GOVERNANCE CHARTER
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</tbody>
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GOVERNANCE SUMMARY

International College of Management, Sydney Pty Limited ATF ICTHM Trust (“the College”) is a proprietary limited company with a Board of Directors that includes a majority of external members along with representatives of the shareholders of the Company. 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 vocation 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 operates independently of the ownership and management of the College to assure academic 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 a Course Advisory and Development Committee for all disciplines to provide advice on new course proposals, report on 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 7th April 2015 (previous version approved on 24th November, 2014).
1. 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 it legal, regulatory, financial and social obligations and responsibilities.

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

v. Oversee and review the management and performance of the College.

vi. Establish and maintain an Academic Board to oversee the academic governance of the College, determining membership, appointing members and the Chair, and monitoring its activities.

vii. Determine a Quality Assurance Framework to guide the College and approving policies and procedures for the quality assurance of the College's operations consistent with legal and regulatory requirements and corporate social responsibility.

viii. Award qualifications on recommendation of the Academic Board.

ix. Appoint the CEO of the College and monitor their performance.

x. Appoint the Secretary of the company.

xi. Appoint the external auditor for the company.

xii. Ensure the College meets its statutory obligations under the Corporations Act 2001.

xiii. 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 year 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 Frequency of Meetings

The Board of Directors meets at least four times per year according to the *Annual Governance Calendar*. 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.

1.7 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.

1.8 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.

1.9 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.

1.10 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>Chair - 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 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 “Board”) convenes a Strategic Review Group to monitor and report on the progress of the strategic goals of the College set by the Board. The Strategic Review Group also has responsibility for assisting the Board in formulating strategic goals and plans in response to 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 Board.

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 below.

iii. The Chair of the Strategic Review Group is the Chairman of the Board.

iv. The members of the Strategic Review Group are provided with all relevant information prior to meetings and are obligated to preserve any commercial-in-confidence information.

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 six 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 Board.

8 Strategic Review Group Membership

The membership of the Strategic Review Group is as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman</td>
<td>All names available upon request</td>
</tr>
<tr>
<td>Chairperson - Aspiring Education Foundation and ICMS Professional Scholarship Program</td>
<td></td>
</tr>
<tr>
<td>CEO &amp; President</td>
<td></td>
</tr>
<tr>
<td>DVC Academic Operations</td>
<td></td>
</tr>
<tr>
<td>DVC Strategic Development</td>
<td></td>
</tr>
<tr>
<td>VP International Development</td>
<td></td>
</tr>
<tr>
<td>VP Finance</td>
<td></td>
</tr>
<tr>
<td>VP Marketing</td>
<td></td>
</tr>
<tr>
<td>VP Asia Pacific</td>
<td></td>
</tr>
<tr>
<td>VP Aspire</td>
<td></td>
</tr>
<tr>
<td>VP Aspire</td>
<td></td>
</tr>
<tr>
<td>VP Student Services &amp; Registrar</td>
<td></td>
</tr>
<tr>
<td>VP Operations</td>
<td></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:

v. 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.

vi. Positions that make up the Executive Management Group are shown in the table below.

vii. The Chair of the Executive Management Group is the CEO.

viii. 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.

2.4 Frequency of Meetings
The Executive Management Group meets at least monthly according to the Annual Governance Calendar. The CEO may convene a special meeting at any time with reasonable notice.

2.5 Secretariat
The CEO 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 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>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>CEO &amp; President</td>
<td>All names available upon request</td>
</tr>
<tr>
<td>Executive Assistant and People &amp; Training Manager</td>
<td></td>
</tr>
<tr>
<td>DVC Academic Operations</td>
<td></td>
</tr>
<tr>
<td>DVC Strategic Development</td>
<td></td>
</tr>
<tr>
<td>VP Student Services &amp; Registrar</td>
<td></td>
</tr>
<tr>
<td>VP Operations</td>
<td></td>
</tr>
<tr>
<td>VP Finance</td>
<td></td>
</tr>
<tr>
<td>VP Marketing</td>
<td></td>
</tr>
<tr>
<td>VP International Development</td>
<td></td>
</tr>
<tr>
<td>VP Aspire</td>
<td></td>
</tr>
<tr>
<td>Manager Information &amp; Communication Technology</td>
<td></td>
</tr>
<tr>
<td>PVC Quality &amp; Enhancement</td>
<td></td>
</tr>
</tbody>
</table>
3. ACADEMIC BOARD

TERMS OF REFERENCE

3.1 Role
The Academic Board is delegated responsibility by the Board of Directors for the academic governance of the College. This includes academic policy making, academic administration and oversight of the educational process. The Academic Board determines academic policy and has responsibility for the achievement of educational objectives of the College’s higher education courses.

3.2 Functions
The functions of the Academic Board are to:

i. Promote excellence in teaching and learning.

ii. Oversee the quality assurance and enhancement of the higher education academic functions of the College.

iii. Ensure compliance with higher education regulatory bodies (eg TEQSA) and appropriate legislation.

iv. Facilitate free intellectual enquiry and ensure academic integrity.

v. Ensure a culture of scholarship is developed and nurtured throughout the College.

vi. Approve an annual Scholarly Activity Plan for academic staff to ensure that professional and discipline based expertise is current, that teaching skills are maintained and updated and that appropriate scholarly activity is undertaken.

vii. Consider and make decisions on all aspects of the development and accreditation or re-accreditation of higher education courses, the admission of students, teaching, assessment and requirements for graduation, prizes, awards and scholarships.

viii. Formulate, coordinate, approve and review academic policy and procedures.

ix. Advise on the academic aspects of the College’s plans and to foster discourse on issues related to higher education and the College’s Mission and Goals.

x. Refer certain matters to such standing committees as the Academic Board may from time to time establish.

xi. Receive reports from standing committees or working groups and ensure that their referred responsibilities are discharged.

xii. Consider and recommend on any matter referred to the Academic Board by the Board of Directors.

xiii. In addition to such matters as are specifically referred to the Academic Board, the Academic Board may generate reports and recommendations to the Board of Directors, including recommending new courses for development.

xiv. 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. Prospective members of the Academic Board are selected on the basis of their particular expertise in relation to the operation of tertiary education providers and the delivery of higher education curriculum and are drawn from internal academic and administrative staff, academicians from other higher education providers, industry practitioners and members of professional bodies or associations.

ii. Inaugural membership of the Academic Board shall consist of individuals appointed by the Board of Directors.

iii. Subsequently, the Board of Directors appoints members of the Academic Board based principally on the recommendation of the Academic Board.

iv. The Academic Board must always have at least an equal number of external members to the number of internal members.

v. The Board of Directors will appoint one of the external members as Chair of the Academic Board.

vi. The term of Membership for appointed members (ie not ex-officio) of the Academic Board will be two years. Membership will be reviewed at least every two years by the Board of Directors and, where appropriate; recommendations for new members will be sought from the Academic Board.

vii. Membership of the Academic Board will be two years and reviewed at least every two years by the Board of Directors and, where appropriate; recommendations for new members will be sought from the Academic Board.

viii. 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 Board’s deliberations or decisions. This does not preclude a member from communication on matters germane to their academic discipline.

ix. 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.

x. 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.

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

xii. The Academic Board with the approval of the Board of Directors may co-opt additional members and invite guests to attend meetings where required.

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 provided that at all times the quorum does not consist of a majority of non-external members. In the case of a tied vote the Chair has the casting vote.

3.5 Frequency of Meetings
The Academic Board meets at least four times a year on a date and time according to the Annual Governance Calendar. The Chair may convene a special meeting at any time with reasonable notice. The Academic Board may meet using technology such as teleconference/ videoconference.

3.6 Decision Making Between Meetings
Where urgent action is required between scheduled meetings of the Academic Board, the Chair of the Academic Board may act on behalf of the Academic Board, but will report all such actions to the Academic Board for ratification.
3.7 Secretariat
The Chair 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 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. 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>External</th>
<th>Name and Professional Role</th>
<th>ICMS Session</th>
<th>Aspire Session</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair (academic staff member from another higher education provider)</td>
<td>Yes</td>
<td>Available on request</td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>External member from another higher education provider with special expertise in the College’s discipline</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>External member from another higher education provider</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>External member from industry</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Student representative</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Internal academic staff member – DVC</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td>Internal academic staff member – Head of School</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td>Internal academic staff member – Head of Teaching &amp; Learning</td>
<td>No</td>
<td></td>
<td>N</td>
<td>Y</td>
</tr>
<tr>
<td>Chief Executive Officer</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Registrar</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
</tbody>
</table>
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 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:

vi. Advise on academic policies relating to all teaching and learning processes, including admissions, student progress, examinations and assessment, and academic appeals.

vii. Coordinate the conduct of, and monitor the outcomes from admission processes.

viii. Oversee the process by which students are assessed, including assessment moderation.

ix. Approve all student results prior to publication.

x. Monitor student progress, attrition and completion rates, and graduate destinations.

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

xii. Review and advise on teaching and learning facilities that provide a physical environment conducive to study.

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

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

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

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

xvii. Encourage a culture of scholarship throughout the College.

xviii. Act on any other references to it from the Academic Board.

4.3 Membership
The membership of the Teaching and Learning Committee will be made up as follows:

Category A
The incumbents in the following positions:

- Associate Dean – Teaching & Learning (Chair)
- Quality & Enhancement Officer
- Registrar
- VP - Information & Communication Technology
- Head of Academic Learning Centre
- Senior Librarian
Category B
Representatives appointed by the Academic Board from the following constituencies:

- Academic staff representatives x 3
- Student representative
- Academic Board representative x 1

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

Every two years the Academic Board will review the nominees for Category B membership and appoint members, usually for a term of two years.

The members of the Teaching and Learning Committee are provided with all relevant information prior to meetings and are obliged to preserve confidential information.

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 according to the Annual Governance Calendar. 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. The 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 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. Any amendments agreed by the Teaching and Learning Committee will be recommended by the Chair for ratification by the Academic Board.
### 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>External</th>
<th>Category</th>
<th>Name and Professional Role</th>
<th>ICMS Session</th>
<th>Aspire Session</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair Associate Dean – T&amp;L</td>
<td>No</td>
<td>A</td>
<td>Available on request</td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>PVC Quality &amp; Compliance</td>
<td>No</td>
<td>A</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Registrar</td>
<td>No</td>
<td>A</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Manager - Information &amp; Communication Technology</td>
<td>No</td>
<td>A</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Head of Academic Learning Centre</td>
<td>No</td>
<td>A</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Senior Librarian</td>
<td>No</td>
<td>A</td>
<td></td>
<td>Y</td>
<td>As req’d</td>
</tr>
<tr>
<td>Student representative</td>
<td>Yes</td>
<td>B</td>
<td></td>
<td>Y</td>
<td>As req’d</td>
</tr>
<tr>
<td>Academic staff representative and Academic Board representative</td>
<td>No</td>
<td>B</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td>Academic staff representative</td>
<td>No</td>
<td>B</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td>Academic Staff representative – ELICOS / Foundation</td>
<td>No</td>
<td>B</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Academic Staff representative – Diploma</td>
<td>No</td>
<td>B</td>
<td></td>
<td>N</td>
<td>Y</td>
</tr>
<tr>
<td>Chair of Academic Board (ex officio)</td>
<td>Yes</td>
<td></td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
</tbody>
</table>
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.

Instances where an application for ethics clearance is required for research conducted as a teaching project will be common at the College. In these instances an application for ethics clearance should be submitted by the subject lecturer on behalf of the students.

Teaching projects include research projects (e.g. interviews) 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 and teaching project work involving activities that require ethical consideration and clearance.

ii. Recommend to Academic Board the approval or rejection of proposals for research projects or teaching projects requiring Ethics Committee approval.

iii. To keep the progress of research projects and identified teaching 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. Ensure that research and teaching project activity that involves the College staff and/or students complies with the College’s Ethics Policy.

viii. To withdraw approval for research and/or teaching project activity that breaches the College’s Ethics Policy.

In carrying out these functions, the Ethics Committee should:

- Promote ethically good practices in research and course project activities;
- Be guided by the principles outlined in the Declaration of Helsinki 1975, and the 2007 National Statement on Ethical Conduct in Human Research; and the Australian Code for the Responsible Conduct of Research 2007;
- Ensure compliance with legislative obligations;
- Ensure that research is informed by the values of research merit and integrity, justice, beneficence, and respect (the National Statement, pages 12 to 13). Application of these values requires the exercise of judgment and an appreciation of context; and
- 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.

5.4 Membership

The protocols for membership of the Ethics Committee are:

i. The Ethics Committee will include an appropriate balance between internal and external members. Normally one third of the members will be external.

ii. Members will be appointed by the Academic Board.

iii. The term of office on the Ethics Committee will be 3 years

iv. Members are appointed for their expertise and not in a representative capacity.

v. The Chair and Deputy Chair shall be appointed by the Academic Board from the Committee membership.

vi. 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.

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

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 on a date and time according to the Annual Governance Calendar. 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 DVC Academic Operations 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. The 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 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>External</th>
<th>Name and Professional Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair - DVC</td>
<td>No</td>
<td>All names available upon request</td>
</tr>
<tr>
<td>Deputy Chair - Internal academic staff member – Head of Teaching &amp; Learning</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Head of Industry Training</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Internal academic staff member – Head of School</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Experienced research academic from a university</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>A member of a partner institution Ethics Committee</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Chair of Academic Board (ex officio)</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>
6. COURSE ADVISORY AND DEVELOPMENT COMMITTEE

TERMS OF REFERENCE

6.1 Role
The Course Advisory and Development Committee is convened 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.

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

i. Consider and give advice to the Teaching and Learning Committee on the development of new higher education courses, seeking expert advice where necessary to address specific issues.

ii. Draw to the Teaching and Learning Committee’s attention recent developments and trends in specific fields of study and research and directions in course development.

iii. 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.

iv. Review course documentation 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. Receive and comment upon new and revised outlines for subjects of study within existing courses.

vi. Keep under review quality assurance mechanisms paying particular attention to assessment procedures, stakeholder feedback and benchmarking with other higher education providers where possible.

vii. 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.

viii. 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 Committee are:

i. The Course Advisory and Development Committee will include an appropriate balance between 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 Head of School, Business & Management (or a delegate of a similar level as assigned by the Chair of Teaching and Learning Committee).

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 is ex officio a member of all standing committees.

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 Advisory and Development Committee meet at least twice per year on a date and time according to the Annual Governance Calendar. The Chair may convene a special meeting at any time with reasonable notice.

6.6 Secretariat
The DVC Academic Operations 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. The 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 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. Any amendments agreed by the Course Advisory and Development Committee will be recommended by the Chair for ratification by the Academic Board.
6.8 Course Advisory and Development Committee Membership

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

<table>
<thead>
<tr>
<th>Category of Membership</th>
<th>External</th>
<th>Name and Professional Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>No</td>
<td>All names available upon request</td>
</tr>
<tr>
<td>Industry Experienced: In-field professional experience</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Industry Experienced: In-field professional experience</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Industry Experienced: Any-field professional experience</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Academic Program Co-ordinator</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>DVC Strategic Development</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Discipline Leader</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>DVC Academic Operations</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

1 This committee oversees all disciplines
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 our 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 an external 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 is ex officio a member of all standing committees but may elect to send a nominee.

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, Teaching and Learning Committee 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. The 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 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>External</th>
<th>Name and Professional Role</th>
<th>ICMS Session</th>
<th>Aspire Session</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair – Teaching and Learning Committee nominee</td>
<td>No</td>
<td>Available on request</td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Teaching and Learning Committee nominee</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td></td>
<td>No</td>
<td></td>
<td>N</td>
<td>Y</td>
</tr>
<tr>
<td>Teaching and Learning Committee nominee</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>N</td>
</tr>
<tr>
<td></td>
<td>No</td>
<td></td>
<td>N</td>
<td>Y</td>
</tr>
<tr>
<td>External member of the Teaching and Learning Committee if not appointed under another category.</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
</tbody>
</table>
8. ACADEMIC APPEALS COMMITTEE

TERMS OF REFERENCE

8.1 Role
The Teaching and Learning Committee convenes an Academic Appeals Committee to hear appeals arising from academic between students and the College. The Academic Appeals Committee considers matters referred to it and applies the Academic Appeals Policy.

The Academic Appeals Committee monitors the submission and resolution of appeals and advises the Teaching & Learning Committee, and through this Committee the Academic Board, of 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 Teaching and Learning Committee. Normally the functions will be reviewed every two (2) years.

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

i. To provide a streamlined and coherent process for dispute resolution on academic student matters.

ii. To provide a flexible process where an aggrieved person is able to follow a chain of command process in pursuit of a determination, in relation to an academic result.

iii. To encourage consultation between the parties to the dispute and to facilitate attempts to ensure that the majority of issues are solved by consultation at the earliest stages of the process.

iv. To determine the outcome of an appeal after considering the evidence under the ICMS Academic Appeals Policy and to advise the parties of this outcome.

v. 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. Three members nominated by the Teaching and Learning Committee.

ii. At least one of the members of the Academic Appeals Committee must be an external member of the Teaching and Learning Committee.

iii. Student representatives are not permitted to be members of the Academic Appeals Committee.

iv. Deputy Vice Chancellor (Academic Operations)

v. Registrar

vi. Associate Dean (Teaching & Learning) if not a member under another category.

vii. The Chair of the Teaching and Learning Committee is ex officio a member of all standing committees but may elect to send a nominee.

viii. The Chair may co-opt additional members as circumstances require. Such co-opted members will normally be drawn from the following list:

- Heads of School
- Academic Program Coordinators
- Deputy Registrar
- Operations Manager
- Head of Academic Learning Centre
- Vice President – People, Development & Executive Manager
8.4 **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.

8.5 **Frequency of Meetings**

The Academic Appeals Committee meets as required to consider appeals.

8.6 **Secretariat**

The Chair, Academic Appeals Committee 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. The 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 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.

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>External</th>
<th>Name and Professional Role</th>
<th>ICMS Session</th>
<th>Aspire Session</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair – Teaching and Learning Committee nominee</td>
<td>No</td>
<td>Available on request</td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Teaching and Learning Committee nominee</td>
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<td>Teaching and Learning Committee nominee</td>
<td>No</td>
<td></td>
<td></td>
<td>N</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>Yes</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
<tr>
<td>Chair of Teaching and Learning Committee (ex officio)</td>
<td>No</td>
<td></td>
<td>Y</td>
<td>Y</td>
</tr>
</tbody>
</table>