

WESTERN SYDNEY
UNIVERSITY



International College

Western Sydney University
International College Pty Ltd
Governance Framework



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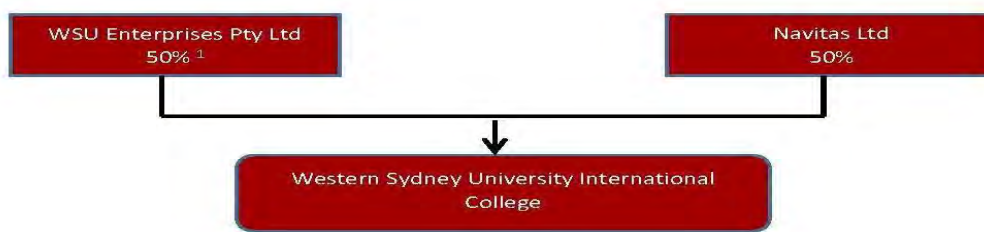


1. Background

Western Sydney University International College Pty Ltd (ABN: 25 604 796 189) (“WSUIC”) is a joint venture entity owned in equal shares by:

- WSU Enterprises Pty Ltd (“WSU Enterprises”) (ABN: 44 003 474 468) – 50% share; and
- Navitas Pty Ltd (“Navitas”)(ABN: 69 109 613 309) – 50% share

Western Sydney University International College Ownership Structure



¹ WSU Enterprises Pty Ltd is wholly owned and controlled by Western Sydney University.

WSUIC has entered into services agreements with the shareholders - Western Sydney University/WSU Enterprises and Navitas Limited to provide intellectual property, facilities and other higher education services that meet the Higher Education Standards Framework (Threshold Standards) 2021. The provisions, lines of authority and accountability as stated in the services agreements have been integrated into this governance framework. The following documents constitute the WSUIC governance arrangements:

1. Western Sydney University International College Governance Framework 2018;
2. Western Sydney University International College Pty Ltd Constitution as amended;
3. *Services Agreement (UWS Parties* dated 15 April 2015) and variation of Services Agreement dated 29th of September 2020;
4. *Third Party Provider Agreement* dated 29th September 2020
5. *Licence Agreement for Course Material* dated 29th September 2020
6. *Services Agreement (Navitas* dated 15 April 2015);
7. Shareholders Deed between all parties dated 15 April 2015, Shareholder’s Deed- First Amending Deed dated 30th September 2016; and Deed of Variation of Shareholders Deed dated 2nd of June 2022.
8. Western Sydney University International College Pty Ltd Board Charter adopted February 2017;
9. Western Sydney University International College Delegations Policy and Register last updated 2022.



WSUIC has higher education as its principal purpose, with governance and management of its higher education operations located in Australia.

The purpose of WSUIC is to provide a pathway to university studies at Western Sydney University. WSUIC has the following principal functions for the promotion of this purpose:

- (a) To disseminate knowledge and promote scholarship;
- (b) To develop and deliver courses which are approved by WSU as a pathway into the University;
- (c) To create an environment that supports the university pathway experience and requirements to successfully transition to relevant Western Sydney University Bachelor Degrees;
- (d) To provide learning and teaching that encourage the advancement, development and application of knowledge informed by free intellectual inquiry;
- (e) To maintain high standards of professionalism and ethics;
- (f) To confer, after appropriate assessment, educational awards as may be accredited by relevant educational bodies, authorities and agencies;
- (g) To provide facilities and resources for the general welfare and development of enrolled students and staff of WSUIC;
- (h) To create an environment that empowers and supports the personal and professional development of enrolled students and staff;
- (i) To foster a teaching and learning environment that is engaging, challenging, flexible, rewarding and encourages lifelong learning;
- (j) To offer opportunities for development and further training to teaching and other staff;
- (k) To provide programs and services that demonstrate principles of equity;
- (l) To implement appropriate and effective corporate and academic governance underpinned by the values and goals above, ensuring adherence to rules, policies, processes, quality assurance, financial and other arrangements that are outlined in the Services Agreements with WSU Parties and Navitas; and
- (m) To provide returns to shareholders aligned with the expectations of being a commercial enterprise.

2. Mission Statement

WSUIC exists for the primary purpose of providing quality pathway education to students intending to pursue a WSU degree. The WSUIC team is dedicated to upholding high standards of service and professionalism so that students can learn in a convivial and contemporary environment.

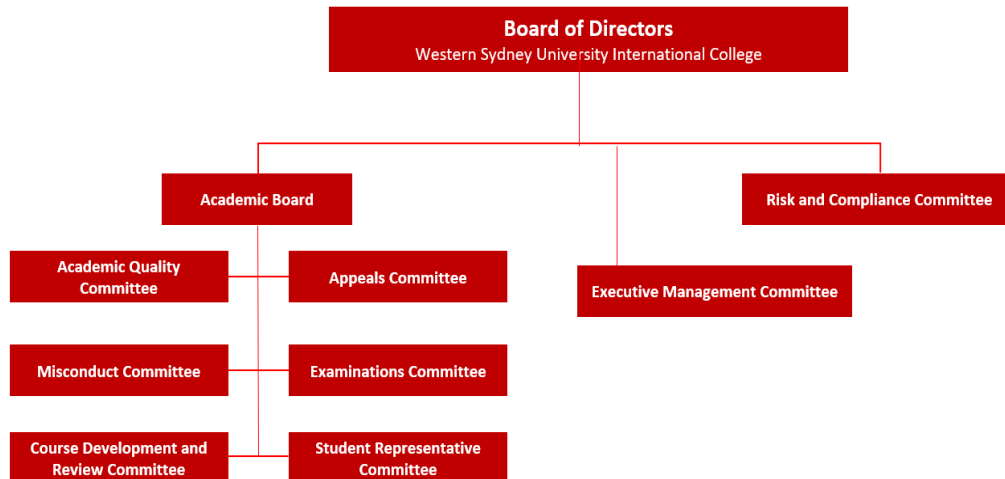
3. Definitions

Unless specifically defined herein, terms defined in the Constitution and/or the Shareholder's Deed and its amendments shall have the same meaning as ascribed in those documents for this Framework, the Board Charter and all Committee Terms of Reference.



4. Governance Summary

4.1 The Governance Structure for WSUIC is as below



4.2 The Board of Directors is responsible for ensuring that the WSUIC fulfils its responsibilities as detailed in its Mission Statement and the services agreements with shareholders as well as ensuring the company continues to meet its legal and financial obligations and responsibilities. The Board of Directors sets the overall strategic direction and framework of policies and procedures necessary to achieve the WSUIC objectives including formal delegations that clearly distinguish governance and management roles and responsibilities. The Board of Directors is directly accountable to shareholders and stakeholders for both corporate and academic outcomes including the monitoring of third-party provisions.

4.3 The Board of Directors delegates the academic governance of the WSUIC to the Academic Board. The Academic Board operates independently of the shareholders, Corporate Board and management of the WSUIC to ensure academic integrity. The Academic Board sets and oversees academic policies and processes based on Western Sydney University academic governance requirements essential to achieve intended academic outcomes consistent with WSUIC overall strategic directions and the conditions for academic governance outlined in the Services Agreement WSU Parties and the Third-Party Provider Agreement.

4.4 WSUIC achieved Higher Education Provider status in December 2017 and is currently registered as Institute of Higher Education on Tertiary Education Quality and Standards Agency’s (TEQSA) National Register. WSUIC’s BoD has delegated responsibility for Academic Governance to Academic Board. Academic Board membership includes senior external academic, one of whom is the chair of the AB. It has a number of sub-committees.

4.4.1 The Academic Board delegates responsibility to the Academic Quality Committee for monitoring and reporting on quality assurance processes for teaching and learning within the College in order to ensure that day-to-day academic operations meet quality educational standards. The Academic Quality Committee also has responsibility for advising on policies and guidelines related to teaching and learning in WSUIC’s courses and



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for monitoring teaching and learning performance outcomes and improvement including benchmarking data with Western Sydney University, WSU The College, other Navitas pathway colleges and other Higher Education providers.

- 4.4.2 The Academic Board delegates responsibility to the Examinations Committee to consider and approve final grades before release. Membership is by both executive management position (ex-officio) and by invitation from the Academic Board
 - 4.4.3 The Misconduct Committee is a sub-committee of AB which considers both Academic and General Misconduct as defined in WSUIC Polices and Rules. Board of Directors receive reports on all the general misconduct cases.
 - 4.4.4 The Appeals Committee is a sub-committee of AB, hearing appeals from students for academic and non-academic matters. Members are appointed by virtue of their position (ex-officio) and report the outcomes of appeals directly to the Academic Board.
- 4.5 The Risk and Compliance Committee is a sub-committee of the Board of Directors. It is responsible for identifying and monitoring,
- 4.5.1 Academic, Commercial and Financial Risk and developing Risk mitigation strategies and monitoring outcomes; and
 - 4.5.2 Oversight of the Financial Budget and Forecast.
 - 4.5.3 Ensuring ongoing compliance with relevant Legislation.
- 4.6 The Board of Directors delegates responsibility for the efficient conduct of WSUIC's business to the WSUIC Executive Management Committee (EMC), which is chaired by the College Director and Principal and comprises of Academic Director, Director of Marketing and Admissions, Manager of Quality and Student Administration. The EMC is the primary operational decision-making body that implements policies, programs and processes including decisions about staffing, budgets and infrastructure.
- 4.7 The Board of Directors delegates to the Chair of the Board, the College Director and Principal and the Company Secretary severally the authority to vary policies previously approved by the Board to correct typographical and grammatical errors and to alter position titles where the substantive position remains unchanged.

5. Services Agreements with Shareholders

The Company has entered into formal services agreement with the Western Sydney University parties (WSU and WSU Enterprises Pty Ltd) and Navitas Pty Ltd., those services agreement form part of the governance framework of WSUIC.



6. WSUIC Boards and Committees

The Terms and Reference for the following Committees are attached as Appendices to the framework:

- 6.1 TOR 01 WSUIC Board of Directors Charter (Appendix 1)
- 6.2 TOR 02 WSUIC Terms of Reference – Risk and Compliance Committee (Appendix 2)
- 6.3 TOR 03 WSUIC Terms of Reference – Academic Board (Appendix 3)
- 6.4 TOR 04 WSUIC Terms of Reference - Executive Management (Appendix 4)
- 6.5 TOR 05 WSUIC Terms of Reference – Academic Quality Committee (Appendix 5)
- 6.6 TOR 06 WSUIC Terms of Reference – Appeals Committee (Appendix 6)
- 6.7 TOR 07 WSUIC Terms of Reference – Examinations Committee (Appendix 7)
- 6.8 TOR 08 WSUIC Terms of Reference – Misconduct Committee (Appendix 8)
- 6.9 TOR 10 WSUIC Terms of Reference – Course Development and Review Committee (Appendix 9)

Approval and Amendment History

| | |
|------------------------------|--|
| Approval Authority: | Western Sydney University International College Board of Directors |
| Policy Owners: | Company Secretary |
| Approval Date: | 26 February 2019 |
| Date for Next Review: | 7 September 2025 |

| Amendments | | |
|-------------------|---------|--|
| Revision Date | Version | Summary of changes |
| 27/04/2018 | 1.0 | New Framework developed |
| 26/02/2019 | 1.1 | Minor/cosmetic changes: formatting changes throughout document; provided more clarity to the Navitas Tickit system in section 4.7; referred to Navitas Tickit System instead of Risk Ticket as the Tickit System is not just used for risks but also for incident reporting. Reviewed as part of the Foundation Studies application. |



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| 28/10/2021 | 1.2 | Minor Cosmetic changes. Inclusion of Third Party Arrangements with WSU. Removal of Tickit and reference made to Risk register |
| 08/09/2023 | 2.0 | Minor cosmetic amendments, addition of relevant dates to Third Party Provider Agreement dated 29th September 2020 and Licence Agreement for Course Material dated 29th September 2020 Inclusion of Board Charter and Various Terms of Reference as per Clause 6 in Appendices |

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**

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| 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 |
| | | |



| | | |
|------------|-----|---|
| 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



Risk and Compliance Committee Terms of Reference

1. Introduction

The purpose of the RCC is to assist the board of directors of the Company (Board) in fulfilling its corporate governance and oversight responsibilities by:

- 1.1 Monitoring and reviewing the:
 - i. Integrity of financial statements;
 - ii. Effectiveness of internal controls;
 - iii. Independence, objectivity and competency of internal and external auditors;
 - iv. Policies on risk oversight and management;
 - v. Execution of the insurance functions;
- 1.2 Overseeing and providing advice on the quality assurance systems of the company/college;
- 1.3 Overseeing and monitoring the WSUIC Risk Management Plan, Disaster Recovery Plan and Crisis Management Plan;
- 1.4 Providing advice on outcomes of company/college reports in connection with educational courses and services against the Risk Management Plan;
- 1.5 Monitoring long term trends in graduate outcomes and providing advice on reported outcomes; and
- 1.6 Undertaking a review of the Risk Register every 6 months and presenting to the Board of Directors for amendment and/or approval prior to submission to Navitas as per the services agreement conditions.

2. Composition

- 2.1 Members
 - i Executive Directors are not eligible to be members of the RCC.
 - ii The RCC must have a minimum of three and maximum of five members, at least 50% of members being independent directors
 - iii The members of the RCC will be appointed and removed by the Board.
 - iv All members are appointed for two yearly renewable terms.
 - v Should a member become disqualified from membership their membership will cease forthwith.
- 2.2 The Board may terminate the membership of any member of the Committee without cause.



2.3 Attendees

The following people may attend meetings of the RCC except for those times when the RCC determines otherwise;

- i. the College Director and Principal;
- ii. the Company's auditor;
- iii. the Director Finance and Administration - Navitas or Nominee;
- iv. the Director Financial Services – WSU or Nominee who may be a member
- v. WSUIC's Quality and Compliance Manager

3. Expertise

- 3.1 Each member of the RCC must be able to read and understand financial statements.
- 3.2 The RCC must also include at least 1 member who is a qualified accountant or other financial professional with experience of financial and accounting matters.
- 3.3 Members of the RCC must have an appropriate level of understanding of the principles of corporate governance, including knowledge of ASX Limited's (ASX) Corporate Governance Principles and Recommendations and TEQSA (Provider Registration Standard (PRS) 3.2).

4. Chair and Secretary

- 4.1 The Board will appoint an independent director as chair of the RCC (Chair) not being the Chair of the Company except when no other independent member is available to chair the RCC.
- 4.2 The Company Secretary will act as secretary of the RCC (Secretary).

5. Meetings

5.1 Frequency

- i. The RCC will meet as frequently as required to perform its functions but must, at a minimum, meet three times a year. Meetings may be held by members communicating with each other using any technology which enables them to simultaneously hear each other and participate in discussion.
- ii. The Secretary must call a meeting of the RCC if requested to do so by any member of the RCC.



5.2 Agenda and Notice

- i. The Quality and Compliance Manager will be responsible, in conjunction with the Chair and the Secretary, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to RCC members, the external auditor and other invited attendees prior to each meeting. The Secretary must notify members of the RCC of the date, time and location of RCC meetings as far in advance as possible, but not less than 5 working days before the meeting unless a shorter notice period is agreed by all members.

5.3 Quorum

- i. A quorum for RCC meetings will be at least 2 members, save that 1 of the members of the quorum must be an independent director.

5.4 Attendance

- i. 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.
- ii. The RCC may invite any person to attend part or all of any meeting of the RCC as it considers appropriate. Voting at RCC meetings is restricted to RCC members. Other members of the Board have a standing invitation to attend meetings of the RCC.

6. Powers

6.1. Access

- i. The RCC has unrestricted access to management, staff, students, internal and external auditors and all Company records for the purpose of carrying out its responsibilities under this Charter. The RCC will meet with internal (if any) and external auditors, in the absence of management, as often as required.

6.2. Investigations

The RCC has the power to:

- i. Conduct any investigation, it considers necessary;
- ii. Seek explanations and additional information; and
- iii. Engage any independent experts it requires to help it fulfil its duties, with costs associated with this being borne by the Company.



7. Responsibilities

7.1. Risk Management

The RCC's responsibilities for risk management are described in the Risk Management Policy Statement. In summary the RCC provides the Board with advice and recommendations regarding:

- i. The establishment and implementation of a risk management system and risk profile;
- ii. The effectiveness of the Company's implementation of the risk management system at least once a year; and
- iii. The Company's risk profile, risk appetite and risk tolerance, including unusual types of transactions and/or any potential transactions that may carry more than an acceptable degree of risk.

7.2. Financial Functions

The responsibilities of the RCC include:

- i. Reviewing financial statements for accuracy, adequacy and clarity, compliance with regulatory requirements and ensuring they reflect a true and fair view as a basis for recommendation to and adoption by the Board including, without limitation, and requiring the College Director (or equivalent) or Chief Financial Officer (or equivalent) to make a signed and written declaration that:
 - a. The financial records for the financial period have been properly maintained;
 - b. The financial statements and notes for the financial period comply with the relevant accounting standards;
 - c. The financial statements and notes for the financial period give a fair and true view of the financial position and performance of the Company;
 - d. The opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively; and
 - e. Any other matters in relation to the financial statements that are materially relevant have been included.
- ii. Reviewing accounting policies adopted and any changes made to them;
- iii. Reviewing management processes supporting external reporting;



- iv. Discussing any significant matters arising from the audit, management judgements and accounting estimates with management and internal and external auditors;
- v. Reviewing, and where necessary challenging, the actions and judgment of management in relation to all financial reports; and

For the purposes of this section 8.1, “financial period” applies to the financial statements for any financial period, not just for the financial year (i.e. it includes the financial statements for the half year and full year).

7.3. External Auditors

The responsibilities of the RCC include:

- i. Agreeing to the terms of engagement of the external auditor before the start of each audit and recommending the agreed terms of engagement to the Board;
- ii. Reviewing the performance and independence of the external auditors;
- iii. Reviewing procedures for the selection and appointment of external auditors and rotation of the engagement partners;
- iv. Reviewing and providing oversight of external audit, making enquiries with the external auditor as to any specific points of divergence with management and examine management’s responses to their findings and recommendations;
- v. Ensuring that no management or other restrictions are placed on the external auditors;
- vi. Determining what non-audit services are to be provided by the external auditor; and
- vii. Ensuring that significant findings and recommendations from external audit reviews together with management’s responses are received by the Committee and appropriately acted upon by management in a timely manner.

7.4. Insurance Functions

The responsibilities of the RCC include:

- i. Reviewing the appropriateness and adequacy of cover taken at the insurance renewal; and



- ii. Identifying the Insurable risks and recommending to the Board an insurance program to cater for those risks.

7.5. Compliance Functions

The responsibilities of the RCC include:

- i. Compilation and maintenance of a Legislative Compliance Register;
- ii. Establishing systems of controls and safeguards to achieve legislative compliance; and
- iii. Reporting not less than annually on the Company's compliance.

8. Reporting

8.1.. Risk Oversight and Management Policies

The RCC must report to the Board, at the first Board meeting subsequent to each RCC meeting, regarding the proceedings of each RCC meeting, the outcomes of the RCC's reviews and recommendations and any other relevant issues. Reporting must also include as appropriate:

- i. An assessment of whether external reporting is in line with the information and knowledge of the RCC and whether it is adequate for the needs of the Company's shareholders;
- ii. An assessment of the management processes which support external reporting;
- iii. Recommendations for the appointment or removal of an auditor;
- iv. Assessment of the performance and independence of the external auditors and, given the provision by the external auditors of any non-audit services, whether the independence of the external auditors has been maintained; and
- v. The results of the RCC's review of risk management and internal compliance and control systems

8.2. Annual Report

- i. The RCC must provide the Board with advice and recommendations regarding the appropriate material and disclosures to be included in the corporate governance section of the Company's annual report.



9. Review of Terms of Reference

- i. Risk and Compliance Committee Terms of Reference are established by the Board of Directors
- ii. Terms of Reference will be reviewed periodically
- iii. Changes made to the Terms of Reference agreed by Risk & Compliance Committee will be recommended to the Board of Directors for approval and ratification

10. Related Documents

- **FRA 02 Governance Framework**
- **CHA 01 Board of Directors Charter**
- **TOR 03 Terms of Reference – Academic Board**
- **TOR 04 Terms of Reference - Executive Management**
- **TOR 05 Terms of Reference – Academic Quality Committee**
- **TOR 06 Terms of Reference – Appeals Committee**
- **TOR 07 Terms of Reference – Examinations Committee**

Approval and Amendment History

| | |
|------------------------------|--|
| Approval Authority: | Western Sydney University International College Board of Directors |
| Policy Owners: | Company Secretary |
| Effective Date: | 16 Sept 2022 |
| Date for Next Review: | 16 Sept 2024 |
| Review Period: | 2 years |

| Amendments | | |
|----------------------|----------------|--|
| Revision Date | Version | Summary of changes |
| 09/05/2017 | 1 | New Terms of Reference developed |
| 26/10/2018 | 1.1 | Add in position of CEO, The College to attendance clause |



| | | |
|------------|-----|--|
| 26/03/2021 | 1.2 | Removed reference to Navitas TICKIT and replace it with Risk register Inclusion of Quality and Compliance Manager to the Attendees list |
| 16/09/2022 | 1.3 | Including 7.2 Financial functions under Committee responsibilities. Minor grammatical edits |



Academic Board Terms of Reference

1. Introduction

The Western Sydney University International College's (WSUIC) Academic Board is the principal policy-making and advisory body on all academic matters at the College.

It makes recommendations to the Board of Directors for the approval of new courses and material course changes and has delegated responsibility from the Board for assuring the relevance, standard and effective implementation of:

- i. Academic quality assurance and improvement processes;
- ii. Curriculum design, implementation and review;
- iii. Academic policies, services, processes and procedures;
- iv. Assessment procedures and academic integrity processes;
- vii. External benchmarking strategies and focus areas; and
- viii. Compliance with the academic requirements specified in the Service Agreement with Western Sydney University.

2. Purpose and Role:

a. Academic quality assurance and improvement

Key areas of responsibility of Academic Board include:

- i. Oversight of learning and teaching, facilities and student support services provided by the College;
- ii. Ensuring implementation of the externally benchmarked WSUIC Risk, Quality and Standards framework for Learning and Teaching and the underpinning policy and procedures;
- iii. Oversight of compliance with all external regulatory requirements pertaining to academic matters;
- iv. Commissioning periodic independent reviews of its own performance, benchmarked against relevant external reference points;
- v. Providing advice to the Board of Directors on key areas of academic risk and how they are being managed;
- vi. Recommending approval of new courses and material course changes to the Board of Directors;



- vii. Evaluating, approving and monitoring outcomes of the Teaching and Learning Plan;
- viii. Advising on strategic academic direction;
- ix. Oversight of academic moderation undertaken by WSU to ensure parity of academic standards with those of the same units at the University; and
- x. Endorsing conferral of academic awards and statements of attainment on the advice of Examinations and Assessment Committee.

b. Curriculum quality assurance, review and aligned policy support

Key areas of responsibility for the Academic Board include:

- i. Ensuring College learning support acknowledges the diversity of the distinctive student population catered for by the College;
- ii. Oversight of a systematic process of course development and review and, after approval by the Board of Directors, implementation of any recommendations emerging from this process;
- iii. Ongoing monitoring of academic policies to ensure that they are in keeping with the operating context of the College and recommendation of any changes required to the Board of Directors for approval; and
- iv. Ensuring a systematic framework for review of academic policies and timely implementation of any improvements arising from reviews after approval by the Board of Directors.

c. Oversight of key quality processes and procedures

Academic Board monitors the quality of teaching, support services and student outcomes using externally benchmarked qualitative and quantitative data, including student and staff evaluations, student progression and completion rates, student vs staff ratios and academic staff engagement in ongoing scholarship, in order to:

- i. confirm the continued relevance and effectiveness of College processes and procedures for:
 - Student admission;
 - Support services and infrastructure;
 - Recognition of prior learning;
 - Assuring the quality of academic staff;



- Assuring and improving teaching and learning quality;
 - Assuring assessment quality and reliability and academic integrity;
 - Assuring appropriate conduct of students and staff;
 - Considering the Academic appeals and resolving grievance;
 - Conducting external, targeted benchmarking to both prove and improve quality.
- ii. ensure appropriate College responsiveness to areas of academic risk; and
- iii. provide regular performance reports and briefings on quality improvements and academic strategy to the Board of Directors.

d. Academic Board sub-committees

Academic Board:

- i. Reviews the Terms of Reference and quality of performance of its sub-committees: the Academic Quality Committee, Examinations Committee, Appeals Committee, Misconduct Committee, Course Development and Review Committee along with other standing committees as determined by the Board of Directors;
- ii. Receives and ensures prompt and effective action on all reports from its sub-committees;
- iii. Monitors reviews of the efficiency and effectiveness of its sub- committees.

3. Composition and operating procedures for the WSUIC Academic Board:

a. The Western Sydney University International College Academic Board consists of:

- An independent Chair
- A senior external Academic with experience in teaching international students
- A senior Academic from WSU with experience in teaching international students
- A senior Academic with experience in teaching international students from Navitas Ltd.
- WSU Director, Quality and Reviews (ex-officio) Western Sydney University or Nominee
- A nominated WSUIC Academic Staff Representative
- An elected WSUIC Student Representative
- WSUIC Academic Director (ex officio)
- The WSUIC College Director/Principal (ex officio)

Attendees

- WSUIC Manager of Quality and Student Administration (ex-officio)



b. Academic Board appointment process

- i. The Board of Directors appoint the members of the Academic Board.
- ii. The chair of Academic Board will seek appropriate nominations for the non-ex-officio members of the AB and bring to Board of Directors for consideration.

c. Duration of membership

- i. Appointed and elected members of the Academic Board hold office for a period of 2 year(s) and may be reappointed.
- ii. A member ceases to be a member on the expiration of their term if they are not reappointed by the Board of Directors.
- iii. Members of the Academic Board can be removed by the Board of Directors; this includes any member who breaches WSUIC's Code of Conduct.
- iv. A member may resign prior to the expiration of their term;

d. Academic Board operating procedures and standing orders

- i. The Academic Board must meet at least three times per year with meetings timed to align with and ensure timely input to the meetings of the Board of Directors and its Risk and Compliance Committee;
- ii. The quorum for a meeting is at least 50% of the membership and must include either the Chair or at least 1 Senior Academic Member of the Academic Board;
- iii. The Academic Board will comply with the procedural protocols of the Board of Directors Charter;
- iv. 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;
- v. If the Chair of the Academic Board is absent from the meeting, then a member appointed by the Academic Board will act as chair;

4. Academic Board Secretariat:

a. The WSUIC Academic Director is responsible for:

- Preparing and sending out agendas and associated information for meetings;
- Recording and finalising draft minutes and sending these out to the Chair and members for Academic Board for confirmation within 7 days of each Academic Board meeting;



- Sending out confirmed minutes to all Academic Board members 7 days after their finalisation from the feedback received by the Chair and Academic Board members.
- b.** The WSUIC Manager of Quality and Student Administration is responsible for recording and drafting the minutes of each WSUIC Academic Board meeting and forwarding them to the WSUIC Academic Director for finalisation and distribution within seven days of the meeting.

5. Review of these Terms of Reference

- a.** The Academic Board’s Terms of Reference are established by the Board of Directors.
- b.** The terms of Reference and the Academic Board’s performance against them will be reviewed periodically by the Board of Directors.
- c.** Changes made to the Terms of Reference agreed by the Academic Board will be recommended to the Board of Directors for approval and ratification.

6. Related Documents

- **FRAME 01 WSUIC Governance Framework**
- **TOR 01 WSUIC Board of Directors Charter**
- **TOR 05 WSUIC Terms of Reference – Academic Quality Committee**
- **TOR 06 WSUIC Terms of Reference – Appeals Committee**
- **TOR 07 WSUIC Terms of Reference – Examinations Committee**
- **TOR 08 WSUIC Terms of Reference – Misconduct Committee**
- **TOR 09 WSUIC Terms of Reference – Student Council Terms of Reference**
- **TOR 10 WSUIC Terms of Reference – Course Development and Review Committee**

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|------------------------------|--|
| Approval Authority: | Western Sydney University International College Board of Directors |
| Policy Owners: | Chair – Academic Board |
| Effective Date: | 7 November 2017 |
| Date for Next Review: | 7 th September 2025 |
| Review Period: | 2 years |



| Amendments | | |
|----------------------|----------------|---|
| Revision Date | Version | Summary of changes |
| 07/11/2017 | 1.0 | TOR Developed and Implemented |
| 14/10/2019 | 1.0 | No amendments |
| 28/04/2022 | 1.1 | Minor amendments to membership to update currency (Position titles). Update to Purpose and scope: Revision to clarify approval of new courses. |
| 08/09/2023 | 1.2 | Inclusion of Misconduct Committee, Course Development and Review Committee under Section 2 : Purpose and Role Clause d. Updates to membership to reflect currency and remove duplication. Manager of Quality and Student Administration's title updated as relevant throughout the document Re-alignment of Members Appointment and duration in relevant sections. |



Executive Management Committee

Terms of Reference

1. Introduction

- (a) Executive Management is responsible for the efficient conduct of Western Sydney University International College's business and is the primary operational decision making body of the College. Executive Management oversees the college operations, implementation of the strategic plan and implementation of the services agreements with shareholders.

2. Purpose and Role

- (a) Exercise an executive decision making and coordination role in relation to the college's business.
- (b) Implement strategic planning process to ensure the College is a quality assured learning and teaching organisation for all stakeholders including students and staff.
- (c) Recommend changes to policies and procedures for the Board of Directors for approval and endorsement.
- (d) Monitor human resource performance including WHS, EEO in line with workforce development and resource staffing requirements.
- (e) Review and analyse staffing and other resourcing requirements for efficient and effective management of the College.
- (f) Ensure that conditions and reporting lines of the services agreements with Shareholders are carried out in accordance with the services agreements.
- (g) Monitor financial performance against budget.
- (h) Receive reports and act on findings in relation marketing and student recruitment, academic quality, legislative compliance, student outcomes and satisfaction, complaints and grievances, and scholarship and professional development.

3. Membership

- (a) Membership of executive management is determined by employment in relevant staff positions (ex-officio) and members remain members of executive management



for the term of employment in such position.

- (b) Executive management consists of the following:
- College Director and Principal
 - Academic Director
 - Director Marketing and Admissions
 - Director of Quality and Student Administration

4. Meetings:

- (a) The College Director and Principal chairs Executive Management meetings.
- (b) Meetings are held monthly or at a frequency as required.
- (c) Members of executive management are provided with all relevant information prior to meetings and must maintain commercial in confidence information.
- (d) The quorum for any Executive Committee Meeting shall be 2 of which the College Director and Principal or their nominee must be present.
- (e) 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.

5. Secretariat:

Student Services Officer is responsible for:

- (a) the preparation and distribution of agendas and associated information for the meeting;
- (b) Records, preparing draft minutes and sending to College Director and Principal for confirmation within 4 days;
- (c) Sending out confirmed minutes to all executive management members 2 days after College Director and Principal confirmation; and
- (d) Notifying relevant staff of any action items resulting from the Meeting, and maintaining an action sheet.

6. Review of Terms of Reference

- (a) Executive Management Terms of Reference are established by the Board of Directors
- (b) Terms of Reference will be reviewed periodically, every two years.
- (c) Changes made to the Terms of Reference agreed by Executive Management will be recommended to the Board of Directors for approval and ratification.



7. Related Documents

- **FRAME 01 WSUIC Governance Framework**
- **TOR 01 WSUIC Board of Directors Charter**
- **TOR 02 WSUIC Terms of Reference – Risk and Compliance Committee**
- **TOR 03 WSUIC Terms of Reference - Academic Board**
- **TOR 05 WSUIC Terms of Reference – Academic Quality Committee**
- **TOR 06 WSUIC Terms of Reference – Appeals Committee**
- **TOR 07 WSUIC Terms of Reference – Examinations Committee**
- **TOR 08 WSUIC Terms of Reference – Misconduct Committee**

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|------------------------------|--|
| Approval Authority: | Western Sydney University International College Board of Directors |
| Policy Owners: | College Director and Principal |
| Effective Date: | 10 June 2016 |
| Date for Next Review: | 11 th September 2025 |
| Review Period: | 2 years |

| Amendments | | |
|----------------------|----------------|--|
| Revision Date | Version | Summary of changes |
| 10/06/2016 | 1 | New Policy Developed |
| 14/10/2019 | 1 | No amendments |
| 24/08/2021 | 1.1 | Regular review with only formatting changes |
| 12/09/2023 | 1.2 | Addition of clause 2g and 2h Update to title for Director of Quality and Student Administration |



Academic Quality Committee

Terms of Reference

1. Introduction

The Western Sydney University International College's (WSUIC's) Academic Quality Committee (AQC) is responsible to the Academic Board for the oversight, quality, approval and continuous improvement of courses, teaching, and student learning support in the College.

2. Purpose and Role

The AQC's key responsibilities include:

- i. Giving oversight to the quality of course development, customisation and review, with particular focus on confirming alignment with the key checkpoints in the College's Risk, Quality and Standards Framework for Learning and Teaching and its Course Design, Approval, Review and Discontinuation Policy;
- ii. Promoting high quality, innovative and fit-for-purpose delivery and support for the College's courses and students;
- iii. Providing oversight of, and advice to, the Academic Board about the ongoing quality improvement of the College's course and program design, structure, delivery, teaching, assessment, learning support systems and facilities, drawing on the knowledge and experience of AQC members, Western Sydney University and Navitas along with recommendations obtained from benchmarking activities;
- iv. Monitoring student progress and feedback to ensure that at-risk students are identified, and strategies are adopted early to optimise retention and the achievement of required learning outcomes;
- v. Monitoring student pass rates, grade distribution, retention, satisfaction, completion and transition rates into Western Sydney University and their progress towards successful completion of a WSU Bachelor course;
- vi. Undertaking internal and external referencing with like providers to compare performance on the above indicators and reporting findings to the Academic Board;
- vii. Reviewing and approving minor course/program changes;
- viii. Overseeing the implementation and review of unit assessment moderation practices;
- ix. Ensuring compliance with regulatory requirements and ensuring appropriate and prompt responses to any conditions imposed or issues raised by regulatory bodies;
- x. Giving oversight to the production of WSUIC annual reports that include data, analysis and recommendations covered in (v) above about the course and providing input into the Annual WSUIC Teaching and Learning Plan;



- xi. Monitoring areas of academic risk identified by the Academic Board;
- xii. Monitoring the professional development and scholarly activity of WSUIC's academic staff to ensure that these activities are directed towards improvement of teaching and student support;
- xiii. Preparing interim reports for the Academic Board on matters relevant to these terms of reference and recommending any required enhancements to the College's policies and procedures for these matters to the Academic Board;
- xiv. Assisting the Academic Board to assure the quality of academic policy development and review.

3. Membership

Western Sydney University International College's Academic Quality Committee consists of:

- The WSUIC Academic Director (ex officio) (Chair);
- All WSUIC Course and Program Convenors (ex officio);
- A minimum of one and a maximum of eight WSUIC teaching staff in relevant disciplines;
- A minimum of one and a maximum of two external academic staff with relevant discipline and course development expertise;
- A student representative;
- The WSUIC Manager of Quality and Student Administration (ex-officio).

Those who are members by virtue of their position (ex officio) remain members for as long as they hold the position relevant to their membership.

External members can serve for a period of up to three years. Members whose term has ended can be re-appointed by the Academic Board.

4. Tenure and Frequency of Meetings

The AQC will meet at least three times each year, with any interim business conducted by circulatory resolution.

5. Quorum

A quorum for the meeting of the Academic Quality Committee shall be 50% of members. In cases where a member is unable to attend, they can nominate a delegate to stand in for them.

6. Minutes

The Academic Director will circulate unconfirmed minutes to Committee members within five working days of the meeting. After review, feedback, and endorsement by Committee



members, the AQC Chair shall sign the confirmed minutes and make these available to the next meeting of the Academic Board.

7. Related Document(s)

- **TOR 03 WSUIC Terms of Reference – Academic Board**

| | |
|------------------------------|---|
| Approval Authority: | Western Sydney University International College |
| Policy Owners: | College Director and Principal |
| Effective Date: | 7 November 2017 |
| Date for Next Review: | 22 nd August 2025 |
| Review Period: | 2 years |

| Revision Date | Version | Summary of changes |
|----------------------|----------------|---|
| 10/06/2016 | 1.0 | New TORs Developed and Implemented |
| 14/10/2019 | 1.1 | Amendment to Membership |
| 9/10/2021 | 1.2 | Removal of Clause 2.xiii and 2.xiv as these were repeated (same as clause 2.xii) Updates to Clause 6: Replaced Quality and Compliance Manager with Academic Director as responsible personnel. |
| 22/08/2023 | 2.0 | Minor amendments to Purpose and Role, formatting and cosmetic changes. |



Appeals Committee Terms of Reference

1. Introduction

The Appeals Committee acts impartially to hear and determine appeals from students in relation to academic and non-academic matters. The Appeals Committee reports to the Western Sydney University International College (WSUIC) Academic Board.

2. Purpose and Role

- a) To consider appeals made by students concerning:
- i. The outcome of review of grade applications;
 - ii. Exclusion for unsatisfactory academic performance;
 - iii. Imposition of penalties for academic and non-academic misconduct;
 - iv. Intention to report to Department of Home Affairs for unsatisfactory attendance; and
 - v. Intention to report to Department of Home Affairs for non-payment of fees.
- b) To provide feedback to the Academic Board on any general matters arising from the consideration of the Committee.

3. Grounds for Appeal

- a) A student may appeal any matter listed in 2 (a) above on the grounds that he/she/they believe that:
- i. there was a breach of procedural fairness;
 - ii. an inappropriate sanction was imposed; or
 - iii. new evidence concerning the matter of the appeal, which was not available to be considered by the original decision-maker, has become available.

4. Authority

The Appeals Committee will consider all relevant evidence and documentation presented to it and in doing so, has the authority to uphold or dismiss the Appeal.

5. Membership

- (a) The Panel consists of:
- i. the WSUIC College Director and Principal (Chair);
 - ii. the WSUIC Academic Director;
 - iii. a WSUIC Course or Program Convenor;



- iv. the Director Support Services, WSU The College;
 - v. the WSUIC Manager of Quality and Student Administration; and
 - vi. a student representative having completed more than one term and appointed by the Manager of Quality and Student Administration.
- (b) Any member of the Appeals Committee who has participated in the original decision being appealed, cannot be a member of the Appeals Committee considering the matter.
- (c) The Board of Directors may, at its discretion, appoint a Director to chair the Appeals Committee.

6. Meetings

- (a) Meetings are held as required to consider appeals.
- (b) A minimum of four members which must include the College Director and Principal (or a delegate) and the Director Support Services, WSU The College are required for a meeting to be quorate.

7. Procedures

- (a) The student must appeal in writing stating the grounds of appeal relied upon, see clause 3, within 20 business days of receiving notice of the sanction or determination being appealed.
- (b) The form of the appeal will be determined by the policy to which the appeal relates.
- (c) The Committee will determine the appeal on the balance of probabilities (ie. something is more probable than not).
- (d) The appeal will need to be processed within 10 working days of receiving the completed form and supporting documents.
- (e) The Rules of Evidence do not apply to hearings before the Appeals Committee.
- (f) Appellant students shall be entitled to:
 - i. attend and present at the hearing of the appeal with a support person, who may advocate on behalf of the student;
 - ii. receive copies of any material or evidence presented to the Committee in a timely manner; and
 - iii. receive notice of the decision of the Committee.

8. Secretariat

- (a) The Academic Director is responsible for sending out agendas and associated information for the meeting.
- (b) The Secretary prepares draft minutes and sends to the committee members for confirmation within three days of a meeting.



- (c) The Chair sends confirmed minutes to the Academic Board and Committee members three days after confirmation.

9. Review of Terms of Reference

- (a) Appeals Committee Terms of Reference are approved by the Board of Directors.
 (b) Terms of Reference will be reviewed periodically by the Board of Directors.

10. Related Documents

- **TOR 01 WSUIC Board of Directors Charter**
- **TOR 03 WSUIC Terms of Reference – Academic Board**
- **POL 20 Student Complaint Handling, Appeals and Resolution Policy**

| | |
|------------------------------|---|
| Approval Authority: | Western Sydney University International College |
| Policy Owners: | College Director and Principal |
| Effective Date: | 10 June 2016 |
| Date for Next Review: | 8 th September 2025 |
| Review Period: | 2 years |

| Amendments | | |
|--------------------|----------------|--|
| Review Date | Version | Summary of Changes |
| 10/06/2016 | 1.0 | New Policy Developed |
| 14/10/2019 | 1.0 | Minor Amendments: formatting changes |
| 23/03/2021 | 1.2 | Updates to Membership and Quorum for the meeting. |
| 09/11/2021 | 1.3 | Minimal amendments – Cosmetic changes |
| 8/09/2023 | 2.0 | Clarity about reporting line for Appeals Committee Re-writing of Purpose and Role of the Committee Addition of Clause 5(b) and 5(c) to the membership Amendments to clause 9 for reviewing Terms of Reference |



Examinations Committee

Terms of Reference

1. Introduction

Western Sydney University International College (WSUIC) Examinations Committee considers and approves final grades before release.

2. Purpose and Role

- (a) Consider the distribution of grades for each course and determine outcomes.
- (b) Confirm that effective moderation of grades has been undertaken.
- (c) Approve final grades.

3. Membership

- (a) Membership of the Examinations Committee consists of staff members by virtue of their position (ex-officio), who remain a member for the duration of their employment in that position.
- (b) The membership consists of:
 - i. the WSUIC Academic Director (Chair);
 - ii. the Associate Director, Academic Pathway Programs, Western Sydney University The College;
 - iii. all WSUIC Course and Program Convenors; and
 - iv. the Manager of Quality and Student Administration (Secretariat).

4. Meetings

- (a) Meetings are held three (3) times a year to coincide with the approval of grades each term.
- (b) The quorum for the committee will be not less than three members and must include the Chair.

5. Secretariat

- (a) The Chair of the Examinations Committee is responsible for sending out agendas and associated information for the meeting.
- (b) The Secretary prepares draft minutes and sends these to the Committee members for review and feedback within 5 days of a meeting.



- (c) After incorporating feedback from Committee members, the Chair sends out confirmed minutes to Committee members and the Academic Board.

6. Review of Terms of Reference

- (a) Examinations Committee Terms of Reference are established by the Board of Directors.
 (b) The Terms of Reference will be reviewed every two years.

7. Related Documents

- **TOR 03 WSUIC Terms of Reference – Academic Board**
- **TOR 05 WSUIC Terms of Reference – Academic Quality Committee**

Amendment History

| | |
|------------------------------|---|
| Approval Authority: | Western Sydney University International College |
| Policy Owners: | College Director and Principal |
| Effective Date: | 10 June 2016 |
| Date for Next Review: | 22 nd August 2025 |
| Review Period: | 2 years |

| Revision Date | Version | Summary of changes |
|---------------|---------|--|
| 10/06/2016 | 1.0 | New TORs Developed and Implemented |
| 14/10/2019 | 1.1 | Amendment to Membership |
| 07/06.2023 | 1.2 | Deletion of Clause 4 (d) in relation to Special Consideration Requests |
| 22/08/2023 | 2.0 | Addition of Clause 2(b) under Purpose and Role for moderation process Update to Membership to avoid repetition Update to Clause 6 for accountability of Review of Terms of Reference |



Student Misconduct Committee

Terms of Reference

1. Introduction

- 1.1 The Western Sydney University International College's (WSUIC) Student Misconduct Committee is an independent committee that is responsible for hearing and deciding allegations of student misconduct.
- 1.2 The Student Misconduct Committee (Committee) is authorised to impose Category 1 and 2 Sanctions and may also recommend that Category 3 Sanctions be imposed by the Board of Directors. These sanctions are detailed in Appendix A of these Terms of Reference.
- 1.3 This document should be read in conjunction with the WSUIC Student Misconduct Rule.

2. Committee Purpose

Clause 12 of the WSUIC Student Misconduct Rule indicates that the Committee:

- 2.1 Has the power to hear and decide allegations of academic or general misconduct, where:
 - 2.1.1 Academic misconduct is defined as conduct by a student that in any way undermines or otherwise puts at risk the academic integrity of any course, unit of study or assessment (including examinations) or WSUIC's reputation; and
 - 2.1.2 General misconduct is defined as conduct by a student that is contrary to accepted standards of behaviour at WSUIC including conduct that:
 - 2.1.2.1 Places at risk the health, safety, or welfare of any person,
 - 2.1.2.2 Places at risk the business or other operations, systems, or activities of WSUIC,
 - 2.1.2.3 Disrupts or interferes with another person's ability to access or enjoy WSUIC's facilities or services.
- 2.2 Has the power to hear and decide:
 - 2.2.1 Multiple allegations against the same respondent student, including if the allegations traverse more than one category of misconduct or
 - 2.2.2 Allegations involving more than one respondent student in relation to one incident or the same set of circumstances.

3. Membership and Accountability

- 3.1 The Committee consists of:
 - 3.1.1 the WSUIC Academic Director (Chair - ex officio)
 - 3.1.2 the WSUIC Course or Program Convenor (ex officio)



- 3.1.3 the WSUIC Manager of Quality and Student Administration (ex officio)
- 3.2 An external member may be appointed by the College Director and Principal or Academic Director:
 - 3.2.1 If the alleged misconduct involves a criminal offence punishable by 12 months' imprisonment or more and would, if proven, warrant expulsion. A person with the following qualifications may be appointed in this case:
 - 3.2.1.1 A person admitted as a legal practitioner in Australia for a minimum of seven years, or
 - 3.2.1.2 A person who holds or has previously held office as a judicial tribunal member, magistrate, or judge anywhere in Australia.
 - 3.2.2 Where the College Director and Principal or Academic Director hold the view that additional discipline expertise is required to make a determination on a specific case. In these circumstances, a senior academic from another university, who is from the same or similar discipline as the respondent student, and who is not involved in supervising or examining the respondent student would be invited to join the Committee.
- 3.3 A person may cease to be a member or be disqualified from membership as described in 3.3.1 and 3.3.2 below.
 - 3.3.1 A person is disqualified from appointment to the Committee if that person:
 - 3.3.1.1 Is a witness in any proceedings or appeal before the Committee, or
 - 3.3.1.2 Has been involved in reporting, investigating, deciding, or giving advice or recommendations about the allegation or appeal before the Committee.
 - 3.3.2 If a vacancy occurs after the Committee begins to hear or consider a matter, but before it makes a decision, the Academic Director in consultation with the remaining Committee members shall make a determination in accordance with clause 37 of the WSUIC Student Misconduct Rule
- 3.4 The Academic Director will be the Chair of the Committee. The Chair:
 - 3.4.1 Has power to make any decision or give direction in relation to procedural matters, including to adjourn a hearing or extend a deadline;
 - 3.4.2 Does not have a casting vote if there is an equality of votes; and
 - 3.4.3 Will nominate the Committee member who will perform the secretariat duties
- 3.5 The secretariat duties include:
 - 3.5.1 Assisting the Chair with the preparation and dissemination of the meeting agenda and minutes;
 - 3.5.2 Assisting the Chair with the preparation and dissemination of reports and correspondences/notifications; and
 - 3.5.3 Assisting the Chair in ensuring that records are stored and maintained in accordance



with the WSUIC Records Management Policy

3.6 The Committee will be accountable to the Academic Board.

4. Frequency of Meetings

The Committee will meet as required.

5. Quorum

A quorum for the meeting of the Committee shall be three members that includes the Chair.

6. Procedures

When hearing, investigating and deciding on allegations, the Committee will adhere to procedures in accordance with the WSUIC Student Misconduct Rule.

7. Appeals

If a student wishes to appeal against a finding of misconduct or the imposition of a Category 1 or 2 sanction, the Committee will refer to the Appeals section of the WSUIC Student Misconduct Rule.

8. Records

8.1 Records of the Committee meetings, investigations and findings will be saved in WSUIC's share drive.

8.2 The Misconduct Register on the Western Sydney University server will be used to record all submitted misconduct allegations from the time of submission through to their resolution/close out.

8.3 The Committee will use the approved templates for all communications that will be sent to students in relation to allegations of misconduct and their outcomes. These templates will be available on the Western Sydney University server.

9. Reports

9.1 The Committee will submit regular reports on the outcomes of allegations of misconduct to the Academic Board as requested by the Academic Board. Upon receiving the Academic Board's endorsement, the College Director and Principal will send these reports to the Risk and Compliance Committee and Board of Directors on behalf of the Committee.



10. Training

10.1 The Committee members and other nominated WSUIC staff, will undergo annual training on managing misconduct allegations provided by the Western Sydney University Office of Governance Services.

11. Review of These Terms of Reference

11.1 The Committee's terms of reference are established by the Board of Directors

11.2 The terms of reference will be reviewed periodically by the Board of Directors.

11.3 Changes made to the terms of reference agreed by the Academic Board will be recommended to the Board of Directors for approval.

12. Related Documents

- TOR 03 Terms of Reference for Academic Board
- RILE 01 WSUIC Student Misconduct Rule
- WSUIC Misconduct Register

Approval and Amendment History

| | |
|------------------------------|---|
| Approval Authority: | Western Sydney University International College |
| Policy Owners: | Executive |
| Approval Date: | 31/07/2019 |
| Date for Next Review: | 8/09/2025 |

| Amendments | | |
|----------------------|----------------|---|
| Revision Date | Version | Summary of changes |
| July 31 2019 | 1 | New terms of reference developed |
| 09/11/2021 | 1.2 | Update to Clause 3.4.2 for consistency with Student Misconduct Rule Removal of words Part 3, 4 and 5 and replaced with Procedure |
| 08/09/2023 | 2 | Addition of Clauses 3.2.2 to include additional member with discipline expertise if required. Updated Committee's accountability to Academic Board |



Appendix A - Sanctions for Misconduct

There are three categories of Sanctions that may be imposed for misconduct:

Category 1 Sanctions, which may be imposed by:

- a. the College Director and Principal, the Manager of Quality and Student Administration (in the case of General Misconduct) or the Academic Director (in the case of Academic Misconduct) or the Student Misconduct Committee if a finding of misconduct is made; or
- b. an Appeals Committee in relation to an appeal of a determination of misconduct with a Category 1 sanction applied.

Category 2 Sanctions, which may only be imposed by:

- a. A Student Misconduct Committee if it makes a finding of misconduct;
- b. the College Director and Principal, the Manager of Quality and Student Administration (in the case of General Misconduct) or the Academic Director (in the case of Academic Misconduct) if a student admits to misconduct that warrants a Category 2 Sanction before a notice of hearing is issued;
- c. an Appeals Committee in relation to an appeal of a determination of misconduct with a Category 2 sanction applied.

Category 3 Sanctions, which may only be imposed by the Board of Directors on the recommendation of the College Director and Principal, Academic Director, Manager of Quality and Student Administration or a Student Misconduct Committee.

Category 1 Sanctions

A Category 1 Sanction is any one or more of the following:

- a. a reprimand;
- b. reduction of a mark, including to zero, or a "fail" for an assessment task, examination or final grade;
- c. a direction to pay up to \$500.00 for repair or replacement of damaged or lost property;
- d. a direction to give an apology;
- e. a direction not to approach, contact or attempt to contact a staff member or another student, but only to the extent that this does not unreasonably interfere with the respondent student's ability to attend classes or undertake his or her studies;
- f. a direction that the respondent student gives a written undertaking to not repeat or continue the behaviour or activity that is the subject of the finding of misconduct;



- g. restricted or conditional access to or use of any University campus (including buildings), facilities or services for a period of up to one full teaching session.

Category 2 Sanctions

A Category 2 Sanction is any one or more of the following:

- a. temporary exclusion from a:
 - i. specified unit of study; or
 - ii. specified course;
- b. permanent exclusion from a specified course;
- c. a direction to pay a specified amount for repair or replacement of damaged or lost property up to a value not exceeding \$2,000;
- d. suspension from WSUIC or from undertaking a specified activity connected with the respondent student's course for a period of up to two consecutive and full teaching terms;

Category 3 Sanctions

A Category 3 Sanction is revocation of an award conferred on the respondent student and may only be imposed by the Board of Directors in accordance with its Charter. There is no internal avenue of review or appeal against a decision by, or a recommendation to, the Board of Directors to impose a Category 3 Sanction.



Course Development and Review Committee

Terms of Reference

1. Introduction

The Course Development and Review Committee serves as the primary body for the development and accreditation of new courses and programs at Western Sydney University International College (WSUIC) and for conducting internal reviews of these courses and programs. The Course Development and Review Committee reports to WSUIC's Academic Quality Committee.

2. Role

The role of the Course Development and Review Committee is to:

- (a) Oversee the development of new courses/programs according to WSUIC's Course Design, Approval, Review and Discontinuation Policy;
- (b) Prepare new course/program course accreditation applications for submission to TEQSA ensuring they meet all regulatory requirements;
- (c) Consult with external stakeholders to determine industry requirements for the design of new courses/programs and their individual units of study;
- (d) Conduct internal reviews of courses and programs according to WSUIC's Course Design, Approval, Review and Discontinuation Policy at least every five years;
- (e) Provide regular Meeting Minutes and progress reports together with any supporting documentation to Academic Board as required or requested.

3. Membership

Membership of the Course Development and Review Committee consist of staff members by virtue of their position (ex-officio), who remain a member for the duration of their employment in that position;

- (a) The Course Development and Review Committee consists of the following:
 - the WSUIC Academic Director (Chair);
 - the WSUIC College Director and Principal;
 - the WSU Director Academic Programs for relevant discipline (or delegate);
 - the WSUIC Course Convenor with relevant discipline expertise;
 - the WSUIC Director of Marketing and Admissions;



- the WSUIC Manager of Quality and Student Administration;
- Convenor of a comparable course in another pathway college.

The Chair may invite any other relevant persons to attend meetings to provide expert advice to assist in the Committee’s deliberations.

4. Meetings:

- (a) The Course Development and Review Committee will meet as deemed appropriate by the Chair and mutually agreed by all participating members to achieve the objectives of the Committee within the designated timeframes of a project.
- (b) The quorum for the Committee will be not less than 3 members and must include the Chair.

5. Secretariat:

- (a) The Chair of the Course Development and Review Committee is responsible for sending out agendas and associated information for the meeting.
- (b) The Chair appoints a minute taker who records and prepares final minutes and sends to Committee members for review and confirmation within 5 days of a meeting.
- (c) The Chair sends out confirmed minutes to Academic Board members and Committee members within 3 days of approval by the Chair.

6. Review of Terms of Reference

- (a) The Course Development and Review Committee Terms of Reference are established and approved by the Board of Directors.
- (b) The Terms of Reference will be reviewed periodically (every two years).

7. Related Documents

- **TOR 03 WSUIC Terms of Reference – Academic Board**
- **TOR 05 WSUIC Terms of Reference – Academic Quality Committee**
- **POL 27 Course Design Approval Review and Discontinuation Policy**

| | |
|------------------------------|---|
| Approval Authority: | Western Sydney University International College |
| Policy Owners: | College Director and Principal |
| Effective Date: | 9 th November 2020 |
| Date for Next Review: | 21 st August 2025 |
| Review Period: | 2 years |



| Amendments | | |
|----------------------|----------------|--|
| Revision Date | Version | Summary of changes |
| 09/11/2020 | 1 | New policy developed |
| 16/06/2020 | 1.1 | Minor update to membership |
| 22/08/2023 | 2 | Inclusion of Course Review process and amendment to title to align with the same Clarity to the role of the committee and inclusion of new clause (d) Removal of clause 3(b) with reference to Services Agreement under Membership. Updates to Clause 6 regarding Clarity for review of Terms of Reference. |