



The College of Law Limited
ACN 138 459 015

Corporate Governance Charter

revised February 2012
revised February 2013
revised February 2014
revised February 2015
revised March 2016
revised May 2017
revised May 2018

Contents

A.	GOVERNANCE OVERVIEW	4
1.1	Charter	4
1.2	The Company's Constitution	4
B.	COMPLIANCE	4
2.1	Compliance Philosophy	4
C.	RISK MANAGEMENT	4
3.1	Risk Reporting	4
D.	THE BOARD	5
4	THE ROLE OF THE BOARD	5
4.1	Board Accountabilities	5
4.2	Board Functions	5
4.3	The Role of the CEO/Principal	6
5	BOARD STRUCTURE	6
5.1	General Principles	6
5.2	Statement of Duties and Skillsets	7
5.3	Vacation of Office	7
6	COMMITTEES	8
6.1	Generally	8
7	BOARD MEETINGS	8
7.1	Generally	8
7.2	Meeting Frequency	8
7.3	Attendees	9
7.4	Quorum	9
7.5	Conduct of Meetings	9
8	BOARD AGENDA AND PAPERS	9
8.1	Agenda Format	9
8.2	Starring of Agenda Items	10
8.3	Board Papers	10
9	BOARD MINUTES	10
9.1	In General	10
9.2	Matters to Be Recorded	11
9.3	Adoption of Minutes	11
9.4	Records Maintenance	11
10	STRATEGY DEVELOPMENT	11
10.1	Strategic Planning Cycle	11
10.2	Corporate Strategy Document(s)	12
E.	BOARD GOVERNORS	12
11	GOVERNOR PROTECTION	12
11.1	General Principles	12
11.2	Information Seeking Protocol	12
11.3	Access to Board Papers and Legal Advice	12
11.4	Insurance	13
12	BOARD EVALUATION	13
13	GOVERNOR REMUNERATION	13
14	GOVERNOR DEVELOPMENT	13
15	GOVERNOR INDUCTION	13
F.	ROLES AND RESPONSIBILITIES	14
16	THE ROLE OF INDIVIDUAL GOVERNORS	14
16.1	Governors' General Roles	14
16.2	Advice and Contacts	14
16.3	Governor's Code of Conduct	15
16.4	Expectations of Governors in Board Process	16
16.5	Register of Governors' Interests and Related Party Transactions	16
16.6	Emergency Contact Procedures	17

17	THE ROLE OF THE CHAIR	17
	17.1 Generally	17
	17.2 Specific Chair Roles	17
	17.3 Conflict of Interest	17
18	THE ROLE OF THE COMPANY SECRETARY	17
	18.1 Role of the Company Secretary	17
	18.2 Appointment of the Company Secretary	18
	18.3 Specific Tasks of the Company Secretary	18
19	THE ROLE OF THE CEO/PRINCIPAL	18
	19.1 Accountabilities	18
	19.2 Functions	19
	19.3 Delegations	19
20	EVALUATION OF THE CEO/PRINCIPAL	19
	20.1 Generally	19
	20.2 Review Processes	19
	20.3 Counsel and Advice to the CEO/Principal	20
21	GOVERNORS' AUTHORITIES AND DELEGATIONS	20
	21.1 Generally	20
	21.2 Decision Making Process	20
	21.3 General Delegations	21
	21.4 Decisions Requiring Board Approval	21
G.	MONITORING	22
	22.1 Generally	22
	22.2 Financial KPIs	22
	22.3 Non-financial KPIs	22
	Annexure	23
	COMPLIANCE POLICY	23

A. GOVERNANCE OVERVIEW

1.1 Charter

This Charter explains The College of Law Limited's (the Company's) commitment to corporate governance. It is not an "all inclusive" document and should be read as a broad expression of principles. The Board maintains and requires that management maintains, the highest level of corporate ethics. The Board applies the Australian Charities and Not For Profits Commission Governance Principles and where applicable the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board comprises a majority of independent Non-Executive Governors, together with two Executive Governors, who have an appropriate balance of skills, knowledge, experience and independence.

The Board will review this Charter on an annual basis.

1.2 The Company's Constitution

The Company's Constitution is the Company's key governance document. The Board ensures it and the Company complies with the provisions of the Constitution.

B. COMPLIANCE

2.1 Compliance Philosophy

The Company is a company of integrity, committed to compliance with legislation, regulations, industry standards and the highest ethical standards in all its dealings.

The Company has a Compliance Policy (Annexure A to this Charter) which has been approved by the Board of Governors. With regard to the compliance, the Policy outlines:

- a) the Company's Statements of Compliance;
- b) the role of the Audit, Risk and Compliance Committee;
- c) the role of Senior Management;
- d) the role of every Officer, employee, contractor, agent, distributor and contractor;
- e) reporting of compliance; and
- f) areas of compliance reporting.

The Company Secretary oversees and administers the Company's Compliance Management system which has been implemented in accordance with International Organisation for Standardisation ISO 19600.

Disclosure of all material matters concerning the Company will be made on a timely and balanced basis.

C. RISK MANAGEMENT

3.1 Risk Reporting

The Company is committed to the highest standards in Risk Management.

The CEO/Principal is charged with implementing an appropriate Risk Management Framework including a Risk Register which is monitored by senior management, reviewed by the Audit, Risk and Compliance Committee and approved by the Board bi-annually. Aspects of this process may be delegated.

The implemented processes will be in accordance with the ISO 31000:2018.

Risk reporting is a standing Agenda item at Senior Executive Committee meetings, which occur weekly. The Chief Executive Officer reports to the Board at each meeting on any significant risk matters and risk reporting to the Audit, Risk and Compliance Committee and Board will occur bi-annually and at other such times as required.

The Audit, Risk and Compliance Committee will review and report to the Board that the Company's ongoing Risk Management Program is in line with the provisions of their Charter.

D. THE BOARD

4 THE ROLE OF THE BOARD

4.1 Board Accountabilities

The *Corporations Act 2001* clearly establishes that the Board is ultimately responsible for all matters relating to the running of the Company.

The Board is ultimately responsible under the Constitution for the management of the business of the Company and to do all things necessary in order to carry out the objectives of the Company. This includes the businesses undertaken through its subsidiary. It delegates management functions in general to the CEO/Principal and to select senior managers for specific purposes and it is the role of the CEO/Principal and other delegates to manage the Company in accordance with the directions of the Board. It also authorises the College of Law Academic Board (COLAB) to oversee all curriculum, academic policy and quality matters, while retaining ultimate authority in those areas.

4.2 Board Functions

Without intending to limit the general role of the Board referred to above, the specific or principal functions and responsibilities will include:

- a) Promoting ethical and responsible decision making;
- b) Monitoring compliance with all relevant laws, tax obligations, regulations, accounting standards and significant Company policies;
- c) Acting as an interface between the Company and stakeholders;
- d) Setting the goals of the Company, including short, medium and long term objectives;
- e) Providing the overall strategic direction of the Company;
- f) Approving all policies governing the operations of the Company;
- g) Appointing and approving the terms and conditions of the appointment of the CEO/Principal and other selected executive Governors;
- h) Reviewing and providing feedback on the performance of the CEO/Principal and other selected executive Governors;
- i) Approving the terms of appointment and/or removal of the Company Secretary;
- j) Developing Board and Executive management and succession planning;
- k) ensuring a clear relationship between performance and remuneration of the Senior Executive Committee;
- l) Establishing and determining the powers and functions of the committees of the Board;
- m) Approving major operating plans, including, but not limited to, the Annual Business Plan, the three-year Strategic Plan, the overall Risk Management and Compliance Strategy, the Academic Plan, and the IT Plan;
- n) Approving the annual Budget and monitoring the operating and financial performance of the company;

- o) approving and monitoring capital management and investment strategies;
- p) Approving all items of capital expenditure and all disposals in excess of \$250,000;
- q) Approving all joint ventures and/or acquisitions;
- r) Reviewing the progress and performance of the Company in meeting its objectives including reporting the outcomes of quarterly, half-yearly and annual reviews; and
- s) Oversight of the integrity of the accounting and corporate financial reporting systems.

4.3 The Role of the CEO/Principal

The Board will carry out its functions by operating with and through the CEO/Principal and by delegating specific powers and responsibilities as contained in section 19, "Role of the CEO/Principal".

5 BOARD STRUCTURE

5.1 General Principles

The Company's Board is structured to add value. Good governance principles require independence, transparency and flexibility. The Board acknowledges the importance of board structure and, as a consequence, the Board seeks to use the following provisions as a guide when advising stakeholders about Board constitution and when implementing an effective governance structure in the Company.

A majority of the Board will be non-executive Governors to maintain independence. The Board is also cognizant of its corporate social responsibility including the principles of diversity and will incorporate such principles in its policies as they are developed over time.

Details of the current Governors, their qualifications, skills and experience are contained on the corporate governance section of the Company's website. The Board considers the current Governors have an appropriate mix of skills to enable the Board to effectively discharge its responsibilities.

Whilst ultimate responsibility for the selection and appointment of Governors rests with the Board, the Board will establish a Nominations Advisory Committee¹, who will make recommendations to the Board with regard to the identification and selection of Governors. The specific powers and responsibilities of the Nominations Advisory Committee are contained in article 5.12 of the College's Constitution and the Nominations Advisory Committee Charter. Ultimately they will maintain under regular review the effectiveness of the composition of the Board, from time to time, in order to comply with the relevant legislation, regulations and standards which impact on the field of higher education and to meet best practice principles associated with corporate governance more generally and realistic criteria for skills required on the Board at a particular time or for a particular purpose.

A Nominations Advisory Committee is an efficient means for examination of the identification and selection practices of Governor appointments of the Company to ensure the right spread of competencies across the Board.

With regard to Board structure, the Company's Constitution details the following:

- a. The Number of Governors;
- b. Election of Chair and Deputy Chair;
- c. Alternate Governors; and

¹ Article 5.12 of the Company's Constitution

d. Principal and CEO

5.2 Statement of Duties and Skillsets

The Nominations Advisory Committee may prepare and provide to the Board a recommended Statement of Duties and Skillsets for Governors, which the Committee will review from time to time.²

Overall the composition of the Board should ensure a balance of the skills and diversity.

Governors must have the following:

- A deep commitment to the College's values and objectives
- Availability (time to devote to the College and no conflicts of interest)
- Board governance experience
- Financial Literacy
- Strategic imagination
- Collaborative and collegiate Boardroom style

The Board should have a balance of the following skills:

- Legal Education product, teaching and learning performance
- Legal profession regulation
- Legal Services Policy
- Education technology
- Multimedia/eCommerce
- Commercial finance and accounting
- Product development
- Marketing skills
- Organisational development
- Policy development
- Higher education governance and regulation
- Capacity for regulatory influence
- Sophisticated understanding of strategic risk
- Growing businesses
- Talent management
- Knowledge of College business territories
- Conducting business internationally
- Public Affairs and Brand Management
- Memberships of professional bodies

5.3 Vacation of Office

It is envisaged that the Governors will remain on the Board until required to vacate the office pursuant to the Company's Constitution³. The terms and conditions for Governors are contained in their letters of appointment.

If it is necessary to appoint a Governor for shorter periods of time to reflect necessary expertise or skills on the Board, it is anticipated that this situation will be clearly identified in the relevant Governor's letter of appointment.

² Clause 2.5 of the Nominations Advisory Committee Charter

³ Article 8.4 and 8.5 of the Company's Constitution

6 COMMITTEES

6.1 Generally

The Board will have the following committees (referred to as “Advisory Boards” in the Constitution), all of which will act in advisory capacity only:

- a) Executive Committee
- b) Remuneration Committee
- c) Audit Risk & Compliance Committee
- d) College of Law Academic Board (COLAB)
- e) Nominations Advisory Committee
- f) College of Law Queensland Chapter Board
- g) College of Law South Australia Chapter Board
- h) College of Law Western Australia Chapter Board
- i) College of Law Victoria Chapter Board
- j) Fellowship Advisory Committee

These Committees are established in order to improve Board efficacy and to facilitate concentrated skill and effort in certain areas. However, these Committees do not abrogate any Governors from their responsibilities. Governors are entitled to attend any Committee or Chapter Board meeting with the exception of Executive Governors, who are not permitted to attend Remuneration Committee Meetings unless by invitation by the Chair of the Remuneration Committee.

Each Committee is established under the Company’s Constitution and operates under its own Charter. Charters are periodically reviewed and amendments are approved by the Board. These Charters are available on the corporate governance section of the Company’s website.

7 BOARD MEETINGS

7.1 Generally

The Board meetings and agenda are fundamental governance processes. The Board meeting is critical as it is the main opportunity for Governors to:

- a) obtain and exchange information with senior managers;
- b) obtain and exchange information with each other; and
- c) make decisions.

The Board meeting agenda is important as it shapes the information flow and subsequent discussion.

7.2 Meeting Frequency

Unless otherwise agreed, the Board will meet at least 7 times per year usually in the months of February, March, May, July, August, November and December. In addition to the fixed Board meetings additional reserved dates will be set in June and September in the event the Board have additional business to consider. There will be an Annual Planning Conference each year between February and March. A schedule of the meeting dates for the following year will usually be approved in the second half of the year.

Alternatively, a Board meeting can be convened under the Constitution when a Governor so requests. In such situations, at least seven days’ written notice of a meeting must be given unless it is an emergency meeting.

It is intended that at least three Board meetings will be physical face to face meetings, other meetings will be convened by teleconference or video conferencing link. Physical

presence at non-designated face to face meetings is welcomed. Unless special circumstances prevail and written notification is provided to the Chair beforehand, all Governors are expected to attend in person, face to face meetings.

7.3 Attendees

Attendees will comprise all Board members including the Governors and the Company Secretary. In addition, senior managers scheduled to give presentations and other parties needing decisions to be taken by the Board will be invited for the whole or any relevant part of the meeting. Similarly, the Chair or a majority of Governors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.

7.4 Quorum

Three Governors will constitute a quorum at a meeting of Governors, unless the Governors at any time determine that a greater number of Governors must be present to constitute a quorum.⁴

7.5 Conduct of Meetings

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chair will:

- a) enquire of Governors at the commencement of each meeting whether they have any interest that needs to be declared;
- b) ensure that all Governors are heard;
- c) retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be reintroduced when it is required to make progress;
- d) take care that the decisions are properly understood and well recorded; and
- e) ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

In the case of an equality of votes, the Chair has a casting vote in addition to a deliberative vote⁵.

8. BOARD AGENDA AND PAPERS

8.1 Agenda Format

An agenda will be prepared for each Board and Committee meeting. The Board meeting agenda will be established through the agency of executive staff, guided by the Board of Governors, including meeting administration matters, items of special business, business reports, general business and any other such items as deemed necessary for the Board.

⁴ Article 8.7(g) of the Company's Constitution

8.2 Starring of Agenda Items

Features of standing agenda items at a meeting are expected to include:

a) **Procedure**

The Company's usual procedure at meetings is to debate or discuss only those items which are specially starred (*) for discussion.

Each paper with the Agenda must commence with a set of draft resolutions. If the item is not starred for discussion, the draft resolution will be deemed to be adopted.

Disclosure of Governors' Interests along with the CEO/Principal's Report will be permanently starred items for discussion at each Board meeting along with a number of items of special business.

Governors are able to star items for discussion by email or telephone to the CEO/Principal or the Company Secretary preferably by the day prior to the meeting, or at the beginning of the meeting by special leave of the Chair.

b) **Resolution on Unstarred Items**

This item involves a motion from the Chair adopting draft resolutions for all unstarred items.

A list of resolutions on unstarred items shall be kept and updated by the Company Secretary and tabled in the Board Meeting in support of this motion.

8.3 Board Papers

The CEO/Principal and the Company Secretary are responsible for the preparation and circulation of Board Papers.

All Board Papers must be circulated to Governors to arrive a minimum of six days before the Board meeting. In addition, Board Papers will be circulated to Governors by electronic means.

No papers requiring consideration or decision can be tabled at the Board meeting, except with the approval of the Chair or the CEO/Principal or by resolution of the Board. Papers including presentations to be tabled at the Board meeting need to be brought to the attention of the Company Secretary at least one day prior to the Board meeting.

Papers should clearly identify by reference to a draft resolution whether they are information papers or decision papers. Therefore, decision papers should commence with the recommended resolution.

Lengthy submissions and reports shall contain a brief 1-2 page executive summary.

9 BOARD MINUTES

9.1 In General

Minutes of the previous meeting, together with minutes of any committee meeting requiring report to the Board, will be included in final draft form with the Board papers for noting and adoption.

9.2 Matters to Be Recorded

Minutes will contain a brief reference to relevant Board Papers tabled plus the official resolution adopted by the Governors.

All decisions will be recorded in the minutes by means of a formal resolution.

The Chair will read the precise resolution before the Board and ask for all in favour and those against. If a Governor does not voice dissent, it is taken that she or he is in favour of the resolution. The exact wording will be recorded in the minutes and whether the resolution was carried or defeated, but will not contain the number of votes.

Governors who dissent can ask to have their decision noted in the minutes.

Where the draft resolution as recommended in the Board Papers is not adopted then a summary of the reasons for the alternative course of action is noted in the minutes.

Similarly, other significant points raised by Governors but not covered in the papers are to be noted.

9.3 Adoption of Minutes

Minutes will be prepared in draft form by the Company Secretary and provided to the Chair within the week following the meeting. Once the draft minutes have been approved by the Chair, the Company Secretary will circulate the draft minutes to all Governors for their review and comment.

At the CEO/Principal's discretion, an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the organisation.

Once the minutes have been adopted by the Board they cannot be amended. Once adopted, the Minutes will be signed by the Chair and retained in the Official Minute Book.

9.4 Records Maintenance

The Company Secretary will maintain a complete set of Board Papers at the Company's head office. These papers are maintained both for the Company as a whole and the Governors individually.

In addition all Official Minute Books and Statutory Registers as required by the *Corporations Act 2001* will be maintained at the Company's head office.

Decisions of a policy nature will also be recorded as a policy to be contained in the Company's Policy Manual. This is the responsibility of the CEO/Principal.

It is recommended that each Governor also maintain a complete set of Board Papers.

10 STRATEGY DEVELOPMENT

10.1 Strategic Planning Cycle

The Board will approve the corporate strategy of the Company within the approved annual planning process.

10.2 Corporate Strategy Document(s)

Corporate Strategy documents will be updated and approved each year in accordance with the strategic planning cycle. The key corporate strategy documents are:

- Annual Environmental and Competitive Analyses
- Three Year Forward Financial Estimates
- Three Year Strategic Plan
- the 12 Month Business Plan
- the 12 Month Budget
- Business Unit Action Plans including the Marketing Plan
- Annual Plan Compendium
- Annual Academic Plan

The Board will be fully involved in the development of all strategy documents. This will be undertaken in conjunction with senior management, but the Board will formally approve the Corporate Strategy of the Company.

E. BOARD GOVERNORS

11 GOVERNOR PROTECTION

11.1 General Principles

As a general rule, a Governor has two key areas of protection:

- a) the right to information; and
- b) the ability to insure against specific risks of being a Governor.

As a matter of policy, the following measures of Governor protection will apply.

11.2 Information Seeking Protocol

Governors will adhere to the following protocol when seeking information:

- a) Approach the CEO/Principal to request the required data;
- b) If the data is not forthcoming, approach the Chair;
- c) If a resolution is still not forthcoming, write a letter to all Board members and the CEO/Principal detailing the information required, purpose of the information, and who the Governor intends to approach in order to obtain the information;
- d) As a last resort, employ the provisions of the *Corporations Act 2001*.

11.3 Access to Board Papers and Legal Advice

The complete set of Board Papers are held at the Company's head office.

If Governors have not maintained a complete set of Board papers, Governors are entitled to access the papers for the period when they were a Governor on request, even if they have ceased to be Governors, and this policy has been adopted as a formal Board resolution.

All documentation containing or seeking legal advice will clearly state that the legal advice is intended to be available to and for the benefit of both the Company and to the Governors in their personal capacities.

11.4 Insurance

The Company will provide each Governor with a copy of the D&O policy and any changes to that policy if the Governor so requires.

The Company will maintain each Governor's D&O insurance for seven years from the date at which they ceased to be a Governor.

12 BOARD EVALUATION

At least every three years the Chair will consider whether the Board will conduct an evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to the Company. Such a review can be:

- a) qualitative, quantitative or a mixture of both;
- b) formal or informal;
- c) concentrated on reviewing the Board as a whole or Governors individually;
- d) self-administered, administered by the Chair/fellow Governors or administered by an independent expert; or
- e) focussed internally on the Governors or involve the wider body of corporate stakeholders including, but not limited to, customers, suppliers, employees and the community.

The findings of this review will be tabled at the first meeting after the review occurs.

The Chair will action this evaluation, obtaining any assistance required. It is envisaged that all relevant findings will be incorporated into this Corporate Governance Charter.

13 GOVERNOR REMUNERATION

The Remuneration Committee will recommend a Remuneration Philosophy to be approved by the Board. Governor's fees are to come from a Governor's remuneration pool as approved by Members of the Company in general meeting. The remuneration pool is inclusive of all Governor remuneration including Committee Chair and Committee member fees. The specific allocation of fees to individual roles and persons will be in line with the Company's Remuneration Philosophy. Fees will be reviewed annually however it is not necessarily the case that fees will change annually.

14 GOVERNOR DEVELOPMENT

In order to continually improve Board performance, all Governors are encouraged to undergo continuing professional development as Governors.

Specifically, where skills gaps are identified, Governors will be provided with resources and training to address them.

Governors are also encouraged to undertake self-development where appropriate.

The budget for Governor development activities is included in the Company's staff development budget. Governors who wish to undertake a development activity at Company expense should approach the Chair.

15 GOVERNOR INDUCTION

New Governors will undergo an induction program facilitated at the Company's head office. New Governors will meet and be involved in interactive sessions with senior

members of staff providing insight into the Company's operations and expectations surrounding their role. Information conveyed to the new Governors will include:

- a) a corporate governance handbook, which includes:
 - i. the Company's vision and mission
 - ii. a Governors responsibility and time commitment document
 - iii. the latest Annual Financial Report
 - iv. the Company's Constitution
 - v. Biographies of the Board of Governors
 - vi. the latest organisation chart
 - vii. Board Committee lists
 - viii. the Company's Governance Structure
 - ix. a Member Fact Sheet
 - x. Three Year Strategic Plans and Annual Business Plans
 - xi. Corporate Governance Charter
 - xii. Committee Charters
 - xiii. Important policies
 - xiv. Contact lists
 - xv. Details of the roles and responsibilities with an outline of the qualities required to be a successful Governor;
- b) Recent copies of Board papers
- c) information about the Company's legal requirements
- d) regulators the Company is responsible to

F. ROLES AND RESPONSIBILITIES

16 THE ROLE OF INDIVIDUAL GOVERNORS

16.1 Governors' General Roles

Governors have the ultimate responsibility for the overall successful operations of the Company. In line with other companies, their duties relate to:

- a) Acting in the best interests of the company⁶;
- b) financial operations and solvency;
- c) all matters as prescribed by legislation including, but not limited to, workplace, health & safety and the environment;
- d) all major policy issues including, but not limited to, industrial relations and quality assurance, and the strategic direction of the Company;
- e) the approval of plans of all kinds and reports about the performance of the Company against those plans.

16.2 Advice and Contacts

a) The Advisory Role

It is recognized that a key component of the duties of a Governor is the provision of a sounding board for CEO/Principal's ideas and challenges.

In recognition that the CEO/Principal-board relationship is critical to effective corporate governance, Governors of the Company should provide frank and honest advice to the CEO/Principal.

⁶ S181(1) of the *Corporations Act 2001*

Similarly, all advice should be constructive in nature and provided in a positive manner.

Where appropriate, Governors should recommend possible alternative advisors if they do not feel adequately trained to assist.

b) **Contacts**

Governors of the Company are also expected, where appropriate, to employ business contacts in furthering the interests of the Company.

Similarly, Governors are expected to actively promote the organisation in external interactions.

16.3 Governor's Code of Conduct

In accordance with legal requirements and agreed ethical standards, Governors, without detracting from or limiting the legal duties and obligations of Governors, will:

- a) owe a fiduciary duty to the Company as a whole;
- b) use the powers of the office for a proper purpose;
- c) discharge their duties in good faith and honesty;
- d) act with the level of skill, care and diligence expected of a Governor of a major company;
- e) demonstrate commercial reasonableness in their decisions;
- f) act for the benefit of the Company;
- g) not make improper use of information gained through their position as a Governor;
- h) not take improper advantage of the position of Governor;
- i) not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- j) make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally towards achieving its goals;
- k) undertake diligent analysis of all proposals placed before the Board;
- l) not direct any enquiries about Company matters through College staff but only the Chair and/or CEO/Principal, with the exception of administrative or corporate governance matters which can be directed to the Company Secretary;
- m) represent the Company on external committees, working parties, consultations, conferences and other forums if nominated to do so by the Board, however should a Governor cease to hold office then such representation will cease at the time the Governors ceases to hold office or earlier if the Chair so decides;
- n) not engage in conduct likely to bring discredit upon the Company;
- o) not commit the resources of the Company nor direct staff to commit resources of the Company without the written authority of the CEO/Principal or if such resources are financial, without written resolution of the Board;
- p) not speak to any media outlets about any Company matters or other associated matters unless delegated authority by the Chair or CEO/Principal. Such delegation will outline the basis for which a Governor may speak to a media outlet.
- q) give of their specific expertise generously to the Company; and
- r) comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

16.4 Expectations of Governors in Board Process

A Governor shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board.

Governors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Company and cast their vote of any resolution according to their own decision.

However, outside the Boardroom, Governors will support the letter and spirit of Board decisions in discussions with joint venture partners, suppliers, customers, staff and other parties.

Governors will keep confidential Board discussions and deliberations. Similarly, all confidential information received by a Governor in the course of the exercise of the Governor's duties remains the property of the Company. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

16.5 Register of Governors' Interests and Related Party Transactions

Governors must:

- a) Disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the Governor and the interests of any other parties in carrying out the activities of the Company; and
- b) At the request of the Board, within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a Governor cannot or is unwilling to remove a conflict of interest as required, then the Governor must absent herself or himself from the room when discussing matters about which the conflict relates. This entry and exit should be minuted.

However, during a Board Meeting if the Board decide unanimously after discussions (without the conflicted Governor present) the nature and extent of the Governor's interest should not disqualify the Governor, then that Governor can take part in discussions and voting involving the conflicting interests. This decision of the Board should be minuted.

Governors will indicate to the Chair any potential conflict of interest situation as soon as it arises⁷ and in accordance with the *Corporations Act 2001*⁸.

The same requirement will exist for related party transactions. Related party transactions are those as detailed in the *Corporations Act 2001*⁹ and must be reported to the Chair in writing and notified at each Board meeting.

These requirements will also apply to all senior officers of the Company.

⁷ Article 8.14 of the Company's Constitution

⁸ s191 and s192 of the *Corporations Act 2001*

⁹ s228 and s229 of the *Corporations Act 2001*

The Company Secretary will maintain a Register of Related Party Transactions, and a Register of Governor's Interests.

16.6 Emergency Contact Procedures

As there is the occasional need for urgent decisions, Governors should leave with the Company Secretary any contact details, either for themselves or for a person who knows their location, so that all Governors can be contacted within 24 hours in cases of a circular resolution or other business.

17 THE ROLE OF THE CHAIR

17.1 Generally

The Chair's role is a key one within the Company. The Chair is considered the lead Governor and utilises experience, skills and leadership abilities to facilitate the governance processes.

17.2 Specific Chair Roles

In common with the Chair of most companies, the Chair will:

- a) chair Board meetings;
- b) establish the agenda for Board meetings in consultation with the CEO/Principal;
- c) be the spokesperson for the Company at any Annual or Extraordinary General Meetings and in the reporting of performance and profit figures. The CEO/Principal or the CEO/Principal's nominee shall undertake all other public relations activities;
- d) be the major point of contact between the Board and the CEO/Principal;
- e) be kept fully informed of current events by the CEO/Principal on all matters which may be of interest to Governors;
- f) regularly review with the CEO/Principal and such other senior Officers as the CEO/Principal recommends, progress on important initiatives and significant issues facing the Company;
- g) provide mentoring for the CEO/Principal;
- h) chair evaluation processes through nominated Review Committees;
- i) commence the annual process of Board and Governor evaluation; and
- j) in accordance with article 8.8(c) of the Constitution, the Chair has a casting vote.

17.3 Conflict of Interest

As with all Governors, the Chair is not entitled to vote or participate in the deliberations on any matter in which she or he has a personal interest unless there is compliance with the conflict of interest provisions contained in section 8 of this Charter.

18 THE ROLE OF THE COMPANY SECRETARY

18.1 Role of the Company Secretary

The Company Secretary of the Company is charged with facilitating the Company's corporate governance processes and providing general advice to Governors in relation to the compliance of those processes with the requirements of the Constitution and the *Corporations Act 2001*. In so doing, the Company Secretary is accountable to the Board for the efficient and effective administration of its policies, processes and procedures.

In addition, while issues relating to monitoring the Company's areas of greatest operational, financial and compliance risk and risk management strategies are the responsibility of the Audit Risk & Compliance Committee, the Company Secretary manages the administration and implementation of the Company's Compliance Management System.

It is envisaged that the Company Secretary will hold appropriate qualifications.

18.2 Appointment of the Company Secretary

As outlined in the Constitution, the Company Secretary holds office on terms and conditions as the CEO/Principal and the Board determine. Other persons may similarly be appointed as acting secretary or as an additional secretary.

18.3 Specific Tasks of the Company Secretary

The specific tasks of the Company Secretary, in line of report to the CEO/Principal include:

- a) administering the Company's Compliance Management System and taking all reasonable steps to ensure the Company's legislative obligations are identified. It is the responsibility of the relevant manager to ensure the Company's specific legislative obligations are met;
- b) ensuring that the Agenda and Board Papers are prepared and forwarded to Governors at least six days before the Board meeting;
- c) recording, maintaining and distributing the minutes of all Board and Board sub-committee meetings as required;
- d) preparing for and attending all Annual and Extraordinary General Meetings of the Company;
- e) recording, maintaining and distributing the minutes of all Annual and Extraordinary General Meetings of the Company;
- f) ensuring all requirements of ASIC and the ACNC are fully met;
- g) providing advice of a general nature to Governors about corporate governance principles and individual Governor liability;
- h) subject to provisions for shorter notice of a Board meeting as per the Constitution, notifying the Governors in writing at least seven (7) days in advance of a meeting of the Board; and
- i) any other services the CEO/Principal or Chair may require within the context of the role described at 18.1 of this Charter.

19 THE ROLE OF THE CEO/PRINCIPAL

19.1 Accountabilities

The CEO/Principal is appointed by the Board.

The CEO/Principal is the officer of the Company ultimately responsible for the overall performance of the Company within its vision and mission and for the detailed operational management of the Company in accordance with the strategy, policies and programs approved by the Board. The CEO/Principal is accountable for ensuring that the Company achieves the goal endorsed by the Board in plans approved by it from time to time.

Beneath these main accountabilities, the CEO/Principal has specific accountabilities to the Board for:

- a) the Board's business agenda and its development;
- b) strategic planning;
- c) internal organisation, management and development including special projects notified by him or delegated to him from time to time; and
- d) external relations, including stakeholder liaison and marketing.

19.2 Functions

The CEO/Principal's functions and responsibilities will include:

- a) developing, with the Board, a consensus for the Company's vision and direction;
- b) constructing, with the management team, programs to implement this vision;
- c) negotiating the terms and conditions of appointment of senior executives for Board approval;
- d) appointing the senior management team;
- e) endorsing the terms and conditions of appointment of all other staff members;
- f) providing strong leadership to, and effective management of, the Company in order to:
 - encourage cooperation and teamwork;
 - build and maintain staff morale at a high level; and
 - build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company
- g) ensuring a safe workplace for all personnel;
- h) carrying out the day-to-day management of the Company;
- i) forming other committees and working parties from time to time to assist in the orderly conduct and operation of the Company; and
- j) keeping the Board informed, at an appropriate level, of all activities of the Company.

19.3 Delegations

The CEO/Principal is formally delegated by the Board to authorise all expenditures as approved in the budget, subject to the following exceptions:

- a) All CEO/Principal compensation, outside of normal remuneration, must be authorised by the Chair; and
- b) All business related expenses paid to the CEO/Principal must be authorised or ratified by the Chair.

20 EVALUATION OF THE CEO/PRINCIPAL

20.1 Generally

The CEO/Principal is the key employee of the Company in general and the Board in particular. As such, a special relationship exists between the CEO/Principal and the Board. The goals of the evaluation of the CEO/Principal are:

- a) to provide a forum for full and frank exchange of views about performance;
- b) to identify areas where that performance might be improved;
- c) to review salary by reference to key performance objectives; and
- d) to establish a set of concrete performance targets to form the basis of the next review.

20.2 Review Processes

The CEO/Principal's evaluation is undertaken by a Performance Review Committee appointed by the Chair after consultation with the Board.

The CEO/Principal's evaluation will utilise both quantitative and qualitative measures. It will occur annually with the results tabled for discussion at the next succeeding Board

meeting. At this time the Chair in consultation with the CEO/Principal, discuss and agree goals (both quantitative and qualitative) for the upcoming year.

The CEO/Principal will prepare a self-analysis commentary for the Performance Review Committee based on performance objectives for the previous year and will meet with the Performance Review Committee to discuss it.

20.3 Counsel and Advice to the CEO/Principal

A key component of the duties of a Governor is providing a sounding board for the CEO/Principal's ideas and proposals.

Where appropriate, Governors should recommend possible alternative advisers if they do not feel adequately trained to assist.

It is envisaged that the Chair and the CEO/Principal will be in contact frequently in relation to these matters and that the Chair will be the principal counsel and advisor to the CEO/Principal.

21 GOVERNORS' AUTHORITIES AND DELEGATIONS

21.1 Generally

Governors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what Company matters are delegated to either specific Governors or to management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

As a consequence, individual Governors have no individual authority to participate in the day-to-day management of the Company. The exception to this principle occurs where the Board through resolution explicitly delegates an authority to a Governor individually. Additionally, it is recognised that all executive Governors will carry significant delegated authority by virtue of their management position as outlined in a relevant Board resolution.

As such delegations are implemented by executing a relevant instrument of delegation. Full documentation of all instruments of delegation will be maintained by the Company Secretary.

Similarly, committees and their members require specific delegations from the Board as a whole and these will be contained in each committee's respective Charters.

21.2 Decision Making Process

The decision making process and delegations of a Board are fundamental to the corporate governance process.

The decision making process of the Board is set out in the Company's Constitution. Questions arising at the Board meeting are decided by a majority of votes. In the event of an equality of votes, the Chair has a casting vote.

21.3 General Delegations

Delegations and authorities are contained within the Company's official Minute Books.

In general, the Board delegates all powers and authorities required to effectively and efficiently carry out the Company's business. Listed below are the exceptions to these delegations, whereby the Board or appropriate committee reserves the powers as indicated.

21.4 Decisions Requiring Board Approval

Within the Board functions described in 4.2 the following decisions must be referred to the Board for approval:

- a) acquiring or selling shares of the Company;
- b) acquiring, selling or otherwise disposing of property of the Company;
- c) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participating in other companies, including project joint ventures;
- d) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;
- e) founding, dissolving or relocating branch offices or other offices, plants and facilities;
- f) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;
- g) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company;
- h) taking or granting loans which exceeds \$5,000 including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs;
- i) granting securities of any type;
- j) granting loans to the Company Officer or employees and taking over guarantees for the Company Officers and employees;
- k) determining the balance sheet strategy for the Company or any part of the Company;
- l) entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- m) determining the total amount of bonuses and gratuities for the Company Officers and employees;
- n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Governors; and
- o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.

Regard must also be given to article 5.6(b) in the Constitution which outlines the matters in relation to which the Company may not act, without the prior consent of the Preferred Foundation Ordinary Member.

G. MONITORING

22.1 Generally

A fundamental function of the Board is to monitor the performance and compliance of the organisation. With this general principal in mind, the Board is charged with monitoring both financial and non-financial Key Performance Indicators (KPIs).

22.2 Financial KPIs

The Board will closely follow:

- a) cash reserves;
- b) balance sheet;
- c) profitability;
- d) cash flows;
- e) productivity;
- f) revenue and expenditure by cost centre

22.3 Non-financial KPIs

In addition to the financial reporting, the Board will observe Key Performance Indicators relevant to non-financial operations of the Company:

- a) stakeholder satisfaction and reputation measures;
- b) client satisfaction particularly with respect to:
 - quality of teaching
 - design and program of learning activities
 - currency and accuracy of materials
 - relevance of subject matter
 - level of client service
 - value for money
- c) staff satisfaction;
- d) business case including:
 - client base
 - market share
 - new business growth

These Key Performance Indicators will, where possible, be benchmarked for industry comparison of the Company's performance.

Annexure

COMPLIANCE POLICY

Purpose The purpose of this policy is to outline The College of Law Limited’s (College) Compliance Management System and the minimum requirements and responsibilities for compliance with laws, regulations, industry standards and codes along with the College’s policies and procedures.

Applicability This policy is applicable to:

- a. all Officers, employees, contractors, consultants and agents of the College and any person or organisation that acts for or represents College employees; and
- b. all locations that the College engages in business.

Statements of Compliance The College is a company of integrity, committed to compliance with laws, regulations, industry standards and codes, policies and procedures. It is committed to the highest ethical standards in all of its dealings.

The College’s Compliance Management System will be implemented in accordance with International Organization for Standardization (ISO 19600).

Responsibility It is essential that the College will at all times be alert to:

- a. changes in legislation and regulatory requirements;
- b. best practice in ethical and other standards required for corporate governance;

Every Officer, employee, contractor, agent, distributor and consultant is required to comply with all aspects of the law and act ethically at all times, including compliance with the College’s Code of Conduct and other policies and procedures.

Name of Policy Compliance Policy
Category Corporate Governance
Policy Owner Company Secretary, jointly with Group Chief Executive Officer

Document Type: Group Policy
Information Classification: INTERNAL USE
Approved: Insert Date

21 May 2018

Pages Page | 23

No person who willfully breaches the law and is prosecuted will receive support from the College.

Company Secretary

The Company Secretary will oversee the College’s Compliance Management System, including maintaining the College’s Corporate Compliance Calendar on the College’s intranet site COL-Gate. The Compliance Calendar details the College’s legal and regulatory compliance obligations and deadlines. The Company Secretary will work in conjunction with the relevant managers to ensure all areas of compliance are covered within the College. The Compliance Calendar will highlight the manager responsible for specific compliance obligations.

The Senior Management Reference Group (SMRG)

The SMRG must ensure their staff are aware of any changes to applicable legislation, regulatory reporting requirements, industry codes and practices along with changes to policies and procedures to ensure compliance.

The SMRG must advise the Company Secretary of any changes to regulatory reporting dates to ensure the accuracy and completeness of the College’s Compliance Calendar.

Audit, Risk & Compliance Committee

The Audit, Risk & Compliance Committee is charged with assisting the Board in fulfilling its corporate governance and oversight responsibilities relating to compliance with the law, regulations and industry standards.

Reporting of Compliance

Bi-annually

1. Business Unit Managers will complete a Compliance Questionnaire detailing compliance, non-compliance and any remedial action.
2. The Company Secretary will be responsible for the distribution and collection of the Compliance Questionnaires.
3. The Group Chief Executive Officer and/or the Company Secretary will report to the Audit, Risk & Compliance Committee and the Board

Name of Policy Category Compliance Policy
Policy Owner Corporate Governance
 Company Secretary, jointly with
 Group Chief Executive Officer

Document Type: Group Policy
Information Classification: INTERNAL USE
Approved: Insert Date

21 May 2018

Pages Page | 24

that the College is meeting its compliance obligations and report to the Board any areas of concern or non-compliance.

Ad-Hoc

Any major compliance issues will be reported to the Group CEO, the Senior Executive Committee and brought to the attention of the Audit, Risk & Compliance Committee and the Board immediately.

Areas of Reporting

Reporting will be organized into the following categories:

Australian Securities & Investments Commission (ASIC)
 Australian Charities and Not for Profit Commission (ACNC)
 Corporations Act 2001
 Privacy
 IP – Trademarks, Business Names and Domain Names
 Course Accreditation & Licenses – TEQSA and DEEWR
 Course Accreditation & Licenses – State Legal Admitting Authorities
 PAYG, SGC, Payroll, ATO & Insurance
 WH&S, IR and Workers Compensation
 Audit
 Policies and Procedures
 Miscellaneous

Related Documents

- Constitution
- Corporate Governance Charter
- Code of Conduct
- Audit, Risk and Compliance Committee Charter

Name of Policy Category Compliance Policy
Policy Owner Corporate Governance
 Company Secretary, jointly with
 Group Chief Executive Officer

Document Type: Group Policy
Information Classification: INTERNAL USE
Approved: Insert Date

21 May 2018

Pages Page | 25