



# Delegations Policy and Procedure

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## 1 Purpose and scope

This policy outlines processes and mechanisms for delegating authority from the Board of Directors to committees or persons. It also provides for the review and monitoring of delegations to ensure they remain effective and efficient. Delegations are the legally conferred authority under the Constitution of Russo Business School Pty Ltd to delegate functions to committees or persons.

This policy applies to all members of the Russo Business School higher education community.

## 2 Definitions

**Board of Directors** refers to the Russo Business School Board of Directors [the Board]

**Committee** refers to any committee constituted under the Russo Business School Constitution. This includes but is not limited to the Audit and Risk Committee, Academic Board, the Learning and Teaching Committee, the Course Advisory Committee and the Student Appeals Committee

**Director** means a director of Russo Business School, and where appropriate includes an Alternate Director.

**Person** means the person occupying a particular position.

## 3 Policy Objectives

Russo Business School is committed to effective and efficient governance in compliance with:

- the Corporations Act 2001 (Cth);
- the Constitution of Russo Business School Pty Ltd;
- the Tertiary Education Quality and Standards Agency (TEQSA) Act (2011);
- the Education Services for Overseas Students Act 2000 (ESOS Act);
- National Code of Practice for Providers of Education and Training to Overseas Students 2018;
- the Higher Education Support Act 2003 (HESA);
- the Higher Education Standards Framework (Threshold Standards) 2021;

## 4 Implementation

The Board is responsible for the implementation of this policy and diligently monitoring delegations to ensure that they continue to meet the requirements of RBS.

The Academic Board is responsible for implementing and monitoring delegations of academic authority, and reporting outcomes to the Board.

## 4.1 Delegation authority and review

The Board may delegate their powers to a Committee or persons of choice other than powers required by law to be dealt with by the Directors, or matters reserved to the directors, further described below.

Under the Governance Charter the following matters are to be exclusively retained by the Board and cannot be delegated:

- approval or variation of the Strategic Plan;
- approval of RBS's annual budget or business plan;
- approval of the audited financial reports;
- monitoring of RBS's commercial activities to ensure they do not pose an unreasonable risk to RBS's financial sustainability and viability, and operations;
- appointment and monitoring of the Chief Executive Officer's performance, and dismissal of the Chief Executive Officer;
- approval of RBS's organisational structure and workforce plan;
- approval of the Risk Management Framework;
- approval, monitoring and review of delegations;
- conferral of qualifications (on advice from AB)
- approval of all corporate policies; and
- approval of external governance reviews and appointment of the independent reviewer(s) for the purpose of the external governance reviews.

## 5 Procedure

### 5.1 Sources of delegation

Instruments of delegation may include:

- the Constitution of Russo Business School Pty Ltd;
- the Governance Charter as approved by the Board from time to time;
- resolutions of the Board;
- approved policies of the Board or the Academic Board;
- accountability statements for persons.

### 5.2 Exercise of delegations

The Board will ensure that all delegations are made to committees or persons that have the appropriate expertise to undertake the delegated authority effectively and record such delegations in a Delegations Register which is reviewed at least annually. A committee or persons with delegated power may further delegate functions to another body or person with approval from the Board.

The Board may still exercise powers even though they have been delegated.

Delegations are to be exercised by the approved committee or person within any limitations or conditions set on the delegation as recorded in the Delegations Register. Delegates must ensure that all responsibilities within the delegated authority are carried out diligently and within the best interests of RBS.

Where a delegation is to a person, that person is not obliged to exercise the delegation and may request that the delegation is transferred to a more senior person. There may also be special circumstances where it is more appropriate for another person to exercise the delegation. In such cases, the person's line

manager may exercise the delegation. If a delegate is absent, an approved person acting in the position is responsible and accountable for decisions made under the delegated authority.

Where a delegation is to a committee the delegated authority is to the whole committee and not to individual members of the committee, and the committee can only act under delegation when sitting in a formally constituted meeting. This means that the meeting must be called and conducted in a manner that complies with the RBS Constitution. Committee members cannot exercise the committee delegated powers when gathered outside the formal meeting structure as described above. Similarly, the delegations do not extend to individual members of the Committee.

### 5.2.1 Management Delegations

Delegations to the Chief Executive Officer:

The Board delegates authority to the Chief Executive Officer (CEO) to manage financial, legal and managerial matters including inter alia:

- developing and recommending business and strategic plans for the Board's considerations;
- managing major operational activities;
- submitting reports, budget and financial statements to the Board;
- implementing all approved plans, policies and programs and achieving agreed targets;
- overseeing the financial management of the organisation (Financial management limitations e.g. on capex and operational expenditure);
- appointing senior staff;
- maintaining awareness of the business, economic and political environment as it affects the organisation;
- overseeing the effective operation, administration and development of the company;
- ensuring compliance with legal and regulatory obligations.

### 5.2.2 Academic Delegations

The Board delegates authority to the Academic Board to oversee the academic governance and quality assurance of the course/s offered by RBS.

The AB reports to the Board and the key areas of responsibility include:

- advising on the academic direction of the institution;
- developing and overseeing the implementation of strategy on a range of academic areas including innovative approaches to learning and teaching;
- critically scrutinising and approving new courses or major changes to existing courses;
- oversight of academic quality through monitoring student outcomes;
- providing feedback on and approving academic policies;
- oversight of continuing industry relevance and currency of course content;
- receiving reports on progress against Teaching & Learning Plans; and
- developing an institutional culture of scholarship.

The AB has the authority to establish and dis-establish permanent or *ad hoc* sub-committees to assist it to discharge its duties. It also has the power to amend the Terms of Reference of any Committee so established from time to time. Initially, the Academic Board has established three sub-committees, these are the Learning and Teaching Committee, the Course Advisory Committee, and the Appeals Committee.

The Academic Board delegates responsibility to:

- the Learning and Teaching Committee to monitor and report on quality assurance processes for teaching and learning in order to ensure that day-to-day academic operations meet quality educational standards;
- The Learning and Teaching Committee to approve results before publication;
- the Course Advisory Committee, convened as needed, to oversee the development and formal review of all RBS courses;
- the Appeals Committee, convened as needed, to review students' academic appeals regarding admission, retention, dismissal and other academic matters such as grade appeal, and determine whether to grant or dismiss the application.

### **5.2.3 Financial delegations**

The CEO and COO are authorised to expend monies as per the Expenditure and Purchase Order Authorisation Limits of Sarina Russo Group of Companies as approved by the Managing Director, Sarina Russo Job Access Pty Ltd.

### **5.2.4 Human Resource delegations**

The CEO is authorised to appoint staff (academic, administrative and leadership) to enable the effective operation of Russo Business School.

### **5.2.5 Operational matters**

Sarina Russo Job Access (Australia) Pty Ltd SRJA provides services to RBS under the Service Level Agreements dated 2 June 2022 (SRG SLA). Delegation of authority and power is accompanied by appropriate internal control structures and systems within a corporate support service, to enable efficient and controlled operation of the business. This includes but not limited to: A Leadership Group, Legal services, Human Resources, Financial services, Property Services, Information Technology Services, Sales and Marketing, Academic Lecturing and support, Admissions and Student Services and Student Support Services. Regular leadership team, audit, risk, and financial reporting occur.

### **5.2.6 Conflicts of interest**

If a delegate believes there is a real or perceived conflict of interest, the delegate must not exercise the delegated authority. In deciding whether there is a conflict of interest, delegates must ensure that there would be no direct or indirect benefit in exercising the delegation.

### **5.2.7 Breach of delegations**

Breaches of delegated authority are considered as serious and may be dealt with under the relevant misconduct policy. Employees or committee members who believe that a delegation has been inappropriately exercised are obliged to report the matter to the CEO or the Board.

### **5.2.8 Delegations Register**

The Delegations Register outlines the relevant delegated authorities/positions authorised to make decisions to support timely and efficient decision-making to operate Russo Business School.

## 6 Related documents

- Constitution of Russo Business School Pty Ltd;
- the Governance Charter;
- The Delegations Register;
- Service Level Agreement between Russo Business School and Sarina Russo Job Access;
- Service Level Agreement between Russo Business School and Russo Higher Education;
- Sarina Russo Group Expenditure and Purchase Order Authorisation Limits;
- The Corporations Act 2001 (Cth);
- The Higher Education Standards Framework (Threshold Standards) 2021.

## 7 Review

This policy is to be reviewed three years from commencement, and on a three year cycle thereafter. The Delegations Register is to be reviewed annually by the Board.

## 8 Accountabilities

The Board of Directors is responsible for review and approval of this policy.

The policy is to be implemented via induction and training of staff and distribution to students and Russo Business School higher education community via the website and other publications.

## 9 Revision history

This policy and accompanying Delegations Register replace Russo Business School Board of Directors Planned Delegations V1 (2016).

Policy & Procedure Version No	Policy & Procedure Sponsor	Approval Authority	Date of Approval	Date for next review
1/2022	CEO	Board	17/07/2022	17/09/2025
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