



**Climbing Escalade Canada  
("the Corporation")  
Delegation of Authority Policy**

## **1. Overview**

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- 1.1 This policy outlines the authority delegated by the Corporation's board of directors (the "**Board**") to officers and employees of the Corporation. This policy and the relevant procedures and the Authorization Guidelines and Matrix define the limits of authority for: project approval; making commitments; signing agreements; invoice, payment and expense approval.

## **2. Scope**

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- 2.1 This policy applies to all employees of the Corporation and its subsidiaries as well as consultants and contractors acting on behalf of the Corporation and its subsidiaries (collectively referred to as, "**Employees**").

## **3. Delegation of Authority**

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- 3.1 The Board is responsible for managing the business and affairs of the Corporation. Accordingly, the Board has the authority to act on behalf of the Corporation.
- 3.2 The Board delegates the authority to act to the Executive Director (or equivalent) of the Corporation. To assist in the orderly conduct of business, the Executive Director may further delegate this authority to other positions within the organization. **Employees may not commit the Corporation, approve expenditures, or sign agreements/contracts unless they have authority under this policy and the relevant local procedures.**

### **FAQs**

- (a) How do I find out what authority I have? Refer to the Authorization Guidelines and Authorization Matrix.

## **4. Commitments Involving Expenditures**

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- 4.1 The Board reviews and approves both projects and the annual operating and capital budgets for the Corporation. Where we have partners or provide services on a cost of service basis, recovery of costs is dependent upon our ability to complete a defined work program or provide services within an approved budget. Once our partners and the Board have approved the work program and budgets, and in the case on a project necessary project approval are obtained, then employees are authorized to enter into commitments up to the budgeted amount. **Employees may not commit the Corporation before this approval process has been completed.**

## **5. Contracts/Agreements**

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- 5.1 Where a commitment involves a third party it is necessary to document the transaction in writing using an approved form of contract, in accordance with the Corporation's policies. Before the parties perform any

obligations, an employee having authority (according to this policy and the Authorization Guidelines and Matrix) must sign the contract, except where a specific written exemption has been granted by the Corporation's Executive Director.

## **6. Responsibility**

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- 6.1 The Executive Director, will ensure that the necessary controls are established to enable compliance with this policy. This includes, but is not limited to, establishing and maintaining an authority matrix that defines the positions to which authorities have been granted delegated and the associated procedures.
- 6.2 Officers and managers will ensure that their employees are familiar with this policy and the Authorization Guidelines and Matrix and that such policies are observed.

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