

Governance Structure

Policy Owner:	College Director and Principal
Contact Officer:	Quality and Compliance Manager
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Overview

As a registered Institute of Higher Education, Colleges of Business and Technology (WA) Pty Ltd trading as Curtin College (Curtin College, College or Company) has both corporate and academic governance obligations and responsibilities, outlined in the Tertiary Education Quality and Standards Act 2011 (TEQSA Act) and the Higher Education Standards Framework (Threshold Standards) 2021 (HES Framework).

Curtin College's Governance structure (Appendix A) is designed to enable the College to meet its corporate governance obligations under the HES Framework (particularly Part A, Sections 6.1-6.2) and its academic governance obligations (HES Framework Part A, Sections 6.3).

The framework provides for accountability in decision-making and ensures the quality of the College's operations.

Curtin College operates at Bentley (Perth) and has its Diplomas of Commerce, Arts & Creative Industries (Mass Communication stream) and Information Technology delivered at the Curtin Singapore campus via a third party arrangement with Curtin Education Centre Pte Ltd trading as Curtin Singapore (Curtin Singapore).

Corporate Governance

Corporate governance is the system by which companies are directed and controlled.

The objective of the corporate governance framework set out in this document is to provide a framework for the College's governing body to:

1. Enable it to exercise competent governance oversight of, and be accountable for:
 - a. all of the College's operations in Australia (including accountability for the award of higher education qualifications);
 - b. continuing to meet the requirements of the HES Framework; and
 - c. the College's representation of itself,
 in accordance with Standard 6.1.1 of the HES Framework;
2. attend to its governance functions and processes diligently and effectively in accordance with Standard 6.1.3 of the HES Framework;
3. take steps to develop and maintain an institutional environment in which freedom of intellectual inquiry is upheld and protected, students and staff are treated equitably, the wellbeing of students and staff is fostered, informed decision-making by students is supported and students have opportunities to participate in the deliberative in the decision-making process of the College in accordance with Standard 6.1.4 of the HES Framework;
4. assure itself that the College is operating effectively and sustainably in accordance with Standard 6.2.1 of the HES Framework; and
5. monitor and provide quality assurance over its third party arrangement with Curtin Singapore in accordance with the TEQSA Guidance Note: *Third Party Arrangements*.

Governance Structure

Governing Body

The College's governing body is the Board of Directors (Board) of Curtin College (Curtin College). Refer to Appendix A and D.

Delegated authorities are identified in a Board-approved Delegations Policy, which subsequently informs college policies that identify authority limits and delegations at Curtin College. The Terms of Reference sets out the functions and responsibilities of the Board.

Terms of Reference

- 1.1 The Board is responsible for all matters relating to the strategic direction, policies, practices, establishment of goals for management, operation of the Company and all representations of the Company. Without intending to limit this general role of the Board, the specific functions and responsibilities of the Board include:
- (1) oversight of the Company, including its educational outcomes, control and accountability systems;
 - (2) approving and monitoring financial and other reporting to ensure that the Company maintains financial viability and has sufficient funds for its ongoing operations;
 - (3) final approval of the Company's learning and teaching plan and strategic plan (including performance targets and objectives);
 - (4) ensuring there are mechanisms for effective compliance with regulatory and legislative frameworks that govern higher education in Australia;
 - (5) delegating such powers and establishing Boards and Committees as are necessary for efficient governance and management, including the appointment of Chairs;
 - (6) establishing competent academic governance including appointing an independent Chair of the Academic Board;
 - (7) establishing effective reporting mechanisms and framework from delegates, monitoring delegations and endorsing decisions of delegates where relevant;
 - (8) financial oversight in accordance with the Australian and other relevant accounting standards including monitoring, financial and cash flow forecasts, reviewing the annual budget, maintaining financial viability, adequate resourcing to meet strategic objectives and ensuring the Board has access to a qualified and independent auditor;
 - (9) reviewing and approving the audited annual financial statements of the Company;
 - (10) approving and monitoring the risk framework and management of risk including risk identification, risk mitigation and risk treatment of all risks including risks to regulatory compliance, academic quality and integrity;
 - (11) authorisation of the award of higher education qualifications on the recommendation of the Academic Board;
 - (12) reviewing the Company's institutional environment with an emphasis on freedom of intellectual inquiry, equitable treatment of students and staff, fostering of wellbeing of students and staff, supporting informed student decision making and that students are given the opportunity to participate in the deliberative and decision making processes of the Company;
 - (13) ensuring that educational policies and practices of the Company support participation by Aboriginal and Torres Strait Islander people and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures;
 - (14) confirming that the provision of higher education at the Company is consistent with the Company's policies;
 - (15) monitoring complaints, critical incidents and any other identified risks to the safety and wellbeing of staff and students and ensuring corrective action is taken;
 - (16) ensuring that there are business continuity plans for any disruption to services and in the event that a higher education course is no longer offered;
 - (17) final approval of applications for registration and for CRICOS registration, submitted to the Tertiary Education Quality and Standards Agency, and any other relevant applications to regulatory or statutory bodies; and
 - (18) undertaking periodic review of governance arrangements (at least every seven years) and undertaking an annual self-review.

Governance Structure

Independent Directors

In accordance with the TEQSA Guidance Note on Corporate Governance, section 4.2(1) of the Terms of Reference provides that at least two directors of the College will be non-executive and independent directors. Section 4.2(2) of the Terms of Reference adopts the characteristics of an independent member set out in Appendix A to the TEQSA Guidance Note on Corporate Governance.

Subject to removal under the Constitution or the Corporations Act 2001, an independent non-executive director holds office:

- (a) for one (1) term of three (3) years from the date of appointment; and
- (b) subject to a satisfactory review and a resolution passed by a majority of directors entitled to vote on the resolution, one (1) further term of three (3) years, for a maximum of two (2) terms comprising a total of six (6) years.

Expertise

- (1) The Board shall ensure that, collectively, it has the appropriate range of expertise to properly fulfil its responsibilities, including:
 - (a) accounting;
 - (b) finance;
 - (c) business;
 - (d) higher education;
 - (e) compliance; and
 - (f) senior management-level experience.
- (2) The Board shall review the range of expertise of its members on a regular basis and ensure that it has operational and technical expertise relevant to the operation of the Company.

Appointment of Directors

Directors are appointed in accordance with the terms of the College's constitution (Constitution).

Directors are appointed on the basis of meeting "fit and proper person" requirements.

Subject to the number of directors allowed under the Constitution, a director may be appointed by an ordinary resolution of the College in a general meeting. Where a director's position becomes vacant in between such elections, the Board may appoint a replacement director. Such a replacement director will only hold office until the next annual general meeting of the College.

The terms and conditions of the appointment and retirement of non-executive directors of the Board will be set out in a letter of appointment, which shall include the following matters:

- (1) subject to member approval, the term of the appointment must be in accordance with clause 4.2(3) of the Terms of Reference;
- (2) the powers and duties of directors;
- (3) any special duties or arrangements attached to the position;
- (4) remuneration and expenses;
- (5) the requirement to disclose directors' interests and any matters which affect the director's independence;
- (6) trading policy governing dealings in securities (including any share qualifications) and related financial instruments by directors, including notification requirements;
- (7) access to independent professional advice;
- (8) indemnity and insurance arrangements; and
- (9) confidentiality and rights of access to corporate information.

In Curtin College's Governance Structure, the Board has overarching governance responsibility for the College (Refer Appendix C) in general and is accountable for discharging its obligations under Standards 6.1.1, 6.1.3, 6.1.4 and 6.2.1 of the HES Framework (as set out in the Corporate Governance section of this document) in particular. The Principal Executive Officer of Curtin College is the College Director and Principal (CDP) who is also an ex-officio member of the Academic Board and Chair of the College Leadership Team. The Academic Board has delegated authority from the Board to oversee Curtin College's academic governance (see Appendix A).

Governance Structure

Independent Professional Advice

To facilitate independent judgement in decision-making, the Board, with approval of the Chair, has the right to seek independent professional advice at the Company's expense. Approval from the Chair may not be unreasonably withheld.

Academic Governance

The objective of Academic governance is to provide a framework for the College's Academic Board to:

1. Enable it to exercise competent academic oversight of, and be accountable for:
 - a. the integrity and quality of the core activities of teaching and scholarship;
 - b. providing advice on the overall academic strategic direction and operational planning;
 - c. rigorous scrutiny and review of academic activities including but not limited to: new programs to be accredited, program reviews, re-accreditation of programs, analyses of student progress, completions and retention rates, and student satisfaction;
 - d. ensuring there is sufficient academic capability to provide effective leadership and competent scrutiny and advice. ensuring students have the opportunity to participate in academic governance.
 - e. Setting, monitoring and scrutinising institutional benchmarks for academic quality and outcomes
 - f. continuing to meet the requirements of the HES Framework; and
 - g. the College's representation of itself,

in accordance with Standards 3.1, 3.2, 5.1-5.4, 6.3 and Part B 1.1.2 of the HES Framework;
2. attend to its governance functions and processes diligently and effectively in accordance with Standard 6.3 of the HES Framework;

Framework

Academic governance includes the policies, processes, definitions of roles, relationships, specification of delegations, systems, strategies and resources that ensure academic standards and continuous improvement in academic activities and is concerned with the integrity and quality of the core education activities of teaching, research and scholarship

The College's Governance Structure has an academic arm consisting of the Academic Board and sub-committees: Learning and Teaching Committee, Program Advisory Committees and Board of Examiners.

As the College delivers its programs in collaboration with third-party partner providers, strategies are in place to ensure that there is parity of academic standards and a comparable student and staff experience across all delivery sites. (Refer Appendix B).

Curtin College Non-Academic Governance

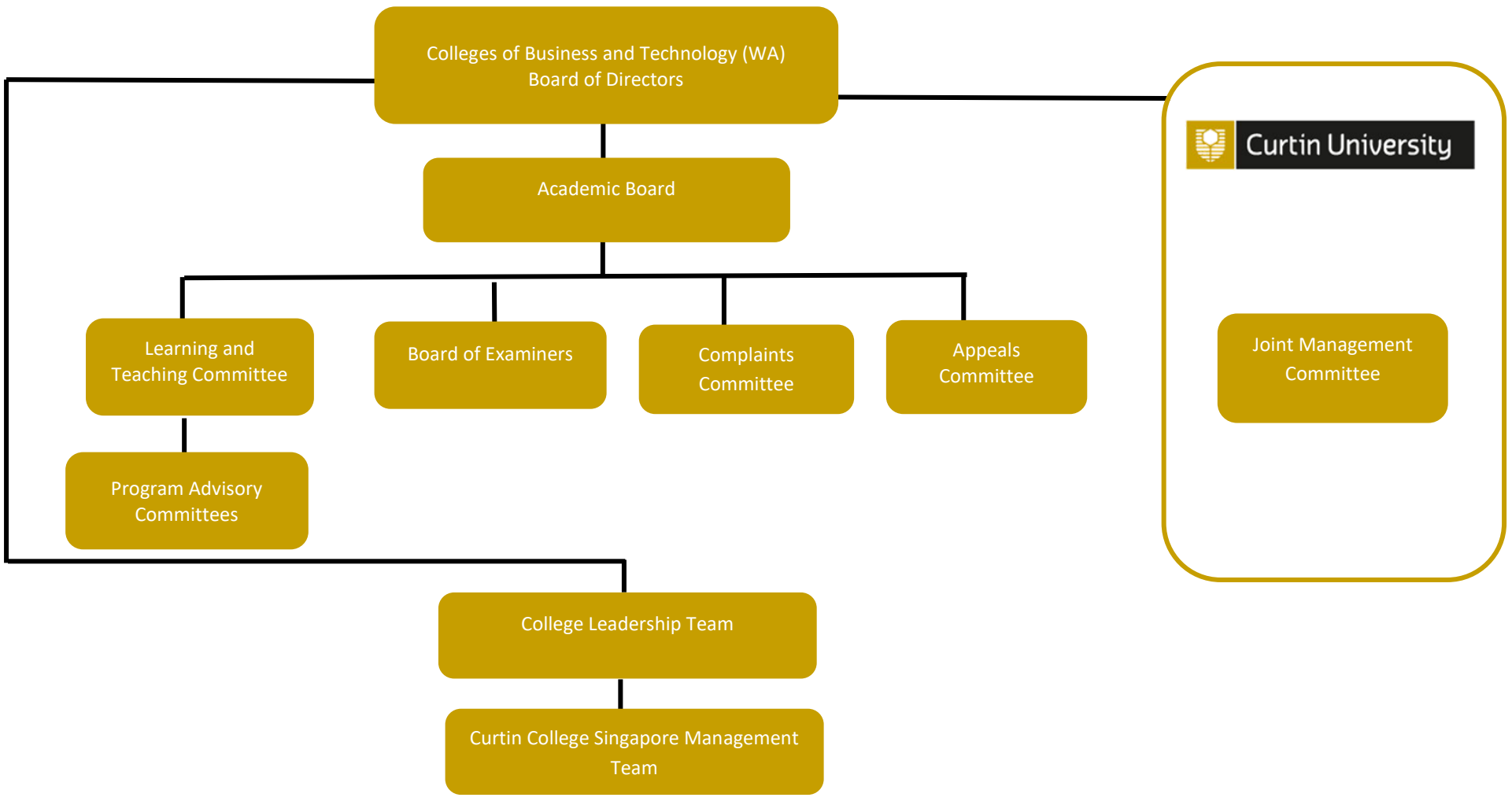
The College Leadership Team within the College is responsible for the oversight of all functions and activities at the College and is responsible for approving policies, implementing continuous improvement initiatives and ensuring the College meets its internal and external regulatory and accreditation requirements.

The Leadership Team is also responsible for reviewing and endorsing the following plans for approval by the relevant Board.

- Strategic Plans (including Marketing)
- Learning and Teaching Plans
- Risk Management Plans
- Work Health and Safety Plans

Version	Last changes:
V2.3	Update to membership for Learning & Teaching Committee, Program Advisory Committee and Curtin Singapore Management Team
V2.2	Update to Appendix D Terms of Reference added for Curtin Singapore Management Team

Curtin College Governance Structure



Appendix B

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
<p>Academic Board (as per Curtin College Board of Directors Terms of Reference)</p>	<p>Independent Chair – with experience in academic leadership including experience at a university academic board or equivalent.</p> <p>Appointed by the Board following consultation with the College Director & Principal</p>	<p>Independent Chair (2-year term, up to 3 successive terms).</p> <p>Curtin College</p> <ul style="list-style-type: none"> • College Director & Principal (ex-officio) • Academic Director (ex-officio) • 2 Program Managers (1 -year term, on rotation) • 2 student representatives (2-year term) <p>Curtin University</p> <ul style="list-style-type: none"> • DVC Academic or nominee (ex-officio) • 2 Faculty Deans, Learning and Teaching on the recommendation of the DVC International (2-year term) • Director, Curtin English (ex-officio) <p>Partner Providers</p> <ul style="list-style-type: none"> • PVC and President, Curtin Singapore (ex-officio) • Director of Academic Studies, Curtin Singapore (ex-officio) <p><i>Currently, our only partner is Curtin Singapore, but any other partners in the future will have membership on the board.</i></p> <p>Industry representative – position vacant (2-year term, up to 3 successive terms).</p> <p>The Executive Officer of the Academic Board provides secretarial and administrative support.</p> <ul style="list-style-type: none"> • The Academic Board will have regard to: <ul style="list-style-type: none"> - Advice from the College Leadership Team 	<p>Academic Governance is defined by the Tertiary Education Quality and Standards Agency (TEQSA) as “the 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.”</p> <p>The general function of the Academic Board is to be responsible for helping to ensure that the academic quality, integrity, and standards of Curtin College’s operations as an academic institution align with the Australian Higher Education Standards Framework.</p> <p>The specific functions of the Academic Board are:</p> <ul style="list-style-type: none"> • Strategy <ul style="list-style-type: none"> Provide advice on overall strategic academic direction and planning. • Quality, integrity, and standards <ul style="list-style-type: none"> ○ Assure compliance with academic aspects of the Higher Education Standards Framework. ○ Report (through the Chair of Academic Board) on academic quality assurance activities to the governing body: Colleges of Business and Technology (WA) Pty Ltd (T/a Curtin College) Board. (HESF 6.3.1d; 6.3.2h) ○ Set, monitor, and scrutinise institutional benchmarks for academic quality and outcomes, including but not limited to teaching qualifications, teacher evaluations, student feedback, pass rates and student outcomes (HESF 6.3.1b; 6.3.2d; 6.3.2e). ○ Recommend action/s to improve performance against these benchmarks, 	<p>Three times a year normally:</p> <p>March/April, July/August and November/December</p>

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
		<p>- Advice from the Academic Board's Committees.</p> <ul style="list-style-type: none"> • The Academic Board may invite any other officer of the College, or any other person, to attend for a specified item of a meeting or to attend a specified meeting, to assist the Academic Board in its deliberations. • The College will endeavour to achieve diversity and gender balance on the Academic Board where possible. <p>The Academic Board may establish other committees/working parties as it sees fit to assist it fulfil its responsibilities. Such committees report to Academic Board by way of their minutes.</p>	<p>including the review of admission criteria where required. (HESF 6.3.1a; 6.3.2e)</p> <ul style="list-style-type: none"> ○ Note the Conferral of awards by the College Director in line with the College's Delegated Authority Policy (HESF6.3.2b) ○ Receive reports on and monitor program and unit performance, including overall unit and course pass rates, progression rates, retention rates, moderation practices and benchmarking (including against Curtin University pass rates in equivalent programs). (HESF 6.3.2e) ○ Consider, approve and monitor College academic policies to ensure compliance. (HESF6.3.2a) ○ Critically evaluate the quality and effectiveness of educational innovations or proposals for innovations. (HESF6.3.2f) <ul style="list-style-type: none"> • Courses <ul style="list-style-type: none"> ○ Consider and approve new programs proposals as well as major changes to existing programs (HESF 3.1). ○ Provide advice and endorse program accreditation and re-accreditation submissions to TEQSA (HESF 6.3.2c). ○ Consider whether the available data and information, including that provided by Curtin University, is adequate for conducting effective policy and program reviews. ○ Oversee comprehensive periodic program reviews, in line with the Program Review Policy (HESF5.3). ○ Establish other committees/working parties as it sees fit to help fulfil its responsibilities. Such committees report to Academic Board by way of their minutes. • Learning and Student Experience <ul style="list-style-type: none"> ○ Maintain oversight of academic integrity, including monitoring of potential risks (6.3.2c). ○ Approve the academic calendar. 	

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
			<ul style="list-style-type: none"> ○ Periodically review assessment strategies (HESF 1.4, 3.1). ○ Periodically review strategies for dealing with students at risk, to identify efficiencies and improvements. (HESF6.3.2g) ○ Monitor the quality of Student Services and the Student Experience. • Scholarship and Staffing <ul style="list-style-type: none"> ○ Review staff qualifications, professional development programs, and scholarship. (HESF 3.2, 6.3.1c, B1.1.2). ○ Ensure there is sufficient staff to meet the needs of the <i>student cohort</i> (HESF 3.2). • Facilities & Infrastructure <ul style="list-style-type: none"> Ensure the College's facilities and infrastructure support students to achieve the expected learning outcomes (HESF2.1). • Diversity and Equity <ul style="list-style-type: none"> Monitor the success and participation of identified cohorts and use this information to improve academic and support strategies ie. Aboriginal and Torres Strait Islander People, Mature Age students, Women in STEM (HESF 2.2). • Learning Resources & Educational Support <ul style="list-style-type: none"> Access to learning resources and academic support are easily accessible (HESF2.2, 3.3) 	
Academic Board Executive Committee	Chair – Academic Board	<ul style="list-style-type: none"> • Chair – Academic Board • College Director and Principal (or nominee) • Academic Director (or nominee) • DVC Academic or nominee (ex-officio) 	<ul style="list-style-type: none"> • To exercise, subject to any Academic Board resolution to the contrary, any of the functions that are exercisable by the Academic Board, on the condition that: <ul style="list-style-type: none"> ○ It is not possible or practicable for the Academic Board to exercise the function in a particular case; and ○ Any exercise of a function by the Academic Board Executive must be reported as soon 	As required.

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
			<p>as practicable to all Academic Board members.</p> <ul style="list-style-type: none"> To recommend to Academic Board formal endorsement of any decisions by the Executive Committee at the next Academic Board meeting. 	
<p>Learning and Teaching Committee</p>	<p>Academic Director</p>	<p>Curtin College</p> <ul style="list-style-type: none"> Academic Director 4 x Program Managers 2 x Discipline Leads x 2 x Academic Teachers Student Learning Advisor Student Representative <p>Partner Provider(s)</p> <ul style="list-style-type: none"> Director of Learning and Teaching or nominee 1 x Academic Teacher <p>Executive Officer –Quality & Compliance Manager or nominee</p> <p>Guests may be invited on an adhoc basis, these may include Curtin University faculty representatives, Student & Academic Services etc.</p>	<p>The Learning and Teaching Committee is a subcommittee of the Curtin College Academic Board, providing vision, leadership, and quality assurance in relation to learning and teaching.</p> <p>The key areas of responsibility of the Learning and Teaching Committee are to:</p> <ul style="list-style-type: none"> Execute duties as delegated by the Curtin College Academic Board. As delegated by the Curtin College Academic Board all decisions regarding new, amended, or discontinued programs and units must pass through this committee prior to final endorsement/approval by Academic Board (HESF 5.1, 5.3, 6.3) . Oversee the implementation of the Curtin College Learning and Teaching Plan and any connected operational plans (HESF Std 6.3) . Monitor the quality of learning and teaching of Curtin College programs, including execution and oversight of the Student Evaluation of Teaching and Units (HESF Stds 5.3, 5.4, 6.3) Develop, support and evaluate initiatives relating to major improvements in learning and teaching (HESF Stds 1.4, 5.3, 6.2). Oversee professional development activities for academic staff (including casual staff) in order to promote learning and teaching of the highest quality (HESF Std 3.2 and B1.1). Initiate, review and monitor compliance with relevant legislation, policies and procedures and oversee their implementation (HESF 5.3, 6.3, 7.2). Promote and uphold policies and best practice in relation to Academic Integrity (HESF 5.2). 	<p>Three times per year. Generally prior to Academic Board</p>

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
			<ul style="list-style-type: none"> Receive, consider and respond to reports from any subcommittees in relation to quality improvements in teaching. 	
Program Advisory Committee (one for each award program)	Program Specific Manager	<p>Curtin College</p> <ul style="list-style-type: none"> Program Specific Manager (attends relevant meeting) Academic Director Program Specific Discipline Lead (attends relevant meeting) Student Representative (by program) <p>CU Membership</p> <ul style="list-style-type: none"> Faculty Dean of Learning and Teaching First Year Coordinator/Course Coordinators of the relevant course(s). <p>Curtin Singapore (Commerce, Arts & Creative Industries and Information Technology only)</p> <ul style="list-style-type: none"> Director of Learning and Teaching Director and Head of Academic Services <p>Executive Officer – Member of the relevant Program Team</p> <p>Guests Other academic staff may be invited on an adhoc basis</p>	<ul style="list-style-type: none"> Ensure that the program structure and unit content/outlines are comparable to programs/units at the same level in similar fields at Australian Institute of Higher Education Providers and as per the Australian Qualifications Framework (AQF). (HESF Stds 1.5, 3.1, 5.3, 7.3) Ensure recommendations and/or decisions regarding program changes/new programs are presented to the Learning and Teaching Committee for endorsement/approval by Academic Board (HESF Std 6.3) Carry out minor reviews of programs on an annual basis (HESF Std 5.3) Participate in Major reviews of programs, generally every 5 years or when programs are being re-accredited (HESF Stds 1.4, 5.3, 6.3). Ensure that the program content and unit outlines for the Diploma (Stage Two) units are comparable in requirements to programs at Curtin University (HESF Std 5.3). Ensure graduate capabilities are as outlined in the Learning and Teaching Plan (HESF Std 3.1). Ensure learning and teaching objectives are reflected in each program as outlined in the Teaching & Learning Plan (HESF Stds 1.4, 3.1). Update members on key academic policies that have been amended and approved by the College's Academic Board (HESF Stds 2.2, 5.2, 6.1, 6.3, 7.3) Review student feedback and associated analysis (HESF Stds 1.4, 5.3). Endorse benchmarking and KPIs to assure academic performance and standards are 	Twice per year

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
			<p>comparable with Curtin University and other similar Institute of Higher Education providers (HESF Stds 1.4, 5.3, 6.3)</p> <ul style="list-style-type: none"> Review reports from Curtin College unit moderators for onshore and partner programs (if applicable) regarding moderation issues and advise accordingly (HESF Stds 5.3, 5.4) . Review issues and pass rates arising from Board of Examiners and make appropriate recommendations (HESF Stds 1.3, 5.3, 6.3). Make recommendations regarding continuous improvement measures to the Learning and Teaching Committee, College Leadership Team and if appropriate, Academic Board (HESF Stds 5.3, 6.3) . Make recommendations on how to improve the interaction between Curtin College and Curtin University Faculties. 	
Board of Examiners	Chair - Academic Director (or nominee)	<p>Bentley Campus</p> <ul style="list-style-type: none"> Academic Director 4 x Program Managers (attends relevant meeting) 2 x Discipline Leads (attends relevant meeting) <i>Program Coordinator - Curtin University representatives from all Faculties - Diploma (Stage 2) BoEs only</i> <p>Executive Officer - Student and Academic Services Officer (Bentley)</p> <p>Partner Programs (Singapore)</p> <ul style="list-style-type: none"> Academic Director (or nominee); Program Manager – Commerce Program Manager – Humanities Program Manager – Engineering/Information Technology Director of Academic Services, Curtin Singapore Student & Academic Services Manager, Bentley 	<ul style="list-style-type: none"> Fulfil the role of Board of Examiners as detailed in Curtin College’s policies and procedures. Determine the academic status of students as being Good Standing, Conditional 1, Conditional 2 or Terminated (HESF 1.3, 2.2, 3.1, 5.3). Provide recommendation to the College Director & Principal to confer awards for those students deemed to have completed all requirements of their enrolled course (as delegated by Academic Board). (HESF 1.5) Provide rationale for extension of studies for international students so that Confirmation of Enrolments can be produced/amended (not applicable for Singapore) (HESF Std 5.3, 5.4 - ESOS Std 8). 	Once per study period (Trimester/Semester) after results have been finalised and input into the SMS system.

Board/Committee	Chair	Membership (part of Terms of Reference)	Terms of Reference	Meeting Schedule
		Executive Officer – Student and Academic Services Officer (Singapore)		
Curtin College Singapore Management Team	Co-Chair College Director and Principal (Perth) Director and Country Head, Navitas Singapore/Chief Operating Officer Curtin Singapore	Bentley <ul style="list-style-type: none"> • Curtin College Director and Principal • Academic Director, Curtin College • Student and Academic Services Manager • Executive Officer: Quality and Compliance Manager, Curtin College Singapore <ul style="list-style-type: none"> • Director and Country Head, Navitas Singapore/Chief Operating Officer • Pro Vice-Chancellor and President • Director and Head of Academic Services • Director of Academic Services 	<ul style="list-style-type: none"> • Make recommendations to the respective governing bodies on operational aspects of the service level agreement. • Receive and review identified issues arising in the delivery of Curtin College programs at Curtin Singapore, based on reports presented at relevant committees/board meetings, • Creation/review of action plan in response to identified course delivery issues and program review findings. • Identify opportunities to enhance and expand delivery of Curtin College programs at Curtin Singapore. • Ensure college policies and operations are reflective of Singapore operational requirements. 	Three times a year normally: March/April, July/August and November/December

Appendix C – Colleges of Business and Technology (WA) Pty Ltd trading as Curtin College Board of Directors

The governing body for Curtin College is the Board. Management of the College is undertaken by the Management Committee, which has responsibility for operational matters, ongoing quality assurance, and meeting internal (Navitas) and external regulatory requirements.

The Board is subject to the duties and responsibilities of Directors and Officers in the Corporations Act 2001.

Board of Directors – Membership and Meetings

The Board is currently comprised of five (5) directors including two (2) independent non-executive directors. Please refer to the biographies of each director below.

Independent Directors: At least two directors of the Company will be non-executive and independent directors.

Expertise: The Board shall ensure that, collectively, it has the appropriate range of expertise to properly fulfil its responsibilities, including

- a) accounting;
- b) finance;
- c) business;
- d) higher education;
- e) compliance; and
- f) senior management-level experience.

The Board shall review the range of expertise of its members on a regular basis and ensure that it has operational and technical expertise relevant to the operation of the Company.

Appendix D - Board of Directors – Membership

Position	Name	Background
Independent Chair of the Board	<p>Professor Sally May Kift</p> <p><i>LLB (Hons), LLM, PFHEA FAAL ALTF GAICD</i></p>	<p>Sally Kift is a Principal Fellow of the Higher Education Academy (PFHEA), a Fellow of the Australian Academy of Law (FAAL) and President of the Australian Learning and Teaching Fellows (ALTF). She has held several university leadership positions, including as Deputy Vice-Chancellor (Academic) at James Cook University from 2012-2017. Over 2018-2021, she was a Visiting Professorial Fellow at the National Centre for Student Equity in Higher Education (NCSEHE), Curtin University.</p> <p>Sally is a national Teaching Award winner, a national Program Award winner and a National Senior Teaching Fellow on the First Year Experience. In 2010, she was appointed an Australian Discipline Scholar in Law. In 2017, Sally received an Australian University Career Achievement Award for her contribution to Australian higher education. In 2018, she was appointed by the federal Education Minister as a member of the Australian Qualifications Framework Review Panel.</p> <p>Sally now works as an independent higher education consultant and researches, publishes and presents on topics such as 'Transition Pedagogy', student experience and support, educational equity, legal education, higher education trends, and employability and future skills. Since 2019, Sally has been the Commissioning Editor for Campus Morning Mail's 'Needed Now in Learning & Teaching' series.</p>
Director	<p>Malcolm Baigent</p> <p><i>BBus (HRM & IR), Grad Cert (Business Admin and Mgt)</i></p> <p>CEO, University Partnerships Australasia</p>	<p>Malcolm Baigent is an experienced senior executive in the higher education sector. Malcolm has developed knowledge and expertise working in senior management roles, in a diverse range of functions that include HR, Finance, Faculty Management, Business Development and International Education. Malcolm has worked in both the public and private sectors. Malcolm was previously the Executive General Manager (EGM) at Navitas, a leading global private education provider. As EGM his portfolio consisted of two royalty colleges in Curtin College and SAIBT, one JV college in ECC, two independent colleges in Eynesbury and ACBT Sri Lanka as well as two offshore managed campuses in Curtin Singapore and Murdoch Dubai.</p> <p>Malcolm is responsible for providing leadership in all aspects of strategic planning and implementation of growth objectives and the effective management of financial, human and physical resources to deliver student growth and improved academic and student experience outcomes. This includes leading a number of new business development initiatives (\$30m+) with the establishment of new campuses in Australia and overseas.</p> <p>Malcolm has led a diverse portfolio of pathway colleges and university-managed campuses both onshore and offshore (Dubai, Singapore and Sri Lanka) at critical times to deliver growth and transformation.</p> <p>Malcolm is currently an expert member on the Australian Government's Council for International Education where he provides advice to Government on International Education related matters. Malcolm was part of the team that developed the latest Australian Strategy for International Education 2021-2030. Malcolm is an experienced Board member and Director who is currently a board member of StudyPerth.</p>

<p>Director</p>	<p>Leigh Pointon <i>BComm (Hons 1st), Grad Cert Ed</i></p> <p>Executive General Manager, University Partnerships Australasia</p>	<p>Leigh Pointon is an Executive General Manager within Navitas' University Partnerships Australasia Division, leading partnerships with Deakin University, Griffith University, Latrobe University, and the Navitas English and Testing businesses.</p> <p>She has experience leading and growing complex multi-site businesses, and a proven track record of partnership success, improved student outcomes, high staff engagement, and strong financial returns.</p> <p>Leigh has over 25 years experience working within the higher education sector where she has developed significant knowledge and expertise working in senior management and leadership roles in a diverse range of functions that cross business development, faculty management, international and domestic education operations, curriculum development and design, academic policy and implementation, academic and business governance, strategic planning, risk management, budget preparation and cost control, and the effective management of financial, human and physical resources. Her experience spans both the public and private sectors.</p>
<p>Director</p>	<p>Sara Wells <i>BBus (Mgt)</i></p> <p>Head of Compliance, Risk and Reporting, University Partnerships Australasia</p>	<p>Sara Wells is the Head of Compliance, Risk & Reporting leading the function across all colleges within Navitas' University Partnerships Australasia Division, with a range of business models including royalty agreements, joint ventures, and offshore or TNE operations.</p> <p>Sara has more than 15 years of experience in higher education quality and compliance, having led AUQA audits, TEQSA and CRICOS registrations and numerous program accreditation processes. She has deep knowledge of corporate and academic governance theory and practice, including student appeals committees, programs committees, academic boards, executive committees, risk and compliance committees and corporate boards. Sara is highly skilled at policy development and business process transformation, including change management and staff education.</p> <p>Prior to her work in higher education quality and compliance, Sara worked in the field of university innovation and research commercialisation.</p> <p>Sara is also a Board Director for University of Canberra College, partnered with the University of Canberra.</p>