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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 external 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 is comprised of academic staff from other higher education providers, industry practitioners or members of professional associations, members of the College’s academic staff and administrative staff, and representatives of the student body. 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 objectives 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 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. External 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.

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.

This version of the Governance Charter was approved by the Board of Directors on 13th January 2016 (previous version updated on 4th June 2015).
GOVERNANCE STRUCTURE

**Board of Directors**
- Sets the overall strategic direction & institutional objectives
- Responsible for ensuring policies & processes necessary to achieve its (set) objectives are established
- Ultimately responsible for the outcomes (corporate & academic) of the institution

**Management**
Accountable for management of resources in order to achieve the corporate and academic objectives
- The core roles & responsibilities of Management include:
  - Implementation of policies and processes
  - Make appropriate decisions regarding: staffing, budgeting and the effective use of infrastructure

**Academic Board**
The core roles & responsibilities of the Academic Board include:
- Setting and overseeing the policies & processes necessary to achieve the overall academic objectives (outcomes), as set by the Board of Directors
- Setting academic standards and monitoring academic outcomes

**ICMS BOARD OF DIRECTORS**
[Corporate Governance]

**ICMS Governance Charter**

**STRATEGIC REVIEW GROUP**

**EXECUTIVE MANAGEMENT GROUP**

**OPERATING DIVISIONS**

**ACADEMIC BOARD**
[Academic Governance]

**ETHICS COMMITTEE**
[Oversight of Ethics in Research & Teaching]

**TEACHING & LEARNING COMMITTEE**
[Quality & T&L]

**ACADEMIC APPEALS COMMITTEE**
[Arbitrates on Appeals of Academic Decisions]

**COURSE ADVISORY & DEVELOPMENT COMMITTEE**
[Course currency, design & content]

**BOARD OF EXAMINERS**
[Moderation, Approval of Results etc]

**RESPONSIBILITY**
- Overall Institution Strategy
- Financial Oversight
- Risk Management

- Management of resources to achieve the corporate & academic objectives

- Oversight of Academic Quality Assurance
1. ICMS BOARD OF DIRECTORS

TERMS OF REFERENCE

1.1. 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 funding, strategic direction and management of the College in addition to ensuring that the College continues to meet its legal, regulatory, financial and social obligations and responsibilities. This 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 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.

1.2. Functions

The functions of the Board of Directors are to:

i. Set the mission and strategic goals of the College;

ii. Approve and monitor the implementation of the College’s plans and financial forecasts;

iii. Ensure the College maintains financial viability and has sufficient funds for its ongoing operations;

iv. Ensure that The Compliance Register and Risk Register that are stored electronically on the ICMS Management Portal are standing items at all board meetings;

v. Oversee and monitor the assessment and management of risk and ensure the College has strategies to mitigate risks that may eventuate;

vi. Oversee and review the management and performance of the College;

vii. Establish and maintain an Academic Board to oversee the academic governance of the College including assuring the quality of higher education and student outcomes, determining membership, appointing members and the Chair, and monitoring its activities;

viii. Determine a Quality Assurance Framework to guide the College and approve policies and procedures for the quality assurance of the College’s operations consistent with legal and regulatory requirements and corporate social responsibility;

ix. Award qualifications on recommendation of the Academic Board;

x. Appoint the CEO of the College and monitor their performance;

xi. Appoint the Secretary of the company;

xii. Appoint the external auditor for the company;

xiii. Ensure the College meets its statutory obligations including but not limited to, the Corporations Act 2001, TEQSA Act 2011, ESOS Act 2000, National Vocational Education and Training Register Act 2011, HESA Act 2003, and obligations to the Department of Immigration and Border Patrol for Streamlined Student Visa Program;

xiv. Implement an appropriate, documented, observed and regularly reviewed system of delegations to ensure the effective discharge of these functions.
1.3. Membership

The protocols for membership of the Board of Directors are:

i. The Board of Directors may consist of non-executive members, executive members and external members; however, membership should include a majority of external members at all times;

ii. Non-executive members are classified as those members who have an interest in the ownership of the company but do not hold an executive position;

iii. Executive members are classified as those members who hold an executive position within the company. These members may or may not have an interest in the ownership of the company;

iv. External members are classified as those members who neither hold an executive position with, nor have an interest in the ownership of the company;

v. Membership of the Board of Directors is determined by the shareholders (owners) of the company;

vi. The owners of the company will appoint one of the members of the Board of Directors as its Chair;

vii. 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;

viii. The number of members on the Board of Directors shall be no less than four;

ix. At least one external member will have financial expertise and one external member will have higher education expertise;

x. At the discretion of the Board of Directors, external members of the Board of Directors may be required to enter into a Deed of Confidentiality with the College.

1.4. Members’ Duties

Members must always:

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 anybody else; and

v. disclose and avoid conflicts of interest.

1.5. Protection of Members

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

1.6. Quorum

A quorum will be: two of the appointed members provided that at all times the quorum does not consist of all non-external members. In the case of a tied vote the Chair has the casting vote.
1.7. **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.

1.8. **Quorum**

A quorum will be: two of the appointed members provided that at all times the quorum does not consist of all non-external members. In the case of a tied vote the Chair has the casting vote.

1.9. **Secretariat**

The Board of Directors will appoint a secretary who is responsible for distributing agendas and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting. Agenda and papers for meetings will be distributed to members at least 7 days in advance of any meeting. Minutes of each meeting will be available for ratification by the Chair no later than 7 days after each meeting. Unconfirmed minutes will be distributed to members after approval by the Chair for approval at the next meeting.

1.10. **Review of Terms of Reference**

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

1.11. **Board of Directors Membership**

The current membership of the Board of Directors is:

<table>
<thead>
<tr>
<th>Position</th>
<th>External</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman - Owners’ representative</td>
<td>No</td>
<td>Darryl Courtney-O’Connor</td>
</tr>
<tr>
<td>External member with higher education expertise</td>
<td>Yes</td>
<td>Professor Di Yerbury</td>
</tr>
<tr>
<td>External member with higher education expertise (Chair of the Academic Board)</td>
<td>Yes</td>
<td>Dr John Loxton</td>
</tr>
<tr>
<td>External member with commercial and financial expertise</td>
<td>Yes</td>
<td>Christopher Langdon</td>
</tr>
<tr>
<td>External member with financial &amp; legal expertise</td>
<td>Yes</td>
<td>Richard Gelski</td>
</tr>
</tbody>
</table>
1A. STRATEGIC REVIEW GROUP

TERMS OF REFERENCE

1. Role
The ICMS Board of Directors (the “BoD”) convenes a Strategic Review Group to monitor and report on the progress of the strategic goals of the College set by the BoD. The Strategic Review Group also has responsibility for assisting the BoD in formulating strategic goals and plans in response to a changing 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. Oversee and review the management and performance of the strategic plans;
   iv. Research, evaluate and formulate key strategic plans in response to operating changes in environment;
   v. Recommend changes, improvements, additions to or abandonments of the strategic goals and/or plans of the College to the BoD.

3. Membership
The membership of the Strategic Review Group will be made up as follows:
   i. Membership of the Strategic Review Group is determined by employment in particular staff positions and those staff remain members of the Strategic Review Group for the term of their employment, in that position;
   ii. Positions that make up the Strategic Review Group are shown in the table on Page 9;
   iii. The Chair of the Strategic Review Group is the Chairman of the BoD;
   iv. The members of the Strategic Review Group are provided with all relevant information prior to meetings and are obliged to preserve any commercial-in-confidence information;
   v. As required from time to time other key staff members may be required to attend by invitation to address specific topics.

4. Quorum
A quorum will be: half of the appointed members if the number of members present is even; or a majority of the appointed members if the number of members present is odd.

5. Frequency of meetings
The Strategic Review Group meets at least four (4) 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 distributing the agenda and reports to members prior to meetings and recording, preparing and distributing the minutes of each meeting. The agenda and papers for meetings will be distributed to members at least 5 days in advance of any meeting. Minutes of each meeting will be available for ratification by the Chair no later than 7 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**

These Terms of Reference may be reviewed from time to time. Any amendments agreed by the Strategic Review Group will be recommended by the Chair for ratification by the BoD.

8. **Strategic Review Group Membership**

The membership of the Strategic Review Group is as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman</td>
<td>Chair</td>
</tr>
<tr>
<td>Chairperson - Aspiring Education Foundation and ICMS Professional Scholarship Program</td>
<td>Member</td>
</tr>
<tr>
<td>CEO &amp; President</td>
<td>Member</td>
</tr>
<tr>
<td>DVC Academic Operations</td>
<td>Member</td>
</tr>
<tr>
<td>GM Marketing &amp; Recruitment</td>
<td>Member</td>
</tr>
<tr>
<td>VP Finance</td>
<td>Member</td>
</tr>
</tbody>
</table>
2. EXECUTIVE MANAGEMENT GROUP

TERMS OF REFERENCE

2.1. Role
The Chief Executive Officer (CEO) is responsible for the efficient conduct of the College’s business. To assist in this regard the CEO convenes the Executive Management Group. The Executive Management Group assists the CEO in the day-to-day running of the College and implementation of the College’s plans.

2.2. 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. Implement policies and procedures to enable the efficient running of the College;

iii. Implement the College’s plans;

iv. Ensure that the College maintains a quality assured teaching and learning environment for all stakeholders including students, educators and staff.

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

i. Membership of the Executive Management Group is determined by employment in particular staff positions and those staff remain members of the Executive Management Group for the term of their employment, in that position;

ii. Positions that make up the Executive Management Group are shown in the table on Page 11;

iii. The Chair of the Executive Management Group is the CEO;

iv. The Chair may request an alternate member attend a meeting if the normal member is unavailable;

v. The members of the Executive Management Group are provided with all relevant information prior to meetings and are obligated to preserve any commercial-in-confidence information;

vi. As required from time to time other key staff members may be required to attend by invitation to address specific topics.

2.4. 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.
2.5. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.

2.6. Review of Terms of Reference

Initially these Terms of Reference are provided by the Board of Directors. These Terms of Reference may be reviewed from time to time. Any amendments agreed by the Executive Management Group will be recommended by the CEO for ratification by the Board of Directors.

2.7. Executive Management Group Membership

The current membership of Executive Management Group is:

<table>
<thead>
<tr>
<th>Position</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO &amp; President</td>
<td>Chair</td>
</tr>
<tr>
<td>Executive Assistant and People &amp; Training Manager</td>
<td>Secretariat</td>
</tr>
<tr>
<td>DVC Academic Operations</td>
<td>Member</td>
</tr>
<tr>
<td>VP Student Services &amp; Registrar</td>
<td>Member</td>
</tr>
<tr>
<td>VP Operations</td>
<td>Member</td>
</tr>
<tr>
<td>VP Finance</td>
<td>Member</td>
</tr>
<tr>
<td>GM Marketing &amp; Recruitment</td>
<td>Member</td>
</tr>
<tr>
<td>VP International Development</td>
<td>Member</td>
</tr>
<tr>
<td>VP Aspire</td>
<td>Member</td>
</tr>
<tr>
<td>VP Information &amp; Communication Technology</td>
<td>Member</td>
</tr>
</tbody>
</table>
3. ACADEMIC BOARD

TERMS OF REFERENCE

3.1. Role

The Academic Board determines academic policy and has responsibility for the achievement of educational objectives of the College’s higher education courses. Setting and overseeing the policies and processes necessary to achieve intended academic outcomes (quality and integrity) consistent with the College’s overall strategic directions. The Academic Board’s ultimate responsibility and accountability is to the Board of Directors for academic governance and outcomes.

3.2. Functions

The functions of the Academic Board are to:

i. Provide competent advice to the BoD and management on academic matters, including advice on academic outcomes, policies and practices;

ii. Provide advice and guidance on the implications of changing government policy and procedures within the higher education sector and how these may relate to, or impact upon, the College’s courses;

iii. Establish delegations and ensure their directed responsibilities are effectively implemented;

iv. Form the Teaching and Learning Committee with responsibilities including the promotion of excellence in teaching and learning;

v. Develop an annual Teaching and Learning Plan aligned to the College’s annual Strategic Plan;

vi. Review and monitor potential academic risks;

vii. Oversee the quality assurance and enhancement of the higher education academic functions of the College, reporting to the Board of Directors;

viii. Consider effectiveness of educational innovations or proposals for innovation;

ix. Approve an annual Scholarly Activity Plan developed by the Teaching and Learning Committee for academic staff to ensure that professional and discipline based expertise is current, teaching skills are maintained and updated and that appropriate scholarly activity is undertaken;

x. Scrutinize and make decisions on all aspects of the development and accreditation or re-accreditation of higher education courses and report recommendations to the Board of Directors on any other matters consistent with its delegated authorities;

xi. Developing, monitoring and reviewing academic policies and their effectiveness;

xii. Monitor and initiate action to improve performance against College benchmarks for academic quality and outcomes;

xiii. Ensure appropriate reports of its operations and resolutions are communicated to the College and its stakeholders.
3.3. Membership

The protocols for membership of the Academic Board are:

i. Membership of the Academic Board is on the basis of particular expertise focusing 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;

iv. The Chair of the Academic Board is ex officio a member of all standing committees;

v. The term of Membership for appointed members (ie not ex-officio) of the Academic Board 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. 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;

vii. Academic Board members are required to declare any actual or perceived conflict of interest that might arise in the course of their service on the Academic Board;

viii. 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;

ix. The number of members of the Academic Board shall be no less than six (6);

x. The Academic Board will engage external experts where required;

xi. The Head of School member will be appointed by the Chair of Academic Board in consultation with the Heads of School and DVC Academic. The appointee will be required to represent all Heads of School except where the Chair of the Academic Board specifically invites another Head of School to speak on a particular item;

xii. 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.

3.4. Quorum

A quorum will be: 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 a quorum is not achieved within 30 minutes of the scheduled start time (“inquorate meeting”) the Chair will call a new meeting to be held within 21 days of the inquorate meeting. The only actions that can be taken in the absence of a quorum are to fix the time in which to adjourn, recess, or take measures to obtain a quorum (for example contacting members during a recess and asking them to attend).

3.5. 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.
3.6. Decision Making Between Meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair may convene the Executive to act on behalf of the Academic Board. The Executive will comprise three members; the Chair, the CEO, and the DVC (or representative from other College senior academic staff) reporting all such actions to the next Academic Board meeting for ratification.

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 for ratification.

3.7. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.

3.8. Review of Terms of Reference

These Terms of Reference may be reviewed from time to time as directed by the Board of Directors or the Academic Board. Any amendments agreed by the Academic Board will be recommended by the Chair of the Academic Board for ratification by the Board of Directors.
### 3.9. Academic Board Membership

The current membership of the Academic Board is as follows:

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>Chair</td>
</tr>
<tr>
<td>Academic Program Coordinator</td>
<td>Secretariat*</td>
</tr>
<tr>
<td>CEO</td>
<td>Ex-Officio*</td>
</tr>
<tr>
<td>DVC Academic</td>
<td>Member</td>
</tr>
<tr>
<td>Associate Dean Teaching &amp; Learning</td>
<td>Member</td>
</tr>
<tr>
<td>GM Marketing &amp; Recruitment</td>
<td>Member</td>
</tr>
<tr>
<td>Registrar</td>
<td>Member</td>
</tr>
<tr>
<td>Head of School</td>
<td>Member</td>
</tr>
<tr>
<td>External Senior Academic (HEP)</td>
<td>Member</td>
</tr>
<tr>
<td>External Senior Academic (HEP)</td>
<td>By invitation*</td>
</tr>
</tbody>
</table>

*Non-voting
4. TEACHING AND LEARNING COMMITTEE

TERMS OF REFERENCE

4.1. Role

The Academic Board convenes a 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 quality educational standards. 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 higher education courses.

4.2. Functions

The functions of the Teaching and Learning Committee are to:

i. Implement the Teaching and Learning plan;

ii. Monitor and report on student progress, attrition, completion rates and graduate destinations;

iii. As delegated by the Academic Board, advise on academic policies relating to all teaching and learning processes, including, examinations and assessment, attrition and progression and graduate destination;

iv. Receive reports from admissions to support the monitoring of student outcomes resulting from admission to an ICMS course;

v. Oversee moderation of teaching and learning including subject and assessment moderations, internal and external;

vi. Approve all student results prior to publication;

vii. Take responsibility for establishment of Course Development and Advisory Committees (CDACS) 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;

viii. Make recommendations to the Academic Board on changes to existing higher education courses, including matters pertaining to delivery;

ix. Advise on teaching and learning facilities that provide a physical environment conducive to study;

x. Make recommendations regarding textbooks and other learning resources relating to the College’s higher education courses;

xi. Receive reports and review statistics relating to the granting of credit and student appeals against assessment;

xii. Undertake benchmarking of course outcomes according to the College’s Quality Assurance Framework;

xiii. Take steps to improve the quality of teaching through regular use and review of subject and course evaluations as a basis for continuous improvement;

xiv. Encourage a culture of scholarship throughout the College;

xv. Act on any other directives from the Academic Board.
4.3. **Membership**

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

i. The student membership will be filled by the SRC President or their delegated 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 invites others for particular topics, reports or expert advice, including Information Communication & Technology, Head of Academic Learning Centre, and Industry Training, as required. These attendants will not be voting members;

iii. The Academic Board will annually review the Teaching and Learning Committee membership and change and/or appoint members;

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 delegated and will be considered a voting member in the absent member’s stead.

4.4. **Review of Results**

The Teaching and Learning Committee will convene a Board of Examiners to oversee the approval of subject results at the end of each term. The Board of Examiners will monitor the results for each subject and advise the Teaching & Learning Committee of any issues that require attention.

4.5. **Academic Appeals**

The Teaching and Learning Committee will convene an Academic Appeals Committee to hear matters arising from academic appeals. The Academic Appeals Committee will consider matters referred to it and apply the Academic Appeals Policy.

The Academic Appeals Committee 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.

4.6. **Quorum**

A quorum will be: 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.

4.7. **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.

4.8. **Secretariat**

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.
4.9. **Review of Terms of Reference**

These Terms of Reference may be reviewed from time to time by the Academic Board or as directed by the Board of Directors. Any amendments agreed by the Academic Board will be recommended by the Chair of the Academic Board for ratification by the Board of Directors.

4.10. **Teaching and Learning Committee Membership**

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

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair: Associate Dean – Teaching &amp; Learning</td>
<td>Chair</td>
</tr>
<tr>
<td>Faculty Manager</td>
<td>Secretariat*</td>
</tr>
<tr>
<td>Head of School - Business</td>
<td>Member</td>
</tr>
<tr>
<td>Head of School – Professional Services</td>
<td>Member</td>
</tr>
<tr>
<td>Head of School – Postgraduate</td>
<td>Member</td>
</tr>
<tr>
<td>Educational Developer</td>
<td>Member</td>
</tr>
<tr>
<td>Student Representative</td>
<td>Member</td>
</tr>
<tr>
<td>APC Foundations &amp; Pathways</td>
<td>Member</td>
</tr>
<tr>
<td>Senior Librarian</td>
<td>By invitation*</td>
</tr>
<tr>
<td>VP – Information Technology</td>
<td>By invitation*</td>
</tr>
<tr>
<td>Chair of Academic Board</td>
<td>Ex Officio*</td>
</tr>
</tbody>
</table>

*Non-voting
5. ETHICS COMMITTEE

TERMS OF REFERENCE

5.1. Role

The Academic Board convenes an Ethics Committee to oversee ethical conduct in the College’s research and teaching activities through application of the College’s Ethics Policy and to advise Academic Board on the fitness of the Ethics Policy from time to time.

Where an application for ethics clearance is required for research conducted at the College initial advice should be sought from the Chair of the Ethics Committee and where deemed appropriate an application for ethics clearance should be submitted by the subject lecturer on behalf of the students.

Research projects (e.g. interviews, collection of data) may be conducted by undergraduate or graduate students as part of the assessment for a subject.

5.2. 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. To keep the progress of research projects under surveillance so as to be satisfied that they continue to conform with approved ethical standards;

iv. Review the Ethics Policy annually to ensure best practice;

v. Review and report on the compliance with the Ethics Policy and provide advice, guidance or recommendations;

vi. Provide formal recommendations on issues arising from its meetings and submit these recommendations to the Academic Board for consideration and implementation;

vii. To withdraw approval for research activity that breaches the College’s Ethics Policy;

viii. Where applicable, expedite approval by the Chair of the Ethics Committee for student research applications that will not involve any ethical issues.

In carrying out these functions, the Ethics Committee should:

i. Promote ethically good practices in research and course project activities;


iii. Ensure compliance with legislative obligations;

iv. Ensure that research is informed by the values of research merit and integrity, justice, beneficence, and respect (the National Statement on Ethical Conduct in Human Research, pages 12 to 13). 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.
5.3. **In-House Applications – Research Undertaken as a Learning Activity within a Subject**

Not all activities will require consideration of the full Committee. “In-House” clearance by the Head of School without reference to the Ethics Committee is available for ethics applications regarding certain research undertaken by students as a learning activity within a subject. Refer to the Ethics Policy for In-House Applications in the *Policy Register* on the ICMS Management Portal.

5.4. **Membership**

The protocols for membership 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 2 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 expected to declare any actual or perceived conflict of interest that might arise in the course of their service on 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 delegated and will be considered a voting member in the absent member’s stead.

5.5. **Quorum**

A quorum will be: 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.

5.6. **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.

5.7. **Secretariat**

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.

5.8. **Review of Terms of Reference**

These Terms of Reference may be reviewed from time to time. Any amendments agreed by the Ethics Committee will be recommended by the Chair for ratification by the Academic Board.
### 5.9. Ethics Committee Membership

The current membership of the Ethics Committee is as follows:

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Head of Post Graduate Programs</td>
<td>Chair</td>
</tr>
<tr>
<td>Industry Training Staff Member</td>
<td>Secretariat*</td>
</tr>
<tr>
<td>Head of Industry Training</td>
<td>Member</td>
</tr>
<tr>
<td>Head of School</td>
<td>Member</td>
</tr>
<tr>
<td>Experienced University Research Academic - Ethics</td>
<td>Member</td>
</tr>
<tr>
<td>Chair of Academic Board</td>
<td>Ex-Officio*</td>
</tr>
</tbody>
</table>

*Non-voting*
6. COURSE DEVELOPMENT AND ADVISORY COMMITTEES

TERMS OF REFERENCE

6.1. Role
The Course Development and Advisory 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 Committees are determined by its objective.

6.2. Functions
The functions of the Course Development and Advisory Committees are to:

i. Review existing courses and complete renewals of accreditation for submission to the Teaching and Learning Committee;

ii. Research and develop new courses including applications for accreditation to submit to the Teaching and Learning Committee;

iii. Identify and access appropriate external expert advice;

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 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 such tasks and activities as are specially referred to the Course Advisory and Development Committee by the Teaching and Learning Committee, consider other matters as deemed relevant by the Course Advisory and Development Committee and generate reports and recommendations to the Teaching and Learning Committee;

vii. Draft formal recommendations on issues arising from its meetings and submit these recommendations to the Teaching and Learning Committee for consideration and implementation.
6.3. Membership

The protocols for membership of the Course Advisory and Development Committees are:

i. The Course Development and Advisory Committees will 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 the appropriate Head of School. Where Head of School is unable to take the role of Chair, an alternate Chair is delegated within the relevant School;

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 Advisory and Development Committee;

v. The Chair of the Teaching and Learning Committee, and the DVC Academic are ex officio members of all standing 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 delegated and will be considered a voting member in the absent member’s stead.

6.4. Quorum

A quorum will be: 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.

6.5. Frequency of Meetings

The Course Development and Advisory Committees meet at least twice per year. The Chair may convene a special meeting at any time with reasonable notice.

6.6. Secretariat

The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.

6.7. Review of Terms of Reference

These Terms of Reference may be reviewed from time to time by the Teaching and Learning Committee, the Academic Board or as directed by the Board of Directors.
6.8. **Course Advisory and Development Committees Membership**

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

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>Chair</td>
</tr>
<tr>
<td>Academic Program Coordinator</td>
<td>Secretariat*</td>
</tr>
<tr>
<td>External expert in Field of Study</td>
<td>Member</td>
</tr>
<tr>
<td>Academic Program Co-ordinator</td>
<td>Member</td>
</tr>
<tr>
<td>Educational Developer</td>
<td>Member</td>
</tr>
<tr>
<td>DVC Academic</td>
<td>Ex-Officio*</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee</td>
<td>Ex-Officio*</td>
</tr>
</tbody>
</table>

*Non-voting
7. BOARD OF EXAMINERS

TERMS OF REFERENCE

7.1. Role
The Teaching and Learning Committee convenes a Board of Examiners to oversee the approval of subject results at the end of each term. The Board of Examiners monitors the results for each subject and advises the Teaching & Learning Committee of any issues that require attention.

The functions of the Board of Examiners will be subject to review and determination by the Teaching and learning Committee. Normally the functions will be reviewed every two (2) years.

7.2. Functions
The functions of the Board of Examiners are to:

i. Consider the results submitted by the subject lecturer for each subject and determine whether the results are awarded in compliance with the Moderation of Assessments and Subject Results Policy;

ii. If the results submitted comply with the Moderation of Assessments and Subject Results Policy the Board of Examiners recommends to the DVC - Academic Operations that the results be formally awarded and released to students;

iii. If the results submitted do not comply with the Moderation of Assessments and Subject Results Policy the Board of Examiners notifies the subject lecturer and the Academic Program Coordinator and seeks an explanation. If there is no explanation acceptable within our policy the Board of Examiners requires that the results be moderated and re-submitted in agreement with ICMS Policy;

iv. Provide to the Teaching and Learning Committee guidance and feedback on the operation of the Moderation of Assessments and Subject Results Policy;

v. Review the Moderation of Assessments and Subject Results Policy every two years to ensure best practice;

vi. Review and report on the compliance with the Moderation of Assessments and Subject Results Policy and provide advice, guidance or recommendations on changes needed.

7.3. Membership

i. Three members nominated by the Teaching and Learning Committee;

ii. At least one of the members of the Board of Examiners must be a member of the Teaching and Learning Committee;

iii. The student representative is not permitted to be a member of the Board of Examiners;

iv. The Chair of the Teaching and Learning Committee and DVC Academic are ex officio members of all standing committees.

7.4. Quorum
A quorum will be: All three members nominated by the Teaching and Learning Committee. In the case of a tied vote the Chair has the casting vote.
7.5. Frequency of Meetings
The Board of Examiners meets as required to recommend the approval of subject results. This will be at least once each period of study for diploma, bachelor degree and postgraduate courses.

7.6. Secretariat
The Chair will appoint a secretary who will be responsible for distributing the agenda and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting through the ICMS Management Portal – Governance Operations. The agenda and papers for meetings will be distributed to members at least 7 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 no later than 7 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.

7.7. Review of Terms of Reference
These Terms of Reference may be reviewed from time to time. Any amendments agreed by the Board of Examiners will be recommended by the Chair for ratification by the Academic Board.

7.8. Board of Examiners Membership
The current membership of the Board of Examiners is:

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair – Teaching and Learning Committee nominee</td>
<td>Chair</td>
</tr>
<tr>
<td>Teaching and Learning Committee nominee</td>
<td>Member</td>
</tr>
<tr>
<td>Teaching and Learning Committee nominee</td>
<td>Member</td>
</tr>
<tr>
<td>External member of the Teaching and Learning Committee if not appointed under another category</td>
<td>Member</td>
</tr>
<tr>
<td>Registrar if not already nominated</td>
<td>Member</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>Ex-Officio*</td>
</tr>
<tr>
<td>DVC Academic</td>
<td>Ex-Officio*</td>
</tr>
</tbody>
</table>

*Non-voting
8. ACADEMIC APPEALS COMMITTEE

TERMS OF REFERENCE

8.1. Role
The Registrar, on direction of the Deputy Vice-Chancellor (Academic) (DVC A) will convene an Academic Appeals Committee to hear appeals arising from academic matters as stated in the ICMS Academic Appeals Policy and Procedures.

The Academic Appeals Committee is chaired by the DVC Academic. The Registrar, maintains documentation in the ICMS Management Portal ‘Governance Ops’; carries out the administration of the Committee’s decisions and monitors the process of submission and resolution of appeals. The Registrar does not hold voting rights on the Committee. The Registrar provides reports to the Teaching & Learning Committee, and through this Committee the Academic Board, on any issues that require attention or the need to review policy and/or procedure.

The functions of the Academic Appeals Committee will be subject to review and determination by the Academic Board. Normally the functions will be reviewed annually.

8.2. Functions
The functions of the Academic Appeals Committee are to:

i. To determine the outcome of an appeal after considering the evidence under the ICMS Academic Appeals Policy and Procedures and through the Office of the Registrar to advise the relevant parties of the appeal outcome;

ii. Review and report on the compliance with the Academic Appeals Policy and provide advice, guidance or recommendations on changes needed to the Academic Board through the Teaching and Learning Committee.

8.3. Membership

i. DVC Academic Chair;

ii. Registrar – Ex Officio/Secretariat, without voting rights – to document and manage the process, take Minutes, provide reports and associated documents;

iii. Head of School relevant to the appeal discipline (or nominee) – to provide discipline knowledge;

iv. An academic from a discipline not related to the appeal – to provide independent challenge.

8.4. Quorum
A quorum will be full membership as per the nature of any Academic Appeals Committee is such that it is formed specific to resolve each appeal as it occurs.

8.5. Frequency of Meetings
The Academic Appeals Committee meets as required to consider appeals.
8.6. **Secretariat**

The Registrar, Academic Appeals Committee will be responsible for distributing the agenda and papers to members through the ICMS Management Portal Meetings repository prior to meetings and recording, preparing and distributing the minutes of each meeting. The agenda and papers for meetings will be distributed via the Portal to members with the maximum amount of time in advance of any meeting depending on the required submission dates. Minutes of each meeting will be available for ratification by the Chair no later than 7 days after each meeting. Unconfirmed minutes will be inputted and distributed via the Portal to members after ratification by the Chair for approval at the next meeting.

8.7. **Review of Terms of Reference**

These Terms of Reference may be reviewed from time to time. Any amendments agreed by the Academic Appeals Committee will be recommended by the Chair for ratification by the Academic Board. The Chair of the Academic Appeals has authority to appoint the Secretariat if the Registrar is unable to attend.

8.8. **Academic Appeals Committee Membership**

The current membership of the Academic Appeals Committee is as follows:

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>Membership</th>
</tr>
</thead>
<tbody>
<tr>
<td>DVC Academic (or nominee)</td>
<td>Chair</td>
</tr>
<tr>
<td>Registrar*</td>
<td>Secretariat – Ex Officio</td>
</tr>
<tr>
<td>Head of School Business</td>
<td>Member</td>
</tr>
<tr>
<td>Head of School Professional Services Management</td>
<td>Member</td>
</tr>
<tr>
<td>External member of the Teaching and Learning Committee</td>
<td>Member</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>Ex-Officio*</td>
</tr>
</tbody>
</table>

*Non-voting