

## Australasian Gynaecological Endoscopy & Surgery (AGES) Society Delegation of Authority

### PURPOSE

The purpose of this Delegation of Authority is to define decision making powers and responsibilities for the General Board, Executive Committee, President, and Secretariat (General Manager) in accordance with the AGES Constitution.  
To set clear financial approval thresholds to ensure accountability and efficient governance.

### ROLES AND RESPONSIBILITIES

#### General Board (Board of Directors)

The general board is responsible for the overall governance and strategic direction of AGES including:

- Approve AGES strategy and key initiatives.
- Adopt and amend the AGES Constitution and policies.
- Oversee and approve finances, including budgets and audited accounts.
- Oversee risk management and legal compliance.
- Address matters with major reputational or operational impact.

#### Executive Committee (President, Vice-President, Secretary, Treasurer)

The Executive Committee acts on behalf of the general board within defined limits, ensuring effective governance and operational oversight.

The Executive Committee has authority to:

- Act on behalf of the General Board within defined limits between meetings.
- Oversee implementation of Board approved strategy and initiatives.
- Approve financial transactions up to \$100,000 within policy and this delegation.
- Manage operational policies and procedures.
- Provide oversight of legal and regulatory compliance.
- Review Secretariat performance and report to the Board.
- Address urgent matters requiring immediate decisions and seek Board ratification as required.
- Approve contracts and partnerships with significant impact.
- Appoint, support, and evaluate the Secretariat (General Manager) in consultation with the General Board.

#### President

The Chair (also known as a chairman or chairwoman), chairs the AGES Board and is responsible for leading board meetings and often, member meetings.

The AGES Board Chair is responsible for:

- Chair Board and member meetings; set agendas and review minutes in consultation with the Hon Secretary.
- Serve as the primary liaison between the Board and members.
- Act as principal spokesperson when appropriate.
- Set the AGES agenda for a two year term with Board approval.

#### PRESIDENT

Dr Michael Wynn-Williams

#### VICE PRESIDENT

A/Prof Emma Readman

#### SECRETARY

Dr Amani Harris

#### TREASURER

Dr Kirsten Connan

#### IMMEDIATE PAST PRESIDENT

Dr Rachel Green

#### DIRECTORS

Dr Nyasha Gwata

Dr Keryn Harlow

Dr Kate Martin

Dr Samantha Mooney

A/Prof Erin Nesbitt-Hawes

Dr Jennifer Pontré

#### Trainee Representative

Dr Akshara Shyamsunder

#### General Manager

Mrs Mary Sparksman

- Supervise implementation of Board decisions.

### **Secretariat (General Manager)**

The AGES secretariat is responsible for the day-to-day management of AGES and reports to both the AGES Executive and the General Board.

Responsibilities include:

- Manage day-to-day operations to deliver the Board approved strategy.
- Sign contracts and agreements consistent with approvals under this delegation.
- Manage events, education programs, and activities in line with AGES objectives and board directives.
- Oversee daily finances and approve expenses up to \$15,000 for approved operational activities.
- Report to the Board on performance, risks, and key developments.
- Manage external relationships with partners, stakeholders, and sponsors.
- Define, in consultation with the AGES accountant, what constitutes high risk financial decisions.

### **FINANCIAL APPROVAL DELEGATIONS**

Unless otherwise determined by the General Board, the following approval levels apply.

Expenditure Amount	Approval Required	Notes
> \$100,000	General Board	Resolution required. Excludes budgeted conference/workshop organisation expenses. If approval is required within 48 hours, an emergency Board meeting may be convened.
\$50,000 – \$100,000	Executive Committee	Excludes budgeted conference/workshop organisation expenses.
\$15,000 – \$50,000	Dual: Secretariat (General Manager) + Treasurer	Dual authorisation required.
Up to \$15,000	Secretariat (General Manager)	Operational expenses approved within budget and policy.

High risk financial decisions require General Board approval. High risk decisions are defined by the Secretariat in consultation with the President, Treasurer and the AGES accountant.

### **AMENDMENTS TO THIS DELEGATION**

The General Board may amend this Delegation of Authority at any time in line with constitutional procedures.

Changes must be approved by majority vote of the General Board and recorded.

### **BREACHES**

Any breach will be reviewed by the Board (full Board or Executive Committee) or an independent governance committee.

Possible actions include warning, removal from the Board, or other disciplinary measures.

ASIC and the courts may disqualify directors for failure to comply with duties under the Corporations Act.

**REVIEW**

This Delegation of Authority is to be reviewed every two (2) years, or sooner if necessary.