



UTS
College

UNIVERSITY
OF TECHNOLOGY
SYDNEY

Corporate Governance Statement

October 2024



Introduction

UTS College is a Company Limited by Guarantee operating in the higher education sector and therefore is subject to the Corporations Act 2001 and the Higher Education Standards Framework (Threshold Standards) 2021 (HESF 2021). The College is also a controlled entity of the University of Technology Sydney (UTS). The College's Constitution was revised and took effect on 1 January 2024 and along with supporting documents outlines the governance structures of the College.

The Board of Directors (the Board) is the governing body of the College. The Board is accountable for the College's compliance with HESF 2021 and operates in line with the governance requirements of Domain 6 "Governance and Accountability", in particular, Sections 6.1 and 6.2. In addition, while the College is not required to report against the Corporate Governance Principles and Recommendations (CGPR) 2019, established by the Australian Stock Exchange (ASX) Corporate Governance Council, it has chosen to adopt the principles that are appropriate to the College and use them as a guide to best practice in corporate governance and as a framework for its reporting.

Alignment of CGPR 2019 and HESF 2021:

Corporate Governance Principles	HESF Standards
1. Lay solid foundations for management and oversight	6.1 Corporate Governance
2. Structure the board to be effective and add value	6.1 Corporate Governance
3. Instil a culture of acting lawfully, ethically and responsibly	6.2 Corporate Monitoring and Accountability
4. Safeguard the integrity of corporate reports	6.2 Corporate Monitoring and Accountability 6.3 Academic Governance
5. Make timely and balanced disclosure	6.2 Corporate Monitoring and Accountability
6. Respect of rights of security holders	6.1 Corporate Governance
7. Recognise and manage risk	6.2 Corporate Monitoring and Accountability 6.3 Academic Governance
8. Remunerate fairly and responsibly	6.2 Corporate Monitoring and Accountability
9. Academic governance*	6.3 Academic Governance

*Additional principle adopted by the Board in the Corporate Governance Statement, though not part of CGPR.

About UTS College

As a controlled entity of UTS, and the primary pathway college supporting UTS, the governance structure is closely aligned with the University. The College's Constitution allows up to 20 Members (being a Public Company Limited by Guarantee) however, currently UTS is the only Member, with delegation to the University Vice Chancellor by the University Council. On that basis, and consistent with the Constitution, the University Vice Chancellor:

- Nominates the Members of the Company (Clause 8).
- Appoints Directors (Clause 37.1), (three UTS representatives and two independents).
- Appoints the Chair of the Board (Clause 37.2).
- Approves Director Remuneration (Clause 49).
- Ratifies specific nominated Board resolutions (Clause 53).
- Approves any extension of the maximum terms of Directors past 8 years (clause 39.5)

Other notable requirements of the Constitution demonstrating the University's control of the College include:

- A Board quorum is at least two UTS representative Directors and one independent Director (Clause 62.1).
- The Chair (appointed by the Vice Chancellor) is an ex-officio member of all committees (Clause 70.2)
- All committees of the Board require membership of at least one member of the Board (clause 70.1).

The College's Chief Executive Officer has a reporting responsibility to the University Provost and the College submits a quarterly report (approved by the College Board) to the University Finance Committee, which is a Committee of the University Council. Strategic Plans and annual budgets are also considered by the University.

Principle 1: Lay Solid Foundations for Management and Oversight. (HSEF 6.1 Corporate Governance)

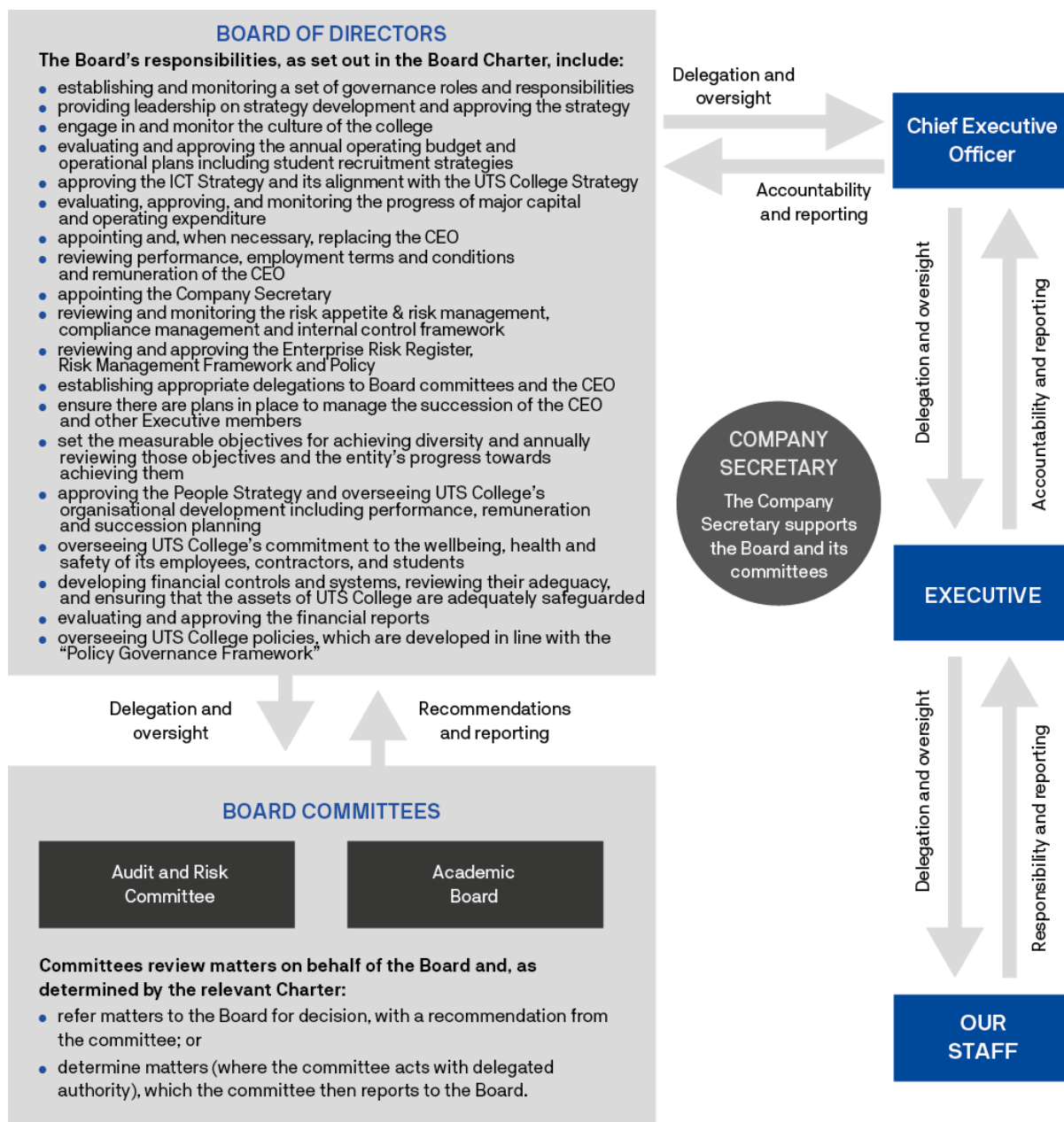
Role and composition of the Board

The Board's responsibilities as the corporate governing body of the College are set out in the Board Charter. The Board is responsible for providing leadership and setting strategic direction and has the authority to determine all matters relating to the policies, practices, management and operations of the College. All Directors of the Board are ordinarily residents in Australia (noting that the HESF requires at least two Directors to be ordinarily resident in Australia).

The Board is expected to meet at least six times per calendar year and as may otherwise be required to deal with urgent matters that arise between the scheduled meetings. The Terms of Reference and the management of meetings and agendas ensure agreed matters are considered by the Board with the support of its sub-committees (see below), including determining strategy, monitoring performance, "closing the loop" on actions and identifying and planning annual programs of assurance activities.

A robust induction program is conducted for new Directors. The Board conducts a corporate governance review biannually via an external consultant and a "Health Check" in other years (coordinated by the Company Secretary). The College Board has adopted Australian Standard AS ISO 31000: 2018 Risk Management Guidelines which includes processes to identify key risks of the institution and the risk appetite of the Board. As the membership of the Board includes senior stakeholders from UTS, the Board is able to reference risks that exist across both entities while ensuring the specific risks and context of the College and its students are central to the Board's considerations.

The Board leverages the risk management framework as part of its annual strategic planning process and as part of the development of key performance indicators to measure and monitor performance.



The Executive

The Board delegates authority to the Chief Executive Officer and the other members of the Executive to carry out the objectives of UTS College in compliance with UTS College's stated values, delegated limits of authority and Board-approved policies. Members of the Executive are responsible for implementing the strategic objectives and operating within the risk appetite set by the Board and for the day-to-day running of UTS College.

Appointment of Directors

In line with the Constitution, the UTS Vice Chancellor appoints Directors to the Board. UTS and the Board have internal processes and conduct due diligence to ensure UTS and independent appointees to the Board have the relevant skills, experience, expertise, and are a fit and proper person. All Board members are required to complete the Tertiary Education Quality and Standards Agency (TEQSA) Fit & Proper Declaration (as required by the HESF).

The Board conducts a comprehensive annual Board capability matrix, conflicts of interest checks, and professional development program to maintain the ideal membership mix, ensuring utilisation of the Director’s individual skills, experience, and expertise, as well as their perspectives and insights.

Company Secretary

The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. This includes advising the Board and its committees on governance matters, coordinating Board business, and providing a point of reference for dealings between the Board and members of the Executive. Further information about the Company Secretary is available in the Directors’ Report, which forms part of the Annual Report.

Diversity and inclusion

UTS College’s staff and student bodies reflect the diversity of contemporary, multi-ethnic Australia. With a long-held commitment to diversity, UTS College knows that different opinions, viewpoints, experiences, and backgrounds create more robust and inspired work and study environments that deliver better outcomes for all. UTS College encourages and celebrates this diversity.

UTS College’s most recent report to the Workplace Gender Equality Agency (WGEA), current to 12 June 2024, contained the following gender diversity data:

	Total number of Directors or Staff	Number of female Directors or Staff	% Female staff
UTS College Board	5	1	20%
The Executive *	5	3	60%
Managers	25	16	63%
Non-Managers	406	240	59%

Executive performance management

The Board is responsible for:

- reviewing the performance of the Chief Executive Officer; and
- overseeing the performance review process for members of the Executive, which is conducted by the Chief Executive Officer.

Principle 2: Structure the Board to Add Value. (HSEF 6.1 Corporate Governance)

The College’s Constitution provides that there will be five Directors appointed by UTS. Three Directors are UTS representatives and two are independent. Directors’ terms are intended to be a maximum of eight years and UTS permission is required should Directors terms need to be extended in special circumstances. No Directors have served on the Board for longer than 10 years and their dates of appointment are set out in the Directors’ Report, which forms part of the Annual Report.

Director independence

Although the three Directors nominated from UTS are senior staff of UTS or UTS Council members, the Board considers that all of the Directors bring an independent judgment to bear in Board deliberations. For more information, refer to section 4.7 of the Board Charter.

In accordance with UTS College's Constitution and the *Corporations Act 2001* (Cth) (Corporations Act), Directors are required to declare to the Board the nature of any business interests they have. Except as permitted by the Corporations Act, Directors with a material personal interest in a matter being considered by the Board may not be present when the matter is being considered and may not vote on the matter.

The Directors meet on a regular basis without management present in a forum intended to allow for open discussion, including in relation to Board and management performance.

Chair's appointment and responsibilities

UTS selects the Chair from the Directors. The Chair leads the Board and is responsible for its efficient organisation and effective functioning. The Chair ensures that Directors can contribute to Board deliberations, regularly communicates with the Chief Executive Officer to review key issues and performance trends and represents UTS College in the wider community.

Board committees

To assist the Board to discharge its duties, the following committees have been established. The Committees responsibilities and activities are documented in Charters & Terms of References which are approved by the Board:

Audit and Risk Committee (ARC)

The ARC was established to assist the Board in safeguarding the integrity of financial reporting and the management of risk (refer to principles 4 and 7).

The ARC meets at least four times a year and receives regular reports from management. Internal and external auditors attend these meetings and have direct line of communication to the Chair of the ARC and the Chair of the Board. The Chair of the Academic Board is a member of the ARC to provide insights to academic risk and assurance perspectives.

Academic Board

The Academic Board offers leadership to the organisation's academic community and oversees its educational quality system. The Academic Board provides oversight of academic matters, ensures the quality of the student experience and programs of study, and is committed to ensuring that teaching staff are actively engaged in scholarship.

The Academic Board has established the following committees to assist with discharging its functions:

- Academic Standards Committee
- Learning and Teaching Committee

The roles of these committees are set out in separate charters approved by the Academic Board. Further information about the Academic Board's role in academic governance is set out in principle 9 of this Statement.

The Chair of the Academic Board is invited to attend all Board meetings and is a member of the ARC.

Skills and diversity of the Board

The Board actively seeks to ensure that it has diversity (including gender diversity) and the appropriate mix of skills, experience, and expertise to enable it to discharge its responsibilities effectively and to be well equipped to assist UTS College to navigate the range of opportunities and challenges it faces.

To assist in identifying areas of focus and maintaining this membership mix, the Board utilises a capabilities matrix which it reviews on a regular basis. The Board benefits from the combination of each Director's individual skills, experience, and expertise in particular areas, as well as the varying perspectives and insights that arise from the interaction of Directors with diverse backgrounds.

The Board identified certain skills and areas of knowledge and experience as 'essential', 'important' and 'desirable'. Directors are scored on a scale of 1 (no experience) to 5 (superior experience) for each attribute. As at the date of the Statement, the Board has the following mix of skills and diversity in its membership:

Essential skills, knowledge and experience	Percentage of maximum total score
Strategic thinking	95
Executive leadership	93
Business growth	90
Risk management	85
Commercial	93
Important skills, knowledge and experience	Percentage of maximum total score
Pathway Sector Experience	68
Transnational Education experience	70
International	83
Marketing	75
Financial performance	83
Higher education sector	83
Governance	80
People, organisation and culture	90
Desirable skills, knowledge and experience	Percentage of maximum total score
Government/public sector policy networking	70
Information and communication technology	60
Legal	70
Campus planning	70

Directors participate in an induction program upon appointment and in ongoing professional development opportunities. Directors received briefings on key events impacting the higher education sector. This program of continuing education ensures that the Board is kept up to date with developments in the sector both locally and globally.

Access to information, independent advice and indemnification

After consultation with the Chair, Directors may seek independent professional advice in furtherance of their duties, at the College's expense. Directors also have access to members of the Executive at any time to request relevant information.

Under the College's Constitution, and to the extent permitted by law, UTS College indemnifies Directors and Officers against liabilities to third parties incurred in their capacity as Officers of the College and against certain legal costs incurred in defending an action for such a liability.

Board and committees' performance review

The Board and committees evaluate their performance on an annual basis, in a manner that is considered appropriate by the Chair of the Board or committee. An independent review is conducted on a regular basis, with the last one being undertaken in 2022. The results of an independent review are considered by the Board, Chief Executive Officer and other members of the Executive. Once action items are agreed, these are monitored at each Board meeting until fully implemented.

Principle 3: Act Ethically and Responsibly (HESF 6.2 Corporate Monitoring and Accountability)

The Board strongly supports and seeks to promote and encourage ethical and responsible decision-making.

Code of Ethics

UTS College has a Code of Ethics, available at www.utscollege.edu.au/about/who-we-are/vision-purpose-and-ethics. The Code has been approved by the Board and has charged the senior executive team with the responsibility of inculcating those values across the organisation.

UTS College's vision is "to actualise potential and enhance lives through the power of learning, our actions and our people". Our purpose is to provide the best available opportunity for students to develop the knowledge, skills, and attitudes they need to attain their goals. The Code sets out the core values under which the organisation acts to achieve its purpose and provides a framework for individuals and teams to engage in ethical decision-making within the organisation.

The Code sets out the College's commitment to being an international, commercial provider of higher education and to operating with integrity, honesty, courage, compassion, respect, and imagination.

The Code of Ethics is included in key relevant external and internal publications for students, staff, TNE partners, recruitment agents and other stakeholders.

Code of Conduct

UTS College also has a Code of Conduct which aims to set out the level of conduct required of all staff and affiliates in the performance of their work, duties and functions and the consequences of not meeting these requirements. This is communicated to every new staff member and reinforced by managers, team leaders and senior leaders on a regular basis.

Every Director, senior manager, manager, and all staff of UTS College are committed to implementing the Code of Conduct and are accountable for compliance with the Code. In addition, UTS College Directors and staff re-confirm their compliance with the Code of Conduct annually. The Board is informed of any material breaches of the Code of Conduct.

The Compliance Management Framework sets out UTS College's commitment to maintaining a culture of integrity and compliance by:

- fulfilling its obligations under applicable laws, regulations, and industry codes
- upholding its own organisational standards (including the Code of Ethics, Code of Conduct and other College policies and procedures).

Public Interest Disclosure Policy

UTS College's Public Interest Disclosure Policy provides an avenue for our staff to report suspected unlawful, unethical, or irresponsible behaviour. UTS College has an objective, independent and confidential process for reporting and investigating suspected wrongdoing. All disclosures are treated with confidentiality and can be made anonymously. In accordance with the terms of the policies, any material breaches under any of the guidelines will be immediately reportable to the Board.

Wellbeing of staff and students

The Board monitors the wellbeing of staff and students through engagement and satisfaction surveys, and through workplace health and safety reports, which include sections on student incidents. The College ensures the student welfare team has the resources and skills to provide appropriate student support services.

Principle 4: Safeguard Integrity in Corporate Reporting (HESF 6.2 Corporate Monitoring & Accountability and 6.3 Academic Governance)

Audit and Risk Committee (ARC)

The ARC assists the Board in relation to its oversight and review of the:

- reliability and integrity of financial information.
- internal control environment.
- external audit, accounting, and financial reporting obligations.

Before the Board approves UTS College's annual financial statements, they are first reviewed and endorsed by the ARC.

Chief Executive Officer and Chief Financial Officer Declaration

The Chief Executive Officer and Chief Financial Officer provide the Board with an annual Management Representation Letter which declares that, in their opinion:

- the financial records have been properly maintained.
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of UTS College.
- this opinion has been formed on the basis of a sound, effectively operating system of risk management and internal controls.

To support the Chief Executive Officer and Chief Financial Officer in making their annual declaration, all managers, and members of the Executive at UTS College are asked to complete twice yearly compliance certifications.

External audit

As an NSW public authority, UTS College's external auditor is the NSW Auditor General.

Auditors are also appointed in offshore jurisdictions to accommodate local reporting. Where material, results of offshore operations are incorporated into the year-end consolidated audit process.

Minutes of the Board and committee meetings

Minutes of meetings of the Board and committees are taken by the Company Secretary or his delegate and circulated to the Board or committee for approval.

Periodic Corporate Reporting

All periodic reports are subject to approval from the Board or the relevant Committee before finalisation and this approval process includes confirmation from senior management to the Directors that the relevant report has been reviewed and is accurate.

Where a periodic report is not reviewed by an external auditor, UTS College ensures it employs processes which minimise the chance of error in the report by:

- engaging relevant stakeholders during the report generation process.
- validating data through multiple channels.
- senior managers providing timely review and sign-off on relevant content.

Principle 5: Make Timely and Balanced Disclosure. (HESF 6.2 Corporate Monitoring and Accountability)

UTS College reports regularly to its Member (UTS) including quarterly reports, strategic & operational plans and the UTS College annual results are consolidated into the UTS Annual Report. The College lodges statements with regulators including the Australian Charities and Not-for-profits Commission (ACNC), TEQSA, the Department of Education and the NSW Ombudsman.

Principle 6: Respect the Rights of Members. (HSEF 6.1 Corporate Governance)

UTS is the sole Member of UTS College, (delegated to the UTS Vice Chancellor). As a sole member company, the College is permitted by law and its Constitution not to hold an Annual General Meeting. UTS College communicates relevant and important information regularly to its Member by:

- Circulating the annual report and full financial information.
- Providing an opportunity for the Member to make enquiries and responding accordingly.
- Providing four years of Annual Reports and financial data on the UTS College website
- Providing access to information and updates through electronic communications, the UTS College website, media communications and regular operational reporting.

Principle 7: Recognise and Manage Risk. (HESF 6.2 Corporate Monitoring & Accountability and 6.3 Academic Governance)

The Board has overall responsibility for the risk management framework. The College Board has adopted Australian Standard AS ISO 31000: 2018 Risk Management Guidelines and approves the College's strategic plan, risk management methodology and risk appetite. The ARC assists the Board in relation to its oversight and annual review of the risk management framework, UTS College's operation with due regard to the Board risk appetite, the UTS College insurance program and compliance with applicable laws and regulations. The ARC and Board approved a new risk management framework during 2022 and annually review the Enterprise Risk Register and Board Risk Appetite documents. The membership and further details about the ARC are set out in principle 4.

The following management committees assist with risk management responsibilities:

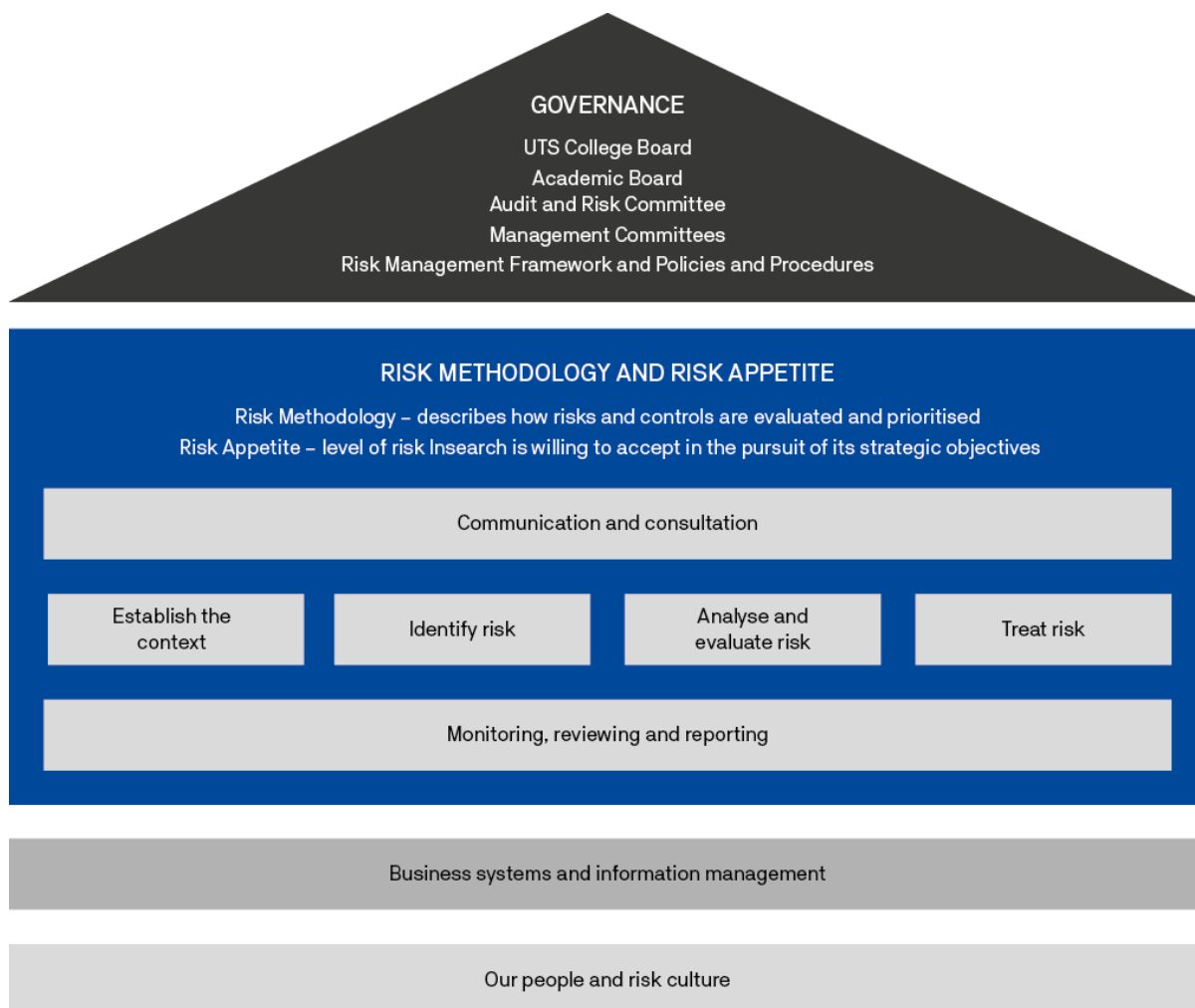
- Cyber Security Committee
- Health and Safety Oversight Committee
- Crisis Management Team.

As the membership of the Board includes senior stakeholders from UTS, the Board is able to reference risks that exist across both entities while ensuring the specific risks and context of the College and its students are central to the Board's considerations.

Risk Management Framework

The UTS College Risk Management Framework incorporates the Three Lines of Defence model:

- First Line of Defence – all Managers at UTS College are primarily responsible for managing risk within their areas of responsibility and conducting assurance activities.
- Second Line of Defence – the Governance department has oversight of risk management.
- Third Line of Defence – Internal Audit program provides additional assurance on aspects of UTS College's risk management framework.



Risk Appetite Statement

The Board prepares an annual Risk Appetite Statement which is reconciled annually to the Enterprise Risk Register to determine if there is alignment and sufficient assurance activities. The Board regularly reviews UTS College’s performance against key risks’ indicators and key performance indicators. These indicators include matters required to be monitored by a governing body under the HESF.

Internal audit

UTS College routinely reviews its operations, both through its own reviews, and by drawing on external independent reviewers by selecting a fit for purpose auditor that is a subject matter expert in the relevant field of the audit. This is after the ARC has approved the scope for the specific internal audit which also aligns with the ARC approved internal audit plan. The ARC maintains a rotational approach to external advisors and consideration of performance when appointing independent reviewers to conduct the respective internal audits.

Environmental and social risks

UTS College has identified and actively manages a variety of business risks, which are documented in an Enterprise Risk Register. Each risk has a risk owner, who is an Executive. Risk owners have oversight of existing and planned risk mitigation strategies and have contingency plans in place should the risks eventuate.

Principle 8: Remunerate Fairly and Responsibly. (HESF 6.2 Corporate Monitoring and Accountability)

Remuneration of Directors

The Board reviews and makes recommendations on the remuneration of Directors, seeking external advice as considered necessary. Changes to Directors' remuneration are approved by the UTS Vice Chancellor as per Clause 49 of the Constitution.

The remuneration of the Directors is fixed, and they do not receive any performance-related incentives.

Remuneration of members of the Executive

The Board reviews and makes recommendations on the remuneration of the Chief Executive Officer. In making its recommendations, the Board aims to motivate the Chief Executive Officer to pursue the long-term growth and success of UTS College, demonstrate a clear relationship between performance and remuneration, and to involve an appropriate balance between fixed and incentive remuneration. The Board will ensure that the Chief Executive Officer's remuneration plan informs the establishment of remuneration plans for the whole of UTS College.

Principle 9: Academic governance (HESF 6.3 Academic Governance)

Academic governance relates to the integrity of UTS College's core education activities of learning, teaching and academic scholarship and the structures, policies and processes which support academic standards, quality outcomes and continuous improvement. The Board delegates these academic functions to the Academic Board.

Processes and structures

The Academic Board achieves effective academic oversight of the quality of teaching and learning with the support of the Academic Standards Committee (ASC) and Learning and Teaching Committee (LTC). UTS College has a well-established and appropriate organisational structure of academic leaders, from which the members of these committees are selected.

The College has a number of discipline-specific Course Advisory Groups that undertake course reviews. The membership of these Committees includes key College staff, as well as senior academics from UTS from the relevant disciplines to ensure ongoing alignment with the University's programs.

The Academic Board is responsible for providing strategic advice to the Board on academic aspects of the UTS College strategic plan. The Chair of the Academic Board attends Board meetings and presents a standing report on the Academic Board's activities. The Academic Board chairperson is a member of the ARC. UTS College Directors and members of the Executive are invited to, and regularly attend, Academic Board meetings.

Quality

The Academic Board is responsible for approving academic policies and ensuring their coordination, implementation, and review, with the support of the ASC and LTC. Delegations of academic authority are documented in the ASC and LTC Charters. The ASC and LTC

provide standing reports on their activities to the Academic Board, including on the exercise of their academic delegations.

The Academic Board monitors and reviews academic performance, including through external qualitative benchmarking with other higher education providers. The LTC advises on key performance indicators appropriate to student performance. Actions are taken to improve performance where necessary.

Scholarship

The Board, through the Academic Board, is committed to ensuring that teaching staff are actively engaged in scholarship with regular professional development sessions and activities. Teaching staff are encouraged to complete the UTS College Graduate Certificate in Student Centred Learning and Teaching at no cost and are encouraged to engage in professional development projects, working groups and communities of practice. All Teachers can apply for financial support under the UTS College Study Assistance Scheme, Scholarly Assistance Funding, and the Professional Memberships Fund. Professional staff can also access the UTS College Study Assistance Scheme for any relevant studies they wish to undertake. All staff can access UTS College's learning and development programs.

Student participation

UTS College's Student Charter sets out the ways in which students can expect to participate in the UTS College community, including through the Student Representative Group (SRG). The Student Representative Group has student members from each education program, enabling students to raise program-specific issues with their Program Managers or the ELT Director of Studies. Student representatives from SRG are also members of LTC, ASC, and AB, which ensures student representation in Academic Governance.

Academic Freedom and Freedom of Expression

UTS College's Academic Freedom and Freedom of Expression Policy is available on the College website. This Policy sets out the ways in which UTS College will develop and maintain an institutional environment in which freedom of speech and academic freedom are upheld and protected.

TEQSA Provider Identification and CRICOS Code

UTS College features its TEQSA Provider Identification and provider category, as well as its CRICOS Code on relevant public material.

This Statement is current as of October 2024, being the date of its approval by the Board.