



GOVERNANCE CHARTER

CONTENTS

<i>GOVERNANCE OVERVIEW</i>	3
GOVERNANCE SUMMARY	3
GOVERNANCE STRUCTURE	4
<i>TERMS OF REFERENCE</i>	<i>5</i>
1. BOARD OF DIRECTORS	5
1A. STRATEGIC REVIEW GROUP	8
2. EXECUTIVE MANAGEMENT GROUP	10
3. ACADEMIC BOARD	12
4. TEACHING AND LEARNING COMMITTEE	16
5. ETHICS COMMITTEE	19
6. BOARD OF EXAMINERS	22
7. COURSE DEVELOPMENT AND ADVISORY SUB-COMMITTEES	24
8. ACADEMIC APPEALS SUB-COMMITTEE	27

GOVERNANCE OVERVIEW

GOVERNANCE SUMMARY

International College of Management, Sydney Pty Limited as trustee for ICTHM Trust (“the College”) is a proprietary limited company with a Board of Directors that includes a majority of independent members. The independence of the Board of Directors provides a mechanism to separate the ownership and governance of the Company from the management of the College and to provide independent business, financial and higher education and vocational training expertise and advice at the highest level of decision-making. The Board of Directors sets the College’s mission and strategic goals in addition to ensuring the College continues to meet its legal, regulatory, financial and social obligations and responsibilities.

In order to provide a mechanism whereby the College is provided with independent academic advice, the Board of Directors (by the powers vested in it, by clause 7 of the Company Constitution) delegates the academic governance of the College to the Academic Board. The Academic Board has responsibilities to assure academic quality and integrity of the College’s higher education courses. The Academic Board has responsibility for academic policy making, academic administration and oversight of the educational process. This ensures that the Academic Board maintains appropriate control over the administration of the curriculum to allow educational outcomes to be achieved.

The Academic Board convenes a Teaching and Learning Committee for monitoring and reporting on quality assurance processes for teaching and learning within the College in order to ensure that day-to-day academic operations meet quality educational standards. The Teaching and Learning Committee also has responsibility for advising on policy and practice related to teaching and learning in the College’s courses.

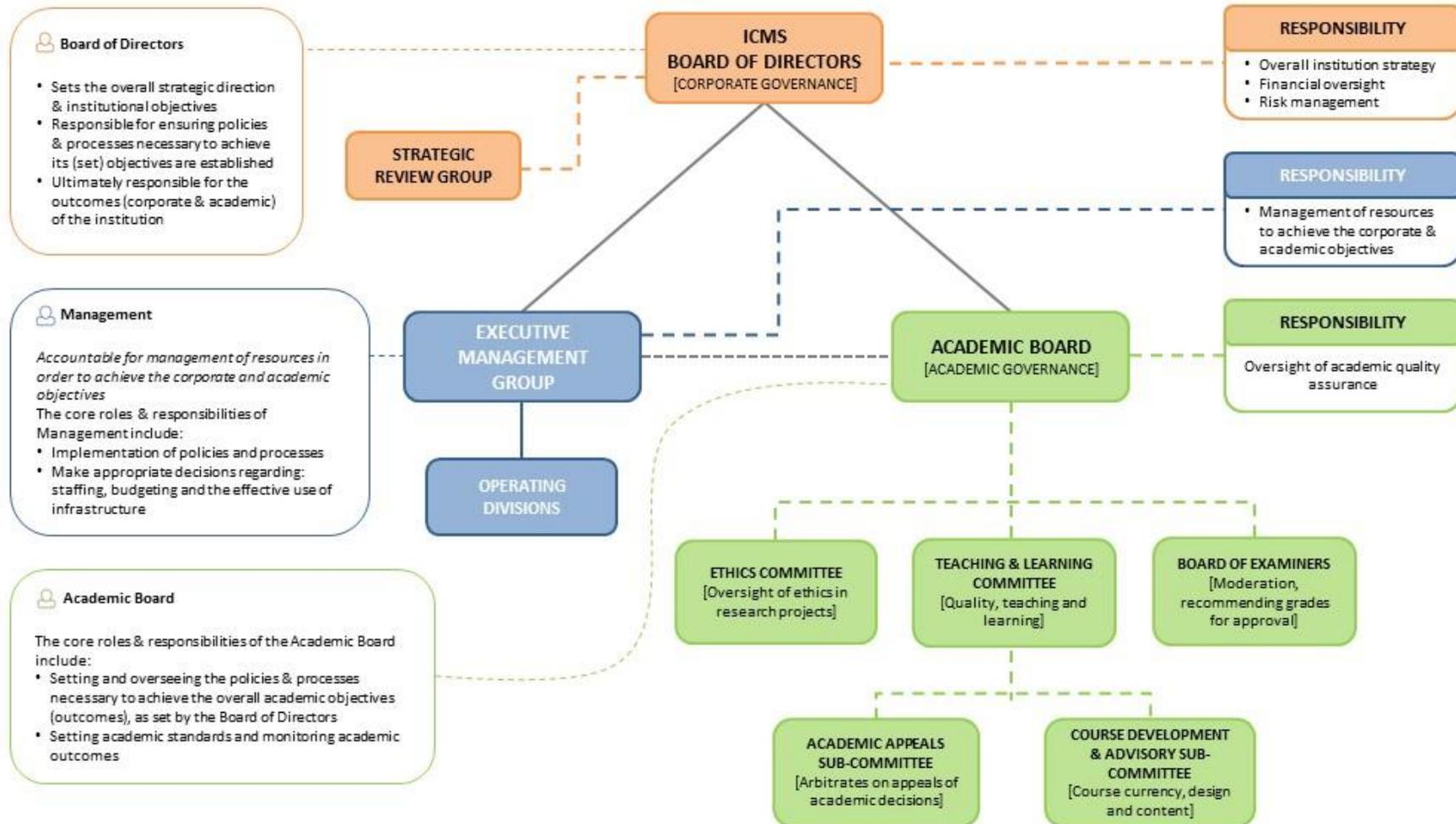
The Teaching and Learning Committee convenes Course Development and Advisory Sub-Committees for all disciplines to provide advice on new course proposals, applications for accreditation of new courses and re-accreditation of existing courses and to review existing courses in accordance with TEQSA’s Higher Education Standards Framework. Independent membership provides an additional measure of assuring the quality and relevance of the College’s higher education courses.

The Academic Board also convenes an Ethics Committee to oversee ethical conduct in the College’s applied research and teaching activities and a Board of Examiners to make recommendations to Academic Board on subject grades and progression and completion matters.

The Board of Directors delegates responsibility for the efficient conduct of the College’s business to the Chief Executive Officer (CEO) who convenes the Executive Management Group, which consists of the senior management of the College. The Executive Management Group assists the CEO in the day-to-day running of the College.

The Board of Directors convenes a Strategic Review Group to monitor progress of the strategic goals of the College set by the Board of Directors.

GOVERNANCE STRUCTURE



TERMS OF REFERENCE

1. BOARD OF DIRECTORS

TERMS OF REFERENCE

1. Role

The Board of Directors of International College of Management Sydney Pty Ltd as trustee for The ICTHM Trust (“the College”) has oversight of the overall management of the College. The Board of Directors has responsibility for the College’s strategic direction, financial operations and for ensuring that the College’s legal, regulatory, financial and social obligations and responsibilities are met. The Board of Directors is a formally constituted governing body, which includes independent members, that exercises competent governance oversight of, and is accountable for all the higher education operations at the College including accountability for the award of higher education qualifications, for continuing to meet the requirements of the higher education standards framework and for the representation of the College.

2. Functions

The functions of the Board of Directors are to:

- i. Determine the College’s future direction by setting the mission and strategic goals of the College;
- ii. Appoint the CEO of the College and monitor their performance;
- iii. Establish performance targets and ensure that progress against targets is monitored and that action taken to correct underperformance;
- iv. Ensure that the College is financially viable, sustainable through researched growth strategies, and that sufficient financial and other resources are applied to maintain viability and sustainability of the College and its business model to meet and continue to meet the requirements of the Higher Education Standards Framework, to achieve its objectives and targets, and to sustain the quality of higher education offered;
- v. Monitor the financial position, financial performance and cash flows of the College, ensuring that financial management meets accounting standards and that effective financial safeguards and controls are operating;
- vi. Ensure that company financial statements are audited independently by a qualified auditor against Australian accounting;
- vii. Identify and monitor any risks to higher education operations and ensure that the College manages and mitigates those risks effectively;
- viii. Establish and maintain an Academic Board to oversee competent academic governance of the College, and leadership of its higher education provision and academic activities;
- ix. Approve a *Quality Assurance Framework* to guide the College and maintain oversight for the College’s policy framework, retaining specific responsibility for approving quality assurance related and non-academic policies consistent with legal and regulatory requirements and corporate social responsibility;
- x. Award qualifications on recommendation of the Academic Board;

- x. Ensure that the College complies with the requirements of the legislation under which it is established, any other legislative requirements and its constitution;
- xi. Delegate authority, through a system of documented delegations, to ensure effective governance, policy development and management, and monitor the implementation of those delegations; and
- xii. Identify and monitor lapses in compliance with the Higher Education Standards Framework and ensure that prompt corrective action is taken.

3. Composition

The protocols for composition of the Board of Directors are:

- i. The Board of Directors may consist of independent and non-independent members; however, membership should include a majority of independent members at all times;
- ii. Independent members are classified as those members who do not have any material or significant dealings with the College that could interfere with the exercise of independent judgement as a member nor have an interest in the ownership of the company;
- iii. Non-independent members are classified as those who have significant dealings with the College or have an interest in the ownership of the College; Membership of the Board of Directors is determined by the shareholders (owners) of the company;
- iv. The owners of the company will appoint one of the members of the Board of Directors as its Chair;
- v. Membership of the Board of Directors shall be reviewed at least once every two years to ensure that the balance and type of members is the optimum to further the College's interests;
- vi. The number of members on the Board of Directors shall be no less than four;
- vii. At least one independent member will have financial expertise and one independent member will have higher education expertise.

4. Members' duties

Members must:

- i. act in the best interests of the College as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them;
- ii. act in good faith, honestly and for a proper purpose;
- iii. exercise appropriate care and diligence;
- iv. not improperly use their position to gain an advantage for themselves or another person;
- v. disclose and avoid conflicts of interest;
- vi. not cause detriment to the College;
- vii. be familiar of the regulatory requirements outlined in the Higher Education Standards Framework and other regulatory responsibilities outlined in TEQSA's guidelines relating to corporate governance; and
- viii. at the discretion of the Board of Directors, independent members of the Board of Directors may be required to enter into a Deed of Confidentiality with the College.

5. Protection of members

Appropriate insurance will be put in place to protect members of the Board of Directors for decisions made or matters omitted in good faith.

6. Quorum

The quorum at any meeting of the Board of Directors will consist of three members including the Chairman and at least one independent member. In the case of a tied vote the Chair has the casting vote.

7. Frequency of meetings

The Board of Directors meets at least four times per year. The Chair may convene a special meeting at any time with reasonable notice. The Board of Directors may meet using technology such as teleconference / videoconference and may also make resolutions by flying minute between meetings.

8. Secretariat

The Board of Directors will appoint a secretary who is responsible for preparing and distributing the agenda and papers prior to each meeting and preparing and distributing minutes and actions after each meeting. Agenda and papers for meetings will normally be distributed to members at least seven days in advance of any meeting. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members after ratification by the Chair for approval at the next meeting.

9. Review of terms of reference

The Board of Directors may review these terms of reference at any time. Amendments must be approved by a majority of the total membership, with at least one owner's representative being in favour.

10. Membership

The membership of the Board of Directors is:

Position	Independent	Name
Chairman - Owners' representative	No	Darryl Courtney-O'Connor
Independent member with higher education expertise	Yes	Professor Di Yerbury
Independent member with higher education expertise (Chair of the Academic Board)	Yes	Dr John Loxton
Independent member with commercial and financial expertise	Yes	Christopher Langdon
Member with financial and legal expertise	No	Richard Gelski
Independent member with financial and business expertise	Yes	Mike Baird

1A. STRATEGIC REVIEW GROUP

TERMS OF REFERENCE

1. Role

The Board of Directors convenes a Strategic Review Group to monitor and report on the progress of the strategic goals of the College set by the Board of Directors. The Strategic Review Group also has responsibility for assisting the Board of Directors in formulating strategic goals and plans in response to a changing regulatory or operating environment.

2. Functions

The functions of the Strategic Review Group are to:

- i. Monitor and review the progress of the strategic goals and plans of the College;
- ii. Communicate the strategic goals and plans of the College to all stakeholders;
- iii. Monitor and review the progress of growth strategies in order to ensure financial sustainability;
- iv. Oversee and review the management and performance of the strategic plans;
- v. Research, evaluate and formulate key strategic plans in response to a changing regulatory or operating environment; and
- vi. Recommend changes, improvements, additions to or abandonments of the strategic goals and/or plans of the College to the Board of Directors.

3. Composition

The protocols for composition of the Strategic Review Group are:

- i. Membership is determined by virtue of employment in particular staff positions;
- ii. The Chair of the Strategic Review Group is the Chair of the Board of Directors;
- iii. The members of the Strategic Review Group are obligated to preserve any commercial-in-confidence information;
- iv. Other staff members may be required to attend by invitation from time to time.

4. Quorum

The quorum at any meeting of the Strategic Review Group will consist of one half of members if the number of members present is even; or a majority of the members if the number of members present is odd.

5. Frequency of meetings

The Strategic Review Group meets at least four times per year. The Chair may convene a special meeting at any time with reasonable notice.

6. Secretariat

The Chair will appoint a secretary who will be responsible for preparing and distributing the agenda and papers prior to each meeting and preparing and distributing the minutes and actions after each meeting. The agenda and papers for meetings will normally be distributed to members at least five days in advance of any meeting. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members after ratification by the Chair for approval at the next meeting.

7. Review of terms of reference

The terms of reference of the Strategic Review Group may be reviewed from time to time. Any proposed amendments by the Strategic Review Group will be recommended for approval by the Board of Directors.

8. Membership

The membership of the Strategic Review Group is as follows:

Position	Category of membership
Chairman	Chair
Chairperson - Aspiring Education Foundation and ICMS Professional Scholarship Program	Member
CEO & President	Member
DVC Academic	Member
GM Marketing & Recruitment	Member
VP Finance	Member

2. EXECUTIVE MANAGEMENT GROUP

TERMS OF REFERENCE

1. Role

The Chief Executive Officer (CEO) is responsible for the efficient, profitable and compliant conduct of the College's business. To ensure accountability and implementation in this regard, the CEO convenes the Executive Management Group. The Executive Management Group supports the CEO in the day-to-day running of the College and implementation of the College's plans.

2. Functions

The functions of the Executive Management Group are to:

- i. Exercise an executive decision-making and coordination role in relation to College business;
- ii. Approve non-academic operational procedures and guidelines;
- iii. Implement and communicate policies and procedures to enable the efficient running of the College;
- iv. Implement actions arising from the Strategic Review Group;
- v. Implement the College's plans;
- vi. Ensure that the College maintains a quality assured teaching and learning environment for all stakeholders including students, educators and staff.

3. Composition

The protocols for membership of the Executive Management Group are as follows:

- i. Membership of the Executive Management Group is determined by virtue of employment in particular staff positions;
- ii. The Chair of the Executive Management Group is the CEO;
- iii. The Chair may request an alternate member attend a meeting if the normal member is unavailable;
- iv. The members of the Executive Management Group are obligated to preserve any commercial-in-confidence information;
- v. Other staff members may be required to attend by invitation from time to time.

4. Frequency of meetings

The Executive Management Group meets at least 10 times a year. The CEO may convene a special meeting at any time with reasonable notice.

5. Secretariat

The Chair will appoint a secretary who will be responsible for preparing and distributing the agenda and papers prior to each meeting and preparing and distributing minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will normally be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

6. Review of terms of reference

The terms of reference of the Executive Management Group may be reviewed from time to time. Any proposed amendments by the Executive Management Group will be recommended for approval by the Board of Directors.

7. Membership

The membership of Executive Management Group is:

Position	Category of membership
CEO & President	Chair
DVC Academic	Member
VP Student Services & Registrar	Member
VP Operations	Member
VP Finance	Member
GM Marketing & Recruitment	Member
VP Information & Communication Technology	Member

3. ACADEMIC BOARD

TERMS OF REFERENCE

1. Role

The Academic Board is the principal academic advisory body to the Board of Directors on academic matters, including advice on academic outcomes, policies and practices. Academic Board is responsible for effective academic oversight of the quality of teaching, learning and research activities at the College and ensures that institutional benchmarks for academic quality and outcomes, consistent with the College's overall strategic directions, are set and monitored.

2. Functions

The functions of the Academic Board are to:

- i. Provide competent advice to the Board of Directors and management on academic matters, including academic outcomes, policies and practices;
- ii. Provide advice to the Board of Directors on the implications of changes to government policy and/or the regulatory environment within the higher education sector and how these may relate to, or impact upon, the College's courses;
- iii. Ensure that academic delegations are effectively implemented;
- iv. Approve, monitor and review academic policies and practices and their effectiveness;
- v. Make recommendations to the Board of Directors on the award of qualifications;
- vi. Approve subject grades; Establish standing committees as required to advise the Academic Board on a variety of academic matters;
- vii. Approve an annual Teaching and Learning Plan aligned to the College's annual strategic objectives;
- viii. Maintain oversight of academic integrity, including developing and monitoring actions to mitigate potential risks;
- ix. Evaluate the quality and effectiveness of all educational programs, including educational innovations or proposals for innovation;
- x. Ensure that professional and discipline based expertise of academic staff is current, teaching skills are maintained and updated and that appropriate scholarly activity is undertaken;
- xi. Scrutinize and make recommendations to the Board of Directors on all aspects of the development and accreditation or re-accreditation of higher education courses in accordance with TEQSA's Higher Education Standards Framework;
- xii. Oversee moderation of teaching and learning including subject and assessment moderations, internal and external;
- xiii. Monitor and initiate action to improve performance against benchmarks for academic quality and outcomes;
- xiv. Monitor and annually report to the Board of Directors on the quality of teaching, learning and research activities.

3. Composition

The protocols for composition of the Academic Board are:

- i. Membership of the Academic Board is on the basis of particular expertise focussing on the inclusion of the College's academic leaders;
- ii. Membership of the Academic Board is appointed and approved by the Board of Directors, based principally on the recommendation of the Academic Board;
- iii. The Board of Directors will appoint the Chair of the Academic Board. The Chair shall not be the CEO. If the Chair is unable to attend a given meeting of the Academic Board, the Chair may nominate an acting Chair;
- iv. The Chair of the Academic Board is an ex officio member of all standing committees;
- v. The term of membership for all members of the Academic Board, with the exception of ex-officio members, will be two years. Membership will be reviewed every two years, or as necessary, by the Board of Directors and, where appropriate; recommendations for new members will be sought from the Academic Board;
- vi. The number of members of the Academic Board shall be no less than six;
- vii. The number of External Senior Academics shall be a maximum of four. Normally external members will be appointed based on a diverse range of expertise;
- viii. The Academic Board will engage external experts where required;
- ix. Upon approval of the Chair of the Academic Board, where a member is unable to attend, the member may nominate a representative who will be considered a voting member in the absent member's stead.

4. Member's duties

- i. Members of the Academic Board must not make any public statement or political comment and shall not purport to speak on behalf of the College in relation to the Academic Board's deliberations or decisions. This does not preclude a member from communication on matters germane to their academic discipline;
- ii. Members are required to declare any actual or perceived conflict of interest that might arise in the course of their membership on Academic Board;
- iii. At the discretion of the Board of Directors, external members of the Academic Board may be required to enter into a Deed of Confidentiality with the College.

5. Quorum

A quorum of any meeting of the Academic Board will consist of one half of members if the number of members is even; or a majority of the appointed members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed at the Chair's request and with endorsement of members of Academic Board who are present. Items of business can be discussed (but no formal decisions can be made) and the inquorate session is recorded as notes. Items of business discussed at an inquorate session must then be sent electronically to all Academic Board members out of session for approval. Approval must be received by at least one half of members.

6. Frequency of meetings

The Academic Board meets at least four times a year. The Chair may convene a special meeting at any time with reasonable notice. The Academic Board may meet using technology such as teleconference/ videoconference, or circulate business and resolutions by email for consideration by the members.

7. Decision making between meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair may convene the Executive which has authority to act on behalf of the Academic Board. The Executive will comprise three members; the Chair, the CEO, and the DVC Academic reporting all such actions to the next Academic Board meeting.

In the event that the Chair forms the view that there is not sufficient time to convene the Executive, the Chair is authorised to act on behalf of the Academic Board between meetings. In such an event, he/she will take the action and/or make the decision and report such action and/or decision to the next Academic Board meeting.

8. Secretariat

The secretary will be responsible for producing and distributing the agenda and papers prior to each meeting and preparing and distributing the minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will normally be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

9. Review of terms of reference

The Terms of Reference of Academic Board may be reviewed from time to time as directed by the Board of Directors or recommended by the Academic Board. Any proposed amendments by the Academic Board will be recommended for approval by the Board of Directors.

10. Membership

The membership of the Academic Board is as follows:

Position	Category of membership
Chair	Chair
CEO	Ex-Officio
DVC Academic	Ex-Officio
Dean Academic Operations	Ex-Officio
GM Marketing & Recruitment	Ex-Officio
Registrar	Ex-Officio
Head of Postgraduate Studies	Ex-Officio
Head of Undergraduate Studies	Ex-Officio
External Senior Academic	Member

Position	Category of membership
External Senior Academic	Member
External Senior Academic	Member
Quality Assurance Specialist	Member

4. TEACHING AND LEARNING COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Teaching and Learning Committee to monitor and report on quality assurance processes for teaching and learning within the College to ensure that day-to-day academic operations meet the requirements of the Higher Education Standards Framework. The Teaching and Learning Committee also has responsibility for advising the Academic Board on policy and practice related to teaching and learning in the College's courses.

2. Functions

The functions of the Teaching and Learning Committee are to:

- i. Oversee and monitor the implementation the Teaching and Learning plan;
- ii. Monitor and report on student characteristics/profiles, progress, attrition, completion rates and graduate destinations for different student cohorts;
- iii. Advise Academic Board on academic policies relating to all teaching and learning processes, including examinations and assessment, attrition and progression, graduate destination, and student diversity (including under-representation and/or disadvantage experienced by identified groups);
- iv. Receive reports from admissions to support the monitoring of student outcomes resulting from admission to an ICMS course;
- v. Establish Course Development Sub-Committees where a new or existing course has been identified for development, review and/or research by either the Teaching & Learning Committee, the Academic Board or the Board of Directors;
- vi. Recommend to Academic Board new course proposals and changes to existing higher education courses in accordance with the applicable Standards of the Higher Education Framework;
- vii. Advise Academic Board on the learning environment, whether physical, virtual or blended, and associated learning activities that support academic interactions among students outside of formal teaching;
- viii. Make recommendations to Academic Board regarding textbooks and other learning resources relating to the College's higher education courses;
- ix. Receive reports and review statistics relating to the granting of credit and student appeals against assessment;
- x. Undertake benchmarking of course outcomes according to the College's *Quality Assurance Framework*;
- xi. Take steps to improve the quality of teaching through regular use and review of subject and course evaluations as a basis for continuous improvement;
- xii. Encourage a culture of scholarship throughout the College;
- xiii. Act on any other directives from the Academic Board.

3. Composition

The protocols for composition of the Teaching and Learning Committee are:

- i. The student membership will be filled by the SRC President (or representative) subject to their elected term. At times when confidential or sensitive information is being discussed, the Chair reserves the right to ask the Student Representative to leave the meeting;
- ii. The Chair may invite non-members to talk on particular topics or to provide expert advice, as required. These attendees will not be eligible to vote;
- iii. The term of membership for all members, with the exception of ex-officio members, will be two years. Membership will be reviewed every two years, or as necessary, by the Academic Board;
- iv. The Chair of the Academic Board is an ex-officio member of all standing committees;
- v. Upon approval of the Chair where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead;
- vi. Members are required to declare any actual or perceived conflict of interest that might arise during their membership on the Teaching and Learning Committee.

4. Sub-committees

The Teaching and Learning Committee has authority to establish a range of sub-committees including, but not limited to, a Course Development and Advisory Sub-Committee and an Academic Appeals Sub-Committee. Refer to the relevant Terms of Reference for the roles and functions of each sub-committee.

5. Quorum

A quorum of the Teaching and Learning Committee for any meeting will consist of one half of the appointed members if the number of members is even; or a majority of the appointed members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed in the same manner as those prescribed in the Academic Board quorum rules.

6. Frequency of meetings

The Teaching and Learning Committee meets at least six times per year. The Chair may convene a special meeting at any time with reasonable notice.

7. Secretariat

The Chair will appoint a secretary who will be responsible for preparing and distributing the agenda and papers prior to each meeting and preparing and distributing the minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will normally be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

8. Review of Terms of Reference

The Terms of Reference of the Teaching and Learning Committee may be reviewed from time to time by the Academic Board or as directed by the Board of Directors. Any proposed amendments by the Academic Board will be recommended for approval by the Board of Directors.

9. Membership

The membership of the Teaching and Learning Committee is as follows:

Position	Category of membership
Dean Academic Operations	Chair
DVC (Academic)	Ex-Officio
Head of Postgraduate Studies	Ex-Officio
Head of Undergraduate Studies	Ex-Officio
Deputy Head of Postgraduate Studies	Ex-Officio
Deputy Head of Undergraduate Studies	Ex-Officio
Registrar	Ex-Officio
Educational Developer	Member
Student Representative	Member
APC Foundations & Pathways	Member
Head, Academic Learning Centre	Member
Industry Training Manager	Member
Chair of Academic Board	Ex Officio

5. ETHICS COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Ethics Committee to oversee ethical conduct and responsible research practice in the College's research and teaching activities through application of the College's Ethics Policy. It also advises the Academic Board on the fitness of the Ethics Policy from time to time.

2. Functions

The functions of the Ethics Committee are to:

- i. Provide guidance, feedback on and approval for individual research projects involving activities that require ethical consideration and clearance;
- ii. Report to Academic Board the approval or rejection of proposals for research projects requiring Ethics Committee approval;
- iii. Monitor the progress of research projects to ensure that they continue to conform with approved ethical standards;
- iv. Review, report on compliance and recommend changes for approval to the Ethics Policy to ensure best practice;
- v. Make recommendations to Academic Board on issues arising from its meetings;
- vi. To withdraw approval for research activity that breaches the College's Ethics Policy;
- vii. Establish procedures for expedited approval by the Chair of the Ethics Committee for all research applications that are low risk or involve no ethical issues.

In carrying out these functions, the Ethics Committee should:

- i. Promote ethically good practices in research and course project activities;
- ii. Be guided by relevant research principles and guidelines;
- iii. Ensure compliance with legislative obligations;
- iv. Ensure that research is informed by the values of research merit and integrity, justice, beneficence, and respect in accordance with the National Statement on Ethical Conduct in Human Research. Application of these values requires the exercise of judgment and an appreciation of context; and
- v. Ensure these values are applied in accordance with the policies approved by, and the good practice endorsed by, the Academic Board.

3. Composition

The protocols for composition of the Ethics Committee are:

- i. Members will be appointed by the Academic Board and may include external members with appropriate expertise;
- ii. The term of office on the Ethics Committee will be two years;
- iii. Members are appointed for their expertise and not in a representative capacity;
- iv. The Chair shall be appointed by the Academic Board from the committee membership;
- v. Members are required to declare any actual or perceived conflict of interest that might arise during their membership of the Ethics Committee;
- vi. The Chair of the Academic Board is an ex officio member of all standing committees;
- vii. Upon approval of the Chair, where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead.

4. Quorum

A quorum of the Ethics Committee will consist of one half of members if the number of members is even; or a majority of members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed in the same manner as those prescribed in the Academic Board quorum rules.

5. Frequency of meetings

The Ethics Committee meets at least twice per year. The Chair may convene a special meeting at any time with reasonable notice to consider applications for ethics clearance for a proposed project.

6. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers prior to meetings and preparing and distributing the minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will normally be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

7. Review of terms of reference

The Terms of Reference of the Ethics Committee may be reviewed from time to time. Any proposed amendments by the Ethics Committee will be recommended for approval by the Academic Board.

8. Membership

The membership of the Ethics Committee is as follows:

Position	Category of membership
Head of Postgraduate Studies	Member (currently appointed as Chair)
Head of Undergraduate Studies	Member
Industry Training Manager	Member
Experienced University Research Academic - Ethics	Member
Chair of Academic Board	Ex-Officio

6. BOARD OF EXAMINERS

TERMS OF REFERENCE

1. Role

The Academic Board establishes a Board of Examiners to make recommendations to Academic Board on subject grades and progression and completion matters.

2. Functions

The functions of the Board of Examiners are to:

- i. Consider the grades submitted by the subject lecturer for each subject and ensure that the grades are awarded in accordance with the Moderation of Assessments and Subject Results Policy;
- ii. For grades that comply with the Moderation of Assessments and Subject Results Policy the Board of Examiners may recommend that the grades be formally awarded by Academic Board;
- iii. For grades that do not comply with the Moderation of Assessments and Subject Results Policy the Board of Examiners will notify the subject lecturer and the Academic Program Coordinator to seek an explanation. If the explanation does not comply with the Moderation of Assessments and Subject Results Policy the grades must be moderated and re-submitted in accordance with the Policy;
- iv. Scrutinise and make recommendations on progression and completion matters;
- v. Provide guidance and feedback on the operation of the Moderation of Assessments and Subject Results Policy;
- vi. Review the Moderation of Assessments and Subject Results Policy to ensure best practice and recommend changes for approval by Academic Board;

3. Composition

The protocols for composition of the Board of Examiners are:

- i. The Chair shall be the Head or Deputy Head of either Undergraduate or Postgraduate Studies as nominated by the Academic Board;
- ii. The Heads and Deputy Heads of Undergraduate and Postgraduate Studies and the Registrar are ex-officio members;
- iii. The student representative is not permitted to be a member of the Board of Examiners;
- iv. The term of office on the Board of Examiners will be two years;
- v. The Chair of the Teaching and Learning Committee and DVC Academic are ex officio members of the Board of Examiners.

4. Quorum

A quorum of any meeting of the Board of Examiners will consist of one half of members if the number of members is even, or a majority of members if the number of members is odd, with at least two of those members being from the Teaching and Learning Committee. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed in the same manner as those prescribed in the Academic Board quorum rules.

5. Frequency of meetings

The Board of Examiners meets as required to recommend subject grades for approval by Academic Board. As part of these meetings, the Board of Examiners will examine and make recommendations on progression and completion matters. This will be at least once each period of study for diploma, bachelor degree and postgraduate courses.

6. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to each meeting and preparing and distributing the minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will normally be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

7. Review of terms of reference

The Terms of Reference of the Board of Examiners may be reviewed from time to time. Any proposed amendments will require approval by the Academic Board.

8. Membership

The membership of the Board of Examiners is:

Category of Membership	Membership
Head or Deputy Head of either Undergraduate or Postgraduate Studies as nominated by the Academic Board	Chair
Head of Undergraduate Studies	Ex-officio
Deputy Head of Undergraduate Studies	Ex-officio
Head of Postgraduate Studies	Ex-officio
Deputy Head of Postgraduate Studies	Ex-officio
Registrar	Ex-officio
Chair of Teaching and Learning Committee	Ex-Officio
DVC Academic	Ex-Officio
Head of Academic Learning Centre	Ex-Officio
Chair of Academic Board	Ex-Officio

7. COURSE DEVELOPMENT AND ADVISORY SUB-COMMITTEES

TERMS OF REFERENCE

1. Role

The Course Development and Advisory Sub-Committees are convened as required by the Teaching and Learning Committee to provide industry and content specific advice and guidance in relation to the development and on-going revision of the College's higher education courses as required. The term of the Course Development and Advisory Sub-Committees are determined by its objective.

2. Functions

The functions of the Course Development and Advisory Sub-Committees are to:

- i. Review existing courses and complete renewals of accreditation for submission to the Teaching and Learning Committee;
- ii. Review new course proposals including applications for accreditation to submit to the Teaching and Learning Committee;
- iii. Identify and access appropriate additional external expert advice to contribute industry and discipline expertise (if necessary);
- iv. Review course documentation, including subject outlines, to ensure that it meets standards of rigour and depth appropriate to the award and that course rationale, aims and content are consistent and reflect the requirements of The Higher Education Standards Framework and best practice;
- v. Review quality assurance mechanisms paying particular attention to assessment procedures, stakeholder feedback and benchmarking with other higher education providers where possible;
- vi. In addition to matters being referred to the Course Development Committee by the Teaching and Learning Committee, consider other matters as deemed relevant by the Course Development Sub-Committee and make recommendations to the Teaching and Learning Committee;
- vii. Make recommendations to the Teaching and Learning Committee on issues arising from its meetings.

3. Composition

The protocols for composition of the Course Development Sub-Committees are:

- i. The Course Development and Advisory Sub-Committees may include internal and external members relevant to the discipline who are drawn from the Teaching and Learning Committee, academic staff, other higher education providers, the professions and industry as well as those with curriculum design and development expertise;
- ii. Members will be appointed by the Teaching and Learning Committee. Tenure of membership will be determined by the Teaching and Learning Committee in line with the needs of the College;
- iii. The Chair shall be either the Head of Undergraduate Studies or the Head or Postgraduate Studies dependent upon on the level of the course being developed. Where the relevant Head is unable to take the role of Chair, an alternate Chair is nominated within the relevant Faculty;

- iv. Members are expected to declare any actual or perceived conflict of interest that might arise in the course of their service on a Course Development and Advisory Sub-Committee;
- v. The Chair of the Teaching and Learning Committee, and the DVC Academic are ex officio members of the Course Development and Advisory Sub-Committees;
- vi. The Chair can invite other external experts as required, these attendants will have no voting rights;
- vii. Upon approval of the Chair, where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead.

4. Quorum

A quorum of the Course Development and Advisory Sub-Committees will consist of one half of the appointed members if the number of members is even; or a majority of the appointed members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed in the same manner as those prescribed in the Academic Board quorum rules.

5. Frequency of meetings

The Course Development and Advisory Sub-Committees meets as required to meet course development timelines.

6. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers prior to each meeting and preparing and distributing the minutes after each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will normally be distributed to members at least seven days in advance of any meeting through the ICMS Management Portal – Governance Operations. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed to members via the ICMS Management Portal, after ratification by the Chair for approval at the next meeting.

7. Review of terms of reference

The Terms of Reference of the Course Development and Advisory Sub-Committees may be reviewed from time to time. Any proposed amendments will require approval by the Academic Board.

8. Membership

The membership of the Course Development and Advisory Committees is as follows:

Position	Category of membership
Either the Head of Undergraduate Studies or the Head of Postgraduate Studies (dependent upon the level of course being developed)	Chair
External expert in field of study	Member
External expert in the field of study	Member

Position	Category of membership
Academic Program Co-ordinator	Member
Educational Developer	Member
DVC Academic	Ex-Officio
Chair of Teaching and Learning Committee	Ex-Officio

8. ACADEMIC APPEALS SUB-COMMITTEE

TERMS OF REFERENCE

1. Role

The Teaching and Learning Committee establishes an Academic Appeals Sub-Committee to hear matters arising from academic appeals. The Academic Appeals Sub-Committee will consider matters referred to it and apply the Academic Appeals Policy and Procedures (the 'Policy'). It will monitor the submission and resolution of appeals and advise the Teaching & Learning Committee of any issues that require attention or the need to review policy and/or procedure.

2. Functions

The functions of the Academic Appeals Sub-Committee are to:

- i. To determine the outcome of an appeal after considering the evidence in accordance with the Academic Appeals Policy and Procedures;
- ii. Ensure compliance with the Academic Appeals Policy and Procedures and provide advice and/or propose changes to the Policy for endorsement by the Teaching and Learning Committee for subsequent approval by the Academic Board.

3. Composition

The protocols for composition of the Appeals Sub-Committee are:

- i. The Academic Appeals Sub-Committee is chaired by the DVC Academic or nominee;
- ii. The Registrar, on behalf of the Sub-Committee, ensures that the Sub-Committee's decisions are communicated and implemented and monitors the process for submitting and resolving appeals;
- iii. The Heads of Undergraduate and Postgraduate Studies (or nominee) will provide discipline knowledge;
- iv. An academic from a discipline not related to the appeal to provide independent challenge;
- v. The term of office on the Academic Appeals Sub-Committee will be two years;
- vi. The DVC Academic and the Chair of the Teaching and Learning Committee is an ex officio member of the Academic Appeals Sub-Committee.

4. Quorum

A quorum of any meeting of the Academic Appeals Sub-Committee will consist of one half of members if the number of members is even, or a majority of members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed in the same manner as those prescribed in the Academic Board quorum rules.

5. Frequency of Meetings

The Academic Appeals Sub-Committee meets as required to consider appeals.

6. Secretariat

The Registrar will be responsible for distributing the agenda and papers to members through the ICMS Management Portal prior to each meeting and preparing and distributing the minutes after each meeting. Minutes of each meeting will be available for ratification by the Chair normally within seven days after each meeting. Unconfirmed minutes will be distributed via the Portal after ratification by the Chair for approval at the next meeting.

7. Review of terms of reference

The Terms of Reference of the Academic Appeals Sub-Committee may be reviewed from time to time. Any proposed amendments will require approval by Academic Board.

8. Membership

The membership of the Academic Appeals Sub-Committee is as follows:

Category of Membership	Membership
DVC Academic or nominee	Chair
Registrar	Ex Officio
Head of Postgraduate Studies	Member
Head of Undergraduate Studies	Member
Member of the Teaching and Learning Committee	Member
Chair of Teaching and Learning Committee	Ex-Officio
DVC Academic	Ex-officio