



Board of Directors Charter

1. Introduction

- 1.1 In carrying out its responsibilities and exercising its powers, the Directors at all times recognise their overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Western Sydney University International College Pty Ltd. (the Company), as well as its shareholders, employees, customers, creditors and the community. The Board works to promote and maintain an environment within the Company that establishes these principles as basic guidelines for all of its employees and representatives at all times.

2. Purpose and Role

- 2.1 Subject to the Constitution and the Shareholders Deed-First Amending Deed, the Board is responsible for:
- (a) Ensuring that the processes of the Board are carried out in accordance with its Charter;
 - (b) All Reserved Powers described in Section 3;
 - (c) Ensuring all requirements in the Higher Education Standards Framework (Threshold Standards) 2021 are observed and met, including a commitment to free intellectual inquiry, engagement with advanced knowledge and inquiry, and maintaining the appropriate level of scholarship;
 - (d) Overseeing and reviewing the management and performance of the Company as an Institute of Higher Education;
 - (e) Charting the strategic direction and financial objectives of the Company and ensuring appropriate resources are available;
 - (f) Monitoring the achievement of Financial Objectives and ensuring the preparation of accurate financial reports and statements;
 - (g) Reporting to shareholders on the performance and state of the Company;



- (h) Establishing committees and appointing members of committees as required to ensure the operations of the Company meet the Threshold Standards and to oversee or monitor any other aspect of the Board's responsibilities;
- (i) Ensuring academic standards are maintained through academic governance structures that meet the requirements of the Services Agreements and the Threshold Standards;
- (j) Appointing the Academic Board to oversee the academic governance of the higher education operations of the Company, determining membership and monitoring its activities and in particular, communication with Western Sydney University;
- (k) Ensuring decision-making authority is incorporated into terms of reference for Boards, committees, sub-committees and executive management;
- (l) Overseeing the implementation of the academic and operational plans of the Board by the Executive Management Committee;
- (m) Monitoring the effectiveness of and compliance with conditions of the Services Agreements, which include the Licence of Course Materials Agreement and the Third-Party Provider Agreement.
- (n) Overseeing the effective development, implementation, review and approval of policies and procedures for all aspects of operations, consistent with legal requirements and corporate social responsibility;
- (o) Reviewing on a regular and continuing basis:
 - i. Executive succession planning (in particular for the College Director and Principal);
 - ii. Executive management development.
- (p) Overseeing the management of higher education risks related to the quality of the student learning experience and outcomes;
- (q) Benchmarking risk management through the adoption of an appropriate risk management system;



- (r) Ensuring the quality assurance arrangements in place, which consist of regular cycles of monitoring, review and improvement, are effective; and
- (s) Receiving reports on complaints and grievances.

2.2 In performing the responsibilities set out above, the Directors will, at all times:

- (a) Act in a manner designed to create and build sustainable value for shareholders;
- (b) Act in accordance with the duties and obligations imposed upon them by the Company's Constitution and by law;
- (c) Act in the best interests of the Company as a whole and not in their private interests;
- (d) Act in good faith and to exercise care and diligence; and
- (e) Disclose and avoid conflicts of interest.

3. Reserved Powers

3.1 In addition to the matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- (a) Awarding qualifications and/or Statements of Results on recommendation of the Academic Board and revoking awards, where serious academic misconduct has occurred.
- (b) Appointing and delegating responsibilities to the following:
 - i. Risk and Compliance Committee
 - ii. Academic Board
 - iii. Executive Management.
- (c) Appointing and removing the Company Secretary and determining terms and conditions associated with the appointment.



- (d) Reviewing and ratifying each of the following:
 - i. systems of risk management and internal control and compliance, codes of conduct, and legal compliance;
 - ii. diversity policy implementation;
 - iii. financial and other reporting; and
 - iv. major capital expenditure, capital management, and acquisitions and divestitures.

- (e) Approving Courses to be offered by the Company and ensuring such courses are fit for purpose for International Students.

- (f) Determining any matters in excess of discretions that, from time to time, it may have delegated to the College Director and Principal and Executive Management (for instance, in relation to capital expenditure).

- (g) Approving each of the following and modifying any recommendation as it deems appropriate:
 - i. the Corporate Plan, at least annually on recommendation of the College Director and Principal;
 - ii. the Budget, at least annually on recommendation of the College Director and Principal;
 - iii. the appointment, and where appropriate, the removal of the College Director and Principal;
 - iv. the appointment and where appropriate the removal of Executive Management members reporting to the College Director and Principal on recommendation of the College Director and Principal;
 - v. the remuneration and conditions of service, including financial incentives, for the College Director and Principal;



- vi. the remuneration and conditions of service, including financial incentives, for the Executive Management reporting to the College Director and Principal on recommendation of the College Director and Principal.
- (h) Approving each of the following:
- i. significant changes to organisational structure and the appointment of senior executives;
 - ii. the acquisition, establishment, disposal or cessation of any significant business of the company;
 - iii. the issue of shares, options, equity instruments or other securities in the Company;
 - iv. any public statements which reflect significant issues of the Company policy or strategy;
 - v. any services agreements with shareholders or external stakeholders; and
 - vi. any changes to the discretions delegated from the Board.

4. Board Membership

4.1 Membership of the Board of Directors is determined by the shareholders of the Company in accordance with the Shareholders Deed and shall be as below:

- (a) Chair, Western Sydney University International College Pty Ltd (Independent Director)
- (b) An additional Independent Director
- (c) Two WSU appointees (Non-Executive)
- (d) Two Navitas Appointees (Non-Executive)

Officers of the Company include:

- (a) The College Director and Principal who fulfils the role of Chief Executive Officer; and
- (b) The Company Secretary or person acting in that capacity.



- 4.2 The Directors shall appoint the Chair and additional Independent Director by unanimous resolution pursuant to the process approved by the Board and in compliance with the Constitution and Shareholders Deed.
- 4.3 The Board must have external members with higher education expertise.
- 4.4 Independent financial expertise is provided by Navitas' Finance Shared Services, and Navitas' external financial advisers.
- 4.5 The process to appoint and remove Directors is currently prescribed by the Shareholders Agreement as follows:
- (a) The number of Directors will be six, or such other number as may be agreed by the Appointors from time to time.
 - (b) WSU must appoint two Directors; Navitas must appoint two Directors.
 - i. In each case a party (WSU and Navitas) may remove or replace their appointed Directors from time to time, by giving notice of the appointment, removal or replacement (as the case may be) together with a signed consent to act as a Director from the person nominated as a Director (in respect of a replacement or appointment) to the Company. An Appointor wishing to make an appointment of a Director under this clause 3.1 must consult with the other Appointor as to the identity of any person proposed to be appointed prior to that appointment being made.
 - (c) In addition, two Independent Directors must be appointed by the Board, each by separate Unanimous Resolution. Any such Director may be removed by separate Unanimous Resolution of the Board (constituted by all Directors other than the Director, who is the subject of the resolution) or by Unanimous Resolution of Shareholders.
 - i. The process for appointing an independent director is attached to this Charter as Annexure A.



(d) The provisions of clause 3.1 of the Shareholders Deed in relation to the appointment and removal of Directors are to the exclusion of any power otherwise conferred on the Directors, Shareholders or on the Company by the constitution of the Company.

4.7 Membership of the Board is reviewed at least every two (2) years to ensure that the balance and type of members achieve the Company's strategic direction with the primary purpose of higher education.

4.8 Independent Directors are appointed for terms of two (2) years which are renewable.

4.9 Directors, with the consent of the Chair, shall have the right to attend at any Committee of the Board.

5. The Chair

5.1 The Chair presides over meetings of the Board and General Meetings of shareholders.

5.2 The Chair is responsible for leading and managing the Board in the discharge of its duties.

5.3 The Chair may only be removed or replaced by a Unanimous Resolution of the Board (other than the Chair).

5.4 The Chair shall have the right to attend and speak at any meeting of any committee.

5.5 The Chair will be provided with the Agenda of every committee of the Company at the same time as committee members are provided with agendas.

6. Protection of Directors and Officers

6.1 Appropriate insurance is in place to protect members of the Directors and Officers for matters or decisions made in good faith.

6.2 A Director must vacate their position on the Board if they become disqualified from acting as a director of a company or managing corporations under the Corporations Act.



7. Constitution and Shareholders Deed

7.1 The Constitution and Shareholders Deed are paramount when interpreting this Board Charter and the Governance Framework and take precedence where there are discrepancies between these documents and this Board of Directors Charter.

8. Meetings

- 8.1 The Board of Directors shall meet at least four times a year.
- 8.2 Board and Committee papers are provided to Directors and Committee members at least seven days prior to the relevant meeting.
- 8.3 Board and Committee papers remain the property of the Company.
- 8.4 The Secretary shall attend all Board meetings.
- 8.5 Members can agree to any meeting being held either in person, or in such other manner (using electronic or other forms of communication) as the members agree, provided that all members present are able to communicate with all other members present, and that all papers tabled are tabled in such manner that all members have access to such papers.
- 8.6 Members have a duty to manage and declare all conflicts of interest (see Annexure B).

9. Board Committees

9.1 The Board may from time to time establish committees to assist it in carrying out its responsibilities and adopt Terms of Reference setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate.

9.2 Delegated Board Committees and Sub- Committees include:

- (a) Risk and Compliance Committee (Board Committee)
- (b) Academic Board (Board Committee)
- (c) Academic Quality Committee (Academic Board Sub-Committee)



- (d) Examinations Committee (Academic Board Sub-Committee)
- (e) Appeals Committee (Academic Board Sub-Committee)
- (f) Student Misconduct Committee (Academic Board Sub-Committee)
- (g) Course Development and Review Committee (Academic Board Sub-Committee)

9.3 The Executive Committee includes the College Director and Principal, the Director of Marketing and Admissions, the Academic Director and the Manager of Quality and Student Administration.

9.4 The Board establishes the terms of reference and approved delegations to each Board Committee, Sub-Committee and the Executive Committee.

9.5 The Board establishes the terms of appointment and removal for membership on all Board Committees and Sub-Committees, which shall be two yearly renewable appointments unless otherwise determined.

9.6 The Board may by Unanimous Resolution terminate any person's membership of a Board Committee or Sub-Committee without cause.

9.7 A Committee Chair is appointed in accordance with the provisions of the Terms of Reference of the relevant Committee.

10. The College Director and Principal

10.1 The College Director and Principal's duties include:

- (a) Devoting their time, attention and skill during normal business hours and at other times as reasonably necessary to the duties of their office;
- (b) Being accountable for planning, coordinating and directing the operations of the Company to achieve strategic, financial and operating objectives as approved by the Board;



- (c) Formulating and recommending business and financial strategies and plans to develop the Company's business and to implement these plans to achieve agreed performance targets;
- (d) Promoting the interests of the Company; and
- (e) Faithfully and diligently performing the duties and exercising powers:
 - i. Consistent with the position of a College Director and Principal; and
 - ii. As assigned by the Board.

10.2 In fulfilling their duties, the College Director and Principal:

- (a) Reports directly to the Board;
- (b) Provides prompt and full information to the Board regarding the conduct of the business of the company; and
- (c) Complies with reasonable directions given by the Board.

11. The Company Secretary (Secretary) and the Manager of Quality and Student Administration.

11.1 The Secretary supports the effectiveness of the Board by:

- (a) Monitoring to ensure that Board policy and procedures are being followed;
- (b) Coordinating the completion and dispatch of Board agendas and briefing papers;
- (c) Reasonably ensuring Minutes of each meeting will be available for confirmation by the Chair no more than seven days after the meeting;
- (d) Ensuring that Minutes will be distributed to the Directors seven days after confirmation by the Chair; and
- (e) Supporting the Board through the Chair on all governance matters.

11.2 The Manager of Quality and Student Administration provides support to the Board on Corporate Risk, quality assurance and Legislative Compliance matters.



12. Self-Assessment

12.1 The Board will undertake an annual performance evaluation of itself managed by the Secretary that:

- (a) Compares the performance of the Board with the requirements of its charter; and
- (b) Effects any improvements to the Board charter deemed necessary or desirable.

12.2 The performance evaluation will be conducted in such manner as the Board deems appropriate after advice from the Secretary.

13. Appointment

13.1 Letters of Appointment for each new appointment to the Board set out the key terms and conditions relative to the appointment shall be provided to each new appointee.

14. Related Documents

- **FRAME 01 WSUIC Governance Framework**
- **TOR 02 WSUIC Terms of Reference - Risk and Compliance Committee**
- **TOR 03 WSUIC Terms of Reference - Academic Board**
- **TOR 04 WSUIC Terms of Reference - Executive Management Committee**
- **TOR 06 WSUIC Terms of Reference - Appeals Committee**
- **TOR 08 WSUIC Terms of Reference – Misconduct Committee**

Approval Authority:	Western Sydney University International College Board of Directors
Policy Owners:	Company Secretary
Approval Date:	07 November 2017
Date for Next Review:	02 February 2024
Review Period:	2 years

Amendments

Date	Version	Summary of changes
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07/11/2017	1	Charter developed
09/12/2021	1.1	Update to Clause 2 by redefining Purpose and Role of the Board of Charter Cosmetic changes to the charter
08/09/2023	1.2	<p>Amendments to Purpose and Role:</p> <ul style="list-style-type: none"> • Removal of repetitive clauses 2.1 (e) in relation to approval and review of Strategic Plan, 2.1 (o,n) awarding and revocation of qualification, 2.1 (q) approval of appointment of College Director and Principal and Executive Committee members) mentioned elsewhere in the Charter. • Inclusion of Licence of Course Materials Agreement in monitoring compliance with SLA. <p>Update to Clause 7.1 clarifying precedence of The Constitution and Shareholders Deed over this Charter.</p> <p>Inclusion of Clause 8.6 about Conflict of Interest</p>



Annexure A

Western Sydney University International College Appointment of Independent Director

WSUIC

WSUIC is a joint venture of which Navitas Ltd (Nav) and WSU Enterprises Pty Ltd (WSUE) own equally as shareholders. WSUIC, its shareholders and Western Sydney University (WSU) are parties to a Shareholders Deed which generally controls the relationship between the parties including matters relating to Directors.

WSUIC currently has 6 directors consisting of:

- (a) An Independent Chair appointed and elected by the directors (cl 75 Constitution and cl 3.2 (a) of the Shareholders Agreement);
- (b) An independent Director, appointed by the Directors;
- (c) Two directors jointly appointed by WSU and WSUE; and
- (d) Two directors appointed by Navitas

The selection and appointment process for the role of an independent director is as follows:

1. Preliminary

- (a) The Directors identify relevant skills and expertise that they believe should be provided by the various Directors collectively;
- (b) The Directors identify those skills and expertise currently contained within the existing Board;
- (c) For those skills which are either not provided, or which in the opinion of the Directors are inadequately provided for in an appropriate manner; a ranking is given to determine the relative importance of those skills or expertise;¹
- (d) The gender balance of the Board should be reviewed and appropriate consideration be given to gender balance in any selection process.
- (e) Conditions of the Independent director's appointment, should be reviewed including:
 - i. Remuneration
 - ii. Term including renewals and maximum terms
 - iii. Role – including committee membership

¹ A Board Skills Assessment should be undertaken annually as part of a Board Performance Review



2. Search

(a) The Directors will then agree the manner by which suitable candidates might be sourced, which may include:

- i. Personal Referral;
- ii. Referral through industry bodies;
- iii. Advertising;
- iv. Professional Search firms; or
- v. Such other means the Directors deem appropriate.

(b) Nominations Sub-Committee

- i. The Directors may delegate the search component to a Nominations sub-committee, the members of which will include the Chair and at least one Navitas director and one WSUE director.
- ii. The Directors may delegate the Chair by themselves to act in the role of the Nominations subcommittee.

(c) Timetable

- i. The Directors or Nomination Sub-Committee will also agree on a timetable for the recruitment process up to and including selection and determination.

3. Selection

(a) Short Listing

- i. The Secretary will co-ordinate the preparation of material for consideration by the Board or Nomination Sub-Committee, including material to allow the short listing of potentially suitable candidates (if appropriate) and;
- ii. The Board, or if so delegated the Nomination Sub-Committee will conduct short listing of candidates.

(b) Qualifications and reference checking

- i. Candidates will be required to provide a comprehensive resume which identifies expertise or substantive experience in the area of expertise identified by the Board.
- ii. Reference Checking may be undertaken in an informal manner.

(c) Selection

- i. WSUIC recognises that dealing with appropriate candidates means that some normal employment processes are generally not appropriate and that formal interviews in particular are not included in the process.
- ii. If an Nomination Sub-Committee is used, it will meet and review the available shortlisted candidates prior to making a recommendation to the Board based on the agreed selection criteria.
- iii. If no Nomination Sub-Committee is used, the Board will meet and review the available shortlisted candidates prior to making a decision based on the agreed selection criteria.



4. Determination

(a) Endorsement by Shareholders.

- i. WSUIC will advise its shareholders that the Board has endorsed the proposed candidate and seeking shareholder endorsement of the proposed appointment.
- ii. Shareholder endorsement or otherwise should be communicated to the Secretary.
- iii. Upon endorsement the Secretary will either arrange for the appointment to be dealt with at the next meeting of Directors, or by circular resolution as directed by the Chair



Annexure B- Conflict of Interest Protocol

1. Background

- 1.1 In accordance with the Company's Shareholders' Deed, the Company's Board of directors (**Board**) is comprised of six directors: two appointed by Western Sydney University (**WSU**), two appointed by Navitas Pty Limited (**Navitas**) and two independent directors, appointed by the Shareholders acting through their nominee directors or in general meeting (**Independent Directors**).
- 1.2 It is recognised that the Company is an incorporated Joint Venture and that the Shareholder appointed directors represent the interests of their respective appointing shareholders as well as providing the Company with the benefit of the knowledge and experience gained from their respective organisations that conduct similar or related businesses and educational establishments.
- 1.3 It is further recognised that the Independent Directors are non-executive roles, and those directors may hold directorships in other bodies which may conduct similar businesses to the Company or be related to either shareholder.
- 1.4 This protocol is intended to set out the Board's expectations in relation to, and assist directors to manage, conflicts of duty that might arise between their appointed roles and in relation to any material personal interests they may have.

2. General obligation

- 2.1 Each director has a duty not to place themselves in a position where:
 - a. the director has a material personal interest or other interest giving rise to a real or substantial possibility of a conflict; or
 - b. the director's duty to the company conflicts with, or gives rise to, a substantial possibility of conflict with a fiduciary or statutory duty they owe to another body, in relation to any matter which is or is likely to be brought before the Board.
- 2.2 In relation to WSU's and Navitas' appointed directors, the Company's shareholders have expressly agreed that the shareholder appointed directors may, subject to their director's duties and the Shareholders' Deed, have regard to and represent the interests of their appointor in their roles as directors of the Company.

3. Disclosure of Material Personal Interests

- 3.1 In accordance with s191 of the *Corporations Act 2001* (Cth), all directors are obliged to give other directors notice of any material personal interest they may have in a matter which relates to the affairs of the Company (unless excluded in s191(2)) as soon as practicable after the Director becomes aware of their interest in the matter.
- 3.2 Directors giving notice of a material personal interest must give details of the nature and extent of that interest and the relation of the interest to the affairs of the Company. The details of the interest must be recorded in the minutes of the Board meeting.
- 3.3 In accordance with s192 *Corporations Act 2001* (Cth), directors may give standing notice of any material personal interest in a matter at any time whether or not the matter relates to the affairs of the Company at the time the notice is given. The details of the interest must be tabled at the next board meeting after the standing notice is given and be recorded in the minutes of that meeting.



- 3.4 The Company Secretary (or person acting in that capacity) shall maintain a register of notices provided under paragraph 3.1 and 3.3 and make this available to all Directors.
- 3.5 A director giving notice under 3.1 or 3.3 may, in accordance with Clause 77.5 of the Company's Constitution, be counted in the quorum for the Board meeting and vote on the matters that relate to the interest so disclosed.

4. Disclosure of appointments that might give rise to actual or perceived conflict of duty

- 4.1 Directors are required to disclose to the Board any appointment to a board of directors (or equivalent governance body) of any other body corporate which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict with the interests of the Company in relation to any matter to be considered by the Board ("**Conflicting Appointment**").
- 4.2 The Company Secretary shall maintain a register of appointments notified under paragraph 4.1 and make this available to all Directors.

5. Conflict management procedure

- 5.1 Subject to paragraph 5.2, where a director has disclosed a Conflicting Appointment under paragraph 4.1 in relation to a matter to be considered by the Board, the director:
- (a) shall continue to receive Board papers or other information which relates in any way to that matter, unless the director requests, or the Chair determines, that the director should not receive any or all of those documents;
 - (b) shall withdraw from any part of a Board or Board committee meeting for the duration of any discussion on that matter; and
 - (c) shall not vote on that matter.
- 5.2 Paragraph 5.1 shall not apply to the directors appointed by the Shareholders in respect of any matter constituting a Critical Board Business Matter / requiring a Directors Unanimous Decision given that it is the intent of the Shareholders Deed that such matters only be approved by the Board with the approval of each Shareholder's appointed directors.
- 5.3 If a majority of directors who have not disclosed a Conflicting Appointment under paragraph 4.1 do not have an interest in such matter, resolve that the Conflicting Appointment should not disqualify a director from: (a) being present while the matter is being considered, then paragraph 5.1 shall not apply and the director may be present; and/or (b) vote on the matter, then paragraph 5.1 shall not apply and the director may be present and vote on the matter. The minutes shall record the decision taken by the directors who do not have a Conflicting Appointment, including the nature and extent of the Conflicting Interest and its relation to the affairs of the Company.

6. Examples of matters that are likely to or not likely to constitute a Conflicting Appointment

- 6.1 To assist directors in determining whether a Conflicting Appointment exists and should be notified to the Board under paragraph 4.1, the following general principles and examples are set out:
- (a) If the Board is to consider a matter by which the Company is pursuing a specific transaction or engagement which the other body corporate is also pursuing (for example entry into a relationship with a foreign government sponsor, university or prospective employee) and it is reasonable to assume that if the other body corporate is successful in that transaction or



engagement then the Company will be unsuccessful (or vice versa), then such a matter would be likely to constitute a Conflicting Appointment.

- (b) The fact that another body corporate operates a similar business to the Company would not normally of itself give rise to a Conflicting Appointment. For example, if a director is on the board of the Company and another pathway college or education provider who both seek to recruit students, this would not of itself constitute a Conflicting Appointment. If, however, the Board is to consider a matter which would likely have a real and substantial impact (either positive or negative) on another body corporate of which a director is also a director, then such a matter would be likely to constitute a Conflicting Appointment.
- (c) A director appointed by a Shareholder holding a position of director on the board of its appointing shareholder or its related body corporate will not of itself constitute a Conflicting Appointment, having regard to the Shareholders' agreement that appointed directors may, subject to their director's duties and the Shareholders' Deed, have regard to and represent the interests of their appointor.

- 6.2 The above principles and examples are not to be considered exhaustive or definitive and directors should have regard to the circumstances of any potentially Conflicting Appointments, and their overriding duty to act in the best interest of the Company as a whole, in determining whether an appointment is notifiable as a Conflicting Appointment under this protocol.

Schedule of Related Documents:

1. WSU Conflict of Interest Policy – 25 October 2019
2. WSU Conflict of Interest Procedures – 14 February 2021
3. WSU Conflict of Interest Guidelines– 14 February 2021