



## 1.0 Introduction

The Diocese of Ballarat Catholic Education Limited (**DOBCEL**) is an Australian Public Company limited by guarantee, and is a not-for-profit, non-political entity established and located in Ballarat for the purpose of carrying on and promoting the activities of the Diocese of Ballarat in connection with education. In accordance with its Constitution DOBCEL Board of Directors have the responsibility to ensure the advancement of education through the operation of an effective system of Catholic education at all levels within the Diocese, always in accordance with the beliefs, traditions, practices and canonical decrees of the Church and Church laws.

Delegations are a key element in effective governance and management of DOBCEL. The Board of Directors of DOBCEL (the Board) as the governing authority has the power and functions provided under its Constitution, the *Corporations Act, 2021 (Cth)* and the *Australian Charities and Not for Profit Commission Act 2012*.

Under DOBCEL's *Constitution and the Corporations Act, 2021 (Cth)* the Board can choose to delegate any or all of its functions with the exception of those reserved for the Member of DOBCEL. Delegating powers, duties or functions of the Board allows the Board to effectively perform its governing role by allowing others to make decisions on behalf of the Board.

The Board has executed an **Delegations Instrument** (see Appendix 1) authorising specific actions to be carried out by the Executive Director, DOBCEL Management, Principals and those identified as Responsible persons.

## 2.0 Purpose

This Delegations Policy sets out the Board Delegations (see **Delegations Instrument** Appendix 1) and the circumstances under which the Board may delegate its authority. The Delegations of authority are the mechanisms by which the Board enables persons and committees to act on its behalf in accordance with the DOBCEL Constitution.

## 3.0 Definitions

**Authority** – means the power or right to control, judge, or to permit or prohibit the actions of others

**Consultation** – an intentional process of communication leading to informed deliberation and sound decision making in areas relevant to all parties involved in the process.

**Delegate** – means a person to whom a power, function or duty is delegated in the DOBCEL Delegation Instrument.

**Delegated Authority** – the authority of the Board that has been delegated to a Delegate.

**Delegations** – means an action outlined in the DOBCEL Delegations Instrument.

**Delegated power** – means a power delegated by the DOBCEL Board within the Delegations Instrument.

**DOBCEL Delegations Instrument** – means the most recent executed and signed instrument of delegations completed by DOBCEL Board of Directors and/or the Chair of DOBCEL, which delegates certain powers and duties and any restrictions, conditions or exceptions entrusted to a delegate by a delegator.

**DOBCEL School** – means a school owned and operated by DOBCEL in accordance with Constitution. This excludes Catholic schools within the Ballarat Diocese that are governed by Religious Institutes or a Ministerial Public Juridic Person.

**DOBCEL Executive Management Team** includes the Executive Director, Deputy Director, Assistant Directors and all other employees of DOBCEL Management.

**Executive Director** – means the Executive Director of DOBCEL.

**Member** – means sole member of the Company being, Bishop of Ballarat Diocese

## 4.0 Principles

### Common Good

People are fundamentally social beings. Social, political and economic organisation has, therefore, implications for the entire community. Each social group, therefore, must take account of the rights and aspirations of other groups, and of the well-being of the whole human family. The common good is reached when all work together to improve the wellbeing of society and the wider world. The rights of the individual to personal possessions and community resources must be balanced with the needs of the disadvantaged and dispossessed.<sup>[2]</sup>

**Subsidiarity** in fostering local expressions of the Church's common mission

All people have the right to participate in decisions that affect their lives. Thus, decisions should be made at the most appropriate level, by the people most affected by the decision and by those who exercise responsibility for carrying out the decision. It also means that those in positions of authority have the responsibility to listen to everyone's voice and make decisions according to the common good.<sup>[1]</sup> Implementing the principle of subsidiarity supports the interdependence of all decision makers.

### Co-Responsibility

Participation in community brings with it both a range of rights and protections and a range of duties and obligations. The responsibility each person has within the Church stems from the responsibility that all Christians have by virtue of their Baptism. All share in responsibility for the being and activity of the Church and all the People of God make a specific contribution to the Mission.

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<sup>[2]</sup> <https://www.caritas.org.au/learn/cst/the-common-good>. See also *The Light from the Southern Cross*, op.cit., p.162.

<sup>[1]</sup> See <https://caritas.org.nz/catholic-social-teaching/subsidiarity>. See also *The Light from the Southern Cross*, op.cit., 5.2.1. p.41.

## 5.0 Policy Statement

In accordance with DOBCEL Constitution, the Board is responsible for the management of DOBCEL, including schools governed and managed under it. The responsibilities, powers or functions of the Board are defined under the Constitution and relevant State and Commonwealth legislation. While the Board may delegate its authority, this does not remove the responsibility of the Board to ensure that all powers, duties, or functions of the Board are appropriately executed.

Despite any delegations, the Board acknowledges it **has the ultimate responsibility and accountability for any of its powers, duties or functions that are exercised by others on its behalf. At no time does the Board abdicate its responsibility for the Company's legal obligations and duty of compliance with these matters.** In particular, the responsibilities for the school governing authority in relation to Child Safety legislations including the Ministerial Order 870 Child Safe Standards and the financial reporting requirements for the ACNC and ASIC are non-delegable.

Under the *Corporations Act 2006 (Cth)* and in accordance with the DOBCEL Constitution, the Board can delegate its roles, responsibilities, functions, authority to:

- A Director of DOBCEL
- A Board Committee
- The Executive Director and through the Executive Director to School Principals and other positions within DOBCEL.

In accordance with Clause 17 of the Constitution, the Board has specific powers to make Policies for or with respect of all matters relating to the Company, including DOBCEL Schools subject to the approval of the Member being Bishop of Ballarat. The delegated authority for various DOBCEL Policies and Procedures relating to the prescribed minimum standards for school registration are contained in **Appendix 1: Delegations Instrument**. This Delegations Instrument outlines accountabilities and reporting mechanisms back to the Board. This is critical to ensure that the Board maintains adequate oversight of the implementation of Board and Member approved policies and procedures.

## 6.0 Delegations overview

### 6.1 Delegations to the Executive Director

In accordance with Clause 18 of the Constitution, the Board delegates to the Executive Director the leadership, stewardship, and management of the company, including DOBCEL Schools and the education, care, and welfare of its students. The Board may delegate to the Executive Director any powers of the Board as it sees fit including the powers of delegation (sub-delegations). The Executive Director is delegated the responsibility for the employment and management of all staff of the Company in accordance with Board Policy.

### 6.2 Delegations to Board Committees (known as Standing Committees)

In accordance with Clause 16 of the Constitution, the Board has the scope to establish as many Committees as it deems necessary. The purpose of the Board Committees is to provide specialist advice to inform the decisions of the Board. The delegated aspects of its powers, duties or functions is set out in the relevant Terms of Reference for each Committee.

The five Board Committees are:

1. System Improvement Standing Committee (SISC)
2. Wellbeing and Safeguarding Standing Committee (WSSC)
3. Enhancing Catholic School Improvement Standing Committee (ECSISC)
4. Family & Community Engagement Standing Committee (FCESC)
5. Audit, Risk & Finance Committee (ARFSC)

### 6.3 Delegations from the Executive Director to School Principals and other Responsible Persons

Whilst the Board may delegate its powers, duties or functions directly to any Director or person, the current Delegation Schedule reflects sub-delegations from the Executive Director to Principals and other Responsible Persons reporting via the Executive Director to the Board for operationalising the vision, mission and strategic direction in accordance with policies, procedures and guidelines of DOBCEL. The Principal is delegated with key responsibilities in the educational, administrative, and operational functions of their School as outlined in the **Delegations Instrument (Appendix 1)**.

### 6.4 Powers of sub-delegation

In accordance with Clause 18 of the Constitution, the powers of the Executive Director include the power to delegate (i.e. sub-delegate). Therefore, the Constitution permits delegations from the Executive Director to any staff member of DOBCEL or any person or persons or any committee of persons.

For example, DOBCEL Executive Management will have delegated authority to provide direction, support, and resources to facilitate the effective operation and management of DOBCEL Schools as determined by the Executive Director and as outlined in the **Delegations Instrument**. The Executive Director remains responsible to the Board for the exercise of any such sub-delegations. In accordance with Clause 16, Committees do not have a power to delegate.

### 6.5 The following are non-delegable

In accordance with good governance practice and specific regulatory requirements, the following authority/functions of the Board are non-delegable:

- Director's duties found in various legislation that may impose a personal liability on Directors for non-compliance (i.e. financial services legislation, environmental legislation, workplace health and safety laws)
- reviewing, approving, and adopting DOBCEL's financial statements as required under ACNC and ASIC
- approving the budget of DOBCEL
- approving the strategy of DOBCEL
- ensuring systems for monitoring of legal compliance, including requirements under Ministerial Order 870 – Child Safe Standards
- appointing, overseeing, and evaluating the performance of the Executive Director

## 7.0 Delegations Procedures

- DOBCEL will execute delegations to the Executive Director through Board resolution and by endorsing the relevant policy and Delegations Instrument. These must be recorded in Board

minutes. All Delegations Instruments must be retained and must identify reporting mechanisms to the Board.

- Delegations to Board Committees must be reflected in the Terms of Reference for the Committee
- Any changes to the formal delegations to the Executive Director will be approved by the DOBCEL Board with due consideration to the reserve powers of the Member.
- The Executive Director must formalise delegations to DOBCEL School Principals and DOBCEL Management in accordance with the Board approved DOBCEL Delegations Instrument, DOBCEL Policy and Procedures and will ensure that these delegations are reflected appropriately in the operations of DOBCEL Schools and by DOBCEL Management.
- Principals will allocate responsibilities to specific staff of the school in accordance with DOBCEL Policy and Procedures and will ensure that these responsibilities are reflected appropriately in role specifications, induction of new school staff, correspondence/briefings to staff and local procedures.
- DOBCEL Board requires the delegation agreement at Appendix 2 to be signed by the Principal and the Executive Director of DOBCEL at the time of the transfer of a school to governance by DOBCEL and at the time of a new contract for the principal being executed.

## 8.0 Limitations and Conditions of Delegations

- DOBCEL Board has delegated the powers and functions stated in this Policy and the DOBCEL Instrument of Delegations to the persons occupying, or for the time being performing the duties of, the delegate described in the DOBCEL Instrument of Delegations.
- The delegates are instructed to observe and comply with the limitations and conditions in the DOBCEL Instrument of Delegations.
- No further delegations are to be made to another person or group of persons unless this is expressly permitted.
- Delegations apply to the position and not to the occupant of that position. A person appointed as a temporary or acting occupant of a role has the authority delegated to that role for the temporary or acting period.
- Any matters where the delegate has a conflict of interest are escalated to the Executive Director in accordance with the Conflict of Interest Policy and Procedure. Any matters where the Executive Director has a conflict of interest are escalated to the DOBCEL Board to be determined in accordance with the Board's Conflict of Interest Policy.
- If a legal agreement covering a matter included in a delegate's authority also includes subject matter that falls within the responsibility of another delegate, the legal agreement will be referred to the DOBCEL Executive Director before proceeding.
- In any particular case, where notice is given to a delegate by the DOBCEL Board or the Executive Director that the Board or Executive Director intends to exercise, perform or discharge a delegated power, the delegate must not commence, or must immediately cease, to exercise, discharge or perform the delegated power. The Board may at any time or times alter, revoke, withdraw or vary all or any of such delegations. Any changes or amendments to Board delegations must be approved by the Board.

- It is the responsibility of a delegate when he or she considers that a matter is of such importance that it should be submitted to or considered by the Executive Director, that they must do so.
- Delegates must not take any action inconsistent with:
  - any applicable Commonwealth legislation, including any applicable Federal Award or Enterprise Agreement
  - any applicable Victorian legislation, including any regulations or Orders made under the Education and Training Reform Act 2006
  - complying with the law on the exercise of delegated functions.
- Unless otherwise stated, principals must exercise the delegation only in respect of their own school.
- In exercising any delegation, the delegate must be satisfied that any cost implication of the decision can be funded. Any delegation involving the expenditure of funds is also subject to the delegate having the relevant financial delegation to approve that level of expenditure under the relevant DOBCEL policy and procedures.
- Where a dispute arises between the DOBCEL Executive Director and a Principal about any delegations, the parties will seek to resolve the matter with reference to the relevant policy, procedure or legislation. Where a dispute remains, it will be heard first by the Chair of the relevant Standing Committee. Where a dispute remains, the matter will be escalated to the DOBCEL Chair if the 'subsidiarity' channels have been insufficient for resolution.

## 9.0 Roles and Responsibilities

The Board and Member is responsible for:

- granting, varying and reviewing delegations
- reviewing compliance with delegations; and
- reviewing this Policy and Procedures

Persons with delegated authority are responsible for exercising delegations in accordance with any conditions attached and report any breaches of delegations of which they become aware of to the Executive Director and the Board through the Secretary. The Secretary is responsible for maintaining any records of delegations from the Board. The Executive Director is responsible for preparing any further Delegation Schedules or Delegation Instruments for endorsement of the Board for any sub-delegations from the Executive Director to staff member of DOBCEL or any person or persons or any committee of persons.

## 10.0 Review

This Delegations Policy including the Delegations Instrument must be reviewed annually.

## 11.0 Related Documents

11.1 DOBCEL Delegations Instrument (Appendix 1)