



## Context

In accordance with the 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 its Constitution and relevant State and Commonwealth legislation.

The DOBCEL Constitution permits the Board to delegate its authority. However, this does not remove the responsibility of the Board to ensure that all powers, duties, or functions of the Board are appropriately executed.

The Board has executed a **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.

## Scope

This Policy applies to all DOBCEL employees, committees or bodies who may be in a position to make decisions or exercise authority on behalf of DOBCEL.

## Policy Statement

Delegations of authority establish which DOBCEL employees, committees or other bodies of DOBCEL can make decisions or act on behalf of the organisation. Delegations may relate to financial transactions, legal or contractual arrangements, staffing matters or other administrative matters.

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

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 perform effectively its governing role by allowing others to make decisions on its behalf.

Despite the power to delegate, the Board continues to **have 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 of the school governing authority in relation to Child Safety legislations including the Ministerial Order 1359 Child Safe Standards and the financial reporting requirements for the ACNC and ASIC are non-delegable.

In accordance with Clause 17 of the DOBCEL Constitution, the Board has specific powers to make policies for or with respect to all matters relating to the Company, including DOBCEL Schools, subject to the approval of the Member being the 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 to the Board. This is to ensure that the Board maintains adequate oversight of the implementation of Board- and Member-approved policies and procedures.

## Delegations Overview

### 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 students.

The Board may delegate to the Executive Director any of its powers as it sees fit including the powers of delegation (sub-delegations). In accordance with Board policy the Executive Director is delegated the responsibility for the employment and management of all staff of the Company.

### Delegations to Board Committees (known as Consultative 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 Committee powers, duties or functions are set out in the relevant Terms of Reference for each Committee.

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

The Board may delegate its powers, duties or functions directly to any Director or person. However, the current Delegation Instrument reflects sub-delegations from the Executive Director to Principals and other Responsible Persons. These sub-delegations report to the Board via the Executive Director for operationalising the vision, mission and strategic direction of DOBCEL, in accordance with policies, procedures and guidelines of DOBCEL.

A Principal is delegated with key responsibilities in the educational, administrative, and operational functions of their School as outlined in the **Delegations Instrument (Appendix 1)**.

### 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.

Thus, DOBCEL Executive Management 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 the power to delegate.

### 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 pieces of 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 the monitoring of legal compliance, including requirements under Ministerial Order 1359 – Child Safe Standards
- appointing, overseeing, and evaluating the performance of the Executive Director

## General Principles

1. 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.
2. Delegations are to be exercised subject to any conditions or limitations imposed by the Instrument of Delegation or the delegator and within the framework of the DOBCEL Constitution, Policies and Procedures and external legislation.
3. Delegations are to reflect the organisational structure of DOBCEL.
4. A delegation can be for a specific instance or on a continuing basis.
5. Instruments of delegation should be accessible to all employees and, wherever possible, be contained in relevant policy or procedure.
6. Delegations are assigned to a position, not the occupant of the position.
7. Delegations can be exercised only with regard to matters within an employee's area of responsibility.
8. Unless otherwise stated, principals must exercise a delegation only in respect of their own school.
9. Where an employee is on leave or unavailable to exercise their authority, an acting delegate may be approved for a specified period of time or alternatively the delegation may be exercised by the employee's supervisor/manager.
10. An employee formally appointed to act in another position, has the same delegations as apply to the position they are acting in.
11. A financial delegation can be exercised only within an approved budget and subject to any legal arrangements.
12. Delegations cannot be sub-delegated. However, where an Instrument of Delegation allows, a delegate may nominate another employee of DOBCEL to act on his or her behalf. In such instances, the responsibility for the delegation remains with the original delegate.
13. A delegate may authorise routine administrative functions within their area of responsibility to be carried out by a nominated staff member, in which instance the delegate remains responsible for the nominated staff member's actions and accountable for the exercise of the delegated function.
14. A delegation held at a particular management level is also held by all higher positions by means of reporting lines up to and including the Executive Director.
15. 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 with the matter.
16. In any instance, 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.

17. It is the responsibility of a delegate when they consider that a matter is of such importance that it should be submitted to or considered by the Executive Director, to do so.
18. 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.
19. 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 specific level of expenditure under the relevant DOBCEL policy and procedures.
20. 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. If the 'subsidiarity' channels are incapable of resolving the matter, it will be referred to the DOBCEL Board Chair.

A delegation to a committee or other body must be in accordance with the committee or body's terms of reference. The delegation will apply to the committee or body as a whole and cannot be exercised by individual members or the Chair of the committee or body, unless formally delegated to a member of the committee or body by the Board in accordance with the DOBCEL Constitution.

### **Conflict of Interest**

A delegate who has a conflict of interest must not exercise his or her delegation. The delegation should instead be exercised by the delegate's supervisor/manager.

Any matters where the Executive Director has a conflict of interest must be referred to the DOBCEL Board to be determined in accordance with the Conflict of Interest Policy.

A delegation cannot be exercised where it would provide the delegate with a direct or indirect benefit, including approval of his or her own appointment, remuneration or other payment, promotion, travel, absence or termination.

## **DOBCEL Principles of Governance**

All DOBCEL policies are founded on and reflect the Principles of Governance stated in the Document:

[DOBCEL Principles of Governance](#)

### **Legislative Context**

- Ministerial Order 1359 Child Safe Standards
- Australian Charities and Not-for-Profits Commission – Reporting Requirements
- Australian Securities & Investments Commission – Reporting Requirements

## Definitions specific to this policy

Include definitions for any terms appearing in both the policy and procedure, the meaning of which is not immediately obvious.

TERM	DEFINITION
<b>Authority</b>	the power or right to make decisions to fulfill assigned responsibilities.
<b>Approving Delegate</b>	a person to whom a power, function or duty is assigned in the DOBCEL Delegation Instrument.
<b>Delegated Authority</b>	assigning tasks or responsibilities to another person / position, giving them the right to perform those tasks autonomously.
<b>Delegations</b>	an action outlined in the DOBCEL Delegations Instrument.
<b>DOBCEL Delegations Instrument</b>	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.
<b>Executive Management Team</b>	includes the Executive Director, Deputy Director, Assistant Directors and all other employees of DOBCEL Management.
<b>Line of Sight Reporting Delegate</b>	the person or Consultative Committee who maintains reporting oversight on behalf of the DOBCEL Board of Directors and advises the Board on relevant matters by exception
<b>Member</b>	Bishop of the Catholic Diocese of Ballarat

## Procedures

### Actions

	ACTIVITY	RESPONSIBILITY	STEPS
A	DOBCEL will execute delegations to the Executive Director through Board resolution and by endorsing the relevant Policy and Delegations Instrument.	Board	<ol style="list-style-type: none"><li>1. Delegations must be recorded in Board minutes.</li><li>2. All Delegations Instruments must be retained and must identify reporting mechanisms to the Board.</li></ol>
B	Delegations to Board Committees must be reflected in the Terms of Reference for the Committee	Consultative Committees	<ol style="list-style-type: none"><li>1. With the issue of any new delegations or the removal of a delegation, the Consultative Committee must review and update the Terms of Reference.</li></ol>
C	Any changes to the formal delegations to the Executive Director	Board	<ol style="list-style-type: none"><li>1. Delegations must be recorded in Board minutes.</li></ol>

	will be approved by the DOBCEL Board with due consideration to the reserve powers of the Member of the Company.		2. All Delegations Instruments must be retained and must identify reporting mechanisms to the Board.
D	Delegations to DOBCEL School Principals and Catholic Education Ballarat must be formalised in accordance with the Board approved DOBCEL Delegations Instrument, DOBCEL Policy and Procedures.	Executive Director	1. These delegations must be reflected appropriately in the operations of DOBCEL Schools and by Catholic Education Ballarat
E	Responsibilities will be allocated to specific staff of schools in accordance with DOBCEL Policy and Procedures.	Principals	1. These allocated responsibilities to staff within the schools must be reflected appropriately in role specifications, induction of new school staff, correspondence / briefings to staff and local procedures.
F	DOBCEL Board requires a delegation agreement to be executed by the Principal and the Executive Director of DOBCEL. This is required 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.	Executive Director / Principal	2. A Delegation Agreement must be signed by the Principal and the Executive Director of DOBCEL when: <ul style="list-style-type: none"> <li>a) Governance of a school is transferred to DOBCEL; and</li> <li>b) When a new contract for the principal is executed.</li> </ul>

## Supporting Documentation

- Delegations Instrument (Appendix 1)
- Diocese of Ballarat Catholic Education Limited Constitution

Responsible Directorate member	Executive Director
Policy Owner	DOBCEL Board
Assigned Board Committee	Assurance & Risk Consultative Committee
Approval Date	December 2022
Review Date	December 2024