

Delegated Authorities Policy

Version 4.0 – September 2025

Policy Owner: General Counsel

Required reading:

Policy – All Staff





Complete Document – Executive Team, Heads of Geography,
Finance & GLS Staff

Recommended reading: Complete Document – All Staff

The Board of Trustees has overall responsibility for the affairs of ClientEarth, including the management, strategy, finances, and performance of the Charity, its branches, subsidiaries, and financially consolidated entities (collectively, ClientEarth Group). This includes ensuring that decisions are made by those who have the properly delegated authority, and that they are held accountable for those decisions by the Board.

This Policy sets out specifically the authorities **delegated** and **retained** by the Board, taking a risk-based approach to delegation, and ensuring transparency and accountability.

This Policy has been approved by ClientEarth’s Executive Team, and reflects ClientEarth’s values.

Values	How these shape our Policy
 Courage	We are courageous in delegating decision making wherever possible, to empower individuals to make informed and efficient decisions. Only higher risk decisions or decisions that significantly impact organisational alignment should be escalated.
 Collaboration	We embrace collaboration via clear articulation of who has what role to play in a decision, and what processes will be followed to make it, ensuring that we draw on diverse expertise to strengthen decisions.
 Integrity	We act with integrity , through honest and transparent decision making, grounded in ethical principles and evidence. We will communicate outcomes of decisions quickly to ensure alignment and clarity.
 Care	We care for people and planet , and this is reflected in our decision-making processes, recognising that how we work together matters as much as what we achieve.

What is the Scope of this Policy?

This Policy applies to all Staff, including Governance Boards (i.e., Boards of Trustees, Directors, or Members) and Management Bodies, of all ClientEarth Group entities, who are expected to use their professional knowledge and best judgment in applying this Policy to ensure legal compliance, risk management, and proper decision making at ClientEarth.

ClientEarth’s Principles-Based Approach to Delegated Authorities

Principle 1: The Board delegates all general day-to-day decision-making responsibility on all matters, including all expenditure within the approved annual budget, to the CEO, with the exception of those responsibilities retained or limited in Principle 2.

The CEO is authorised to execute documents for and on behalf of ClientEarth consistent with this power, with the exception of deeds that require execution by one or more Trustee(s). The CEO may further delegate decision-making authority and responsibility within ClientEarth to members of the Executive Team, the Global Leadership Group, the Management Bodies of other ClientEarth Group entities, and other members of Senior Leadership, as necessary and appropriate, which further delegated authorities

are operationalised through job descriptions and formal organisational policies, procedures, and processes, and are embedded in key systems through user role profiles.

Principle 2: The Board reserves and retains decision-making authority and responsibility for matters it is required to decide, whether by law or under the terms of its Articles of Association, and adopts certain limits on the general grant of power in Principle 1.

Decision-making on the following matters is reserved to the Board unless the Board resolves to delegate it in a specific situation clearly recorded (in meeting minutes or by an appropriate written resolution):

- (a) approval of the mission, vision, values, and organisational strategy of the Charity;
- (b) approval of the Charity's annual business plans and budgets (including any material changes to them or any material expenditure outside those budgets);
- (c) approval of the annual report and accounts;
- (d) approval of the annual risk register, risk appetite, and risk management approach;
- (e) creation of new legal entities or opening and closing of physical offices;
- (f) opening and closing of bank and investment accounts, changes to mandated signatures, and investment approach;
- (g) acceptance of grants or donations with an annual value in excess of 20% of the Charity's annual turnover;
- (g) commitment to expenditure in excess of £500,000 per transaction, contract, or project, based on the total commitment, regardless of payment structuring (excluding any subgrant to ClientEarth Americas);
- (h) bringing an exceptionally high risk case in the name of ClientEarth, pursuant to the Board-approved operative case approval policy;
- (i) the CEO's remuneration;
- (j) the appointment of new Trustees to the Board of Trustees of ClientEarth Ltd., including the appointment of any officers of the Board (i.e., Chair, Vice-Chair, Treasurer, etc.);
- (k) any revision to the Charity's Articles of Association;
- (l) any merger or amalgamation with another organisation, including via transfer of assets or by assuming corporate control of the entity;
- (m) any other matters reserved by law or by the Charity's Articles of Association.

Principle 3: For those matters over which the Board retains responsibility, the Board may delegate authority to its five (5) standing committees to take decisions in accordance with their operative Terms of Reference, which are reviewed and updated regularly.

The Board will clearly set forth the nature and scope of the delegation of authority in the Terms of Reference for each committee, indicating specifically whether it is delegating the power to approve a matter, or only the responsibility to primarily manage and provide oversight, and make a recommendation to the Board to approve the matter. The Board will also regularly review and refresh the Terms of Reference of each standing committee.

Principle 4: The Board delegates authority to the Chair of the Board, the Vice Chair of the Board, and the Chair of the Governance & Risk Committee (each individually) to take any and all decisions necessary and sign any documents on behalf of the Board required for the prompt administration, management, and governance of the other entities in the ClientEarth Group.

Where the Board is required to act, sign a power of attorney or other document, approve an annual plan or report, or take any other action necessary for the administration, management, or governance of any other entity within the ClientEarth Group, the Board expressly delegates the power to do so to the Chair

or Vice Chair of the Board, or the Chair of the Governance & Risk Committee, who will confirm that the action is appropriate and aligned with (or within) the matters previously approved by the Board and ensure that the Board is appropriately notified, if and when required.

Principle 5: This Policy will be reviewed by the Board regularly, and adjusted or modified based on the changing circumstances of the Charity and the Board.

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Beijing Berlin Brussels London Los Angeles Luxembourg Madrid Tokyo Warsaw

ClientEarth is an environmental law charity, a company limited by guarantee, registered in England and Wales, company number 02863827, registered charity number 1053988, registered office The Joinery, 34 Drayton Park, London, N5 1PB, a registered international non-profit organisation in Belgium, ClientEarth AISBL, enterprise number 0714.925.038, a non-profit limited liability company in Germany, ClientEarth gGmbH, HRB 202487 B, a registered foundation in Poland, Fundacja "ClientEarth Prawnicy dla Ziemi", KRS 0000364218, NIP 7010254208, a registered delegation in Spain, Fundación ClientEarth Delegación en España, NIF W0170741C, a registered 501(c)(3) organisation in the US, ClientEarth US, EIN 81-0722756, a registered subsidiary in China, ClientEarth Beijing Representative Office, Registration No. G1110000MA0095H836, a registered subsidiary in Japan, Ippan Shadan Hojin ClientEarth, corporate number 6010405022079, a registered subsidiary and company limited by guarantee in Australia, ClientEarth Oceania Limited, company number 664010655.