

Governance Charter Summary

Date first approved:	26 June 2018
Date of effect:	26 June 2018
Date last amended:	28 January 2026
Date of next review:	28 January 2028
Approved by	Board of Directors
Authorised Officer	President
Supporting documents, procedures and forms of this policy	<ul style="list-style-type: none"> • <i>Authorities and Delegation Policy</i> • <i>Board Code of Conduct</i> • <i>Risk Management Framework and Policy</i> • <i>Stanley College Constitution</i> • <i>Stanley College Quality Assurance Framework</i> • <i>Terms of Reference—Academic Board</i> • <i>Terms of Reference—Audit and Risk Committee</i> • <i>Terms of Reference—Board of Directors</i> • <i>Terms of Reference—Course Advisory Committee</i> • <i>Terms of Reference—Learning and Teaching Committee</i> • <i>Terms of Reference—VET Council</i>
Related Legislation	<ul style="list-style-type: none"> • Accounting Standards • Australian Standards <ul style="list-style-type: none"> ○ ISO 37000:2021 Governance of organizations ○ AS 8001:2021 Fraud and Corruption Control Standards ○ AS 4811:2022 Workforce Screening ○ AS ISO 31000:2018 Risk Management - Guidelines ○ AS ISO 37301: 2023 Compliance Management Systems ○ AS ISO 31000:2018 • ASIC Whistleblowing Protections • ESOS National Code of Practice for Education Providers • Freedom of Information Act 1992 (WA) • Higher Education Standards Framework 2021 <ul style="list-style-type: none"> ○ TEQSA Guidance Note: Academic Governance ○ TEQSA Guidance Note: Academic Leadership ○ TEQSA Guidance Note: Corporate Governance ○ TEQSA Guidance Note: Financial Standing ○ TEQSA Guidance Note: Financial Assessment ○ TEQSA Guidance Note: Academic Quality Assurance • 2025 Standards for Registered Training Organisations (RTOs)

	<ul style="list-style-type: none"> ○ Outcome Standards – Quality Area 4 (Governance) ● Privacy Act 1988 ● Work Health and Safety Act 2011 ● Work Health and Safety Act 2020 (WA)
Audience	<i>Public</i>

PURPOSE

- 1.1. The overall Governance Charter is a set of documents, including this Summary, that provides assistance to the Board of Directors (Board), management and other stakeholders by outlining the respective authorities, roles and responsibilities involved in the governance (corporate and academic) of Stanley International College Pty Ltd, trading as Stanley College.
- 1.2. The Charter serves several important functions. As the top-level group of policy documents, the Charter:
 - a. serves as a reminder for the Board of the legal framework within which it operates;
 - b. documents the governance related policies that the Board has decided upon to meet its legal and other responsibilities;
 - c. assists the College’s leadership in delivering good governance;
 - d. allows communication of the Board’s policies and expectations to management;
 - e. sets out the respective roles and responsibilities of the Board and of management;
 - f. provides guidance and comfort to shareholders and other stakeholders that the Board has implemented robust governance processes;
 - g. is a point of reference to help resolve potential disputes; and
 - h. serves as an induction tool for new directors and senior managers.
- 1.3 The purpose of this Governance Charter Summary is to provide a concise summary of the more significant documents that make up the overall Governance Charter and to help clarify the delegations of authority provided by the Board to various personnel and Board created committees.

2. SCOPE

- 2.1. Stanley International College Pty Ltd, trading as Stanley College (the College), is a propriety limited company created under the *Corporations Act 2001*. The governance framework for the College is determined by this legislation, the requirements of the College’s Constitution, and is also designed to ensure compliance with the Standards that must be met by Higher Education Institutions (HEI) in Australia, as specified in the *Higher Education Standards Framework 2021* (the Threshold Standards) and the 2025 Standards for Registered Training Organisations (RTOs).
- 2.2. The overall Governance Charter is a series of written policy document that clearly set out the respective authorities, roles and responsibilities involved in the governance (corporate and academic) of the College, including the Board, individual directors, Board Committees, and the

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Version: 1.0 © Stanley College	Approved on: 25-02-2026	Review Date: 28-01-2028	Page 2 of 7

President, to facilitate an appropriate level of governance and accountability for the College's performance and strategic direction.

- 2.3. The College's activities and operations are governed by the Board. The Board has reserved for itself a range of roles and authorities, and has, under the Authorities and Delegation Policy, delegated authority to the President to oversee the College's day-to-day operations, within the limits of specific authorities set out in delegations of authority approved by the Board. The President, in turn, has authorised sub-delegations of authority that apply to management. In addition to the authority provided to the President under the Authorities and Delegation Policy, the Board has also delegated authority to specific members of its Board, the Chair of the Audit and Risk Committee, and the Company Secretary.
- 2.4 Additional separate delegations of authority to committees created by the Board (such as the Academic Board, VET Council and their respective sub-committees) are provided by the individual Committee's Terms of Reference as approved by the Board.

3. DEFINITIONS

TERM	DEFINITION
Academic Governance	Framework of policies, structures, relationships, systems and processes that collectively provide leadership to and oversight of a Higher Education Provider's academic activities (teaching, learning and scholarship, and research and research training if applicable) at an institutional level. The collective oversight of the academic community is exercised through the Academic Board and the VET Council and their sub-committees
Board of Directors	The Stanley College (SC) Board of Directors has oversight of the funding, strategic direction and management of SC in addition to ensuring that SC continues to meet its legal, regulatory, financial and social obligations and responsibilities. It provides leadership and direction to establish and manage strategic priorities and policies for Stanley College, including its educational pursuits.
Common Law	The unwritten law based on court decisions and custom, as distinct from Statute Law.
Company Director	Referred to in this document as 'Directors'. In relation to a company, a person appointed to the position of a Company Director or appointed to the position of an alternate Director and acting in that capacity.
College	Stanley International College Pty Ltd, trading as Stanley College. Referred to in the Constitution of Stanley College as "the company".
Company Secretary	The key contact person who typically is responsible, for example, for supporting a Board on governance matters and lodging documents and

	advising changes to officeholders, the Constitution etc. with the relevant regulatory body. The responsibilities of a Company Secretary may be undertaken by another key organisation position, such as by the President or equivalent. In addition, a Director or a Committee Member may also consent to taking on the role of a Company Secretary.
Constitution	The Constitution or Rules which sets out the directives governing the principle activities, powers, roles and responsibilities, and key protocols for the College, the Board, Directors and shareholders. The Constitution provides the terms of a contract between the shareholders, between the shareholders and the College, and between the Directors and the College.
Corporate Governance	The framework of structures, rules, relationships, systems and processes of an entity through which: <ul style="list-style-type: none"> • corporate directions and targets are set • authority is delegated • organisational performance is monitored • risks are identified, managed and controlled • organisational accountability is maintained • corporate culture is developed and influenced.
Personnel	People actively associated with Stanley College, including: <ul style="list-style-type: none"> • Stanley College staff members; • External members of the Board of Directors, Academic Board, VET Council or Course Advisory Committees of Stanley College; • Academic and professional staff; • Contractors and consultants; and • Volunteers.

4. ROLES AND RESPONSIBILITIES

Board of Directors

- 4.1. The Board provides a mechanism to separate ownership, governance and management of the College. It provides independent business, financial, higher education and vocational training expertise and advice at the highest level of decision-making and sets vision, mission and strategic goals, and ensures that the College continues to meet its legal, regulatory, financial and social obligations and responsibilities. Importantly, the Board includes a majority of external directors.

President

- 4.2. The President has been delegated the authority and responsibility for the efficient conduct of Stanley College's business. To assist in the day-to-day running of the College, the President convenes the Executive Management Team.

Academic Board

- 4.3. To ensure that Stanley College is provided with independent academic advice in regard to its higher education purpose, the Board (in accordance with Clause 37 of the College's Constitution) has created an Academic Board (AB) to advise on, monitor and review matters related to academic governance.
- 4.4. Traditional functions include rigorous scrutiny and peer review of academic activities, carried out independently and separately from the staff who are directly involved in those activities. They also include the provision of academically-informed advice to assist corporate decision making and monitoring, e.g. for institutional approval of a course of study or analyses of the progress of student cohorts. Academic Governance will incorporate academic expertise and experience sufficient to provide leadership, judgement and scrutiny at the level of academic activity concerned.
- 4.5. The AB comprises academic staff from other higher education providers, industry practitioners, members of Stanley College's own academic staff, and a representative of the student body. The role of the AB is to be the peak academic body for Higher Education that is charged by the Board with providing assurance on academic quality and integrity, support for freedom of intellectual inquiry, and maintenance of the highest standards of learning and teaching. Its role extends to academic policy making, oversight of academic administration, educational process and the administration of the curriculum.
- 4.6. The AB has created and convenes a Learning and Teaching Committee to advise on policy and practice related to learning and teaching in the College's Higher Education courses and to monitor and report on quality assurance processes related to teaching and learning. This committee's objective is to ensure that day-to-day academic operations meet educational quality standards (with reference to *HESF 2021*).
- 4.7. The AB has also created and convenes a Course Advisory Committee for all Higher Education disciplines to provide advice on new course proposals, applications for accreditation of new courses. External membership of this committee provides an additional measure that assists with the provision of assurance as to the quality and relevance of Stanley College's courses.

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- 4.8. As the need arises, the AB will engage, as appropriate in the AB Terms of Reference, a Learning and Teaching Committee, a Board of Examiners, a Course Review Committee, a Scholarly Activities Committee, a Student Appeals Committee, a Student Progress Committee, and a Student–Staff Consultative Committee.

VET Council

- 4.9. With respect to vocational education and training (VET) matters, the Board is assisted by the Vocational Education and Training Council (VET Council).
- 4.10. The VET Council (VETC) comprises the Chair of the VETC, President of the College, Vice President Business Development, Vice President Wellbeing and Engagement, Dean VET and Quality and Compliance Manager. The VETC is the peak academic body for VET that is charged by the BoD with providing assurance on academic quality and integrity, and maintenance of the highest standards of training and assessment.

Audit and Risk Committee

- 4.11. In accordance with a risk-based approach to quality assurance, the Board has also created an Audit and Risk Committee to oversee the risk management and audit functions of the College. This committee reviews and provides advice on a range of matters including: statutory reporting, audit, risk management, fraud and mismanagement, internal control, compliance and ethics.
- 4.12. Additional details on the role, function and authority of each of these bodies that make up the overall governance framework for the College are contained in other documents that make up the overall Governance Charter.

5. REVISION HISTORY

Approval Authority	Contact Person	Revision Date	Approved Date	Next Revision Due Date	Version No.	Revision Description
Board of Directors	President		26/06/2018		1	New document
DRAFTING DETAILS						
	Revised By	Revision Date	Approved Date	Next Revision Due Date	Draft No.	Revision Description
	AR	12/02/2018			2	Minor revision to wording & formatting
	MC	24/02/2018			3	Minor revisions to structure, wording, and formatting.
	AR	24/05/2018			4	Minor changes and inclusion of a list of significant documents

Board of Directors	ARC	14/06/2023	28/6/2023	28/6/2025	5	Updates to Related Legislation; incorporation of advice from TEQSA Guidance Notes and external reviewer
Board of Directors	President	28/01/2026	18/02/2026	28/01/2028	6	Updates to Related Legislation, updated key definitions, strengthened VETC descriptor