

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

## **1.0 POLICY STATEMENT**

The Calgary Stampede recognizes the need to assign authorities to specified positions to ensure the efficient and effective operation of the organization.

## **2.0 POLICY RATIONALE**

The purpose of this policy is to establish a clear understanding of the authorities that have been delegated and to assign responsibility and authority to the appropriate organizational level.

## **3.0 SCOPE**

This policy applies to the Calgary Stampede board of directors (board), employees and volunteers.

## **4.0 POLICY DEFINITIONS**

Corporate policy: policy adopted by the Calgary Stampede to guide the organization's activities relative to purpose, strategy or reputation.

Corporate secretary: refers to the officer who is appointed as the corporate secretary.

Executive management team: refers to the chief executive officer and the vice presidents.

Elected officers: refers to the president and chair of the board, vice-chairs of the board and immediate past president.

Operational policy: a principle or action adopted by the organization to ensure a consistent practice and adherence to legislation, organizational objectives, principle functions and modes of operation.

Schedule of delegations: a summary of all delegations that have been authorized for the organization.

Senior management team: refers to the management directors of the organization as well as any additional manager designated by the chief executive officer.

## **5.0 POLICY DETAILS**

### **5.1 General Statements**

**5.1.1** Delegated authorities are a mechanism by which the Calgary Stampede enables employees and volunteers of the organization to

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

act on behalf of the organization. Delegated authorities are a key element in effective governance, and provide formal authority to an employee or volunteer to make policy and operational decisions.

- 5.1.2** A delegation held at a nominated level is also held by all higher level managers in the delegate’s reporting line except where such authority would frustrate internal controls.
- 5.1.3** Delegated authorities cannot be exercised where the employee or volunteer holding the delegated authority has a conflict of interest. Any potential or perceived conflicts of interest should be declared to the individual’s leader, a representative of Volunteer Services or Employee Services or, as appropriate, to a vice president, the corporate secretary, the chief executive officer or the president and chair of the board.
- 5.1.4** Where a delegated authority holder is unable to carry out the duties associated with their delegation for any reason (including business travel, illness or vacation), the delegated authority escalates to that employee’s immediate supervisor or it may be temporarily delegated to a nominated individual for a set period of time.
- 5.1.5** Each employee and volunteer is responsible for understanding his/her approved authority, for ensuring current internal Stampede processes are followed, and for compliance with this policy.
- 5.1.6** This policy is subject to the by-laws of the Stampede and the by-laws shall govern in any case where there is an inconsistency or conflict between the by-laws and the policy.
- 5.1.7** All delegations outlined in this policy are summarized in Appendix 1.
- 5.2** Record of Delegations
 

Material delegations noted in this policy, other corporate policies and in board resolutions are administered by the executive management team.

  - 5.2.1** Identified, potential, and perceived conflicts of interest shall be reviewed and resolved by the president and chair of the board, the chair of the Governance and People Committee, the chief executive officer and the corporate secretary.
- 5.3** Exercise of Delegations

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

Authorities must be exercised in accordance with the level of delegation specified within this policy and/or in the delegation schedule.

#### **5.4** Review of Delegations

Delegations will be reviewed in conjunction with any organizational structure review or at the request of the board of directors.

#### **5.5** Board Authority

**5.5.1** The board has unlimited authority and the board establishes the authority of the chief executive officer.

**5.5.2** The board delegates to the chief executive officer the authority to manage the affairs of the organization in light of approved corporate policies, approved strategy and approved operating and capital budgets.

#### **5.5.3** Policies

5.5.3.1 The board retains authority to approve all corporate policies (refer Appendix 2).

5.5.3.2 The board, through the Corporate Governance policy, has authorized the chief executive officer to approve operational policies on behalf of the Calgary Stampede.

5.5.3.3 Following the Board's review of corporate nomenclature updates, the corporate secretary is authorized to make administrative changes to the organization's corporate policies as required to reflect such updates outside of the Board's formal policy review cycle. Any policy revised in this manner will be identified as a new policy version in the organization's Corporate Policy Register and will maintain the date of next review as previously approved by the Board.

#### **5.5.4** Financial Transactions and Spending

5.5.4.1 The chief executive officer and the vice president and chief financial officer are authorized to make non material amendments to existing credit facilities and borrowing arrangements.

5.5.4.2 The approval of the board shall be required prior to entering into any new credit facility or borrowing

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

arrangement or to make material amendments to existing credit facilities and borrowing arrangements.

5.5.4.3 All spending delegations for the Calgary Stampede are detailed in the Spending Limits policy.

### **5.5.5** Employment and Volunteer Related Matters

5.5.5.1 The elected officers are responsible for the terms and conditions of employment for the chief executive officer, including establishing annual performance expectations and setting total compensation. The president and chair of the board will report annually to the board that this process has been completed.

5.5.5.2 The elected officers are responsible for leading and maintaining an executive development process for the position of chief executive officer and will report to the board annually on the organization's succession readiness relative to both a sudden event or retirement. In case of transition, the elected officers will recommend a succession candidate to the board.

5.5.5.3 The chief executive officer is responsible for the terms and conditions of employment for the the vice presidents and senior management team, including establishing annual performance expectations and compensation. Compensation for the vice presidents will be reviewed by the chief executive officer with the elected officers annually.

5.5.5.4 The executive management team and senior management team are authorized to execute employment agreements for employees and contractors within their departments in consultation with Employee Services utilizing approved templates, in accordance with employment policies.

5.5.5.5 Compensation decisions for employees other than the executive management team will follow the organization's approved compensation methodology.

5.5.5.6 The executive management team is responsible to approve the annual established full time equivalent position count and any additions to it throughout the year.

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

- 5.5.5.7 All severance agreements shall be reviewed and approved by the relevant executive management team member in consultation with Employee Services.
- 5.5.5.8 Volunteer committee chairs are authorized to approve new volunteers and to reappoint volunteers following approved processes and operational policies.
- 5.5.5.9 Volunteer committee chairs following consultation with and support from Volunteer Services are authorized to either suspend or terminate volunteer committee members at any time of year if circumstances warrant such termination or suspension. Approved processes and operational policies must be followed.
- 5.5.5.10 The president and chair of the board and the chief executive officer are authorized to suspend or terminate a volunteer committee chair from their duties as chair and appoint a new chair for an interim period.
- 5.5.5.11 The board may remove a shareholder from all committee affiliation effectively removing the shareholder from the organization.

## **5.6 ORGANIZATIONAL STRUCTURE**

Internal reorganization that significantly impacts the portfolio of an executive management team member will be reviewed by the chief executive officer and the elected officers in advance of such action being taken. In the event that the vice president and chief financial officer position is affected, any change will be reviewed with the chair of the Audit and Finance Committee as well. Organizational changes will be reported to the board at the first opportunity subject to confidentiality considerations.

## **5.7 CONTRACTS AND LEGAL DOCUMENTS**

- 5.7.1** Authorities for signing contracts and legal documents are outlined in the Spending Limits policy.
- 5.7.2** All sponsorship agreements must be approved by the sponsorship department.
- 5.7.3** Other legal documents not clearly defined by 5.7.1 and 5.7.2 must be approved by a member of the executive management team and a person with knowledge of the subject matter.

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

## **5.8 LEGAL MATTERS**

- 5.8.1** Approval by the chief executive officer is required to retain counsel that is not part of the firm/s that has/have been engaged to provide regular and ongoing legal services.
- 5.8.2** Approval by the chief executive officer is required prior to the Calgary Stampede launching any legal proceedings.
- 5.8.3** Approval by a relevant member of the executive management team is required prior to the Calgary Stampede settling any litigation or threatened litigation claims or commercial disputes, consistent with the financial limits as defined in the Spending Limits policy.
- 5.8.4** All insurance claims in excess of \$100,000.00 require the approval of the vice president and chief financial officer before they can be filed.
- 5.8.5** Approval of the relevant executive management team member is required for appeals of tax assessment and settlement.

## **5.9 SOCIAL RESPONSIBILITIES**

- 5.9.1** The board, through the Privacy and Health, Safety and Environment policies, has delegated social responsibilities to the executive management team.
- 5.9.2** The chief executive officer (or persons designated by the chief executive officer) has the authority and responsibility to take whatever action is necessary to ensure the safety of all people and animals at Stampede Park and at off-Park Stampede events, to protect the environment and to respond as necessary to any other emergency situation. Where action in the face of emergency is significant (as defined by the Stampede's Corporate Response and Resiliency Program) , the chief executive officer shall consult with the president and chair of the board (or designated elected officer) as soon as practical.

## **5.10 PUBLIC RELATIONS**

- 5.10.1** The president and chair of the board has authority to represent the organization on matters of governance.
- 5.10.2** The chief executive officer or designate has authority to represent the organization to suppliers, major customers, all levels of

| <b>CORPORATE POLICY</b> |  |                     |                   |
|-------------------------|--|---------------------|-------------------|
| <b>Department</b>       | Corporate Governance                         | <b>Number</b>       | CP-004            |
| <b>Subject</b>          | Delegated Authorities                        | <b>First Issued</b> | October 15, 2013  |
|                         |  | <b>Effective</b>    | December 12, 2023 |
| <b>Issued to</b>        | Board of Directors, Employees and Volunteers | <b>Version</b>      | 05                |
| <b>Approved by</b>      | Board of Directors                           | <b>Next Review</b>  | September 2024    |

government, funders, partners, media, corporate Calgary, community leaders and industry associations.

**5.10.3** The chief executive officer has authority to approve all of the organization’s key messages as well as to designate representation by the organization in response to media and other requests for information about the Stampede.

**5.10.4** The chief executive officer has the authority to determine the Stampede’s attendance at political events, and in concert with the president and chair of the board and elected officers determine who on behalf of the organization will represent the Stampede at political and other community events.

## **6.0 RESPONSIBILITY FOR POLICY ADMINISTRATION**

This policy is administered and maintained by the executive management team. For interpretation of financial authorities, individuals should consult the Spending Limits policy or contact the Calgary Stampede’s vice president and chief financial officer.

## **7.0 REFERENCES**

Stampede By-laws: this policy is subject to the by-laws of the Stampede and the by-laws shall govern in any case where there is an inconsistency or conflict between the by-laws and the policy.

- CP-001 Governance
- CP-003 Code of Conduct
- CP-005 Spending Limits
- CP-006 Health, Safety and Environment
- CC-002 External Spokesperson
- Corporate Response & Resiliency Program

## **8.0 RESCIND DETAIL**

CP-004 Version 04

## Appendix 1 – Schedule of Delegations

| <b>Area</b>                                | <b>Activity / Task:</b>  | <b>Responsibility/Delegated to:</b>                                    |
|--|--|--|
| <b>Social Responsibilities</b>             | Execution of social responsibilities   | Executive management team  |
| <b>Public Relations</b>                    | Spokesperson for governance matters  | President and chair of the board                                       |
|  | Organizational representation  | Chief executive officer  |
| <b>Policies and Procedures</b>             | Approval of corporate policies   | Board of directors   |
|  | Approval of organizational policies  | Chief executive officer  |
|  | Administration of schedule of delegations  | Executive management team  |
| <b>Financial Transactions and Spending</b> | Borrowing funds under an existing credit facility                                | Chief executive officer and vice president and chief financial officer |
|  | Making material changes to existing credit facilities and borrowing arrangements | Board of directors   |
|  | Entering into new credit facilities and borrowing arrangements                   | Board of directors   |
| <b>Contracts and Legal documents</b>       | Signing of contracts   | Refer to CP-005 Spending Limits  |
|  | Approval of legal documents (excluding contracts)                                | Executive management team  |
| <b>Legal Matters</b>                       | Settlement of litigation or commercial disputes                                  | Relevant executive management team member                              |
|  | Launch legal proceedings   | Chief executive officer  |
|  | File insurance claims  | Vice president and chief financial officer                             |
|  | Formation and/or dissolution of entities and new lines of business               | Board of directors   |
| <b>Real Estate</b>                         | Purchase and/or sale of real estate  | Board of directors   |

|   |   |   |
|---|---|---|
| <b>Employment and Volunteer Matters</b> | Terms and conditions of employment to include compensation of chief executive officer   | Elected officers  |
|   | Terms and conditions of employment to include compensation of the executive management team members other than the chief executive officer and senior management team members | Chief executive officer   |
|   | Terms and conditions of employment for employees other than executive management team members and senior management team members  | Executive management team and senior management team  |
|   | Approval of new volunteers  | Relevant committee chair  |
|   | Approval of severance agreements  | Executive management team and senior management team in consultation with Employee Services |
| <b>Political Contributions</b>          | Attendance at political events  | Chief executive officer   |

## Appendix 2 – Corporate Policies

|   |
|---|
| <b>Corporate Policies</b>                     |
| CP-001 Governance                             |
| CP-003 Code of Conduct                        |
| CP-004 Delegated Authorities                  |
| CP-005 Spending Authorities                   |
| CP-006 Health, Safety and Environment         |
| CP-007 Privacy                                |
| CP-008 Sending Commercial Electronic Messages |