



# **Key Personnel Fit and Proper Persons Policy and Procedure**

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## 1. PURPOSE

The Australis Business School (“Australis”) places great importance on ensuring the ongoing fitness and propriety of its key personnel that make decisions and/or exercise a notable degree of control or influence over the decision making about the governance, management or direction of the academic and corporate operations of Australis.

Australis considers that whether a person is fit and proper should be determined by reference to the person’s character and ability, as well as the likelihood that the person will comply with (or reasonably assist compliance with) the obligations imposed by the *Threshold Standards*.

The *Key Personnel Fit and Proper Persons Policy and Procedure* outlines the definition of key personnel and the obligations and processes for new and current key personnel in disclosing, monitoring and managing key personnel fitness and propriety on an ongoing basis.

## 2. SCOPE

This policy and procedure is applicable to all new and current Australis key personnel. Key personnel are defined as those who:

- Make decisions about the governance, management or direction of the academic and corporate operations of Australis; and/or
- Exercise a notable degree of control or influence over the decision making about the governance, management or direction of the academic and corporate operations of Australis.

This includes all senior executive officers such as: the Principal/Chief Executive Officer, Dean, Course Co-ordinator, directors on the Board of Directors and members of the Academic Board, and any others who fits the criteria of key personnel as defined above.

## 3. DEFINITIONS

See the *Australis Glossary of Terms* for definitions.

## 4. POLICY STATEMENT

In determining whether the person is fit and proper, the Board of Directors (and Academic Board as applicable) will consider the individual’s:

- compliance with the law and provision of information;
- previous conduct and management history; and
- financial record.

These are all areas contained in the TEQSA Fit and Proper Declaration form that all Australis key personnel need to complete and these are reviewed at the Board of Directors

meeting at least on an annual basis. These are also reviewed on an annual basis by the Academic Board for Academic Board members and academic leaders such as the Dean and Course Co-ordinators. Further details of the considerations when determining the fit and propriety of key personnel are outlined in the procedures below, developed in line with the *TEQSA Guide to determining the fitness and propriety of a person*.

## 5. PROCEDURE

### 7.1 New key personnel

Before new key personnel are confirmed in their position, it is mandatory for them to complete the *TEQSA Fit and Proper Declaration Form*. The completed form(s) will be tabled at the Board of Directors meeting (and at the Academic Board meeting for new Academic Board members or Academic leaders such as the Dean or Course Co-ordinator) before their formal appointment. After the Board of Directors meeting (and Academic Board meeting if applicable), where the fitness, suitability and propriety of the new key personnel has been confirmed, the completed *TEQSA Fit and Proper Declaration Form* will also be sent to TEQSA as part of confirming key personnel appointments.

### 7.2 Current key personnel

For all current key personnel, the *TEQSA Fit and Proper Declaration Form* needs to be completed on an annual basis and tabled at the Board of Directors meeting when the annual company financials are signed off by the Board of Directors, usually before the end of each calendar year. In addition, for Academic Board members and Academic leaders, such as the Dean or Course Co-ordinator, their completed *TEQSA Fit and Proper Declaration Form* needs to be tabled at an Academic Board meeting for noting before the Board of Directors meeting when the completed *TEQSA Fit and Proper Declaration Forms* for all key personnel is tabled.

If any current key personnel become aware or are uncertain if they meet what Australis considers as fit and proper, they must declare this immediately by notifying the Chair of the Board of Directors and the Chief Executive Officer.

Upon receiving this notification, the Chair of the Board of Directors or the Chief Executive Officer will convene a Board of Directors within 10 business days to discuss the next steps to be taken.

In determining whether the person is fit and proper, the Board of Directors (and Academic Board as applicable) will consider the individual's:

- compliance with the law and provision of information;
- previous conduct and management history; and
- financial record.

The considerations are further detailed below.

### **Compliance with the law and provision of information**

In determining whether the person is fit and proper, the Board of Directors (and Academic Board as applicable) will consider, amongst other things, whether the person has been convicted of an offence involving dishonesty, fraud, money laundering, theft or any other crime, and whether the person has been ordered to pay a pecuniary penalty. The Board of Directors (and Academic Board as applicable) will also consider whether the person is currently involved in proceedings before a court or tribunal.

The Board of Directors (and Academic Board as applicable) will also consider the following, whether the individual presents with a record of any:

- a. criminal convictions
- b. professional denunciations and misconduct
- c. the provision of false or misleading information
- d. disqualification of registration, licence or accreditation

Should any of the above be found against the individual being assessed, then the decision maker should consider additional matters such as:

- a. whether the conduct in question was regarded as relevant to exercising duties required for the registration, licence, authorisation, certification (or equivalent) within the Higher Education Sector, including:
  - b. the seriousness of the matter
  - c. the length of time that has lapsed since the event occurred
  - d. any history of past conduct
  - e. any consequences for the applicant or any other person
  - f. the implications of the matter—that is, what does it show about the person?
  - g. the person's attitude towards the matter—such as whether the person has learnt, changed and improved their behaviour and is unlikely to further offend in the future.

### **Previous conduct and management history**

In determining a person's fitness, suitability and propriety in terms of their previous conduct and management history, the Board of Directors (and Academic Board as applicable) will consider the following (but not be limited to):

- a. whether the person has previously been found not to be fit and proper in relation to a relevant Act
- b. whether the person's registration to provide higher education courses, accreditation of a course or registration as an RTO under the Act or a State or Territory law has been cancelled, revoked, restricted, not renewed or suspended
- c. whether the person's registration under the ESOS Act has been cancelled, revoked, restricted, not renewed or suspended

- d. whether the person has had a condition imposed on a registration, approval or arrangement to provide higher education courses, accreditation of a course or registration as an RTO under the Act, ESOS Act or a State or Territory law
- e. whether the person has breached a condition listed at d above
- f. whether the person has been disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001
- g. whether the person has the skills and experience relevant to govern and manage the affairs of a higher education provider
- h. whether the person has the technical knowledge and ability relevant to the specific duties for which they are engaged
- i. whether the person has a sound professional reputation (for example, based on the individual's professional history and the views of others from the relevant field/s)
- j. whether the person has the confidence of peers, colleagues, clients, and the public at large to not engage in improper conduct in the discharge of their professional duties. This could involve matters that fall short of convictions but call into question the person's judgement and integrity, such as whether the person represents as legitimate a qualification issued by an institution that is found to issue illegitimate qualifications (i.e. a degree or diploma mill).

### **Financial Record**

Australis recognises that a person's financial record is an important element in determining their fitness and propriety.

When assessing the financial record of the individual, the Board of Directors (and Academic Board as applicable) will generally consider matters such as (but not limited to):

- a. whether there are any indicators that the individual will not be able to meet debts as they fall due
- b. whether relevant solvency requirements are met
- c. whether the individual has been subject to any judgment, debt or award that remains outstanding or has not been satisfied within a reasonable period
- d. whether the individual has made arrangements with creditors, filed for bankruptcy or been adjudged bankrupt or had assets confiscated
- e. whether the individual has been able to provide a satisfactory credit reference if required.

## **6. FAILURE TO DISCLOSE MATTERS THAT MAY PLACE A KEY PERSONNEL'S FITNESS AND PROPRIETY AT RISK**

It is the responsibility of all key personnel to disclose any matters that may place their fitness and propriety at risk.

Non-compliance with this policy and procedure, may amount to misconduct or severe misconduct. Such actions may lead to disciplinary measures or a termination of the key personnel. Also see *Code of Conduct* for further information.

Non-compliance with this policy and procedure may lead to the involvement of an external statutory authority and/or agency, and subsequent measures being taken.

## **7. PRIVACY AND CONFIDENTIALITY**

Fit and propriety disclosure information will be maintained in compliance with the *Privacy Policy*. Information held may be utilised by an organisation for audit, reporting, monitoring compliance, and other functions mandated by law or the government.

## **8. RECORD MANAGEMENT**

All key personnel and employees must adhere to the *Records and Information Management Policy* when managing records. This entails the preservation of these documents within a recognised Australis information management system for record-keeping purposes.

## 9. Related Documents, External References and Version Control

### 9.1. Related/Referenced Documents

- Code of Conduct
- Conflict of Interest Policy and Procedure
- Risk Register
- Records and Information Management Policy
- Privacy Policy

### 9.2. Related Legislation and External References

- Higher Education Standards Framework 2021 (Threshold Standards)
- Tertiary Education Quality and Standards Agency (TEQSA) Act 2021
- TEQSA Fit and Proper Declaration Form
- TEQSA Guide to determining the fitness and propriety of a person

### 9.3. Version Control

Version	Date	Reviewed/approved by	Key notes/changes
0.1	26/07/24	Board of Directors (BoD)	Discussed at the Board of Directors meeting on 26/704.
0.2	29/07/24	Chief Executive Officer (CEO)	Drafted by the CEO based on BoD discussions.
0.3	20/08/24	Audit and Risk Committee (ARC)	Feedback and suggestions for improvement provided by ARC.
0.4	13/9/24	Academic Board (AB)	Approved at the 13/9/24 AB meeting
0.5	16/9/24	BoD	Approved at the 16/9/24 BoD meeting

### 9.4. Document Review

To be reviewed at least every five (5) years from the date of final approval.