

## Delegation of Authority & Authority Limits

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1. Background and Introduction. MNsure is a state board established by the Minnesota Insurance Marketplace Act (the “Act.”) The Board of Directors of MNsure is responsible for providing diligent oversight to ensure that the organization’s financial condition is sound, that it has sufficient resources to accomplish its Purpose, and that it can effectively carry out its responsibilities as defined in the Act, and in its Charter and Bylaws. The Board is committed to ensuring effective delegation within the organization to foster consistent good business practices and governance. The principal objectives of this policy are to establish:
  - a. Authorities reserved to the Board of Directors; and
  - b. Authority limits appropriate to empower the Chief Executive Officer (the “CEO”) and organization staff to act effectively and make key decisions in relation to the organization’s activities.
2. Application. This policy applies to all members of the MNsure Board, the CEO, and those members of the organization’s staff who have been delegated authorities by the CEO. It establishes the authority of each of these groups to make decisions and commitments on behalf of the organization.
3. Policy.
  - a. The Board of Directors reserves to itself authority over significant matters of policy and finance affecting MNsure, including those matters requiring Board approval as described in Appendix A.
  - b. The Board of Directors delegates day-to-day management of the organization to the CEO, subject to its reserved authorities as outlined in Appendix A. The Board may, by resolution, modify or remove the CEO’s authority limits to address specific situations on a case-by-case basis.
  - c. All staff members are expected to be familiar with their authorization limits, as well as those of their direct reports, to operate within them, and to exercise care with respect to decisions made and commitments entered into on behalf of the organization. All delegations by the CEO to subordinate staff members must be made in writing and must include start and end dates. Documentation must be maintained for all delegations.
4. Procedure.
  - a. Definitions. Terms used in this Policy and Procedure are defined as follows:



- i. **Approving Authority** means the individual or body designated in Appendix A to approve a decision or transaction.
  - ii. **Premium withhold** means a portion of premiums for plans sold through MNSure that is retained to fund the operations of the organization.
- b. General.
- iii. Combining Transactions. Dividing a commitment or transaction into two or more parts or payments to evade a limit of authority under this Policy is not permitted. Any two or more series of reasonably related transactions which, in the sole opinion of the approving authority, are related, will be considered as a single transaction for the purpose of determining approval and authority levels required by this Policy.
  - iv. Compliance Documentation. Individuals executing contracts and approving transactions on behalf of MNSure must ensure that all approvals and reviews required by this Policy, and other MNSure policies and procedures, have been followed, and are responsible for obtaining and maintaining appropriate documentation of such approvals.
  - v. Nature of Delegation. Unless otherwise specified, powers are delegated to a position, not to a person, and the authority delegated extends to any person acting in the position.
  - vi. Further Delegation. Except as to authorities specifically delegated in Appendix A, the CEO is permitted to delegate authority to their direct reports. For all authorities delegated in Appendix A, when the individual with authority is temporarily unavailable due to vacation, illness, travel, or unforeseen event, their authority must be delegated to ensure the continuation of business.
  - vii. Approval Process. Electronic (email) sign-off is an acceptable form of approval.
- c. Travel and Business Expense Reports.
- viii. MNSure will not reimburse employees for travel and associated business expenses without the prior written approval of the CEO.
  - ix. The CEO's travel and expense report must be approved by the Board Chair, or, if the Board Chair chooses to delegate, by MNSure General Counsel.



- d. Specific Authorities. The attached Appendix A defines authorities reserved to the Board, those delegated to the CEO, and those the CEO may delegate to other staff. Appendix A also establishes the types and maximum amounts of obligations that may be approved by individuals.

**Appendix A**

| <b>Matters Requiring Board Approval or Notification</b> |  | <b>Approval</b> | <b>Notification, Approval Delegated to CEO</b> |
|---|--|-----------------|--|
| Strategic Planning                                      | Establishment and, if necessary, modification of the organization’s missions and vision statements in service to its statutory Purpose   | X               |  |
|   | Adopting long-term objectives and strategies, including strategic plan   | X               |  |
|   | Material expansion or contraction of the organization’s business   | X               |  |
| Governance  | Changes to the governance structure, including by-laws and the establishment or disbanding of Committees                                 | X               |  |
|   | Selection of Board leadership, including election of the Chair and Vice-Chair and appointment of Committee Chairs                        | X               |  |
|   | Advisory committee member compensation   | X               |  |
|   | Removal of Board Member (with Governor)  | X               |  |
|   | Appointment, evaluation, compensation and termination, if necessary, of the CEO  | X               |  |
|   | Board policies   | X               |  |
|   | Organization’s compensation plan   | X               |  |
|   | Hiring, discharging, and changes related to all managerial positions within the organization   |                 | X  |
| Financial and Budgets                                   | Approval of annual operating budget and expenditure plan (see fiscal policy) and any subsequent changes above Delegated Authority Limits | X               |  |
|   | Approval of changes to budget and expenditure plan (see fiscal policy) within Delegated Authority Limits                                 |                 | X  |
|   | Establishment of premium withhold levels for organizational funding  | X               |  |



| <b>Matters Requiring Board Approval or Notification</b> |   | <b>Approval</b> | <b>Notification, Approval Delegated to CEO</b> |
|---|---|-----------------|--|
|   | Incurrence of debt through short or long term loans   | X               |  |
|   | Leases not categorized in annual budget plan above Delegated Authority Limits                   | X               |  |
|   | Leases not categorized in annual budget plan within Delegated Authority Limits                  |                 | X  |
|   | Grant applications above Delegated Authority Limits   | X               |  |
|   | Grant applications within Delegated Authority Limits  |                 | X  |
|   | Acceptance of material gifts and donations  | X               |  |
|   | Contracts and Purchases not categorized in annual budget plan above Delegated Authority Limits  | X               |  |
| Operations  | Contracts and Purchases not categorized in annual budget plan within Delegated Authority Limits |                 | X  |
|   | Process for selection of health plans to be offered by organization                             | X               |  |
|   | Strategic plan for navigator, in-person assister, and insurance producer programs               | X               |  |
|   | Decertification of health plans   | X               |  |
|   | Strategic plan for appeals process  |                 | X  |
|   | Strategic plan for marketing and outreach   |                 | X  |
| Agreements  | Interagency agreements not categorized in annual budget plan within Delegated Authority Limits  |                 | Delegation limited to CEO and CFO              |
|   | Interagency agreements not categorized in annual budget plan above Delegated Authority Limits   | X               |  |
|   | Federal agreements and attestations   |                 | X  |
|   | Other Agreements not categorized in annual budget plan, within Delegated Authority Limits       |                 | X  |
|   | Other Agreements not categorized in annual budget plan, above Delegated Authority Limits        | X               |  |
| Reports   | The MNSure Annual Report submitted to the legislature pursuant to the Act                       | X               |  |
|   | Other reports to be submitted to the legislature pursuant to the Act                            |                 | Delegation limited to                          |



| Matters Requiring Board Approval or Notification |  | Approval | Notification, Approval Delegated to CEO |
|--|--|----------|---|
|  |  |          | CEO and CFO                             |
| Litigation                                       | Legal action instituted by the organization  | X        |   |
|  | Legal action instituted against the organization, including updates and outcomes   |          | X                                       |
|  | Settlement of litigation or debt forgiveness within Delegated Authority Limits   |          | X                                       |
|  | Settlement of litigation or debt forgiveness above Delegated Authority Limits  | X        |   |
| Legislative                                      | Annual legislative plan, including significant legislative initiatives   | X        |   |
| Employment Related                               | Long-term Consulting Agreements/Contract employees not categorized in annual budget plan above Delegated Authority Limits  | X        |   |
|  | Long-term Consulting Agreements/Contract employees not categorized in annual budget plan within Delegated Authority Limits |          | X                                       |
|  | Compensation consultant  | X        |   |
|  | Engagement of Recruitment firm (managerial positions)  |          | X                                       |
| Data Practices                                   | State and Federal information-sharing agreements   |          | X                                       |
|  | Role-based authorization to enter, update, or access not public data   |          | X                                       |



**Delegated Authority Limits**

(NOTE: refers to maximum aggregate potential expenditure, without regard to cost-sharing with other agencies, e.g., DHS)

| Item  | CEO         | Comments |
|---|-------------|----------|
| Changes to Budget and Financial Plan  | \$500,000   |          |
| Leases  | \$500,000   |          |
| Grant Applications  | \$1,000,000 |          |
| Contracts and Purchases not categorized within Budget and Financial Plan (see fiscal policy)        | \$500,000   |          |
| Settlement of Litigation  | \$50,000    |          |
| Debt Forgiveness  | \$10,000    |          |
| Long-term Consulting Agreements/Contract Employees not categorized within Budget and Financial Plan | \$500,000   |          |
| Interagency agreements not categorized within Budget and Financial Plan                             | \$500,000   |          |
| Other agreements not categorized within Budget and Financial Plan                                   | \$500,000   |          |

**BOARD CHAIR APPROVAL**

Date 10-19-22

Signature