



GOVERNANCE CHARTER

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GOVERNANCE OVERVIEW

GOVERNANCE SUMMARY

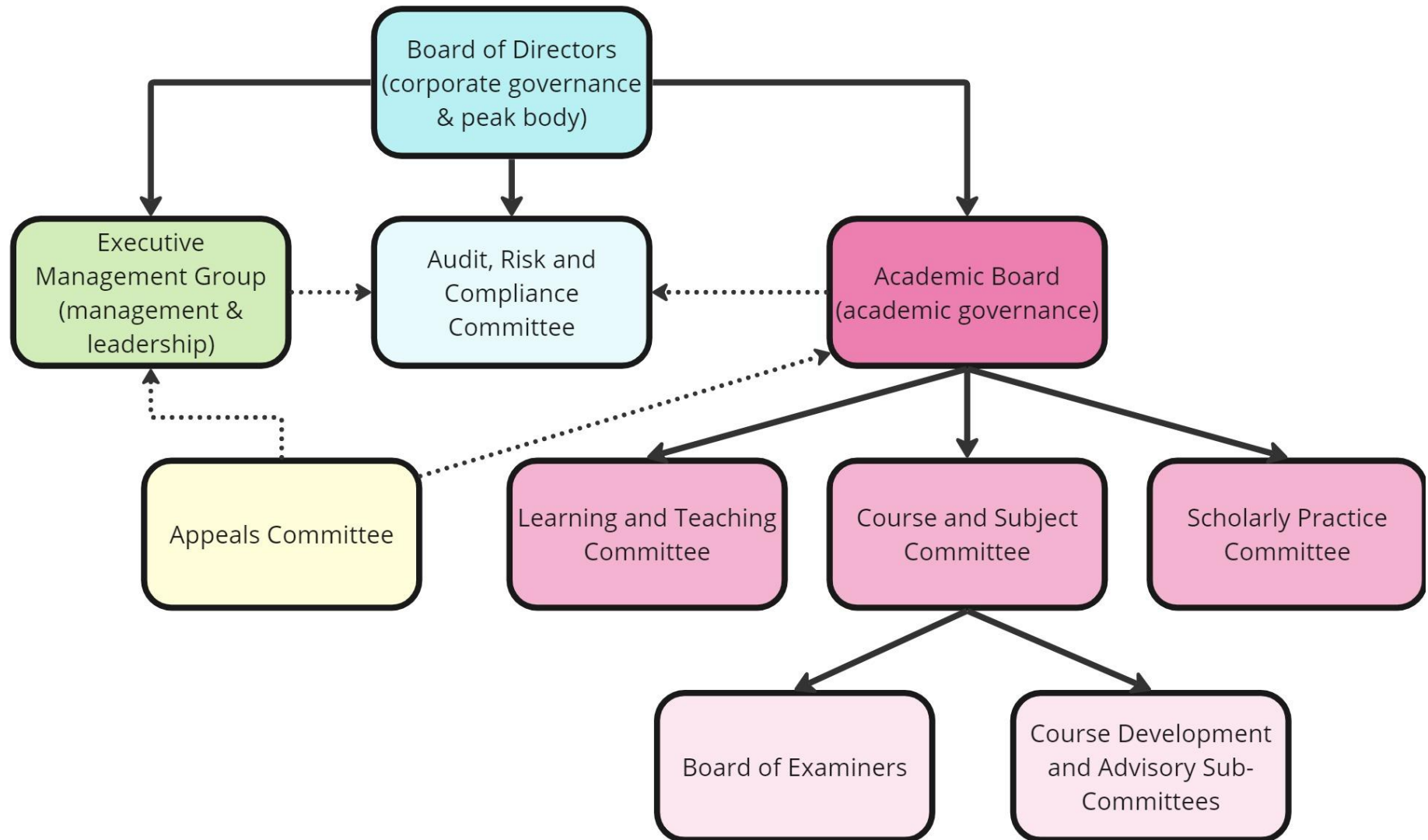
International College of Management, Sydney Pty Limited as trustee for ICTHM Trust (“the Institution”) is a proprietary limited company with a Board of Directors that includes a majority of independent members. The independence of the Board of Directors provides a mechanism to separate the ownership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

In order to provide a mechanism whereby the Institution is provided with independent academic advice, the Board of Directors (by the powers vested in it, by clause 7 of the Company Constitution) delegates academic governance to the Academic Board. The Academic Board has responsibilities to assure academic quality and integrity of the Institution’s higher and vocational education courses, including responsibility for academic policy, academic administration and oversight of the educational process to ensure educational outcomes have been achieved.

The Academic Board convenes various committees to implement its initiatives. For example, the Learning and Teaching Committee implements quality assurance processes for learning and teaching in order to ensure that day-to-day academic operations meet quality educational standards. The Course and Subject Committee and Scholarly Practice Committee are also committees of the Academic Board with specific functions for upholding academic quality assurance.

The Board of Directors delegates responsibility for the efficient conduct of the Institution’s business to the President and Managing Director (President) who convenes the Executive Management Group, which consists of the senior management of the Institution. The Executive Management Group (EMG) assists the President in the day-to-day running of the Institution. The Audit, Risk and Compliance Committee oversight of the Institution’s risk management framework, compliance framework and internal audit function and reports directly to the Board of Directors.

CORPORATE & ACADEMIC GOVERNANCE STRUCTURE



TERMS OF REFERENCE

1. BOARD OF DIRECTORS

TERMS OF REFERENCE

1. Role

The Board of Directors of International College of Management, Sydney Pty. Limited as trustee for The ICTHM Trust ("the Institution") is the peak governing body and has oversight of the overall management of the Institution. The Board of Directors has responsibility for the strategic direction, financial operations and for ensuring that the Institution's legal, regulatory, financial and social obligations and responsibilities are met. The Board of Directors is a formally constituted governing body, which includes independent members, that exercises competent governance and oversight of all its higher and vocational education operations. This includes accountability for the award of qualifications, for continuing to meet the requirements of the relevant legislation and for the representation of the Institution.

2. Functions

The functions of the Board of Directors are to:

- a. determine the Institution's future direction by setting, monitoring and reviewing its vision and strategic goals;
- b. establish realistic performance targets and ensure progress against targets is monitored and that action is taken to correct underperformance;
- c. appoint and monitor the performance of the President;
- d. ensure that the Institution is financially viable, sustainable through researched growth strategies, and that sufficient financial and other resources are applied to maintain viability and sustainability of the Institution and its business model to meet and continue to meet the requirements of the Higher Education Standards Framework, to achieve its objectives and targets, and to sustain the quality of higher and vocational education offered;
- e. monitor the financial position, financial performance and cash flows, ensuring that financial management meets accounting standards and that effective financial safeguards and controls are operating;
- f. ensure that company financial statements are audited independently by a qualified auditor against Australian accounting standards;
- g. identify and monitor any risks to operations and ensure that the Institution manages and mitigates those risks effectively. Establish an Audit, Risk and Compliance Committee to oversee the risk management framework, compliance framework and internal audit;
- h. establish and maintain an Academic Board to oversee competent academic governance of the Institution, and leadership of its higher and vocational education provision and academic activities;
- i. approve a *Quality Assurance Framework* and maintain oversight for the Institution's policy framework, retaining specific responsibility for approving quality assurance related and non-academic policies consistent with legal and regulatory requirements and corporate social responsibility;
- j. award qualifications on recommendation of the Academic Board;

- k. ensure that the Institution complies with the requirements of the legislation under which it is established, any other legislative requirements and its constitution;
- l. delegate authority, through a system of documented delegations, to ensure effective governance, policy development and management, and monitor the implementation of those delegations; and
- m. identify and monitor lapses in compliance with the Higher Education Standards Framework and ensure that prompt corrective action is taken.

3. Composition

The protocols for composition of the Board of Directors are:

- a. the Board of Directors may consist of independent and non-independent members, however, membership should include a majority of independent members at all times;
- b. independent members are classified as those members who do not have any material or significant dealings with the Institution that could interfere with the exercise of independent judgement as a member nor have an interest in the ownership of the company;
- c. non-independent members are classified as those who have significant dealings with the Institution or have an interest in the ownership of the Institution; Membership of the Board of Directors is determined by the shareholders (owners) of the company;
- d. the Directors may elect a Chairperson of their meetings and determine the period for which he/she holds office;
- e. 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 Institution's interests; and
- f. the number of members on the Board of Directors shall be no less than four.

4. Qualifications and experience of members

The requirements for member appointments include:

- a. that a nominations panel will be convened by the Chairperson to consider new member appointments;
- b. all appointed members must have expertise and experience relevant to the functions exercisable by the Board of Directors and an appreciation of the object, values, functions and activities of the Institution;
- c. at least one independent member will have financial expertise and one independent member will have higher education expertise;
- d. all members must be deemed fit and proper persons in accordance with TEQSA requirements; and
- e. at least two members must ordinarily be resident in Australia.

5. Members' duties

Members must:

- a. act in the best interests of the Institution as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them;
- b. act in good faith, honestly and for a proper purpose;
- c. exercise appropriate care and diligence;
- d. not improperly use their position to gain an advantage for themselves or another person;
- e. disclose and avoid conflicts of interest;

- f. not cause detriment to the Institution;
- g. be familiar of the regulatory requirements outlined in the Higher Education Standards Framework and other regulatory responsibilities outlined in TEQSA's guidelines relating to corporate governance; and
- h. at the discretion of the Board of Directors, independent members of the Board of Directors may be required to enter into a Deed of Confidentiality with the Institution.

6. Protection of members

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

7. Quorum

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

8. 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.

9. Secretariat

The Board of Directors appoints a secretary who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members with the papers for the next meeting.

10. Review of terms of reference

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

11. Membership

The membership of the Board of Directors is:

Position	External	Independent	Name	Date of appointment
Chairperson - Owners' representative	No	No	Darryl Courtney-O'Connor	30 September 1998
Independent member with higher education expertise	Yes	Yes	Professor Kathryn Refshauge	1 February 2020
Independent member with higher education expertise	Yes	Yes	Dr Stephanie Fahey	24 January 2024
Independent member with higher education expertise (Chair of the Academic Board)	Yes	Yes	Dr John Loxton	20 October 2014
Independent member with commercial and financial expertise	Yes	Yes	Robert Moran	24 January 2024
Member with financial and legal expertise	Yes	No	Richard Gelski	4 May 2005
President	No	No	Rowan Courtney O'Connor	24 January 2024

2. EXECUTIVE MANAGEMENT GROUP

TERMS OF REFERENCE

1. Role

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

2. Functions

The functions of the EMG are to:

- a. implement strategic initiatives, the Institution's plans and ensure that agreed performance targets are met;
- b. approve non-academic operational procedures and guidelines, and ensure that all policies and procedures are implemented within local areas;
- c. monitor non-academic risks and initiate corrective action as required;
- d. provide leadership in reviews and audits and ensure that the recommendations arising from those processes are implemented effectively through continuous improvement and compliance activities and monitoring;
- e. monitor complaints and appeals and provide leadership on improvement initiatives where appropriate; and
- f. ensure that the Institution maintains a quality assured learning and teaching environment for all stakeholders including students, educators and staff.

3. Composition

The protocols for membership of the EMG are as follows:

- a. membership of the EMG is determined by virtue of employment in particular staff positions;
- b. the Chair of the EMG is the President;
- c. the Chair may request an alternate member attend a meeting if the normal member is unavailable;
- d. the members of the EMG are obligated to preserve any commercial-in-confidence information; and
- e. other staff members may be required to attend by invitation from time to time.

4. Frequency of meetings

The EMG meets at least six times a year. The President may convene a special meeting at any time with reasonable notice.

5. Secretariat

The Chair appoints a secretary who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members thereafter for approval at the next meeting.

6. Review of terms of reference

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

7. Membership

The membership of EMG is:

Position	Category of membership
President	Chair
DVC (Learning and Teaching)	Member
Pro Vice Chancellor (Employability) and Registrar	Member
Vice President (Finance)	Member
Chief Operations Officer	Member
Chief Information Officer	Member
Chief Quality Officer	Member
Vice President (People and Training)	Member
General Manager (ISCA)	Member
Dean (nominated by President)	Member
Vice President (Student Administration) and Deputy Registrar	Member
Vice President (Marketing)	Member
Senior Vice President (Domestic and International Development)	Member
Vice President (Domestic and International Development)	Member
Head of English Language and Foundation Programs	Member

3. AUDIT RISK AND COMPLIANCE COMMITTEE

TERMS OF REFERENCE

1. Role

The Audit Risk and Compliance Committee has responsibility for oversight of the Institution's risk management framework, compliance framework and internal audit function. It reports directly to the Board of Directors and meets at least three times a year. The Board of Directors and Academic Board retain their current respective responsibilities for risk management.

2. Functions

The Audit Risk and Compliance Committee has responsibilities in the areas of risk management, regulatory compliance, and internal audit.

2.1. Risk management

The Audit Risk and Compliance Committee has a responsibility to:

- a. review whether the Institution has a current and appropriate risk management framework that aligns with AS ISO 31000:2018;
- b. assess and advise on the maturity of the agency's risk management framework and risk culture;
- c. consider the adequacy and effectiveness of the risk management framework by reviewing reports from management, reports from internal reviews and audits and by monitoring management responses and actions to correct any noted issues or recommendations;
- d. seek assurance from management that risk management processes are operating effectively and that these are periodically reviewed and updated;
- e. seek assurance from management that emerging risks are being identified and addressed; and
- f. review whether a sound and effective approach has been followed in establishing the Institution's business continuity planning arrangements.

2.2 Risk Governance

Risk owners are expected to formally report on their risks on an annual basis to the Committee (ARCC), including an update on any changes to identified risks, emerging risks, and areas of concern.

The committee endorses any new risks and any changes to risks with a high/extreme residual risk rating. Changes to academic risks in this category must be endorsed by the Academic Board, and changes to all other risks in this category must be endorsed by the Executive Management Group, prior to reporting to the Audit Risk and Compliance Committee. After endorsement by the Audit Risk and Compliance Committee, these risks are submitted to the Board of Directors for approval.

The Committee is responsible for approving changes to risks with a medium/low/very low residual risk rating. Changes to academic risks in this category must be endorsed by the Academic Board and changes to all other risks in this category must be endorsed by the Executive Management Group prior to reporting to the Audit Risk and Compliance Committee. After approval by the Audit Risk and Compliance Committee, these risks are submitted to the Board of Directors for noting.

2.3 Regulatory compliance

In overseeing regulatory compliance, the Audit Risk and Compliance Committee has a responsibility to:

- a. review the effectiveness of the system for monitoring compliance with applicable laws, regulations and associated policies;
- b. seek assurance that compliance with and changes to applicable laws, regulations and internal policies affecting the Institution's operations are being monitored at least once a year and are appropriately addressed; and
- c. review the outcomes of internal and/or external assessments of compliance with applicable tertiary education frameworks, specifically:
 - HESF
 - National Code of Practice for Providers of Education and Training to Overseas Students
 - Standards for Registered Training Organisations (RTOs)

2.4 Internal audit and review

The Audit Risk and Compliance Committee has a responsibility to:

- a. review the internal audit and review coverage and annual work plan and recommend approval of the plan by the Board of Directors;
- b. review any significant matters identified by internal audits and reviews and ascertain whether management's response is adequate;
- c. review internal audit and review findings and related recommendations;
- d. provide advice to the Board of Directors on significant issues identified in internal audit and review reports; and
- e. monitor management's implementation of internal audit and review recommendations.

3. Composition

The protocols for composition of the Audit Risk and Compliance Committee are that:

- a. external/independent members are appointed by the Board of Directors;
- b. the Board of Directors appoints the Chair who shall not be the President of the Institution. If the Chair is unable to attend a given meeting of the Audit Risk and Compliance Committee, the Chair may nominate an acting Chair;
- c. the Chair may invite non-members to talk on particular topics or to provide expert advice, as required. These attendees will not be eligible to vote;
- d. the term of membership for all members, with the exception of ex-officio members, is two years. Membership is reviewed every two years, or as necessary, by the Board of Directors;
- e. upon approval of the Chair where a member is unable to attend, a representative may be nominated and is considered a voting member in the absent member's stead; and

- f. members are required to declare any actual or perceived conflict of interest that might arise during their membership on the Audit Risk and Compliance Committee.

4. Quorum

A quorum of the Committee for any meeting consists of one half of the appointed members if the number of members is even; or a majority of the appointed members if the number of members is odd. In the case of a tied vote the Chair has the casting vote.

If no quorum is present, the meeting may proceed at the Chair's request and with endorsement of members who are present. Items of business can be discussed (but no formal decisions can be made) and the inquorate session is recorded as notes. Items of business discussed at an inquorate session must then be sent electronically to all members out of session for approval. Approval must be received by at least one half of members.

5. Frequency of meetings

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

6. Secretariat

The secretary is nominated by the Chief Quality Officer who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members thereafter for approval at the next meeting.

7. Review of Terms of Reference

The Terms of Reference of the Audit Risk and Compliance Committee may be reviewed from time to time as directed by the Board of Directors or recommended by the Audit Risk and Compliance Committee. Any proposed amendments are recommended for approval by the Board of Directors.

8. Membership

The membership of the Audit, Risk and Compliance Committee is as follows:

Position	Status (external/ independent / internal)	Category of membership	Name	Date of appointment
Chair	External and independent (Member of the Board of Directors)	Chair	Professor Kathryn Refshauge	1 January 2024 (1 February 2020 as a member of the Board of Directors)
President	Internal	Ex-Officio	Rowan Courney- O'Connor	N/A
Chief Quality Officer	Internal	Ex-Officio	Jasen Burgess	N/A
Independent member	External and independent	Member	Patricia Alner	17 January 2024

4. ACADEMIC BOARD

TERMS OF REFERENCE

1. Role

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

2. Functions

The functions of the Academic Board are to:

Academic policy framework

- a. advise the Board of Directors and executive management on academic matters, including advice on academic outcomes, policies and practices;
- b. advise the Board of Directors on the implications of changes to the regulatory environment within the vocational and higher education sector and how these may relate to, or impact upon, the Institution's courses;
- c. approve, monitor and review academic policies and their effectiveness;

Academic quality and integrity

- d. oversee academic integrity and monitoring actions to mitigate potential risks;
- e. oversee the evaluation and effectiveness of all educational programs and learning and teaching, including quality and viability of courses and subjects, moderation, both internal and external;
- f. recommend the award of qualifications by the Board of Directors;
- g. oversee and monitor institutional benchmarks for academic quality and outcomes;
- h. oversee the evaluation of the quality and effectiveness of educational innovations or proposals for innovation;
- i. establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher and vocational education offered;
- j. approve the Academic Workforce Plan
- k. oversee and recommend to the Board of Directors all aspects of the development and accreditation or re-accreditation of vocational and higher education courses and associated qualifications;
- l. monitor student participation in academic governance;
- m. oversee ethical conduct and responsible practice in learning, teaching and scholarship;

Academic reporting

- n. establish standing committees as required to advise the Academic Board on a variety of academic matters and to implement initiatives;
- o. endorse the annual academic plan to formalise the principles for learning and teaching in accordance with the Institution's strategic directions;

- p. annually report to the Board of Directors on the quality of learning, teaching and scholarly activities;
- q. monitor reports from Academic Board standing committees to ensure that their referred responsibilities are discharged; and
- r. ensure that academic delegations are effectively implemented.

3. Composition

The protocols for composition of the Academic Board are:

- a. membership of the Academic Board is on the basis of particular expertise focussing on the inclusion of the Institution's academic leaders;
- b. members of the Academic Board are appointed by the Board of Directors;
- c. the Board of Directors appoints the Chair of the Academic Board. The Chair shall not be the President. If the Chair is unable to attend a given meeting of the Academic Board, the Chair may nominate an acting Chair;
- d. the term of membership for all members of the Academic Board, with the exception of ex-officio members, will be two years. Membership is 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;
- e. the number of members of the Academic Board shall be no less than six and may comprise a number of external members with expertise in appropriate academically-related areas;
- f. all members must be deemed fit and proper persons in accordance with TEQSA requirements; and
- g. upon approval of the Chair of the Academic Board, where a member is unable to attend, the member may nominate a representative who will be considered a voting member in the absent member's stead.

4. Members' duties

- a. Members of the Academic Board must not make any public statement or political comment and shall not purport to speak on behalf of the Institution 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.
- b. Members are required to declare any actual or perceived conflict of interest that might arise in the course of their membership on Academic Board.
- c. 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 Institution.

5. Quorum

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

6. Frequency of meetings

The Academic Board meets at least four times a year. The Chair may convene a special meeting at any time with reasonable notice. The Academic Board may meet using technology such as

teleconference/ videoconference, or circulate business and resolutions by email for consideration by the members.

7. Decision making between meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair may opt to either call a special meeting or circulate business out of session by means of a flying minute. Resolutions agreed by flying minute are reported to the next Academic Board meeting.

If the Chair forms the view that there is not sufficient time to circulate business out of session, the Chair is authorised to act on behalf of the Academic Board between meetings in consultation with the President and DVC (Learning and Teaching). Decisions and actions undertaken in this way will be reported to the next Academic Board meeting.

8. Secretariat

The secretary is nominated by the DVC (Learning and Teaching) who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes will be distributed to members thereafter for approval at the next meeting.

9. Review of terms of reference

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

10. Membership

The membership of the Academic Board is as follows:

Position	Status of serving member (external/ independent / internal)	Category of membership	Name	Date of appointment
Chair	External and independent	Chair	Dr John Loxton	20 October 2014
President	Internal	Ex-Officio	Rowan Courtney-O'Connor	N/A
DVC (Learning and Teaching)	Internal	Ex-Officio	Dr Heidi Le Sueur	N/A
Pro Vice Chancellor (Employability) and Registrar	Internal	Ex-Officio	Dr Stuart Wiggins	N/A
Dean (Postgraduate)	Internal	Ex-Officio	Dr Leonid Petrov	N/A

Position	Status of serving member (external/ independent / internal)	Category of membership	Name	Date of appointment
Dean (Undergraduate)	Internal	Ex-officio	Dr Trevor Clark	N/A
Chief Quality Officer	Internal	Ex-Officio	Dr Jasen Burgess	N/A
Associate Dean (Scholarship)	Internal	Ex-Officio	Dr Matt Muskat	N/A
External member with expertise in an academic-related field	External and independent	Member	Professor Sharon Fraser	8 April 2019
External member with expertise in an academic-related field	External and independent	Member	Dr Maree Gosper	8 April 2019
External member with expertise in an academic-related field	External and independent	Member	Dr Prashan Karunaratne	21 November 2022

5. LEARNING AND TEACHING COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Learning and Teaching Committee to monitor, provide guidance and recommendations all matters pertaining to learning, teaching and the student educational experience to ensure that day-to-day academic operations meet the requirements of the Higher Education Standards Framework and students' needs. The Learning and Teaching Committee advises the Academic Board on policy and practice related to learning and teaching.

2. Functions

The functions of the Learning and Teaching Committee are to:

Academic policy framework

- a. advise the Academic Board on academic matters, including advice on academic outcomes, policies and practices;
- b. monitor the implementation of and compliance with academic policies;
- c. approve, monitor and review academic-related procedures, guidelines and practices;

Academic quality and integrity

- d. analyse study period reports to commission interventions to improve quality and implement enhancement strategies in relation to all learning and teaching matters including but not limited to:
 - admissions requirements;
 - academic credit (RPL & credit transfer);
 - assessment outcomes and drive improvement (e.g. moderation recommendations, etc);
 - attrition rates, progression and completion rates and completion times by course and student cohort (such as admission pathways, modes of study, study load, residency, equity and disability groups, campus locations and recruiting agents);
 - academic integrity and academic misconduct;
 - appeals against assessment outcomes;
 - student diversity and underrepresented groups;
 - graduate destinations;
 - articulation pathways;
 - academic-related complaints and appeals.
- e. advise Academic Board, and monitor, effective teaching and learning strategies, including the integration of innovative teaching methods;
- f. advise Academic Board on the learning and teaching environment, including developments in educational technology, learning spaces and resource allocation to support teaching and learning initiatives (e.g. professional development, infrastructure, and educational materials).;
- g. monitor the student educational experience and outcomes, considering student engagement and support services;
- h. analyse evaluations and surveys to improve the quality of teaching and learning, and implement improvement initiatives;
- i. monitor benchmarking activities to improve performance of academic quality and outcomes;
- j. monitor the implementation of the academic Workforce Plan to ensure that professional and discipline-based expertise of academic staff is current, teaching skills are maintained and updated and that appropriate scholarly activity is undertaken;

- k. analyse feedback and make recommendations for improvement to learning, teaching and student support matters based on feedback from student forums and groups;
- l. advise Academic Board on diversity, equity, and inclusion in all aspects of teaching and learning, and recommend strategies to enhance inclusivity;
- m. stay informed of the latest trends in higher education and advise Academic Board on best practice.

Academic reporting

- n. establish sub-committees as required to advise the Learning and Teaching Committee on a variety of academic matters;
- o. implement the academic annual academic plan and report progress to Academic Board; and
- p. report to Academic Board at its next scheduled meeting and act on any other directives from the Academic Board.

3. Composition

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

- a. the student membership is filled by the SRC President subject to their elected trimester. At times when confidential or sensitive information is being discussed, the Chair reserves the right to ask the student representative to leave the meeting;
- b. the Chair may invite non-members to talk on particular topics or to provide expert advice, as required. These attendees are not eligible to vote;
- c. that the DVC (Learning and Teaching) ensures a balance of undergraduate and postgraduate representation when nominating the Program Managers.
- d. the term of membership for all members, with the exception of ex-officio members, is two years. Membership is reviewed every two years, or as necessary, by the Academic Board;
- e. upon approval of the Chair where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead;
- f. members are required to declare any actual or perceived conflict of interest that might arise during their membership on the Learning and Teaching Committee;
- g. the Chair of Academic Board may attend any meeting of the Learning and Teaching Committee.

4. Quorum

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

5. Frequency of meetings

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

6. Secretariat

The secretary is nominated by the DVC (Learning and Teaching) who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes will be distributed to members thereafter for approval at the next meeting.

7. Review of Terms of Reference

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

8. Membership

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

Position	Category of membership
DVC (Learning and Teaching)	Chair
Dean (Postgraduate)	Deputy Chair (alternate)
Dean (Undergraduate)	Deputy Chair (alternate)
Up to three Program Managers nominated by the DVC (Learning and Teaching) and approved by the Academic Board	Members
Vice President (Student Administration) and Deputy Registrar	Ex-officio
Head of English Language and Foundation Programs	Ex-officio
SRC President	Ex-officio
ISCA Program Manager	Ex-officio
Learning, Teaching and Innovation Manager	Ex-officio
Library Services Manager	Ex-officio
Vice President (Student Life)	Ex-officio
Associate Vice President (Governance and Policy) (or nominee)	Ex-officio

6.COURSE AND SUBJECT COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Course and Subject Committee to manage the development and review of the Institution's courses and subjects in accordance with the Higher Education Standards Framework (2021).

2. Functions

The functions of the Course and Subject Committee are to:

- a. recommend to Academic Board major changes to course curriculum, subject and delivery in accordance with approved policies and procedures;
- b. approve minor changes to course curriculum, subject and delivery in accordance with approved policies and procedures;
- c. advise on institutional course offerings in alignment with the Strategic Plan;
- d. monitor the implementation of the course and subject review cycle;
- e. scrutinise and recommend to Academic Board the course proposals relating to the development and accreditation or re-accreditation of vocational and higher education courses and associated qualifications;
- f. monitor interim monitoring of courses and make recommendations to Academic Board on periodic comprehensive course reviews;
- g. approve, monitor and review course and subject development and review related procedures, guidelines and practices, and recommend related policies to Academic Board; and
- h. monitor assessment policy and practices to ensure best practice and recommend changes.

3. Composition

The protocols for composition of the Course and Subject Committee are:

- a. the Chair may co-opt members to meetings where their expertise and participation is necessary. Co-opted members are eligible to vote.
- b. the Chair may invite non-members to talk on particular topics or to provide expert advice, as required. These attendees are not eligible to vote;
- c. the term of membership for all members, with the exception of ex-officio members, is two years. Membership is reviewed every two years, or as necessary, by the Academic Board;
- d. upon approval of the Chair where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead;
- e. members are required to declare any actual or perceived conflict of interest that might arise during their membership on the Course and Subject Committee;
- f. the Chair of Academic Board may attend any meeting of the Course and Subject Committee.

4. Quorum

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

5. Frequency of meetings

The Course and Subject Committee meets as required dependent on the course and subject development, review and accreditation requirements per the given year. It typically meets no less than four times per year. The Chair may convene a special meeting at any time with reasonable notice.

6. Secretariat

The Chair appoints a secretary who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members thereafter for approval at the next meeting.

7. Review of terms of reference

The terms of reference of the Course and Subject Committee may be reviewed from time to time. Any proposed amendments by the Course and Subject Committee are recommended for approval by the Academic Board.

8. Membership

The membership of Course and Subject Committee is:

Position	Category of membership
DVC (Learning and Teaching)	Chair
Dean (Postgraduate)	Ex-officio
Dean (Undergraduate)	Ex-officio
Chief Quality Officer (or nominee)	Ex-officio
Head of Learning, Teaching and Innovation	Ex-officio
Professional Placement and Alumni Manager	Ex-officio
Student Success Centre Manager	Ex-officio
Library Services Manager	Ex-officio
Senior Program Manager (Fashion, Marketing and Event Management)	Member
Senior Program Manager (Accounting and Accreditation)	Member
Program Manager (ISCA)	Member
Program Manager (Business and Entrepreneurship)	Member

Program Manager (Sport and Property)	Member
Program Manager (Tourism and Hospitality)	Member
Program Manager (PG Tourism, Hospitality and Events)	Member
Program Manager (Information Technology)	Member
Program Manager (PG Business and Management)	Member
SRC representative	Member

7. BOARD OF EXAMINERS

TERMS OF REFERENCE

1. Role

The Course and Subject Committee establishes a Board of Examiners to approve subject grades and make recommendations on progression and completion matters.

2. Functions

The functions of the Board of Examiners are to:

- a. approve subject grades in accordance with agreed assessment criteria;
- b. in determining subject grades, pay due regard to the fairness and consistency of the assessment process and maintenance of academic standards;
- c. make recommendations on the classification of awards and pass lists;
- d. scrutinise and make recommendations on progression and completion matters;
- e. report to the Course and Subject Committee at its next scheduled meeting.

3. Composition

The protocols for composition of the Board of Examiners are:

- a. the Deans and the Registrar are ex-officio members;
- b. the student representative is not permitted to be a member of the Board of Examiners; and
- c. the term of office on the Board of Examiners is two years.

4. Quorum

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

5. Frequency of meetings

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

6. Secretariat

The Chair appoints a secretary who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members thereafter for approval at the next meeting.

7. Review of terms of reference

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

8. Membership

The membership of the Board of Examiners is:

Category of Membership	Membership
Vice President (Student Administration) and Deputy Registrar	Chair
Dean (Undergraduate)	Ex-officio
Dean (Postgraduate)	Ex-officio
Pro Vice Chancellor (Employability) and Registrar	Ex-officio
Student Success Centre Manager	Ex-Officio
Senior Program Manager (Fashion, Marketing and Event Management)	Member
Senior Program Manager (Accounting and Accreditation)	Member
Program Manager (Business and Management)	Member
Program Manager (Tourism and Hospitality)	Member
Program Manager (Sports, Property and Events)	Member
Program Manager (Tourism, Hospitality and Events)	Member
Program Manager (Information Technology)	Member
Head of English Language and Foundation Programs	Member
Program Manager (ISCA)	Member

8. COURSE DEVELOPMENT AND ADVISORY SUB-COMMITTEES

TERMS OF REFERENCE

1. Role

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

2. Functions

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

- a. review existing courses and complete renewals of accreditation for submission to the Course and Subject Committee;
- b. review new course proposals including applications for accreditation to submit to the Course and Subject Committee;
- c. identify and access appropriate additional external expert advice to contribute industry and discipline expertise (if necessary);
- d. review course documentation, including subject outlines, to ensure that it meets standards of rigour and depth appropriate to the award and that course rationale, aims and content are consistent and reflect the requirements of the Higher Education Standards Framework, RTO Standards and best practice;
- e. review quality assurance mechanisms paying particular attention to assessment procedures, stakeholder feedback and benchmarking with other higher education providers where possible;
- f. make recommendations to the Course and Subject Committee on issues arising from its meetings; and
- g. report to the Course and Subject Committee at the next scheduled meeting.

3. Composition

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

- a. the Course Development and Advisory Sub-Committees may include internal and external members relevant to the discipline who are drawn from the Course and Subject Committee, academic staff, other vocational and higher education providers, the professions and industry as well as those with curriculum design and development expertise;
- b. members are appointed by the Course and Subject Committee. Tenure of membership is determined by the Course and Subject Committee in line with the needs of the Institution;
- c. the Chair shall be nominated by the DVC (Learning and Teaching);
- d. members are expected to declare any actual or perceived conflict of interest that might arise in the course of their service on a Course Development and Advisory Sub-Committee;
- e. the DVC (Learning and Teaching) is an ex-officio member of the Course Development and Advisory Sub-Committees;
- f. the Chair can invite other external experts as required. These attendants will have no voting rights; and

- g. upon approval of the Chair, where a member is unable to attend, a representative may be nominated and will be considered a voting member in the absent member's stead.

4. Quorum

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

5. Frequency of meetings

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

6. Secretariat

The Chair will appoint a secretary who is responsible for secretariat support. Papers are normally available at least seven days in advance of a meeting. Draft minutes are normally available within seven days of a given meeting. Unconfirmed minutes are distributed to members thereafter for approval at the next meeting.

7. Review of terms of reference

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

8. Membership

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

Position	Category of membership
As nominated by the DVC (Learning and Teaching)	Chair
External industry expert in the field of study (at least two)	Member
External academic expert in the field of study (at least two)	Member
Recent graduate in the field of study or, if a recent graduate is not available, a student in the field of study who is in their final trimester of the course	Member
Program Manager (in the field of study)	Member
Learning, Teaching and Innovation representative	Member
Chief Quality Officer (or nominee)	Member
DVC (Learning and Teaching)	Ex-Officio
PVC (Employability) and Registrar	Ex-Officio

9. APPEALS COMMITTEE

TERMS OF REFERENCE

1. Role

An Appeals Committee will be convened to hear formal appeals.

2. Functions

The functions of the Appeals Committee are to:

- a. to determine the outcome of an appeal after considering the evidence in accordance with the Complaints and Appeals Policy (and related procedures); and
- b. ensure compliance with the Complaints and Appeals Policy (and related procedures) and make recommendations for improvement as required.

3. Composition

- a. Any member who has had involvement or made a determination, or has a conflict of interest, in the matter which is the subject of an appeal, will not be permitted to sit as a member for that particular appeal.
- b. Membership may be changed by the Chair if a member discloses a real or perceived conflict of interest.
- c. The chair has authority to appoint additional members as required.

4. Quorum

A quorum of the Appeals Committee consists of one half of the appointed members if the number of members is even; or a majority of the appointed members if the number of members is odd.

5. Frequency of meetings

The Appeals Committee meets as required.

6. Secretariat

The Vice President (Student Life) is responsible for preparing and distributing appeals submissions to members. The Chief Quality Officer appoints a secretary who is responsible for providing secretariat support.

7. Membership

Position	Category of membership
Chief Quality Officer	Chair
Vice President (Finance)	Member
DVC (Learning and Teaching)	Member
Pro Vice Chancellor (Employability) and Registrar	Member
Chief Operations Officer	Member

10. SCHOLARLY PRACTICE COMMITTEE

TERMS OF REFERENCE

1. Role

The Scholarly Practice Committee advises and reports to Academic Board on the management and support of scholarly practice at the Institution. It monitors the alignment of the Scholarship and Scholarly Practice Policy and principles with others at the Institution and works to ensure that assurance processes for scholarship within the Institution meet the requirements of the Higher Education Standards Framework (HESF).

2. Functions

The functions of the Scholarly Practice Committee are to:

- a. oversee the management and analysis of data on scholarly activity and outputs at the Institution;
- b. report on scholarly activity, initiatives and outputs to Academic Board as required;
- c. assess applications for scholarship awards and grants against criteria and make recommendations to the Academic Board for approval;
- d. manage the scholarship budget as advised by the Chair;
- e. assess and approve applications for financial or in-kind support for scholarly activity in consultation with the DVC (Learning and Teaching);
- f. advise and report on the allocation of funds for supporting and managing scholarship to the Academic Board;
- g. commission scholarly initiatives designed to innovate or address areas of concern in the context of learning and teaching through action research or other appropriate methodologies in consultation with the DVC (Learning and Teaching);
- h. provide advice to Academic Board on the equitable allocation of scholarship funding;
- i. work to ensure that assurance processes with respect to scholarship, meet the requirements of the HESF in collaboration with the Chief Quality Officer;
- j. evaluate the impact of scholarly initiatives at the Institution over time and in annual reports;
- k. oversee ethical processes and practices in the context of scholarship at the Institution and the performance of the Chair, Scholarly Practice Committee to that end; and
- l. approve ethics applications for scholarly research that is undertaken at the Institution as per the Human Research Ethics Policy.

3. Composition

The protocols for membership of the Scholarly Practice Committee are:

- a. Where a member is unable to attend, a representative or an alternate may be nominated with the approval of the Chair, and is considered a voting member in an absent member's stead.
- b. Membership is determined by virtue of employment in particular staff positions with the exception of two scholarship champions.
- c. Non-members such as staff or independent external experts may be coopted by the Chair to meetings where their expertise brings necessary insights to a particular task.
- d. The membership of scholarship champions will be two years however a champion may be reappointed following a period of two years of non-membership.
- e. Should the Chair be unavoidably absent for that meeting, he/she may nominate an alternate.

4. Quorum

A quorum will consist of one half of members and in the case of a tied vote, the Chair will have a casting vote.

5. Frequency of meetings

Meetings of the Scholarly Practice Committee are held four times a year. The Chair may convene a special meeting at any time with appropriate notice.

6. Secretariat

The secretary of the Scholarly Practice Committee is nominated by the DVC (Learning & Teaching). Papers will normally be available at least seven days in advance of a meeting. Unconfirmed draft minutes are normally available to members for approval within 14 days of a meeting.

7. Review of the terms of reference

The terms of reference will be reviewed by the Scholarly Practice Committee every two years to ensure that they are appropriate with respect to the effective management of scholarship at the Institution. Any proposed amendments will require approval by the Academic Board.

8. Membership

The membership of the Scholarly Practice Committee is as follows:

Position	Category of membership
Associate Dean (Scholarship)	Chair
Head of Learning, Teaching and Innovation	Ex-officio
DVC (Learning and Teaching) or nominee	Ex-officio
Dean (Postgraduate) (or nominee)	Ex-officio
Dean (Undergraduate) (or nominee)	Ex-officio
Chief Quality Officer (or nominee)	Ex-officio
Head of English Language and Foundation Programs	Ex-officio
PVC (Employability) and Registrar (or nominee)	Ex-officio
Two academic scholarship champions (normally one full time staff member and one sessional/casual staff member) appointed by the Associate Dean (Scholarship) in consultation with the Chair, LTC	Member

9. Accountability

The Associate Dean (Scholarship) reports on scholarly outputs and activities and any costs incurred (following consultation with the Finance Manager) at each meeting. He/she also provides updates on qualitative and quantitative aspects of the awards process, and reports on issues related to scholarly ethics and on the status of staff ethics applications to conduct negligible or low risk scholarly research.

Change log	Approved by	Approval date	Document version date
Added Professor Kathryn Refshauge to the BoD membership. Updated job titles in accordance with organisational chart.	Board of Directors	Effective from 1 Feb 20	(Updated Feb 20)
Updated membership of committees Updated job titles in accordance with organisational chart.	Board of Directors	Effective from 8 April 20	(Updated April 20)
Updated SoLT Committee title in ToRs and structure diagram– remove reference to “Sub”	Academic Board	20 February 2020	(Updated May 20)
Deleted Quality Audit and Risk Committee	Board of Directors	14 September 2020	Approved BoDs 14.9.20
Updated membership of committees Updated job titles in accordance with organisational chart.	Board of Directors	7 December 2020	Approved BoDs 7.12.20
Updated job titles in accordance with organisational chart.	N/A	N/A	Approved BoD 7.12.20 – updated 1.2.21
Head of English Language and Foundation Programs added to EMG membership	Board of Directors	26.3.21	Approved BoD 7.12.20 – updated 30.3.21
Organisational restructure	Academic Board Board of Directors	2.3.22 8.3.22	Approved BoD 8.3.22
Updated job titles in accordance with organisational chart.	Academic Board Board of Directors	10.2.23 21.3.23	Approved BoD 21.3.23
SoLT Committee name change to Scholarly Practice Committee, plus membership changes	Academic Board	14.7.23	Approved BoD 21.3.23_updated AB 14.07.23
Comprehensive review including changes to AB committee reporting lines, addition of an Audit, Risk and Compliance Committee and Course and Subject Committee, plus minor changes to various terms of reference and membership of other committees.	Board of Directors	5.12.23	Approved BoD 5.12.23
Editorial update of annual academic plan references. Remove Trevor Loewensohn from BoD.	AVP (Governance and Policy) as per approved delegation.	19.1.24	5.12.23 (updated 19.1.24)
Update title of CEO to Managing Director	Chairman	24.1.24	5.12.23 (updated 30.1.24)
Add Matt Muskat as member of AB, and title updated to AD (Scholarship)	N/A	N/A	5.12.23 (updated 12.2.24)
Update title of Managing Director to President and Managing Director. President to be used for shorthand.	Rowan Courtney O'Connor	N/A	5.12.23 (updated 19.2.24)