Western Sydney University International College Pty Ltd Governance Framework

WESTERN SYDNEY
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W

International College

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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 Limited ("Navitas")(ABN: 69 109 613 309) – 50% share

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) 2011. 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 WSU Parties* dated 15 April 2015;
4. *Services Agreement Navitas* dated 15 April 2015;
5. Shareholders Agreement between all parties dated 15 April 2015 as amended September 2016;
6. Western Sydney University International College Pty Ltd Board Charter adopted February 2016;
7. Western Sydney University International College *Key Operational Responsibilities;*
8. Western Sydney University International College Organisation Structure;
9. Western Sydney University International College Delegations Policy and Register.

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

The objects and purpose of WSUIC is to provide a pathway to university studies at Western Sydney University that will prepare students to undertake professional practice through the provision of education and the promotion of critical reflection, freedom of inquiry, academic excellence and a culture of scholarship.

WSUIC has the following principal functions for the promotion of its objects and purposes:

(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 contribute to the community with a sense of integrity, equity and social justice;

(g) To confer, after appropriate assessment, educational awards as may be accredited by relevant educational bodies, authorities and agencies;

(h) To provide facilities and resources for the general welfare and development of enrolled students and staff of WSUIC;

(i) To create an environment that empowers and supports the personal and professional development of enrolled students and staff;

(j) To foster a teaching and learning environment that is engaging, challenging, flexible, rewarding and encourages lifelong learning;

(k) To offer opportunities for development and further training to teaching and other staff;

(l) To meet the needs of employers, professional bodies and the community through graduating students who do not undertake bachelor level studies that are ready to work at the para-professional level;

(m) To provide programs and services that demonstrate principles of equity;

(n) To develop corporate and academic governance, adhere to rules, policies, processes, quality assurance along with financial and other arrangements that are outlined in the Services Agreements with WSU Enterprises and Navitas which are underpinned by the values and goals above and are sufficient to ensure the integrity of the joint venture entity programs and services;

(o) 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 Agreement 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 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.

4.2   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.

4.3   WSUIC achieved Higher Education Provider status in December 2017. At that time, it also had four courses accredited on the National Register and the Commonwealth Register of International Courses for Overseas Students (CRICOS). It is currently preparing the remaining courses for submission to be accredited under the WSUIC CRICOS. Under the terms of the Services Agreement WSU Parties, the Academic Board participates in Western Sydney University course development, course review and academic systems monitoring review to provide input on new course proposals, re-accreditation of existing courses and to review existing courses. The Academic Board's primary responsibility and accountability is directly to the Board of Directors ensuring that reports are provided to the Board regarding any communication with Western Sydney University academic governance.

4.4   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 for monitoring teaching and learning performance outcomes and improvement including benchmarking data with Western Sydney University, WSU The College and other Navitas higher education providers.

4.5   The Appeals Committee is an impartial committee 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.

4.6   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.

4.7   The Risk and Compliance Committee will report directly to the Board of Directors to maintain internal systems of quality assurance and continuous improvement to maintain and improve the quality of educational courses and services. It also oversees and monitors risk management practices including responses to internal and external audits and undertaking the bi-annual review of the WSUIC risk register in Tickit. Tickit is the electronic system that Navitas uses to document the risk management process and the relevant outcomes and required actions. The Navitas Tickit system serves as the Risk Register, reporting extract tool and the risk treatment plan. Tickit is a live system that must be reviewed and updated regularly to reflect any changes to existing risks, new emerging risks or risks that are no longer relevant to WSUIC.
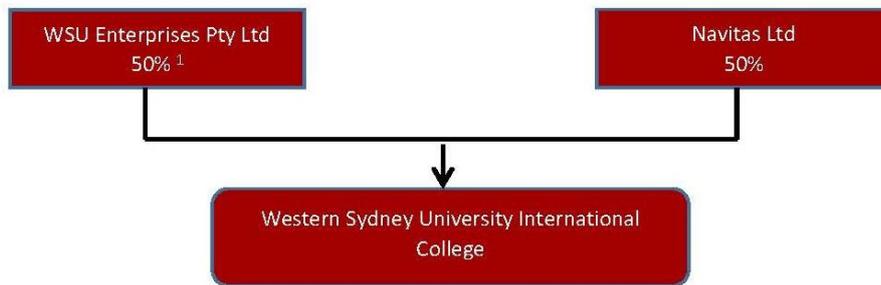
4.8 The Board of Directors delegates responsibility for the efficient conduct of WSUIC's business to the WSUIC Executive Management, which consists of the College Director and Principal, Academic Director, Director of Marketing and Admissions, Quality and Compliance Manager and the Student Services Manager. Executive Management is the primary operational decision-making body that implements policies, programs and processes including decisions about staffing, budgets and infrastructure. Executive Management is also represented on appointed committees on an ex-officio basis.

4.9 The Board of Directors delegates to the Chair, 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.

4.10 Under the terms of the Services Agreements with shareholders, Executive Management will also participate in shared services that include human resource support, student services support, compliance and finance. Executive Management's responsibility and accountability is to the Board of Directors for effective implementation of both corporate and academic objectives including shared services. Details regarding the appropriate lines of authority for implementation of all services have been outlined in the services agreements with WSU Parties and Navitas.
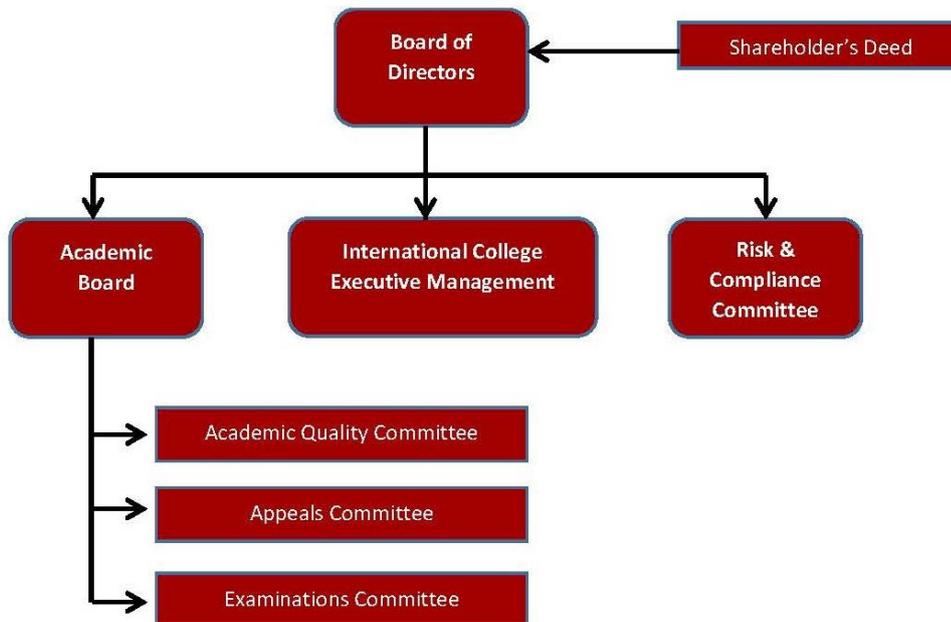
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International College

Key Operational Responsibilities

Western Sydney University International College Ownership Structure

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WSU Enterprises Pty Ltd 50% [1]		Navitas Ltd 50%

Western Sydney University International College

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

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Western Sydney University International College Governance Structure Boards and Committees

Board of Directors ← **Shareholder's Deed**

- **Academic Board**
- **International College Executive Management**
- **Risk & Compliance Committee**

From Academic Board:
- Academic Quality Committee
- Appeals Committee
- Examinations Committee

5. Services Agreements with Shareholders/Stakeholders

5.1 The Company has entered into formal services agreement with the WSU Enterprises Pty Ltd, Western Sydney University and Navitas to provide the following intellectual property, facilities and services that each party has established as approved Higher Education Providers. The governance responsibility for implementation and monitoring of the following services is ultimately with the Board of Directors with some delegation to Committees to concurrently report to the shareholders for stated services as specified in each Services Agreement and included in the Academic Board, committee and Executive management terms of reference.

5.2 The Services Agreement WSU Parties provides the following:

5.2.1 Approved Western Sydney University course intellectual property (as listed in agreement)

5.2.2 Integrated academic governance systems and documentation

5.2.3 Facilities including but not limited to class rooms, specialised facilities such as IT labs, break out areas, dedicated administration areas

5.2.4 Library

5.2.5 IT support

5.2.6 Student Services

5.3 The Services Agreement Navitas provides:

5.3.1 Financial management

5.3.2 Human resource management

5.3.3 Compliance

5.3.4 Marketing and admissions

5.3.5 Tickit system

5.4 WSUIC key operational responsibilities identifies detailed lines of authority and accountability for implementation of operational management of services provided by the following:

5.4.1 WSUIC

5.4.2 Western Sydney University– under Services Agreement WSU Parties

5.4.3 Navitas – under Services Agreement Navitas

6.   Board of Directors Reporting Obligations to Shareholders

The Board of Directors is required to communicate with and report to the Shareholders under the Services Agreements as follows:

6.1   Western Sydney University/UWS Enterprises Pty Ltd:

   6.1.1   Course review and approval
   6.1.2   Academic governance
   6.1.3   Operational management of shared services

6.2   Navitas Limited:

   6.2.1   Navitas Tickit System

   6.2.2   Operational management of shared services

7.   WSUIC Boards and Committees Terms of Reference

7.1   TOR 01 WSUIC Board of Directors Charter

7.2   TOR 02 WSUIC Terms of Reference – Risk and Compliance Committee

7.3   TOR 03 WSUIC Terms of Reference – Academic Board

7.4   TOR 04 WSUIC Terms of Reference - Executive Management

7.5   TOR 05 WSUIC Terms of Reference – Academic Quality Committee

7.6   TOR 06 WSUIC Terms of Reference – Appeals Committee

7.7   TOR 07 WSUIC Terms of Reference – Examinations Committee

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:	26 February 2021

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.