.</li> </ul>	<ul style="list-style-type: none"> <li>• Develop Policy Position Statements and policy papers in alignment with the Policy and Principles platform for consultation.</li> <li>• Develop policy submissions in alignment with the Policy and Principles platform.</li> </ul>