



## Responsible Persons Policy

### 1. Introduction

Melbourne Archdiocese Catholic Schools (**MACS**) is a company limited by guarantee established in 2021 by the Archbishop of the Catholic Archdiocese of Melbourne to assume the governance and operation of MACS schools across the Archdiocese of Melbourne. MACS subsequently established Melbourne Archdiocese Catholic Specialist Schools Ltd (**MACSS**) to provide educational services to children with special needs and Melbourne Archdiocese Catholic Schools Early Years Education (**MACSEYE**) to provide early years care and education services.

The [Statement of Mission](#) in the MACS Constitution, and the constitutions of its subsidiaries, MACSS and MACSEYE, sets out the Archbishop's expectations of Catholic schooling in the Archdiocese and provides an important context and grounding for the company and the direction which the MACS Board must always observe in the pursuit of the company's objects.

The Board must ensure that all policies and procedures concerning the operations of MACS, and its subsidiaries are consistent with the Statement of Mission and company objects, as well as any directions issued by the Archbishop from time-to-time.

### 2. Purpose

This policy identifies the Responsible Persons in MACS and MACS schools including specialist schools operated by MACS subsidiary, MACSS and school boarding premises operated by MACS schools (**MACS schools**) and their responsibilities under the legislation.

### 3. Scope

This policy applies to all Responsible Persons across MACS and MACS schools, being:

- the sole member of MACS, the Archbishop of the Archdiocese of Melbourne
- Board directors
- Executive Director and MACS Executives
- Company Secretary
- Principals, deputy principals and other persons, including business managers appointed by the Principal, with responsibility in the school governance structure for managing a school or its finances
- any other person who by their conduct assumes a position of authority over the governance or management of a MACS school.

### 4. Principles

- MACS is committed to compliance with all Australian and Victorian law.
- MACS will ensure that all Responsible Persons always comply with the probity requirements in the Education and Training Reform Regulations 2017 (ETR Regulations).
- MACS will also ensure that Responsible Persons who are board directors comply with the probity requirements in the *Corporations Act 2001* (Cth) and the *Australian Charities and Not-for-profit Commission Act 2012* (Cth) (**ACNC Act**).

### 5. Legislative requirements

The [Minimum Standards and Requirements for School Registration](#) requires that MACS, as the governing authority and proprietor of MACS schools, ensures that each MACS Responsible Person is a Fit and Proper Person.

In addition, the ACNC Governance Standard 4 requires MACS to take reasonable steps to be satisfied that the Responsible Persons who are MACS board directors satisfy the following probity requirements:

- they must not be disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth.) and
- they must not be disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous 12 months from being a responsible entity (meaning a member of a governing body) of a registered charity, within the meaning of the ACNC Act.

## 6. Probity declaration of Responsible Persons

At the time of their appointment, each Responsible Person must complete a Fit and Proper Person Statutory Declaration, in the [form](#) published by the Victorian Registration and Qualifications Authority (VRQA) from time to time.

Only one Fit and Proper Person Statutory Declaration is required for a person considered to be a Responsible Person in respect of both MACS and MACSS and / or for Responsible Person in MACS schools that also operate school boarding premises.

At the time of their appointment, each MACS board director must also sign a declaration of their corporate probity (Appendix 1). This declaration will be relevant for each of MACS and MACS schools. The Company Secretary must undertake a search of the Australian Securities and Investments Commission (ASIC) Disqualified Persons Register and the ACNC Register of Disqualified Persons for each proposed board director to verify their declaration.

All declarations are to be submitted to the Company Secretary or Principal (or nominated staff member) within 7 days of appointment of a Responsible Person and verified by:

- the Company Secretary in relation to all Responsible Persons other than school-based employees who are not Principals
- the Principal in relation to all Responsible Persons who are school-based employees

Copies of all Responsible Persons declarations must be retained by MACS for 7 years from the date of the declaration.

### 6.1. Continual disclosure

Each Responsible Person is required to provide notification in writing of a Notifiable Disclosure Event to MACS in writing within 48 hours of the event occurrence in the manner outlined in Table 1.

**Table 1: Reporting of Notifiable Disclosure Events**

Notifiable Disclosure Event occurrence for	Reported to
The Member of MACS	Board Chair
MACS Board Chair	Other board directors and Executive Director
MACS board directors and the Executive Director	Board Chair
Principals, Company Secretary and MACS Executives	Executive Director
School-based Responsible Persons (deputy principals, business managers)	Principal of the school who will immediately notify the Executive Director

The Company Secretary will ensure that there are processes in place to notify the VRQA in writing via the Victorian Catholic Education Authority (VCEA) within 30 days of occurrence of a notifiable disclosure event occurring for a Responsible Person.

### Notification of disqualification from managing a corporation

Board directors must also notify the Board Chair in writing within 48 hours if they become disqualified from managing a corporation, within the meaning of the Corporations Act or they become disqualified by the Australian Charities and Not-for-profits Commissioner from being on the governing body of any charity.

## 7. Induction process for Responsible Persons

All Responsible Persons are required to be inducted into their respective roles through informed consultation and orientation to relevant policies and procedures, with access to documentation that:

- enables the Responsible Person to be fully informed of their obligations and duties
- will ensure that the Responsible Person is made aware of the person's primary governance and other responsibilities in relation to the operation of the school in compliance with the Victorian and Australian laws relating to the provision of school education.

A register of the induction program for each new Responsible Person must be maintained, in a form set out in Appendix 2 by those listed in Table 2.

**Table 2: Register of Induction for Responsible Persons**

Register of Induction Programs for Responsible Persons	Maintained by
MACS board directors, the Executive Director and MACS Executives	Company Secretary
School-based Responsible Persons, including Principals	Principal of each MACS school

The Company Secretary and each Principal (as applicable) must ensure that each entry in the induction program register is maintained for seven years from the date of entry before archiving or disposing of in accordance with MACS' information and recordkeeping policy and procedures.

The Company Secretary may, on reasonable notice to a Principal, request a copy of the induction program register maintained in that school.

## 8. Responsible Persons Register

The Company Secretary or Principal will ensure there are procedures in place to ensure that a Responsible Persons Register is maintained in a form set out in Appendix 3 by those listed in Table 3.

**Table 3: Maintenance of Responsible Persons registers**

Responsible Persons Registers for	Maintained by
MACS board directors, the Executive Director, MACS Executives	Company Secretary
School-based Responsible Persons, including Principals	Principal of each MACS school
Principals in each MACS school	General Manager, People Experience

The Responsible Persons Register must be updated annually or on a more frequent basis as required. The Company Secretary or each Principal (as applicable) must ensure each entry in the Responsible Persons Register is retained for seven years following the date of the entry in the register before archiving or disposing of in accordance with the MACS' information and records management policies.

A list of the Responsible Persons, their roles and a summary of qualifications and experience must be kept in each MACS school.

The Principal of each MACS school must also provide a copy of their Fit and Proper Declaration to the General Manager, People Experience.

The Company Secretary may, on reasonable notice, request to see the register maintained by the General Manager, People Experience or request a copy of the register maintained by the Principal for that MACS school.

## 9. Professional learning for Responsible Persons

At the commencement of each year, the Company Secretary or Principal will determine the areas of professional learning relevant to the needs, skills and experience of its Responsible Persons, especially in relation to compliance, risk management, finance, legal obligations, conflict of interest, related parties and education.

A minimum of twelve hours of professional learning about governance issues for each Responsible Person over each three-year period (beginning from the time a person commences as a Responsible Person) will be provided.

The Company Secretary or Principal will ensure there are procedures in place to ensure that a register of each Responsible Person's professional learning is maintained in a form as set out at Appendix 4 by those listed in Table 4.

**Table 4: Professional learning for Responsible Persons**

Professional Learning Registers for Responsible Persons	Maintained by
MACS board directors, the Executive Director and MACS executives	Company Secretary
School-based Responsible Persons, including Principal	Principal of each MACS school

The Company Secretary or Principal (as applicable) must ensure each entry in the Responsible Persons' Professional Learning Register is retained for seven years from the date of the entry in the register before archiving or disposing of in accordance with the MACS information and recordkeeping policies and procedures.

The Company Secretary may, on reasonable notice to a Principal, request a copy of the Professional Learning Register maintained for Responsible Persons of that MACS school.

## 10. Dealing with persons who do not satisfy probity requirements

The Company Secretary will take all necessary steps to ensure that:

- a person who does not satisfy the probity requirements outlined in this policy is not appointed to the relevant position of a Responsible Person
- a Responsible Person that ceases to satisfy the probity requirements does not continue to hold that position.

## 11. Review

This policy will be reviewed regularly by the Board and at least once every three years and may be revised to improve existing procedures or reflect changes in any applicable legislation. The sponsoring MACS Executive is responsible for ensuring that this policy, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate.

Any changes to this policy must be communicated to all Responsible Persons in a timely manner.

## 12. Definitions

Definitions of standard terms used in this Policy can be found in the [Glossary of Terms](#).

### Fit and Proper Person

All Responsible Persons in a school must be fit and proper and able to carry out their legal responsibilities in relation to the operation of the school. The Minimum Standards and

Requirements for School Registration state a Responsible Person must be a Fit and Proper person who:

- is able to carry out their responsibilities in relation to the operation of the relevant school in compliance with the laws of Victoria, the Commonwealth, another state or a territory relating to the provision of school education
- has not been found guilty of an offence which is (or which would if committed in Victoria) be an indictable offence
- has not been:
  - in the case of an individual, insolvent under administration (for example, declared bankrupt)
  - in the case of a body corporate, is not, or has not, been an externally administered body corporate
- is not a represented person as that term is defined in the *Guardianship and Administration Act 1986* (Vic.)
- is not in breach of any requirements of the *Worker Screening Act 2020* or has not had their approval revoked or suspended
- has not been the subject of, or associated with an adverse finding or other action taken by a court, tribunal, commission of inquiry, professional discipline body or regulatory authority (in Victoria or elsewhere) where the adverse finding relates to:
  - dishonest, misleading or deceptive conduct, or
  - non-compliance with a legal obligation relating to the provision of education, or
  - a breach of duty (including a duty of disclosure).

The ACNC Act recognises the company's directors are Responsible Persons.

### **Notifiable Disclosure Event**

The ETR Regulations define a notifiable disclosure event as an event that occurs if the Responsible Person is the subject of:

- an adverse finding or other action by a court, tribunal, professional discipline or regulatory body (in Victoria or elsewhere) where the adverse finding or the action relates to the Responsible Person's:
  - dishonest, misleading or deceptive conduct or
  - non-compliance with a legal obligation relating to the provision of education or
  - breach of duty or
  - the commencement of legal or disciplinary proceedings in relation to the conduct of the Responsible Persons that means the Responsible Person is not a fit and proper person within the meaning of clause 15(5) of Schedule 4 of the ETR Regulations.

By way of an example, the definition of 'notifiable disclosure event' in the ETR Regulations provides that the VRQA must be notified if a Responsible Person is:

- charged with an indictable offence or
- the subject of bankruptcy proceedings or
- the subject of proceedings to enforce compliance with an applicable professional or registration standard or
- the subject of proceedings for breach of a legal or fiduciary duty that applies to the Responsible Person.

### **Responsible Person**

As defined in the Guidelines to the Minimum Standards and Requirement for School Registration, Responsible person means:

- a) if the proprietor is an individual, that person, or
- b) if the proprietor is a body, that body and any person who is concerned in, or takes part in, the management of the body, or

- c) each person with responsibility in the school governance structure for managing the school or its finances, including each member of the governing body of the school, or
- d) the Principal of the school, or
- e) any other person who by the person's conduct assumes a position of authority over the governance or management of the school.

#### **Victorian Catholic Education Authority (VCEA)**

The overarching, strategic-planning and policy-making body for the Catholic school system in Victoria, including MACS schools.

#### **Victorian Registration and Qualifications Authority (VRQA)**

Regulator of education and training providers in Victoria.

## 13. Legislation and standards

*Australian Charities and Not-for-profits Commission Act 2012* (Cth)

*Corporations Act 2001* (Cth)

*Education and Training Act 2005* (Vic)

Education and Training Reform Regulations 2017 (Vic.) (ETR Regulations)

#### **Supporting documents**

Appendix 1: Corporate Probity Declaration for MACS Board Directors – Template

Appendix 2: Induction of Responsible Persons – Template

Appendix 3: Responsible Persons Register – Template

Appendix 4: Professional Learning Register – Template

#### **Related documents and resources**

Code of Conduct for MACS Staff

Conflict of Interest Policy

Information and Records Management Policy – MACS Office

VRQA. [Guidelines to the Minimum Standards and Requirements for School Registration](#)

[ACNC Governance Standard 4](#)

## 14. Policy information

<b>Responsible director</b>	Director, Governance and Legal
<b>Policy owner</b>	Director, Governance and Legal
<b>Approving authority</b>	MACS Board
<b>Approval date</b>	15 November 2024
<b>Risk Rating</b>	Extreme
<b>Review by</b>	September 2027
<b>Publication</b>	Gabriel, CEVN

POLICY DATABASE INFORMATION	
<b>Supporting documents</b>	
<b>Superseded documents</b>	Responsible Persons Policy – v2.0 – 2022 MACS Responsible Persons Policy – v1.0 – 2021
<b>New policy</b>	

## Appendix 1: Corporate probity declaration – MACS Board Director

I, [name] .....

Of [address] .....

.....

.....

Declare that:

- I am not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001* (Cth)
- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible entity (a member of a governing body) of a registered charity.

While I am a director of Melbourne Archdiocese Catholic Schools Ltd (MACS), I agree to notify the Board of MACS as soon as possible if I become disqualified from managing a corporation within the meaning of the *Corporations Act 2001* (Cth) or am disqualified by the Australian Charities and Not-for-profits Commissioner.

I agree to notify the Board of MACS through the Company Secretary of any notifiable disclosure event within the meaning of the Education and Training Reform Regulations 2017.

Declared at [location]

.....

.....

On [date]

.....

Signature

.....

Name

.....

Position

.....

## Appendix 2: Induction of Responsible Persons register – template

Name	Date appointed as a Responsible Person	Position of responsibility	Qualifications/ experience	Received induction documents Y/N
<i>Add rows as required</i>				



## Appendix 3: Responsible Persons register – template

Name	Probity declaration(s) on appointment signed	Conflict of interest statement completed	Register of Related parties updated	Register of professional learning updated	Register of induction completed (if applicable)
<i>Add rows as required</i>					

## Appendix 4: Professional learning register – template

Name	Date appointed as Responsible Person	Position of responsibility	Qualifications/ experience	Record of professional learning (PL)				Total no of hours completed
				Date	Nature of PL	Provider	Hours	
<i>Add rows as required</i>								