



Version	Approved by	Approval date	Effective date	Next full review
2.0	UNSW Council	14 August 2023	14 August 2023	June 2025
Procedure Statement				
Purpose	To describe the framework for governance and oversight of controlled entities in accordance with the University of New South Wales Act (1989) ('UNSW Act') and other applicable legislation.			
Scope	<p>This Procedure applies to the whole lifecycle of current and new controlled entities, from establishment to winding up or disposal, including controlled entity reporting, and transactions between UNSW and a controlled entity.</p> <p>Advice from UNSW Legal & Compliance is required if there is any inconsistency between this Procedure and any agreement relating to a controlled entity.</p> <p>This Procedure must be complied with by all UNSW staff.</p> <p>Existing controlled entities must fully comply with requirements of this Procedure by 14 August 2024.</p>			
Are Local Documents on this subject permitted?	<input type="checkbox"/> Yes, however Local Documents must be consistent with this University-wide Document		<input checked="" type="checkbox"/> No	
Procedure Processes and Actions				

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1. Principles

This Procedure assists Council to achieve best practice governance and meet its responsibilities under the [UNSW Act](#) and the [Voluntary Code of Best Practice for the Governance of Australian Public Universities](#) ('Voluntary Code') with respect to UNSW's controlled entities. The following principles must be observed:

- UNSW may establish domestic and offshore controlled entities to conduct activities within the scope of UNSW's statutory functions, where there are compelling reasons to do so.
- Council approval is required to establish a controlled entity or to dispose of material¹ assets of controlled entities.
- Advice from [UNSW Legal & Compliance](#) must be sought when the University seeks to acquire a controlling interest in an existing Australian or overseas entity.
- UNSW will apply a consistent approach with respect to controlled entity:
 - establishment or acquisition, oversight and winding up
 - constitutions
 - powers, responsibilities, governance and reporting, and
 - transactions and arrangements between UNSW and controlled entities (such as supply of services or secondments).
- Joint venture agreements must be consistent with UNSW's statutory obligations and this Procedure. Any departure from these requirements must be approved by [UNSW Legal & Compliance](#).
- UNSW staff and Council are obliged to disclose and manage any actual, perceived or potential conflicts of interest in accordance with applicable company law and UNSW's [Conflict of Interest Disclosure and Management Policy](#) and [Procedure](#).

2. What is a controlled entity?

Controlled entities are subsidiaries over which UNSW has capacity to exercise control.² Circumstances in which this occurs may include where the University:

- directly or indirectly owns more than half of an entity's voting shares
- owns less than half of an entity's voting shares in an entity, but still has power:
 - over the voting rights attaching to more than half of the voting shares in the entity by virtue of an agreement with other shareholders
 - to determine the financial and operating policies of the entity, and / or
 - to appoint or remove a majority of the Board.

The Vice-President, Operations is authorised to determine whether an entity is controlled by the University, taking into account the recommendation of the Director, Financial Control and Compliance and any other relevant advice, including UNSW Legal & Compliance and the Audit Office of NSW.

3. Establishing a controlled entity

Staff must not commit the University to any contracts or other binding commitments before Council approves establishment or acquisition of a controlled entity, except where UNSW Legal & Compliance and / or Finance approves the engagement of specialist advice in relation to a proposal to establish a controlled entity.

¹ The UNSW CFO will determine materiality within the parameters of the entity's constitution (Reserved Matters).

² Refer to AASB 10 for the full meaning of control.

3.1. Reasons for establishing a controlled entity

UNSW may consider establishing a controlled entity:

- to optimise the commercial returns of a particular facility, resource or research of the University which cannot be obtained via UNSW (having regard for the costs to establish and maintain a controlled entity)
- to support the University in managing the risks associated with a particular project or activity
- to comply with regulatory requirements, such as where UNSW delivers an activity in another jurisdiction and is required to have a legal presence there and/or
- for any other reason approved by Council that is consistent with the University's object and functions.

3.2. Process for establishing a controlled entity

Preliminary proposal

- a) When a new controlled entity is proposed, an Applicable ULT Member and a UNSW Representative must be identified.
- b) The Proposer must prepare a brief written proposal with a request for the University Leadership Team ('ULT') to give in principle approval to proceed with the Controlled Entity business case. The proposal must address, at a minimum:
 - points a), b), f), g) and m) of [Appendix A: Checklist of business case items required to consider the establishment of a Controlled Entity](#).
 - which Deputy Vice-Chancellor/s and/or Vice-President/s will be asked to review the detailed business case if in principle approval is obtained.
- c) If supportive of the proposal, the Applicable ULT Member will submit the proposal to the Deputy Vice-Chancellor, Planning and Assurance and the Vice-President, Operations.
- d) If the Deputy Vice-Chancellor, Planning and Assurance and the Vice-President, Operations provide in principle approval of the proposal, the Proposer will then prepare a detailed written business case.

Business case

- e) The Proposer must prepare a business case that addresses each point set out in [Appendix A](#) and arrange a briefing session for the reviewers. The business case and all supporting documentation (e.g. draft constitution, business plan, initial budget and cashflow forecast) must be reviewed by the staff below, who will provide feedback based on their expertise.
- f) Reviewers (or nominees) for all proposals include the:
 - Chief Financial Officer ('CFO'), and
 - Director, Risk, and
 - Director of Governance & University Secretary, and
 - General Counsel
- g) Depending on the core subject matter, reviewers (or nominee) will include one or more of the following:
 - Deputy Vice-Chancellor, Education and Student Experience ('DVCESE') for education proposals
 - Deputy Vice-Chancellor, Equity Diversity and Inclusion ('EDI') for EDI proposals
 - Deputy Vice-Chancellor, Research and Enterprise for research and enterprise proposals
 - Vice-President, External Engagement for external engagement and philanthropy proposals and offshore controlled entities.
- h) In relation to a proposal and the business case and all other supporting documentation for the proposal:
 - Where the core subject-matter of a proposal crosses two or more areas identified above, then all the relevant reviewers above must review it; and
 - Each reviewer must provide written comments within three weeks of receiving it.

- i) The business case and all of the comments from the reviewers must then be submitted to the Deputy Vice-Chancellor, Planning and Assurance and the Vice-President, Operations, who will decide whether the proposal for the establishment of the controlled entity proceeds to ULT.
- j) Where ULT supports the establishment of the controlled entity, the business case (plus other supporting documentation and any additional documents identified by ULT) must be submitted via the Finance and Strategy Committee to Council for decision.

4. Controlled entity constitutions

Controlled entities created after this Procedure comes into effect are required to use the model constitution unless otherwise approved by UNSW Legal & Compliance.

Constitutions of existing controlled entities will be reviewed by UNSW Legal & Compliance and the Corporate Secretary (Controlled Entities) to ensure they are consistent with this Procedure.

Controlled entity constitutions must:

- not authorise any controlled entity to exercise a function or engage in an activity that the University itself cannot exercise or engage in
- be consistent with the principles set out in this Procedure, unless departures are specifically approved by UNSW Legal & Compliance.

Where the entity is an offshore entity, UNSW Legal & Compliance will arrange for the constitution to be reviewed by a legal practitioner in the relevant jurisdiction to ensure that local legal requirements are satisfied.

5. The composition of a controlled entity board

Controlled entities must consult the Corporate Secretary (Controlled Entities) on proposed board changes as follows:

- Company secretaries of controlled entities must notify the Corporate Secretary (Controlled Entities) of director cessations within three days of being notified.
- The Corporate Secretary (Controlled Entities) will liaise with Boards, the Applicable ULT Member and relevant UNSW stakeholders to ensure that board changes align with a controlled entity's constitution and the requirements of this Procedure.
- Boards must consider the advice and recommendations of the Corporate Secretary (Controlled Entities), including in relation to:
 - succession planning
 - the Applicable ULT Member
 - director terms of appointment
 - inductions of Independent Directors
 - Board skills matrix assessments, and
 - diversity as set out in the [Representation on UNSW Committees and Decision-Making Bodies Procedure](#).

Boards must:

- Meet all eligibility requirements for directors in accordance with the applicable company laws.
- Include one or more Independent Directors. Where this requirement is not met, a rationale must be provided:
 - as part of the business case for new controlled entities (see [Appendix A](#)), or
 - to the Director of Governance & University Secretary from the Applicable ULT Member in the case of existing controlled entities.

The rationale must address how the existing board composition aligns to the current and emerging business needs of the controlled entity by reference to matters such as the size, turnover, strategy, plans and risks of the business and any relevant regulatory requirements.

The rationale will be included in the annual assessment of the University's compliance with the Voluntary Code, which is reported to Council.

- Possess the expertise and experience necessary to provide proper stewardship, control and good governance of the controlled entity. The chair of each controlled entity is to work with the controlled entity's secretary and the Corporate Secretary (Controlled Entities) to assess and identify necessary skills at three year intervals as part of the required Board Performance review and when a vacancy arises.
- Require Directors who are UNSW employees to complete the Australian Institute of Company Directors course prior to appointment and be entitled to use the post nominal GAICD (Graduate of the Australian Institute of Company Directors).
- Be an appropriate size relative to the size, nature, strategic objectives and risks of the business of the controlled entity, and with a minimum of three directors.

6. Obligations of the board of a controlled entity

Boards must:

- a) Adopt and evaluate their own governance principles and practices (for example, using the UNSW Model Board Charter³ or, in the case of an offshore controlled entity, a board charter that complies with local requirements and this Procedure) that are consistent with the [UNSW Act](#) and the Voluntary Code.
- b) Develop and review at appropriate intervals a strategic plan containing strategic priorities and achievable and measurable performance targets.
- c) Develop an annual business plan to reflect and align with the strategic plan for the controlled entity.
- d) Assess its own performance (at two year intervals, in conjunction with its company secretary and the Corporate Secretary (Controlled Entities) and consider training and development needs of Board members annually.
- e) Ensure that its decision-making is transparent and ethical, including adoption of appropriate processes governing disclosure and management of conflicts of interest.
- f) Establish its own register of delegations or delegations policy, having regard to the decisions reserved in its constitution to UNSW.
- g) Properly manage the resources and assets of the controlled entity, manage expenditure within budget, ensure that the controlled entity can meet ongoing financial obligations and remains solvent at all times, including compliance with any financial support agreements with the University.
- h) Meet regularly (at least twice a year, and in every case, so as to meet the entity's statutory responsibilities) and prepare minutes of its meetings that meet the requirements of the Corporations Act (or overseas equivalent for offshore controlled entities).
- i) Develop and implement an effective risk management framework and plan (that includes safety risks) in consultation with the University's Director, Risk and the Director, Safety. The plan must be appropriate for the controlled entity and congruent with UNSW's risk management framework; if appropriate, develop a business continuity and crisis management plan, and ensure regular reporting and reviews of these plans by its board.
- j) Controlled entities operating a business that supplies goods and services to customers must report annually to ULT and the Safety & Risk Committee on their performance against the risk appetite. The risk appetite will be drafted by UNSW and then discussed and agreed with the entity. An annual update on how they have managed their top risks must also be reported to the Safety & Risk Committee.
- k) Ensure that the ULT has the opportunity (via the Applicable ULT Member) to review and comment on proposed strategic and risk management plans before they are finalised, in accordance with the reporting requirements of this Procedure (see Section 8 and [Appendix B](#)).

³ Available from Governance on request.

- l) Controlled entities that employ staff are required to report to UNSW on safety matters including any physical and mental injuries, key safety risks and workers compensation claims.
- m) Ensure directors fees are not paid to:
 - directors who are UNSW staff members
 - Independent Directors, unless permitted under the controlled entity’s constitution and the payment has been approved by the UNSW Representative on the advice of the Corporate Secretary (Controlled Entities).
- n) Ensure that the Audit Office of NSW is appointed as its auditor.

7. Management of a controlled entity

A controlled entity must:

- a) Establish systems of governance, internal controls, management accountability and risk management which are: appropriate for its business; align with the strategic, operational and risk management plans of the controlled entity; and comply with all applicable legal requirements.
- b) Use UNSW’s Finance, Human Resources, Information Technology and Legal & Compliance Office systems and staff unless alternative provisions were set out in the business case approved by ULT to establish the controlled entity. Existing controlled entities will be required to report a justification for their approach to the Corporate Secretary (Controlled Entities) if UNSW Finance, HR, IT and Legal office systems and staff (if applicable) are not used.
- c) Keep proper books and records in accordance with section 41 of the [Government Sector Audit Act](#) NSW (1983), the [Corporations Act](#) (2001) (Cth) and other applicable legislation; and make books and records available to UNSW’s internal and external auditors as and when required.
- d) Meet the requirements for reporting to Council, ULT and specific officers, as set out in this Procedure.
- e) Maintain levels of remuneration for staff that are reasonable and clearly linked to organisational and individual performance.
- f) Ensure that its resources are managed efficiently and sustainably in accordance with annual budgets and business plans to remain solvent at all times and to achieve its strategic objectives and priorities.
- g) Establish appropriate systems and processes to monitor and manage compliance with legislative obligations, including obligations attaching to any statutory licence or permit, and provide evidence and assurance of effective compliance management to UNSW as required under the University’s [Legislative Compliance Policy](#) and [Procedure](#).
- h) Establish appropriate systems and processes to manage conflicts of interest that are consistent with the University’s [Conflict of Interest Management and Disclosure Policy](#) and [Procedure](#).
- i) Contact the [Finance Help Desk](#) to discuss and confirm insurance requirements and the [Safety Unit](#) to discuss and confirm workers compensation requirements.
- j) Comply with the principles of competitive neutrality set out in UNSW’s [Competitive Neutrality and Pricing Policy](#), including the requirement to charge a competitive amount for services.
- k) Adopt UNSW policies or implement its own policies (subject to the restrictions set out in Appendix C), relevant to its purpose and operations. Furthermore:
 - A controlled entity operating a business that supplies goods and services to customers must have policies which address the matters set out in Appendix C. The UNSW Policies which currently address these matters will apply until such time as they are replaced by a controlled entity’s specific policy.
 - An offshore controlled entity must also have policies which address legal obligations of the country in which it operates.
 - All onshore controlled entities subject to the NSW *Public Interest Disclosure Act 1994* (or its replacement) must have a policy that provides for its procedures for receiving, accessing and dealing with public interest disclosures.
- l) Not do anything that would prevent the effective operation of the Report Wrongdoing Policy or Procedure.

- m) Document arrangements appropriately when providing services or when granting rights to the University, or receiving services or granted rights by the University (for example, a licence will be required for the use of the University's registered trademarks and other branding and any other IP such as course materials; a service level agreement will be required where UNSW provides services, including access to IT and Finance services and systems; a sub-lease may be required if the controlled entity will be using premises that the University leases from a third party). [UNSW Legal & Compliance](#) advice regarding the appropriate form of documentation is required to be obtained.

7.1. Provision of educational services by the controlled entity

A controlled entity that provides educational services in collaboration with the University or on the University's behalf or offers a Higher Education Award or Foundation Program, for example under a third-party arrangement as per the [Higher Education Standards Framework](#), must:

- a) appoint the Deputy Vice-Chancellor, Academic Quality or the DVCESE to its board
- b) establish an academic governance committee accountable to the controlled entity's board, and
- c) comply with the relevant requirements of the UNSW Framework for Managing Educational Third-Party Arrangements regarding the delivery of educational services, including processes for proposals, review, approval, monitoring, quality assurance and other relevant matters.

A controlled entity that provides educational services in collaboration with the University or on the University's behalf to offer a CRICOS registered and/or UNSW badged non-award offering (for example under a third-party arrangement), must comply with requirements of the UNSW Framework for Managing Educational Third-Party Arrangements regarding the delivery of educational services, including processes for proposals, review, approval, monitoring, quality assurance and other relevant matters.

8. Reporting requirements

8.1. Notifications to the University

A controlled entity must formally notify the Applicable ULT Member, the CFO and the Director, Risk in writing immediately (and in serious safety incidents no later than 24 hours after, all other cases no later than 72 hours after) it becomes aware of circumstances, events or significant risks with potential to adversely impact UNSW's standing, reputation or operation and/or viability (including solvency) of the controlled entity.

8.2. Reporting Protocol

A controlled entity must comply with the requirements of the Reporting Protocol set out in [Appendix B](#) and discussed in the following sections. Council may amend the Reporting Protocol at its discretion and independently of the Policy Framework Review process.

8.3. Business plan

A controlled entity must submit an annual business plan to Council that reflects and aligns with the strategic plan for the controlled entity and provide quarterly reports in accordance with the Reporting Protocol (see [Appendix B](#)).

8.4. Financial reporting

The controlled entity will comply with the management and statutory reporting requirements communicated by UNSW Finance to fulfil internal and external financial reporting obligations. Reporting timelines are published on the [UNSW Finance website](#). This is in addition to reporting requirements applicable to an offshore controlled entity in its own jurisdiction.

8.5. Legislative compliance certification

To meet the University's [Legislative Compliance Policy](#) and [Procedure](#), the Board of each controlled entity will annually certify to UNSW's Head of Controlled Entities Law that in the reporting period the entity:

- has systems and processes (and associated training and materials) in place to achieve compliance with all legislative obligations that apply to it (including compliance with obligations imposed by licences, permits and authorities granted under legislation) within each jurisdiction in which it operates
- is not aware of any breach of any such obligations or, if there have been any breaches, that in each case the appropriate remediation actions have been taken and the breach has been resolved.

8.6. Commercial activities reporting

A controlled entity will be required to comply with requirements prescribed by the University for the conduct of "commercial activities" (as defined by the UNSW Act), including reporting requirements.

8.7. Other reporting

Council or its delegate may request additional reports to those specified in the Reporting Protocol.

9. Voluntary winding up of a controlled entity

When winding-up a solvent controlled entity the company's outstanding business is finalised, its assets are liquidated, and outstanding debts are paid.

- Winding-up of a solvent controlled entity may occur in two ways:
 - voluntarily by the members/shareholders of the company to comply with applicable law
 - application to ASIC to have the company deregistered if the company is solvent but does not meet the requirements for voluntary winding up (e.g., it has assets worth \$1000 or more).
- A proposal must be developed that sets out the reasons for the proposed winding up and includes all relevant financial and other information to enable Council or the Audit Committee of Council to make an informed decision.
- For overseas controlled entities, any winding up must comply with the requirements of the relevant jurisdiction and must be done in conjunction with UNSW Legal & Compliance and UNSW Finance.

10. Disposing of a controlled entity

The disposal of the University's interest (in whole or in part) in a controlled entity must be approved by Council or by the Audit Committee of Council. Disposal includes sale, transfer or surrender, with or without consideration.

The Applicable ULT Member (or the Corporate Secretary (Controlled Entities) on their behalf) is responsible for developing a proposal that sets out the reasons for the proposed disposal and which includes all relevant financial and other information to enable ULT to make a recommendation to Council or the Audit Committee of Council regarding the disposal.

11. Acknowledgements

Some content within this Procedure has been sourced from policies and procedures of other Universities. The University gratefully acknowledges the assistance of those Universities.

Accountabilities	
Responsible Officer	Deputy Vice-Chancellor, Planning and Assurance
Contact Officer	Director of Governance & University Secretary

Supporting Information	
Legislative Compliance	This Procedure supports the University's compliance with the following legislation: University of New South Wales Act 1989 Tertiary Education, Quality and Standards Agency (TEQSA) Higher Education Standards Framework (Threshold Standards) (2015)
Parent Document (Policy)	
Supporting Documents	Accounting Policy Conflict of Interest Disclosure and Management Policy Conflict of Interest Disclosure and Management Procedure Register of Delegations Report Wrongdoing Policy Report Wrongdoing Procedure Risk Management Policy Risk Management Procedure Treasury Policy Treasury Procedure Third Party Arrangements (including Commercial Activities) Policy Health and Safety Policy
Related Documents	Voluntary Code of Best Practice for the Governance of Australian Public Universities (2018) Australian Accounting Standards Board, Standard 10, 'Consolidated Financial Statements' (2011)
Superseded Documents	Version 1.0 dated February 2022
File Number	2022/014777
Definitions and Acronyms	
Applicable ULT Member	The representative ULT member for a controlled entity and the main channel of communication between the Board of the entity and ULT.
Board	A controlled entity's board of directors.
Commercial Activity	Commercial Activities are defined under the UNSW Act as those activities 'comprising the commercial exploitation or development, for the University's benefit, of any facility, resource or property of the University or in which the University has a right or interest' (s6.3a). This includes the exploitation of intangible property and resources including knowledge, research, and intellectual property, and commercial exploitation of the University's services, facilities, resources or property. See further the UNSW Commercial Activities Policy and Procedure [Link to new Policy & Procedure].
Council	The Council of the University.
Delegate	Person or group of persons set out in the Register of Delegations with delegated authority to perform specific functions.
Higher Education Award	A higher education award is defined in section 5 of the Tertiary Education Quality and Standards Agency Act 2011 and includes a qualification covered by level 5, 6, 7, 8, 9 or 10 of the Australian Qualifications Framework other than an award offered or conferred for the completion of a vocational education and training course.
Independent Director	A director who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board. Members of Council, staff or students of the University are not considered to be independent for the purposes of controlled entity boards.
Proposer	The staff member putting forward a proposal to establish a controlled entity. The Proposer must be at Head of School, Director, Head of business unit level or above.

University	The University of New South Wales ('UNSW').
UNSW Representative	The member of ULT appointed by the Council on the advice of the General Counsel to exercise the rights of UNSW as a shareholder or member for the entity for the purposes of the Constitution and all applicable legislation. This person must be a different member of ULT than the Applicable ULT Member.

Revision History				
Version	Approved by	Approval date	Effective date	Sections modified
1.0	UNSW Council	14 February 2022	14 February 2022	New document
2.0	UNSW Council	14 August 2023	14 August 2023	Majority of provisions

Appendix A: Checklist of business case items required to consider establishing a controlled entity

A business case to support the establishment of a controlled entity must address the following points:

- a) How it would align strategically with the University's objectives and strategic priorities, and proposed KPIs for the controlled entity for years 1, 2 and 3.
- b) Why it is proposed to establish a controlled entity rather than the University itself conducting the business or using an alternative operating structure (for example, an existing controlled entity, an unincorporated joint venture or other contractual arrangement). The business plan must have regard to the significant set up and compliance costs involved to establish and maintain a controlled entity and must ensure these costs are properly recorded (including the costs of using the central functions identified at paragraph 7(b) above).
- c) The proposed constitution of the controlled entity which has been developed/approved by UNSW Legal & Compliance, as well as the proposed Board membership (including the Directors' expertise, experience and affiliations) and how they were selected relative to the skills required to execute the business case (skills matrix to be attached).
- d) Where the proposed Board does not include any Independent Directors (see Definitions), an explanation as to why there is not at least one proposed Independent Director (consistent with the requirements of this Procedure).
- e) Details of any proposed Independent Directors' fees, if applicable.⁴
- f) [Risk appetite](#), which is to be drafted by UNSW and then discussed and agreed with the controlled entity.
- g) Identify the benefits and risks to the University in establishing the controlled entity and assess risks to comply with the [UNSW Risk Framework](#), including whether the necessary controls and mitigants to risks are available, affordable and able to be implemented.
- h) The principal commercial and financial assumptions, including start-up costs/initial investment and any non-financial contribution by the University to the controlled entity.
- i) Financial forecast for the three years following the establishment or acquisition of the controlled entity – this should also include a detailed cash flow forecast which includes purchase costs, capital investment, start-up costs, any initial operating losses and costs for using UNSW's finance, human resources, information technology and legal systems and staff, to enable an evaluation of the investment required as part of the proposal and the controlled entity's financing needs.
- j) Where the controlled entity will be an offshore entity, details of offshore compliance assurance processes and tax treatment.
- k) Any other relevant issues applicable to the particular proposed controlled entity, including potential impact(s) on reputation and brand, students, staff, and compliance requirements including health and safety, licensing and accreditation.
- l) How the controlled entity will identify and manage conflicts of interest to comply with the [Conflict of Interest Disclosure and Management Policy](#) and [Procedure](#), for example, by means of a disclosure process.
- m) The proposed duration of the controlled entity (i.e., is it intended to operate for a limited time or will it be ongoing).
- n) Any legal and/or tax advice regarding the establishment of the controlled entity. Where the proposal relates to:
 - o a proposed offshore entity, the sponsor must obtain legal and tax advice in the relevant country via the UNSW Legal & Compliance Office
 - o a proposed entity in Australia, legal advice must be obtained via the UNSW Legal & Compliance.
- o) The proposed name of the controlled entity and measures taken to ensure the name is legally available for UNSW.
- p) Details of the individual who will act as the UNSW Representative. The UNSW Representative for each controlled entity will be appointed by the Council on the advice of the General Counsel at the time the Council approves the establishment or acquisition of the entity.

⁴ see s 6(l) above.
Controlled Entities Procedure
Version 2.0 Effective 14 August 2023

Appendix B: Reporting Protocol

Controlled entities are required to comply with the following Reporting Protocol unless Council or its Delegate determine that specific controlled entities will be subject to a modified Reporting Protocol, considering the size, operations and risks relevant to the controlled entity:

Frequency	What is required	Applies to	Governing body and role	Notes
Quarterly	Report against the business plan	Controlled entities operating a business that supplies goods and services to customers	Vice-Chancellor's Advisory Meeting (note) Council (note)	See section 8 above
Quarterly	Safety report	Controlled entities that employ staff	Safety & Risk Committee (note)	See section 6(l) above
Annually	Business plan for next financial year and updated objectives and KPIs	Controlled entities operating a business that supplies goods and services to customers	ULT (consultation) Finance & Strategy Committee (note) Council (note)	
Annually	Risk appetite position for next year and performance against prior year appetite	Controlled entities operating a business that supplies goods and services to customers	ULT (consultation) Safety & Risk Committee (note)	See section 6(j) above
Annually	Top current risks (top risk profile)	Controlled entities operating a business that supplies goods and services to customers	Safety & Risk Committee (note)	See UNSW Risk Framework
Annually	Financial reporting (includes audited accounts)	All controlled entities	Audit Committee (endorse) Council (approve)	
Annually	Legislative compliance certification	All controlled entities	Safety & Risk Committee (note)	See section 7(g) above
Annually and as required	Audit reports and management letters	All controlled entities	Audit Committee (note)	
As required	Notifications to the University of circumstances or events with the potential to adversely impact UNSW's standing and reputation and/or the viability (including solvency) of the controlled entity	All controlled entities	ULT (discuss and provide recommendations to Council) Council for (noting / decision)	See section 8.1 above

Appendix C: Policy requirements

A controlled entity operating a business that supplies goods and services to customers must have policies which address the matters set out below.

The UNSW Policies that address the matters which are marked with an asterisk are not replaceable by a controlled entity unless the controlled entity receives the approval of the UNSW owner of the policy.

- a) Code of conduct
- b) *Conduct, complaints and misconduct
 - bullying and harassment prevention, complaints, conduct, child protection, conflict of interest disclosure and management, gendered violence, gifts and benefits, modern slavery, misconduct, whistleblowers
 - public interest disclosure policy (as required by section 6D of the *Public Interest Disclosure Act 1994* (NSW)).
- c) *Data protection and security
 - cyber security, data governance and breaches, recordkeeping
 - note that the UNSW Cyber Security Policy must be complied with by the Controlled Entity where:
 - the controlled entity uses any UNSW Information Resource (as defined in the Cyber Security Policy as being any Information Service, Information Asset or Digital Information)
 - the controlled entity connects any device to a UNSW network or accesses a UNSW Information Resources (as defined in the Cyber Policy)
 - the controlled entity uses any other IT Services managed by UNSW.
- d) Employment
 - bullying, flexible work, recruitment and selection
- e) Equity, Diversity and Inclusion
- f) External Engagement
 - fundraising, gifts
- g) *Finance
 - business expenses, credit cards, procurement, travel
- h) Governance and Protocol
 - delegations, policy framework
- i) Health and Safety
- j) *Intellectual property and commercialization
 - copyright, intellectual property
- k) Risk and Compliance
 - legislative compliance, privacy, risk management.