

## Coalition for Epidemic Preparedness Innovations (CEPI)

### Policy for Delegation of Authority

#### 1 Purpose

- 1.1 Pursuant to the CEPI Terms of Reference, the Board may delegate powers to the officers of CEPI for the administration and management of the organisation.
- 1.2 The CEPI Governance document provides that the Board may adopt a Delegation of Authority Policy to outline delegations to the officers. The purpose of this policy is to clarify those delegations, including in respect of further authorities officers may make to members of the Secretariat.

#### 2 Definitions

- 2.1 “**Officers**” is defined as CEPI’s Chief Executive Officer and a Secretary. Following Article 14 of the CEPI Articles of Association, the Officers shall perform the functions listed in the Terms of Reference and other responsibilities that may be assigned to them by the Board from time to time.

#### 3 Standing delegations

- 3.1 Powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time.
- 3.2 All powers that the Officers have shall be accorded to the Chief Executive Officer.

##### ***Legal instruments***

- 3.3 Subject to the limitations set out in paragraph 3.4, Officers have the authority to sign legal instruments on behalf of CEPI.

Version number	Approval process	Date
1.0	Prepared by: Secretariat	08.23.2016
	Approved by CEPI Interim CEO	08.24.2016

## ***Expenditures***

**3.4** Subject to Board approved budgets, financial commitments, and the CEPI Policies, and special exemptions as listed in 3.6 and 3.7, Officers have the authority to perform the following in the realm of what is clearly understood as CEPI objectives under the Articles of Association:

- Investment cases and financial commitments in furtherance of strategic objectives:
  - Enter into underlying single-year agreements.
  - Disburse programme funds.
- Business plan:
  - Enter into single-year agreements, including for the procurement of goods and services, with appropriate parties in the delivery of the business plan.
- Capitalised items:
  - Enter into agreements for capitalised items after review by the Audit and Finance Committee (if any)

**3.5** Subject to Board approved budgets and exemptions listed under 3.6 and 3.7, the Chief Executive Officer has the authority to adopt, as and when necessary, such internal policies, procedures and expenditures related to human resources and the business operations of the Secretariat for the effective day-to-day management of the organisation.

## ***Exemptions***

**3.6** The following cases need dual approval, including signature from the CEO and one Board member:

- Potentially high-risk legal agreements including, but not limited to; powers of attorney, uncapped liability has to be signed by at least 2 persons (subject to the other provisions of this 3.6 and the provisions of 3.7).
- Signing of deeds
- Entering into agreements that entail commitments of between USD 1 million and USD 10 million (commitments in this context may include agreements to fund, indemnities, guarantees or other similar commitments which have a commitment from or potential liability to CEPI within this range).
- Salary and benefits package of CEPI senior management (other than the CEO)

**3.7** The following cases need Board approval:

- Agreements that entail commitments of more than USD 10 million (commitments in this context may include agreements to fund, indemnities, guarantees or other similar commitments which have a commitment from or potential liability to CEPI within this range).
- Decisions of entering into multi-year agreements
- CEO Salary and benefits package.
- Decisions relating to the acquisition, lease, license or disposal of land, buildings or other premises.
- Decisions relating to actual or potential material litigation or other material legal disputes.

## **4 Further signatory authority sub-delegations**

- 4.1** The Chief Executive Officer has the authority to establish further signatory authority sub-delegations from time to time as necessary for CEPI's business needs, provided that the authority of the CEO set out at 3.6 above cannot be delegated by the CEO. Acting together with the Chief Executive Officer, the Secretary also has such authority. The bounds of further signatory authority needs to be accurately stated to the individual(s) who is the recipient of such authority. Further signatory authority may be for purposes of operational day-to-day aspects of management of CEPI such as signing forms to open bank accounts (which have been approved by the Board), establishing signature authorities in connection with such bank accounts and as necessary to execute contracts, certifications, and such other documents as are required for the operation of the organisation.
- 4.2** The Board should be updated on the any sub-delegations and any use of signatory authority, and has the discretion to revoke such sub-delegation any time.

## **5 Effective date and review of policy**

- 5.1** This policy comes into effect as of [date of Board meeting]
- 5.2** This policy will be reviewed and updated as and when required, and such amendments are subject to CEPI Board approval.