

## Due Diligence Policy and Procedure

<b>Approving body</b>	Governing Board (GB)
<b>Date approved</b>	27 Feb 2025
<b>Date of effect</b>	Commencement of operation
<b>Next scheduled review</b>	Two years from when policy commences
<b>Policy owner</b>	Chief Executive Officer (CEO)
<b>Policy contact</b>	Chief Executive Officer (CEO)
<b>Related Documents</b>	Vanhoo Education Institute Pty Ltd Constitution Governing Board Terms of Reference Academic Board Terms of Reference
<b>Higher Education Standards Framework (HESF) 2021 (Cth)</b>	Standard 6.1

## Purpose

- Zenith Innovation Institute (**Zenith / ZII / the Institute**) will exercise due diligence to establish the nature of the following matters before entering into contracts and/or agreements with external parties or filling vacancies in governance and leadership positions:
  - associated regulatory history;
  - potential current or historical conflicts of interest;
  - financial standing and history;
  - compliance history; and
  - other matters that may arise relating to ethical and moral standing.
- This Policy sets out the policy dimensions, expectations and due diligence processes.

## Scope

- This Policy applies to the following:
  - Roles:**
    - members of the Governing Board (GB) and the Institute's governing committee bodies; and
    - key personnel.
  - Partnerships:**
    - articulation partner agreements;
    - education agent partners; and

- (iii) third-party partner service agreements.

## Policy

4. The Institute will only appoint a person into a governance position or into a key personnel role after the Institute has assured itself that the person satisfies the *Tertiary Education Quality and Standards Agency Fit and Proper Person Determination 2018*.
5. The Institute will only enter into contracts and/or agreements with external entities after due diligence processes have been undertaken, the outcome is deemed to be positive, and (if required) the GB has formally approved them.
6. Prior to entering into contractual arrangements, due diligence assessments will be undertaken including for articulation partners, third-party partners, and governance/key personnel appointments.
7. A TEQSA *Fit and proper person requirements declaration* (FPP) form must be completed as part of formalising the arrangement.
8. If the FPP form is found to be intentionally inaccurate, the arrangement, whether with a third-party partner, member of governance, or key personnel member, will be terminated.

## Procedure

### Articulation Partner agreements

9. Prior to entering into a contractual agreement with an articulation partner, the Institute will undertake a due diligence process which will require the following:
  - (a) Confirmation through public sources, such as [ASIC Connect](#), [ASQA's Decisions and Notices](#), [AAT eCase](#), [Training.gov.au](#) or [TEQSA's National Register](#), the partner's regulatory history, such as proposed cancellations or conditions imposed, and financial standing history, such as bankruptcy.
  - (b) Disclosure by proposed members of the GB and Academic Board (AB), the Chief Executive Officer (CEO) and the Academic Dean (Dean) of any interests they may have that have the potential to create a conflict with their duties to the Institute.
10. As part of formalising the articulation partner agreement, the articulation partner's governance members and any other key personnel who make decisions that have a substantial effect on their institution, will be required to complete a TEQSA FPP form.

### Appointment of governance members and key personnel

11. The due diligence process for appointing governance members and key personnel is conducted at two stages.

#### Stage 1 – Prior to appointment

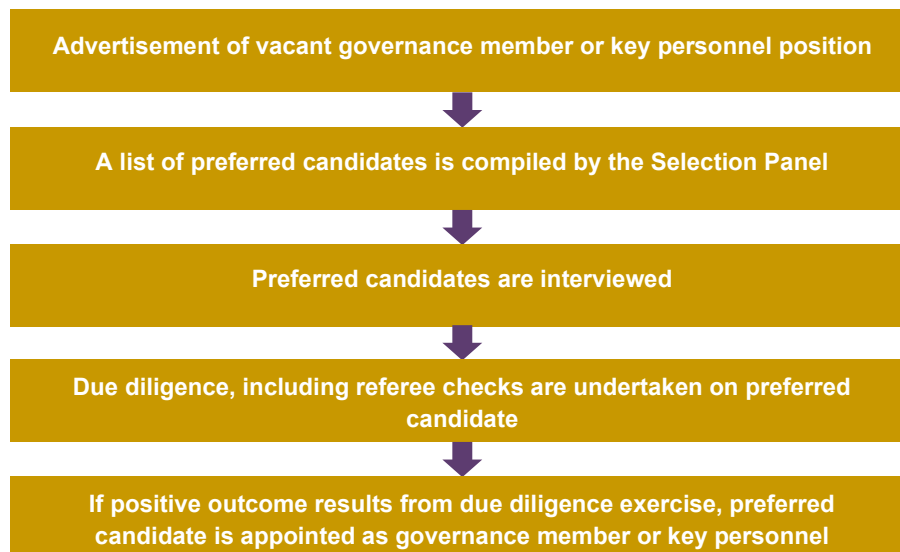
12. Preferred candidates will need to complete a TEQSA FPP form
13. Verification of the information provided in the preferred candidate's CV and completed FPP form will be undertaken. In the case of academic appointments, their research activities will also be verified where possible.

14. The following repository of public information may be accessed in verifying the information disclosed by the preferred candidate:
- (a) [ASIC Connect](#) (financial standing due diligence);
  - (b) [TEQSA's National Register](#) (regulatory history due diligence);
  - (c) [ASQA's Decisions and Notices](#) (regulatory history due diligence);
  - (d) [Training.gov.au](#) (regulatory history due diligence);
  - (e) [AAT eCase](#) (regulatory history due diligence);
  - (f) [ACCC Public Register](#) (conduct due diligence);
  - (g) [LinkedIn](#) (professional history due diligence); and
  - (h) any publicly accessible research registers (where applicable).
15. The Institute will have regard to the following matters:
- (a) **Timing** – when was the preferred candidate involved in the incident? (e.g., what period of time has elapsed since TEQSA imposed a condition on an Institute of Higher Education (IHE) at which the preferred candidate was concurrently employed?)
  - (b) **Gravity** – how significant was the incident in which the preferred candidate was involved? (e.g., did the actions of the preferred candidate result in an infringement notice issued by the ACCC for contravening the Australian Consumer Law)
  - (c) **Frequency** – how many incidents was the preferred candidate involved in? (e.g., how many times was a condition imposed on the registration or course accreditation of the IHE while the preferred candidate was in his/her position?).

## Stage 2 – Following successful appointment

16. Key personnel will be required to:
- (a) disclose any potential conflict of interests, which will be recorded in the Institute's *Register of Interest*;
  - (b) sign a contract which requires them to maintain their status as a Fit and Proper Person, as required by TEQSA;
  - (c) ensure the FPP form is accurate and current.

The flow chart below depicts the due diligence process described above.



## Third-party partnerships

17. Prior to entering into a contractual agreement with a third party, regardless of whether or not the third party is a related entity, the following due diligence will be undertaken by the Institute:
- (a) confirm through public sources, such as [ASIC Connect](#) and the [ACCC Public Register](#), the entity's history and track record in providing services to the education and non-education sectors;
  - (b) check the FPP declarations of all governance members and persons in a position to have an impact on the higher education to be delivered or who are involved in substantial decision making;
  - (c) verify the financial standing of the entity through examination of the last three years of audited financial statements, including any history of bankruptcy;
  - (d) assess staff members' CVs to ensure they have the appropriate profile and the capacity to deliver higher education; and
  - (e) review the administrative capability, including the entity's staffing structure and systems.
18. As part of formalising the contractual arrangements, the third-party entity's governance members and any other personnel, who make decisions that have a substantial impact on the higher education to be delivered, will have to complete a TEQSA FPP form.

## Responsibilities

19. All key personnel are responsible for:
- (a) completing the FPP form as accurately as possible;
  - (b) informing the relevant governing body of any change in their circumstance that may affect their fitness and propriety. The relevant bodies are:
    - (i) the Chair of the GB, on behalf of the GB, if the person concerned is:
      - (A) a member of any of the Institute's governing bodies;
      - (B) the AB Chair; or

- (C) the CEO or a person in a third-party entity with substantial decision-making authority; and
- (ii) the Chair AB, on behalf of the AB, if the person concerned is the Academic Dean ;
- (c) completing a new FPP form, if there is a change in circumstances that affects the accuracy of a previously completed FPP form; and
- (d) completing a new FPP form every 2 years.
20. The GB and the AB are responsible for assuring themselves that all key personnel are fit and proper.
21. The CEO is responsible for assuring that all key personnel in a third-party entity are fit and proper.
22. All staff are responsible for making a disclosure to the relevant body if they become aware that the circumstances of any key personnel have changed requiring them to complete a new FPP form:
- (a) the Chair of the GB if the key personnel is:
- (i) a member of any of the Institute's governing bodies; or
- (ii) the Chair of the AB; or
- (iii) the CEO; and
- (b) the Chair of the AB if the person concerned is the Academic Dean.

## Definitions

23. For the purposes of this Policy, the following terms are defined as follows:

Term	Definition
Articulation partner	A provider with whom the Institute has an agreement which will enable a student who has completed a course with the other provider to be admitted to one of the Institute's course with or without credit
Governing committee bodies	Includes the GB and any committees established under the Institute's Governance Framework
Provider	A TEQSA-registered 'institute of higher education' or an ASQA-registered Registered Training Organisation or a recognised overseas/international provider
Key personnel	Any members of the Institute's governing bodies, the CEO, the Dean or other persons in a position to influence the Institute's operations
Third-party partner	An external party with which / the Institute intends to enter or has entered into an arrangement. The arrangement could be for the following: <ul style="list-style-type: none"> <li>the Institute delivering a course (or courses) on behalf of the partner</li> <li>the partner delivering a course of the Institute on behalf of the Institute</li> <li>the partner delivering services (e.g., information technology) for the Institute.</li> </ul>

## Version History

Version	Changes	Approval Body	Approval Date
1.0	New Policy	Governing Board (GB)	22 Feb 2024
1.1	Point 12, added TEQSA Point 19 d) updated from annually to every 2 years	GB	27 Feb 2025