**BASHH Scheme of Delegation**

**Approval date:**

**INTRODUCTION**

1. The BASHH is an incorporated charity, operating under Articles approved by the Members in General Meeting.

2. The Charity is governed by a **Trustees Board** who are responsible for ensuring that the Association complies with charity law and with regulations of the Charity Commission.

3. The activities of the Association are overseen by the Trustees Board. This approves activity programmes and plans proposed by **the Standing Committees** – The Education Committee and the Clinical Governance Committee, Special Interest Groups (**SIG**s) and by Branches (‘National’ Branches in Scotland, Wales and Ireland with ‘Regional’ Branches in England). Budgets to support these plans are approved by the Trustees. Performance against the plans is monitored by the Trustees Board.

4. The Standing Committees and the SIGs operate under **Terms Of Reference** approved by the Trustees Board and the Branches by **Constitutions** approved by the Trustees.

5. **Sponsorship** for the activities of the Association may be solicited by members nominated by the Trustees from pharmaceutical companies and other approved sources. Such sponsorship must comply with guidelines laid down by the Trustees (particularly as regards any attached conditions that may affect the charitable status). Like all other funds received on trust, it may only be accessed by the specific approval of the Trustees working through the General Secretary and Treasurer. Where sponsorship is deemed to constitute trading, Clause 6 below shall apply.

6**. Trading** undertaken by the Association, if deemed to be non-charitable, will be undertaken by a trading subsidiary company with profits being **Gift Aided** back to the Charity. The Trustees are empowered to make loans to such a Company.

7. **Officers of the Association** who may exercise delegated powers are:

* The President who is a Trustee and chairs General Meetings and Meetings of the Trustees Board
* The Vice President who is a Trustee and chairs the Finance and Governance Committee
* The General Secretary who is a Trustee and has a general co-ordinating responsibility for activities outside of Trustees Board
* The Treasurer who is a Trustee and standing member of the Finance and Governance Committee
* The Conference and Communications Secretary who is a Trustee
* The Chair of the Clinical Governance Committee who is a Trustee
* The Chair of the Education Committee who is a Trustee

In addition to the above, the Officers (who shall all be members of BASHH) of the **Branches**, the **Named Groups** (see BASHH Annual Review for list) and the **SIGs** work with the Trustees and shall have delegated powers to operate in the name of the BASHH and to spend funds of the Charity. Therefore, the majority of the members of Branches, Named Groups and SIGs must be BASHH members.

8. The administration of the Association and any Trading Company is supported by a contract with the company contracted to BASHH to provided secretariat services (hereafter referred to as ‘Secretariat’).

The General Secretary and Treasurer have direct access to the resources of the Secretariat as defined by the contract. Access to those facilities by other Members of the Association is determined by the General Secretary, and confirmed in writing to the Secretariat.

**COMPLIANCE AND CONTROL**

9. In deciding what powers may be delegated the Trustees have taken account of:

* **Charity Law** – guidance and direction as to what is and what is not charitable.
* **Charity Commission Regulations –** relating toaccounting and reporting, investments, fundraising, reserves, trading
* **The Association’s Articles** – particularly as regards what decisions may be delegated.

10. Having taken the above into account the Trustees have determined the following:

* + **Policies** – investments, budgetary control procedures, spending decision thresholds, levels of reimbursement of expenses, speakers’ fees.
  + **Segregation of powers** – avoiding placing too much authority in the hands of one delegate - committee or person
  + **Roles** – a clear definition as to the responsibilities of officers
  + **Lines of accountability** – the chain of command has been clearly defined
  + **Risks** – material risks likely to affect the operation of the Charity have been identified and systems and procedures introduced to mitigate.

All Members of the Association having delegated authority must observe and comply with the above.

**RETENTION OF POWERS:**

11. The exercise of certain powers and the taking of certain decisions may not be delegated and will be retained by:

11.1. **Members:**

* + - * + Election to posts under Section 9 of the Articles
  + Adoption of and changes to the Articles
  + Acceptance of the Accounts and the Annual Report from the Trustees
  + Dissolution of the Association
  1. 11.2. **The Trustees Board:**
  + Adoption / amendment of the Scheme of Delegation
  + The policy for the acceptance / rejection of incoming resources, particularly as regards new trusts
  + Fund Raising – approval of sources of funds, guidelines on soliciting funds / appeals, launching of appeals and the application of funds raised.
  + Appointment of Bankers and approval of bank mandates
  + Investment Policy
  + Assignment of the ownership of assets
  + Adoption of Branch Constitutions.
  + Approval of Budgets
  + Approval of non-budgeted expenditure over £2,000 per item.
  + Specific approval of the funding of Research Protocols where it is considered appropriate for the Association to sponsor a particular piece of research.
  + Contracting for services with third party organisations / individuals
  + Expenses Policy
  + Speakers’ Fees Policy
  + Appointment of Independent Examiners / Auditors
  + Initial adoption of the Accounts and the Annual Report
  + Election to Membership of the Association
  + Level of Members Subscription
  + Approval of the establishment of Branches
  + Establishment of Sub-Committees - adoption of Terms of Reference, appointment of members
  + Definition of the Roles of Officers in relation to the activities of the Association
  + Monitoring of the activities of the Association
  + Emergency action in the event of a major incident such as a pandemic

**DELEGATION OF POWERS:**

1. 12. Insofar as the business of the Association cannot be conducted directly by the Members and the Trustees Board, the powers identified below may be exercised by the following persons:

12.1 **The President:**

* + They may delegate to Fellows / Members of BASHH the authority to sign contracts on behalf of the Association for activities which the Board has assigned them responsibility for organising on its behalf. Use of this power to be reported to the other Trustees at their next meeting.
  + The President shall approve the expenses of the Treasurer.
  + They shall have access to an annual budget of £7,500 to be used to meet unexpected but legitimate administrative expenditure, up to £2,000 on each occasion. The use of this budget shall be reported to the Trustees at their next meeting.
  + They should have access to an annual budget of £10,000 specifically set aside for BASHH to deal with emergent public health threats that impact the delivery and care of sexual health in the UK.[[1]](#footnote-1)
  1. 12.2 **Individual Trustees:**
  + Individual Trustees shall be able to exercise the same delegated powers as the President in the President’s absence (or at their request) and shall have the same accountability to the Board of Trustees, in that respect.
  + Individual Trustees may be given specific delegated authority by the Board of Trustees to conduct tasks on its behalf.

12.3 **The General Secretary:**

* + Shall have access to an annual budget of £7,500 to be used to meet unexpected but legitimate administrative expenditure, up to £2,000 on each occasion. The use of this budget shall be reported to the Trustees at their next meeting.
  + Shall manage the Secretariat contract budget and approve the use of Secretariat resources within the terms of the contract with that body by nominating in writing key members of the Association to the Secretariat. They shall monitor the use of Secretariat resources through routine reports specified under the contract.
  + May approve the ad hoc use of external facilities and resources, up to £2000 on each occasion, where they consider that the needs of the Association so demand. Such decisions to be reported to the Trustees at the earliest convenient time.
  + May sign contracts on behalf of the Association as may have been approved specifically or in principal by the Trustees.
  + May accept or reject funds on behalf of the Trustees within policies they have adopted.
  + May delegate responsibility for matters relating to the membership to a membership secretary (the Honorary Assistant Secretary) where one has been elected or appointed.
  + Shall approve the President’s expenses

12.4 **The Treasurer:**

* + The Treasurer’s primary function is to oversee the handling of the funds of the Association within the policies laid down by the Trustees. It is not primarily their function to approve expenditure, ab initio, particularly where such expenditure has not been considered directly by the Trustees or indirectly as part of a budget allocation.
  + All disbursements must be authorised by the Treasurer who shall ensure that funds are not disbursed that are not charitable and/or have not been approved either directly by the Trustees or under delegated powers. Having assured themselves that expenditure has been properly approved, s/he may pass such expenditure for settlement.
  + Where third parties have been given authority over the funds of the Association e.g. bankers, investment managers, the Treasurer shall be responsible for monitoring the performance of such persons / organisations and for reporting regularly on such performance to the Trustees.
  + The Treasurer shall devise guidelines for the acceptance of funds from third parties. They shall be responsible for approving contracts with sponsors where funds have not been donated unconditionally but have conditions attached.
  + The Treasurer shall ensure that the financial records of the Association accurately reflect the manner in which the Association is managed as well as meeting the Accounting and Reporting requirements of the Charity Commission and Companies House.
  + The Treasurer shall approve the expenses of all Trustees, except for their own expenses and those of the President.

12.5 The **Conference and Communications Secretary:**

* + Shall operate within budgets approved by the Trustees as regards the Spring Conference and other similar events. Such budgets shall provide for a degree of ad hoc expenditure up to £3,000 per item to permit decisions to be taken at short notice. The Conference and Communications Secretary shall account to the Treasurer for such spending.
  + May sign contracts on behalf of the Association in connection with the annual Spring Meeting, and other conferences that s/he has been assigned responsibility for organising by the Trustees Board.
  + Shall not have direct access to sponsorship funds even where they have been instrumental in obtaining such sponsorship.

12.6 **Other Members – Standing Committee Chairs, SIG Chairs, Branch Officers:**

* + These Members shall operate within budgets approved by the Trustees. Such budgets may provide for unspecified expenditure at the discretion of the Trustees.
  + Key Members shall be nominated as budget holders and shall approve expenditure within the budgets. They shall not have direct access to sponsorship funds even where they have been instrumental in obtaining such sponsorship.
  + Standing Committee Chairs (including Clinical Governance Committee) shall authorise the expenses of the members of their respective Committees, Branch Chairmen shall authorise the expenses of Branch Officers and SIG Chairs shall authorise the expenses of SIG Members, within delegated budgets and the expenses policy.
  + SIG chairs may authorise Speakers expenses/fees for meetings they have organised and within the agreed policy
  1. 12.7 **Finance and Governance Committee**
  + A Finance and Governance Committee chaired by the Vice-President will have access to an annual budget of £35,000 to be used to meet unexpected but legitimate expenditure which arises between Trustees Board meetings. The use of this budget shall be reported to the Trustees at their next meeting.
  + The Vice-President , General Secretary, Treasurer and Lay Trustee are permanent members of the Finance and Governance Committee. Up to 3 elected Fellows will be invited to join this committee by the Permanent members and Chair. Other officers and trustees including the President may be invited to attend meetings by the Chair for the appropriate reason.
  + The Finance and Governance Committee shall maintain an objective distance from the full Board of Trustees in order to make clear financial and governance recommendations and advice to the Trustees.
  1. 12.8 **Ad Hoc Committees / Tasks**
  + These may be established / delegated at the discretion of the Trustees but for a limited duration, to achieve a specific objective. Any delegation of executive authority including representation of the Association to third parties and the power to commit resources shall be at the Trustees’ discretion and shall be clearly specified in the Trustees’ minutes and confirmed in writing by the General Secretary.

12.9 **Third Parties:**

* + Where third parties have been given authority over the funds of the Association, they shall operate within the relevant written mandates approved by the Trustees and signed by the General Secretary.

12.10 **BASHH Credit Card:**

* + A business credit card may be provided to the General Secretary and the Vice-President. These individuals may utilise this card in conformity with this Scheme of Delegation. Receipts for all expenditure incurred using this card will be forwarded to the Secretariat with an expense claim form. The Honorary Treasurer will have oversight of the expenditure incurred through utilisation of this credit card.

13. This Scheme of Delegation was approved by the Trustees on **~~24 May 2019.~~**

1. Approved February 2023 [↑](#footnote-ref-1)