

# HIGHER EDUCATION LEADERSHIP INSTITUTE PTY LTD

A.C.N. 606 961 451

## QAF002 GOVERNANCE CHARTER

### Contents

1. DOCUMENT PURPOSE .....	4
2. HELI GOVERNANCE FRAMEWORK.....	4
3. BOARD AND COMMITTEE MEMBERSHIP PROTOCOLS.....	7
3.1 Background.....	7
3.2 Board/Committee Composition.....	7
3.3 Criteria and Characteristics of Independent Members .....	7
3.4 Nomination and Appointment of Board/Committee Members.....	7
3.5 Terms of Appointment.....	8
3.6 Resignation of Board/Committee Members .....	8
3.7 Fit and Proper Persons Requirements Declaration .....	8
3.8 Conflicts of Interest.....	8
4. BOARD AND COMMITTEE MEMBERS' ROLES.....	9
4.1 Directors Duties.....	9
4.2 Role of the Chair of the Board of Directors .....	9
4.3 Role of the Independent Directors .....	9
4.4 Role of the Shareholder Representative .....	9
4.5 Role of the Principal Executive Officer .....	9
4.6 Role of Independent Committee Members.....	9
4.7 Director Protection .....	10
4.8 Director Remuneration .....	10
5. BOARD AND COMMITTEE MEETING PROTOCOLS.....	11
5.1 Chair .....	11
5.2 Quorum .....	11
5.3 Absence from meetings .....	11
5.4 Board/Committee Agenda and Papers .....	11
5.5 Secretariat.....	11
5.6 HELI Governance Calendar.....	11
5.7 Independent Advice .....	11
5.8 Scheduling of Extraordinary Meetings.....	11
6. BOARD OF DIRECTORS TERMS OF REFERENCE .....	12
6.1 Role.....	12
6.2 Responsibilities: .....	12
6.3 Membership Profile .....	13
6.4 Secretariat.....	13
6.5 Frequency of Meetings .....	13

6.6	Standing Committees .....	13
6.7	Conduct of Business .....	13
7.	AUDIT AND RISK COMMITTEE TERMS OF REFERENCE .....	14
7.1	Role.....	14
7.2	Responsibilities .....	14
7.3	Reporting Requirements .....	14
7.4	Membership Profile .....	14
7.5	Secretariat .....	14
7.6	Frequency of Meetings .....	14
7.7	Conduct of Business .....	14
8.	ACADEMIC BOARD TERMS OF REFERENCE .....	15
8.1	Role.....	15
8.2	Responsibilities .....	15
8.3	Reporting Requirements .....	15
8.4	Membership Profile .....	15
8.5	Secretariat .....	16
8.6	Frequency of Meetings .....	16
8.7	Standing Committees.....	16
8.8	Conduct of Business .....	16
9.	BOARD OF EXAMINERS TERMS OF REFERENCE .....	17
9.1	Role.....	17
9.2	Responsibilities .....	17
9.3	Reporting Requirements .....	17
9.4	Membership Profile .....	17
9.5	Secretariat .....	17
9.6	Frequency of Meetings .....	17
9.7	Conduct of Business .....	17
10.	LEARNING AND TEACHING COMMITTEE TERMS OF REFERENCE .....	18
10.1	Role.....	18
10.2	Responsibilities .....	18
10.3	Reporting Requirements .....	18
10.4	Membership Profile .....	18
10.5	Secretariat .....	18
10.6	Frequency of Meetings .....	18
10.7	Conduct of Business .....	18
11.	COURSE ADVISORY COMMITTEE TERMS OF REFERENCE .....	19
11.1	Role.....	19
11.2	Responsibilities .....	19
11.3	Reporting Requirements .....	19
11.4	Membership Profile .....	19
11.5	Secretariat .....	19
11.6	Frequency of Meetings .....	19
11.7	Conduct of Business .....	19
12.	THE SCHOLARSHIP AND RESEARCH COMMITTEE TERMS OF REFERENCE.....	20

12.1	Role.....	20
12.2	Responsibilities .....	20
12.3	Reporting Requirements .....	20
12.4	Membership Profile .....	20
12.5	Secretariat .....	20
12.6	Frequency of Meetings .....	20
12.7	Conduct of Business .....	20
13.	THE APPEALS COMMITTEE TERMS OF REFERENCE .....	21
13.1	Role.....	21
13.2	Responsibilities .....	21
13.3	Reporting Requirements .....	21
13.4	Membership Profile .....	21
13.5	Secretariat.....	21
13.6	Frequency of Meetings .....	21
13.7	Quorum .....	21
13.8	Conduct of Business .....	21
14.	Version Control .....	22

## DEFINITIONS

Item	Definition
<i>Company</i>	Higher Education Leadership Institute Pty Ltd (HELI).
<i>Director</i>	A Director is a person appointed to the Board of Directors of the Company.
<i>Independent</i>	A member is independent if they are neither an employee, shareholder, officer, or owner of the Company or its parent company ECA as described in section 3.3 of this document.
<i>Fit &amp; Proper Person Requirements Declaration</i>	A form that must be completed by all Directors and key personnel of a higher education provider as required by the higher education regulator.
<i>Ex officio</i>	A person holds board and/or committee membership due to holding a specific position within HELI.
<i>Higher Education Standards Framework (HESF)</i>	The Higher Education Standards Framework (HESF) is the foundation for regulating higher education providers and courses by the Tertiary Education Quality and Standards Agency (TEQSA ).

## 1. DOCUMENT PURPOSE

Higher Education Leadership Institute Pty Ltd t/as Higher Education Leadership Institute’s (HELI) Governance Charter, approved by the Company’s Board of Directors, ensures that HELI is appropriately governed in accordance with the regulations governing higher education providers. The Governance Charter articulates HELI’s Governance Framework, identifies each board and committee’s roles and responsibilities, and describes the protocols to be followed to perform their duties effectively. The Charter is to be read in conjunction with the Company’s Constitution, and where there are any inconsistencies, the Constitution will prevail.

## 2. HELI GOVERNANCE FRAMEWORK

The Company’s Constitution defines HELI’s institution-wide governance framework, which identifies the relationship between HELI’s management, its board of directors, shareholder(s), and students. The governance framework provides the structure within which HELI’s strategic direction and objective of being an innovative, well-regarded, quality higher education provider is set.

The boards and committees that form HELI’s governance framework each have specific roles and responsibilities and provide the mechanisms within which HELI operates and holds personnel accountable. Oversight of the Higher Education Standards Framework (Threshold Standards) 2021<sup>1</sup> (HESF) is shared amongst the boards and committees (identified below in Figure 1) and, together with the policy and processes implemented, ensures HELI continues to meet its regulatory obligations.

*Figure 1: Decision Making Framework of HELI’s Governance boards/committees aligned with the HESF*

Higher Education Threshold Standards Framework	Responsible Board/Committee	Supported by
<b>1. Student Participation and Attainment</b>		
1.1 Admissions	Academic Board	Learning and Teaching Committee CEO Higher Education
1.2 Credit and Recognition of Prior Learning	Academic Board	Learning and Teaching Committee
1.3 Orientation and Progression	Academic Board	Learning and Teaching Committee CEO Higher Education, Registrar
1.4 Learning Outcome and Assessment	Academic Board	Course Advisory Committee and Board of Examiners, Dean
1.5 Qualifications and Certification	Board of Directors	Academic Board Board of Examiners
<b>2. Learning Environment</b>		
2.1 Facilities and Infrastructure	Board of Directors	Academic Board Learning and Teaching Committee
2.2 Diversity and Equity	Board of Directors	Academic Board CEO Higher Education
2.3 Wellbeing and Safety	Academic Board	Learning and Teaching Committee CEO Higher Education, Registrar
2.4 Student Grievances and Complaints	Board of Directors	Audit and Risk Committee Academic Board CEO Higher Education
<b>3. Teaching</b>		
3.1 Course Design	Academic Board	Course Advisory Committee
3.2 Staffing	Audit and Risk Committee Academic Board	Learning and Teaching Committee CEO Higher Education
3.3 Learning Resources & Educational Support	Academic Board	Learning and Teaching Committee Dean
<b>4. Research and Research Training</b>		
4.1 Research	Academic Board	Scholarship and Research Committee
<b>5. Institutional Quality Assurance</b>		
5.1 Course Approval and Accreditation	Board of Directors	Academic Board Course Advisory Committee GM Quality

<sup>1</sup> <https://www.legislation.gov.au/Details/F2021L00488>

Higher Education Threshold Standards Framework	Responsible Board/Committee	Supported by
5.2 Academic and Research Integrity	Academic Board	Learning and Teaching Committee Scholarship and Research Committee
5.3 Monitoring, Review, and Improvement	Academic Board	Learning and Teaching Committee Course Advisory Committee
5.4 Delivery with Other Parties	Board of Directors	Academic Board
<b>6. Governance and Accountability</b>		
6.1 Corporate Governance	Board of Directors	Audit and Risk Committee CEO Higher Education and GM Quality
6.2 Corporate Monitoring and Accountability	Board of Directors	Audit and Risk Committee CEO Higher Education and GM Quality
6.3 Academic Governance	Board of Directors	Academic Board CEO Higher Education, Dean and GM Quality
<b>7. Representation, Information &amp; Information Management</b>		
7.1 Representation	Board of Directors	CEO Higher Education
7.2 Information for Prospective Students and Current Students	Board of Directors	CEO Higher Education
7.3 Information Management	Board of Directors	Audit and Risk Committee CEO Higher Education

2.1. The Board of Directors (the Board), led by an Independent Chair appointed by the Shareholder(s), and acting in accordance with the Company’s Constitution, will:

- 2.1.1 exercise competent governance oversight of and be ultimately responsible and accountable for all HELI’s operations in or from Australia, including accountability for the conferral of higher education qualifications and compliance with all required regulatory requirements appropriate for an Institute of Higher Education;
- 2.1.2 set the overall strategic directions and the framework of policies and procedures, and is ultimately responsible for both corporate and academic outcomes;
- 2.1.3 appoint two standing committees, the Audit and Risk Committee and the Academic Board;
- 2.1.4 appoint at least one Independent Member to the Audit and Risk Committee who holds professional accounting or financial qualifications;
- 2.1.5 appoint and review the performance of CEO Higher Education, who is responsible and accountable to the Board for the effective management of HELI.

2.2 The Academic Board (AB), under delegated authority from the Board of Directors, is the principal academic governing body of HELI. Led by an Independent Chair, the AB is ultimately responsible and accountable to the Board for setting academic institutional standards and monitoring the delivery, quality, and academic outcomes of all courses. The AB approves and monitors the effectiveness of implemented policies and processes necessary to ensure that HELI’s courses, processes, and academic outcomes meet all legislative and regulatory requirements and are aligned with HELI’s strategic and business objectives.

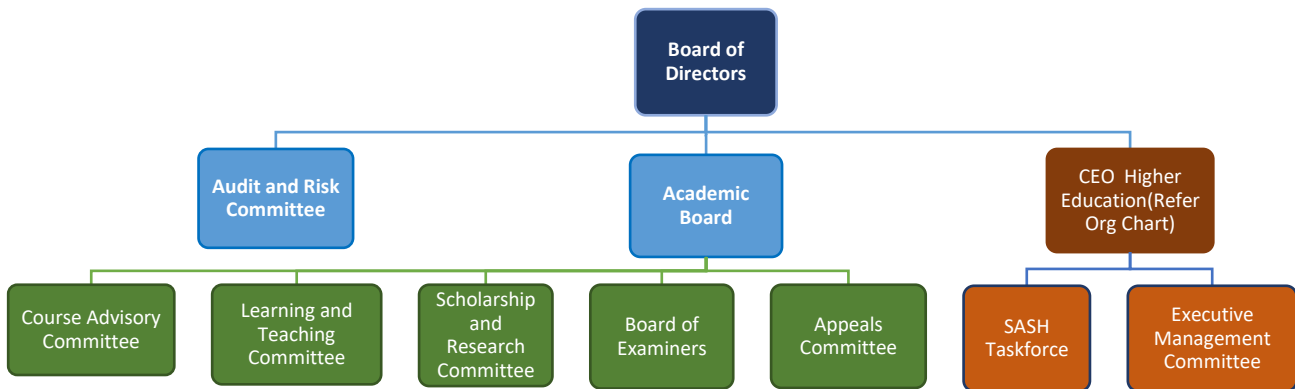
To support the execution of its responsibilities, the Academic Board has established the following standing committees:

- Board of Examiners
- Learning and Teaching Committee
- Scholarship and Research Committee
- Course Advisory Committee
- Appeals Committee

2.3 HELI’s governance framework has, to some extent, interdependent and overlapping functions. Each board/committee has distinct roles and responsibilities to ensure that governance is effective and implemented throughout HELI.

The separation of responsibilities and roles is achieved by formal delegations to the boards and committees, as shown in *Figure 2: HELI Governance Framework* below. The delegated roles and responsibilities for each of the boards/committees are contained within the terms of reference presented in this Charter.

Figure 2: HELI Governance Framework



### **3. BOARD AND COMMITTEE MEMBERSHIP PROTOCOLS**

#### **3.1 Background**

HELI is committed to implementing processes and practices that will assure that the Independent membership of the governance boards/committees complements the internal ex officio appointments, thereby having sufficient collective competence, knowledge, skills, and independence to conduct its business effectively.

For both the Board of Directors and the Academic Board, a Board Competency Skills matrix has been developed to identify these two boards' members' specific skills and expertise, ensuring that the collective membership provides HELI with an appropriate depth of higher education capability.

#### **3.2 Board/Committee Composition**

Each board/committee's composition is described in the relevant board/committee terms of reference presented within this Charter.

#### **3.3 Criteria and Characteristics of Independent Members**

An Independent member is defined as a person who is neither an employee, shareholder, officer, or owner of Education Centre Australia Pty Ltd or any of its associated entities ("ECA"). To qualify as an Independent member, the following additional criteria will apply:

- has not had an employment, business, or other material contractual relationship with ECA within the last three years;
- does not have a direct or indirect material financial interest in ECA;
- is not involved in the day-to-day management functions of ECA;
- is sufficiently impartial and disconnected from HELI's operations, and in a position to act in HELI's best interests;
- does not have a material personal interest in the outcome of a board/committee meeting;
- is free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence their capacity to exercise independent judgement; and
- has not been an Independent committee/board member of ECA for a period longer than ten years so that their independence may be compromised<sup>2</sup>.

Independent appointments to boards/committees should complement internal appointments to ensure that the boards/committees effectively conduct their business according to the respective terms of reference detailed within this Charter.

#### **3.4 Nomination and Appointment of Board/Committee Members**

##### **3.4.1 Selection and Appointment of Independent Board/Committee members to the Board of Directors and its Standing Committees**

- The shareholder appoints all Directors.
- The shareholder appoints one of the Independent Directors as the Chair of the Board of Directors.
- The Board of Directors appoints members of its standing committees and Chair of each committee.

Newly appointed board/committee members will be provided with an appointment letter together with the scheduling of an induction meeting with the board/committee chair to review all relevant documentation appropriate to the board/committee position.

##### **3.4.2 Selection and Appointment of Independent Board/Committee members to the Academic Board and its Standing Committees**

- The Shareholder appoints the Chair of the Academic Board (who ex officio becomes a Director).
- The Board of Directors appoints all other Academic Board members.
- The Academic Board appoints members of its standing committees.

---

<sup>2</sup> <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

Newly appointed board/committee members will be provided with an appointment letter together with the scheduling of an induction meeting with the board/committee chair to review all relevant documentation appropriate to the board/committee position.

### 3.4.3 Appointment of ex officio Board/Committee members

Ex officio appointments hold the board/committee membership as long as they remain in the designated position. Once they cease to hold the specific position, their membership on the board/committee automatically ceases.

## 3.5 Terms of Appointment

Role	Term of Appointment
Chair	Initial appointment – 3 years + may be appointed for 2 additional 3-year terms Maximum tenure 9 years
Independent Members	Initial appointment – 3 years + may be appointed for 2 additional 3-year terms Maximum tenure 9 years
Ex Officio	For the term that they hold the ex officio position

## 3.6 Resignation of Board/Committee Members

Independent Board/committee members may resign by providing notice in writing to the relevant board/committee chair.

All members during their term of appointment must identify any changes to their capacity to fulfill their roles during the term of their appointment, which may preclude their continuation as board/committee members and take appropriate action such as suspending their membership or resigning. Such conditions include, but are not limited to, on-going conflicts of interest; changes to their status as a fit and proper person; serious health conditions; and personal commitments.

## 3.7 Fit and Proper Persons Requirements Declaration

All Directors and any Independent committee members are required to sign a *Fit & Proper Persons Requirements Declaration*. HELI secretariat will maintain records of these declarations.

## 3.8 Conflicts of Interest

All Independent board/committee members must declare any conflicts of interest as and when they arise in a meeting of that board or committee. The secretariat will maintain records of these declarations.



## **4. BOARD AND COMMITTEE MEMBERS' ROLES**

### **4.1 Directors Duties**

Directors must always:

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

### **4.2 Role of the Chair of the Board of Directors**

The Chair of the Board of Directors will:

- Be appointed by the Shareholder.
- Facilitate the effective functioning of the Board.
- Ensure that the Board as a whole maintains an adequate understanding of the Company's financial position, strategic performance, operations, and their associated risks.
- Encourage contributions by all Board members and seek consensus when making decisions.
- Act as an essential link between the Board of Directors and CEO Higher Education.
- Lead the appointments and induction processes for the CEO Higher Education and Chair of the Academic Board upon their appointment.
- Lead the evaluation of the CEO Higher Education's performance.
- Oversee the process for appraising Board members and the Board as a whole.
- Lead the succession planning of the CEO Higher Education.
- Assist with the selection of the Board of Directors' members.

The Chair of the Board of Directors does not sit on the Audit and Risk Committee.

### **4.3 Role of the Independent Directors**

Independent directors bring additional expertise, knowledge, and skills to the Board of Directors membership through their:

- Expertise and experience of their current and previous leadership roles within the business and education sector;
- Technical expertise in their functional area, e.g., finance, accounting, law; and
- Knowledge of how a higher education provider operates.

### **4.4 Role of the Shareholder Representative**

The shareholder of the Company nominates one of the appointed Directors to be their representative. This Director will not be considered an Independent Director and maybe an Executive from within the ECA Group. The Shareholder Representative will act as a conduit between the owners and the Board of Directors to ensure that the shareholder's interests are represented as part of the corporate governance process.

The overarching duties of the Shareholder Representative to the Company are the same for all the Directors (refer to section 4.1).

### **4.5 Role of the CEO Higher Education**

The CEO Higher Education leads the Executive Management team and manages the day to day operations of HELI, its people, and resources. Appointed by the Board, the CEO Higher Education implements the strategic and business plans approved by the Board and ensures that HELI's structure, practices, and processes are aligned with the articulated strategic direction, resource allocation, and business plans.

### **4.6 Role of Independent Committee Members**

The role of an Independent committee member is to enhance and complement the existing expertise, knowledge, skills, and expertise of the relevant committee.

#### **4.7 Director Protection**

The indemnification of Directors is covered under Rule 32 of the Company Constitution.

The Directors of the Company are protected under the provisions of the Education Centre of Australia's Directors and Officers Insurance Policy; a copy of which will be provided during induction.

#### **4.8 Director Remuneration**

The Directors of the Company are paid the remuneration as determined by the shareholder. Director's travel and other expenses may also be paid when approved by the company secretary or designate. These additional expenses may be incurred when:

- attending Directors' meetings or any meetings of committees as required;
- attending any general meetings of the Company.

## **5. BOARD AND COMMITTEE MEETING PROTOCOLS**

### **5.1 Chair**

All meetings shall be chaired by the appointed Chair and in their absence by a member chosen by the board or committee.

### **5.2 Quorum**

All members of the board or committee have voting rights. A quorum will be:

- 50% of the members plus one.
- In the event of a tied vote, the Chair will have the casting vote.

### **5.3 Absence from meetings**

Meetings will be scheduled as per HELI's Governance Calendar and may be held face to face and/or via electronic technology.

It is expected that members will attend all board/committee meetings, and if unable to do so, will contact the secretariat before the scheduled meeting. Board/committee members who do not attend three consecutive meetings shall be considered to have resigned, and their positions will be replaced.

### **5.4 Board/Committee Agenda and Papers**

- Board/Committee agenda and papers are to be circulated at least one week before the scheduled meeting.
- Documentation will be provided electronically.
- All resolutions are to be recorded accurately and maintained in the minutes.
- Late papers may be tabled by exception, but this practice will be discouraged where possible.
- An electronic copy of all meeting agendas, papers, resolutions, and action items will be maintained and available for members.

### **5.5 Secretariat**

The Higher Education Quality team will provide secretariat support for meetings of governance boards and committees.

#### **5.5.1 Minutes**

- The secretariat will minute all meetings and record all decisions accurately.
- The Chair will sign the minutes within a reasonable time after the meeting at which they were approved.
- All records of meetings will be maintained in a secure location.

### **5.6 HELI Governance Calendar**

An annual HELI Governance Calendar will be presented to the Board for their approval at the calendar year's last scheduled meeting. Once approved, the relevant dates will be circulated to all board/committee members and the relevant board/committee meetings scheduled.

### **5.7 Independent Advice**

The Board of Directors may seek and commission independent expertise, advice, and/or assistance upon request to the Chair when a board/committee needs assistance to carry out its terms of reference.

### **5.8 Scheduling of Extraordinary Meetings**

Extraordinary meetings of the boards/committees may be convened by the Chair or any three directors of the Board of Directors as required.

## 6. BOARD OF DIRECTORS TERMS OF REFERENCE

### 6.1 Role

The Board of Directors (the Board) is the governing authority of HELI, with powers and authorities identified in the Company's Constitution. The Board determines and monitors the framework of roles, relationships, systems, and processes implemented within HELI to achieve its objectives and meet all legislative and statutory obligations relevant to the lawful functioning of an Institute of Higher Education.

### 6.2 Responsibilities:

The Board's responsibilities are to:

#### **Business Performance:**

- a. Be accountable for the direction setting and oversight of all operations.
- b. Approve the values, vision, mission, and strategic direction of HELI.
- c. Ensure the role and responsibilities are carried out in accordance with the Company's Constitution.
- d. Approve, provide oversight, and regularly review the strategic plan's effectiveness, the annual budget, the business plan, and the workforce plan.
- e. Approve significant new commercial activities.
- f. Regularly monitor progress against performance targets and provide advice and actions to be taken to correct underperformance.
- g. Regularly review and monitor financial performance to ensure the Company remains financially viable.

#### **Risk Management:**

- a. Oversee the assessment and management of risk across HELI.
- b. Monitor the effectiveness of the management and mitigation strategies implemented to address the identified risks to operations.
- c. Oversee, review, and monitor the management of HELI with specific relevance to HELI's viability, sustainability, and educational offerings.
- d. Ensure tuition safeguards are in place and appropriate to the student cohort.
- e. Monitor the occurrence and nature of formal complaints, academic misconduct breaches, and critical incidents and the action taken to address the underlying causes of such incidents.
- f. Assure that HELI continues to meet the Higher Education Standards Framework and the effectiveness of any corrective actions implemented.

#### **Delegations:**

- a. Establish and maintain an:
  - Academic Board
  - Audit and Risk Committee
- b. Appoint all members of the Academic Board (other than the Chair).
- c. Delegate authority and responsibility for all academic governance and oversight to the Academic Board.
- d. Monitor and review regularly the implementation of all delegations.

#### **Quality Assurance:**

- a. Assure HELI's quality assurance framework is fit for purpose.
- b. Create a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
- c. Approve course development proposals and the final submission of course accreditation /reaccreditation applications to TEQSA.
- d. Receive regular reports from the Academic Board.
- e. Review the safety and well-being of all students and staff and associated policies.
- f. Regularly review HELI's diversity and equity approach to supporting students and staff from diverse backgrounds (including participation by Aboriginal and Torres Strait Islanders and being sensitive to their knowledge and cultures).
- g. Initiate periodic reviews (at least once during a registration period) of the Board and its standing committee's performance and effectiveness.
- h. Confer all awards.
- i. Monitor agreements and the associated services provided.

**The CEO Higher Education:**

- a. Appoint and review the performance of the CEO Higher Education of HELI.

**6.3 Membership Profile**

Members	Term of Office
1. Chair (Independent)	Initial term of 3 years (maximum 9 years)
2. Independent Directors (up to 3)	Initial term of 3 years (maximum 9 years)
3. Shareholder’s representative	As determined by the Shareholder
4. Chair, Academic Board (Independent)	Ex officio while Chair of AB

The Chair of the Board of Directors may, from time to time, invite other people to attend meetings as and when required.

**6.4 Secretariat**

The Higher Education Quality team will provide secretariat support for all Board of Directors’ meetings.

**6.5 Frequency of Meetings**

The Board of Directors meets at least four (4) times per year according to the HELI Governance Calendar and may be convened with reasonable notice for additional meetings.

**6.6 Standing Committees**

- b. The Academic Board
- c. The Audit and Risk Committee

**6.7 Conduct of Business**

The conduct of the business of the Board of Directors is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 7. AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

### 7.1 Role

The Board of Directors delegates to the Audit and Risk Committee the authority to review, monitor, and investigate four key areas: financial reporting and performance, risk management systems, and internal and external audit functions. The Committee will also examine any other matters referred to it by the Board.

### 7.2 Responsibilities

The Audit and Risk Committee will undertake the following responsibilities:

- a. Assist the Board of Directors to establish the Risk Framework and monitor the implementation and effectiveness of the management of risk.
- b. Monitor and report annually on HELIs performance in relation to all appropriate standards, legal and regulatory requirements, and corporate policies.
- c. Monitor and review HELI’s delegation policy and register.
- d. Review draft budgets and financial reports and advise the Board of Directors accordingly.
- e. Review reports from external auditors and discuss with external auditors’ matters relating to the conduct of the audit and its findings. Provide advice on the appointment and performance of ECA appointed auditors and the scope of the audit. Monitor actions taken by management in respect of the Annual Audit Report and this Committee’s recommendations.
- f. Review and monitor that appropriate tuition safeguards are in place for students.
- g. Undertake any other duties as requested by the Board of Directors.
- h. Undertake special investigations initiated by the Audit and Risk Committee or upon request from the Board of Directors.
- i. Confirm annually that all responsibilities outlined in these terms of reference have been carried out.

### 7.3 Reporting Requirements

The Audit and Risk Committee reports to the Board of Directors.

### 7.4 Membership Profile

Members	Term of Office
1. Chair (Independent Director)	As Director of the Board
2. Independent Member x 2	Initial term of 3 years

The Chair of the Board of Directors is not a member of the Audit and Risk Committee.

The Chair of the Audit and Risk Committee may, from time to time, invite other people to attend meetings as and when required.

### 7.5 Secretariat

The Higher Education Quality team provides support for all Audit and Risk Committee meetings.

### 7.6 Frequency of Meetings

The Audit and Risk Committee meets at least four (4) times per year, according to the HELI Governance Calendar, and may be convened with reasonable notice for additional meetings.

### 7.7 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 8. ACADEMIC BOARD TERMS OF REFERENCE

### 8.1 Role

The Academic Board has delegated authority from the Board of Directors to oversee the academic governance of HELI and assure the quality of each course of study, leading to a higher education award.

### 8.2 Responsibilities

The Academic Board undertakes the following responsibilities to:

- a. Foster a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
- b. Foster a culture of scholarship and monitor scholarly activity.
- c. Approve academic policies and monitor their effectiveness.
- d. Lead and provide oversight of academic governance through the framework of academic policies, systems, and processes.
- e. Together with associated policies and processes, regularly review and monitor admission requirements; outcomes regarding credit and recognition of prior learning assessments; the effectiveness of the diversity and equity approach adopted and implemented.
- f. Oversee institutional benchmarks for academic quality and student outcomes including student retention, progression, and completion data.
- g. Periodically monitor and ensure that appropriate facilities and infrastructure are provided to support all courses delivered.
- h. Monitor and assure effective academic oversight of the quality of learning and teaching.
- i. Monitor and review the academic workforce plan's effectiveness to ensure the appropriate staff and academic leadership are in place.
- j. Monitor the effectiveness of the learning resources and educational support provided.
- k. Maintain oversight of academic and research integrity.
- l. Critically monitor, review, and academically approve all course development projects.
- m. Review regularly course review reports to assure all courses and their associated student outcome data meets institutional benchmarks.
- n. Ensure delegated academic responsibilities are undertaken appropriately by the Academic Board's standing committees and senior academic staff.
- o. Regularly review and monitor student feedback, and grievances.
- p. Review, monitor and approve preventative actions in relation to academic risks, risks to students or graduate outcomes.
- q. Approve the graduands list and recommend the award conferral list to the Board of Directors.
- r. Evaluate proposals for educational innovations and their effectiveness.
- s. Provide advice and reports to the Board of Directors on academic matters.
- t. Other responsibilities as delegated by the Board of Directors.

### 8.3 Reporting Requirements

The Academic Board reports to the Board of Directors.

### 8.4 Membership Profile

Members	Term of Office
1. Chair (Independent)	Initial term of 3 years (maximum 9 years)
2. Independent Members (up to 4)	Initial term of 3 years (maximum 9 years)
3. Dean	Ex officio
4. Course Coordinator	Ex officio
5. Associate Dean, Learning and Teaching	Ex officio
6. Associate Dean, Scholarship and Research	Ex officio
7. Academic staff member x 2	Ex officio
8. Student	Invitee

The Chair of the Academic Board may, from time to time, invite other people to attend meetings as and when required. The CEO Higher Education, Executive Dean, and GM Higher Education Quality will have a standing invitation to attend meetings.

## **8.5 Secretariat**

The Higher Education Quality team provides secretariat support for all Academic Board meetings.

## **8.6 Frequency of Meetings**

The Academic Board meets at least four (4) times per year according to the HELI Governance Calendar and may be convened with reasonable notice for additional meetings.

## **8.7 Standing Committees**

- a. Board of Examiners
- b. Learning and Teaching Committee
- c. Scholarship and Research Committee
- d. Course Advisory Committee
- e. Appeals Committee

## **8.8 Conduct of Business**

The conduct of the business of the Academic Board is set out in the *Board and Committee Meeting Protocols* (Section 5 above).



## 9. BOARD OF EXAMINERS TERMS OF REFERENCE

### 9.1 Role

The Board of Examiners reviews all academic results, approves the release of the final marks/grades, and approves those students eligible for conferral of awards.

### 9.2 Responsibilities

The Board of Examiners has delegated authority from the Academic Board to undertake the following responsibilities:

- a. Pre-assessment validation of assessment tasks before first use;
- b. Convene to approve the release of final unit marks and grades.
- c. Oversee the moderation of final marks and grades in accordance with HELI’s policies and procedures.
- d. Review reports from unit coordinators for units identified for further monitoring.
- e. Analyse and monitor grade distribution for courses, units, and campuses each study period to ensure comparability with other higher education institutions.
- f. Determine student eligibility to graduate and recommend the award conferral list to the Academic Board.
- g. Recommend the Dean’s Merit Awards and awards for academic excellence to the Academic Board.
- h. Approve the list of students identified for academic caution and at risk under the HELI Course Progress Monitoring and Intervention Policy.
- i. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.

### 9.3 Reporting Requirements

The Board of Examiners reports to the Academic Board.

### 9.4 Membership Profile

Members	Term of Office
1. Dean (Chair)	Ex officio
2. Registrar	Ex officio
3. Course Coordinator	Ex officio

The Chair of the Board of Examiners may, from time to time, invite other people to attend meetings as and when required.

### 9.5 Secretariat

HELI provides secretariat support for all Board of Examiners meetings.

### 9.6 Frequency of Meetings

The Board of Examiners meets at least three (3) times per year according to the HELI Governance Calendar and may be convened with reasonable notice for additional meetings.

### 9.7 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 10. LEARNING AND TEACHING COMMITTEE TERMS OF REFERENCE

### 10.1 Role

The Learning and Teaching Committee is a standing committee of the Academic Board which oversees and reports the quality of academic delivery of HELI's higher education courses.

### 10.2 Responsibilities

The Learning and Teaching Committee undertake the following responsibilities:

- a. Initiate learning and teaching initiatives and processes to support excellence in all academic activities.
- b. Monitor, review, and promote the effectiveness of learning, teaching, and assessment practices.
- c. Ensure academic staff are appropriately qualified and skilled to deliver courses.
- d. Analyse cohort wise, course wise, campus wise, agent wise student performance (progression, attrition, completion) to recommend to the Academic Board on the outcome including admission standards.
- e. Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes.
- f. Review annual reports relating to course data.
- g. Develop approaches for learning and teaching pedagogies at HELI.
- h. Periodically review and report on the physical and IT resources provided for all learning and teaching delivery.
- i. Develop and oversee the implementation of policies and procedures to ensure alignment with current learning and teaching approaches.
- j. Oversee academic integrity, record any breaches, and review actions taken.
- k. Constitute ad hoc project-based working parties as and when required.
- l. Monitor the effectiveness of the HELI Academic Staff Development Policy.
- m. Provide advice to the Academic Board on any matter concerning learning and teaching.
- n. Monitor assessment policies and procedures to ensure alignment with current learning and teaching approaches.

### 10.3 Reporting Requirements

The Learning and Teaching Committee reports to the Academic Board.

### 10.4 Membership Profile

Members	Term of Office
1. Associate Dean, Learning and Teaching (Chair)	Ex officio
2. Dean	Ex Officio
3. Course Coordinator	Ex officio
4. Registrar	Ex officio
5. Associate Dean, Scholarship and Research	Ex officio
6. Academic Staff Representative x 2	Appointed
7. Student Representative	Appointed

The Chair of the Learning and Teaching Committee may, from time to time, invite other people to attend meetings as and when required.

### 10.5 Secretariat

HELI provides secretariat support for all Learning and Teaching Committee meetings.

### 10.6 Frequency of Meetings

The Learning and Teaching Committee meets at least four (4) times per year according to the HELI Governance Calendar and maybe convened with reasonable notice for additional meetings.

### 10.7 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 11. COURSE ADVISORY COMMITTEE TERMS OF REFERENCE

### 11.1 Role

The Course Advisory and Review Committee is a standing committee of the Academic Board. The Committee's role is to:

- a. lead comprehensive course reviews as per the HELI course review calendar;
- b. provide input, guidance, and advice for all new course accreditation projects; and
- c. undertake all re-accreditation course reviews.

### 11.2 Responsibilities

The Course Advisory Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a. Provide advice to the Academic Board on all matters regarding the development and review of existing and future courses.
- b. Provide input, guidance, and assistance on all course accreditation/reaccreditation projects (regulatory and professionally accredited).
- c. Engage with independent academics and appropriate industry experts to provide specialist advice on emerging discipline-specific and educational trends.
- d. Undertake, as scheduled, comprehensive course reviews.

### 11.3 Reporting Requirements

The Course Advisory Committee reports to the Academic Board.

### 11.4 Membership Profile

Members	Term of Office
1. Course Coordinator (Chair)	Ex officio
2. Dean	Ex officio
3. Independent Academic (minimum of 1)	Term of 3 years
4. Independent Industry/Professional Expert (minimum of 1)	Term of 3 years
5. Alumni	Term of 3 years
6. GM Quality	Ex officio

The Chair of the Course Advisory Committee may, from time to time, invite other people to attend meetings as and when required.

### 11.5 Secretariat

HELI provides secretariat support for all Course Advisory Committee meetings.

### 11.6 Frequency of Meetings

The Course Advisory Committee meets at least two (2) times per year according to the HELI Governance Calendar and maybe convened with reasonable notice for additional meetings.

### 11.7 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 12. THE SCHOLARSHIP AND RESEARCH COMMITTEE TERMS OF REFERENCE

### 12.1 Role

The Scholarship and Research Committee has delegated authority from the Academic Board and is convened to foster and support a culture of research and scholarly activities at HELI.

### 12.2 Responsibilities

The Scholarship and Research Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a. Encourage and guide scholarly activities within HELI.
- b. Develop and build the capacity for academic research and scholarly activities with industry and academic partners.
- c. Periodically review research ethics proposals to ensure guidelines related to low-risk research are being met.
- d. Oversee the ongoing maintenance of a Scholarship and Research register.
- e. Develop appropriate policies and guidelines to support research and scholarly activities.
- f. Oversee research integrity, record any breaches, and review actions taken.
- g. Provide the Academic Board with an annual report regarding research and scholarly activities.

### 12.3 Reporting Requirements

The Scholarship and Research Committee reports to the Academic Board.

### 12.4 Membership Profile

Members	Term of Office
1. Associate Dean, Scholarship and Research (Chair)	Ex officio
2. Dean	Ex officio
3. Associate Dean Learning and Teaching	Ex officio
4. Course Coordinator	Ex officio
5. Research active academic staff – a minimum of 2	Ex officio

The Chair of the Committee may, from time to time, invite other people including externals to attend meetings as and when required.

### 12.5 Secretariat

HELI provides secretariat support for all Scholarship and Research Committee meetings.

### 12.6 Frequency of Meetings

The Scholarship and Research Committee meets at least four (4) times per year according to the HELI Governance Calendar and may be convened with reasonable notice for additional meetings.

### 12.7 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

### 13. THE APPEALS COMMITTEE TERMS OF REFERENCE

#### 13.1 Role

The Appeals Committee is an ad-hoc committee of the Academic Board convened to hear evidence and make a determination in cases of student appeals in relation to academic decisions.

#### 13.2 Responsibilities

The Appeals Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a. Determine, uphold, or dismiss student appeals relating to academic decisions; and
- b. Provide to the Academic Board reports concerning student appeals relating to academic decisions.

#### 13.3 Reporting Requirements

The Appeals Committee reports to the Academic Board.

#### 13.4 Membership Profile

Members	Term of Office
1. Chair of the Academic Board (Chair)	Ex officio
2. CEO Higher Education	Ex officio

The Chair of the Appeals Committee may, from time to time, invite other people to attend meetings as and when required.

#### 13.5 Secretariat

HELI provides secretariat support for all the Academic Appeals Committee meetings.

#### 13.6 Frequency of Meetings

The Appeals Committee is an ad hoc committee, convened as and when required.

#### 13.7 Quorum

A quorum will be both members being present.

#### 13.8 Conduct of Business

The conduct of the business of this Committee is set out in the *Board and Committee Meeting Protocols* (Section 5 above).

## 14. Version Control

Category	Corporate		
Document Owner	General Manager, Higher Education Quality		
Responsible	Board of Directors		
Review Date	15 September 2024		
References and Legislation	Tertiary Education Quality and Standards (TEQSA) Act 2011 (Cth) Higher Education Standards Framework (Threshold Standards) 2021 Education Services for Overseas Students Act 2000 (Cth) The National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code 2018) Higher Education Support Act 2003 (Cth)		
Related Documents	Company Constitution		
<b>Version</b>	<b>Change description</b>	<b>Approved</b>	<b>Approved Date</b>
1.0	Document creation and initial approval	Board of Directors	21 January 2016
2.0	Minor changes to Executive Management Committee terms of reference	Board of Directors	20 July 2016
2.1	Minor changes to terms of reference of BoD and AB to better reflect new HE Standards Framework	Board of Directors	2 November 2016
2.2	Minor changes to wording of meeting frequency and changes to some incorrect nomenclature	Board of Directors	15 March 2017
3.0	Minor changes to wording Some changes to committee membership Transfer membership tables to Appendix A	Board of Directors	28 February 2018
3.1	Minor addition to AB ToR to reflect HESF2015 and some stylistic changes to overall document	Board of Directors	13 June 2018
3.2	Change to EMC ToR recommended by CEO Change to AQC ToR recommended by AQC Addition of new position of Quality Manager to various governance	Board of Directors	5 December 2018
3.3	Additions resulting from the French report on freedom of speech	Board of Directors	26 November 2019
3.4	Removal of Chair of AB as ex officio member of AB subcommittees and minor	CEO	2 September 2020
3.5	Some changes to committee membership and other minor updates	CEO	4 October 2021
4.0	Major revision to harmonise with APIC and CHS Governance Charters	Board of Directors	25 February 2022
5.0	Changes to the ToR and Memberships of AB and sub-committees as recommended by Academic Governance Review (Deane). The Changes to the ARC ToRs are a result of its own Annual Review.	Board of Directors	13 September 2022