



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.

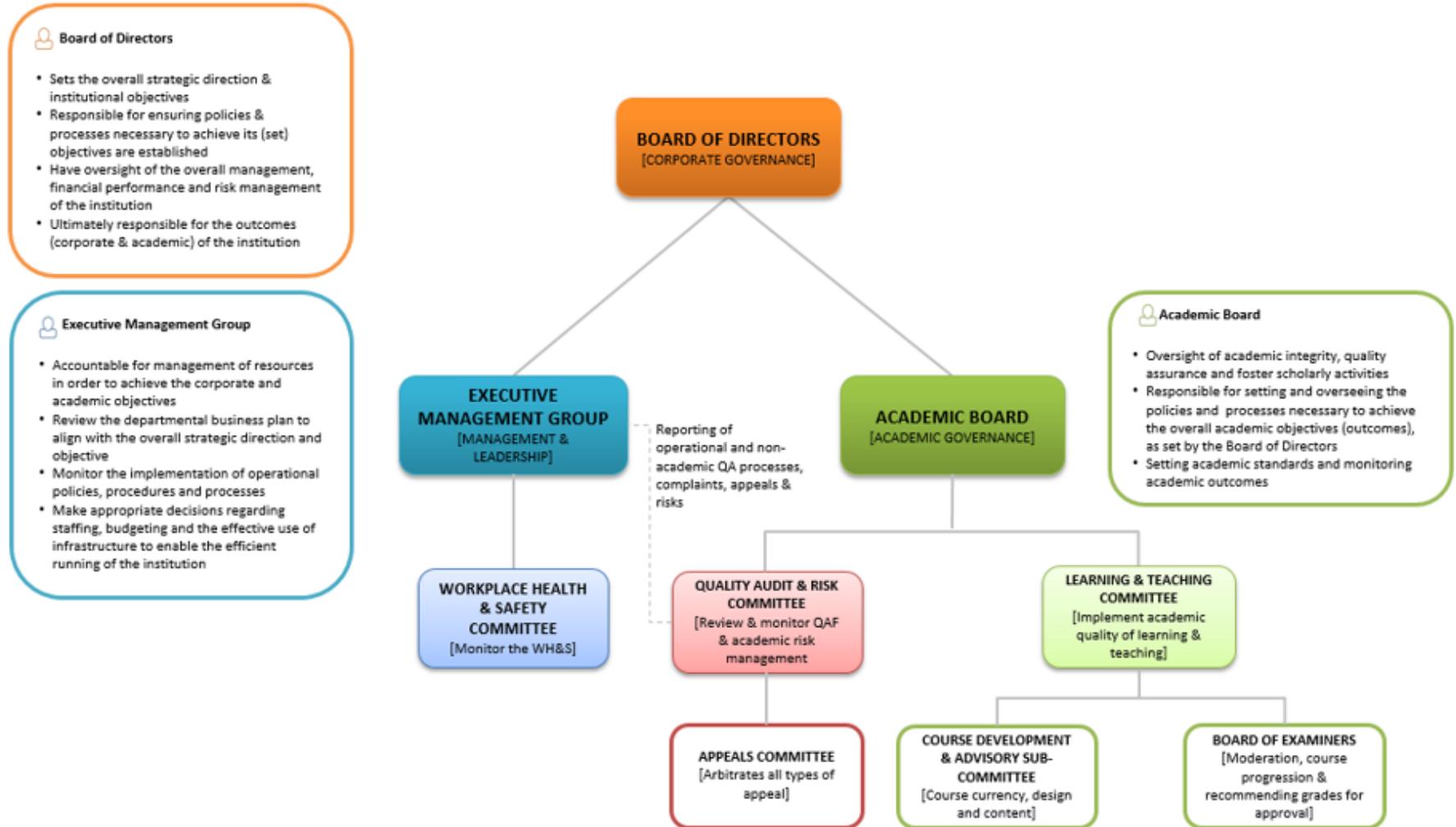
The Academic Board convenes various committees to implement its initiatives such as:

1. a Learning and Teaching Committee for implementing quality assurance processes for learning and teaching within the Institution in order to ensure that day-to-day academic operations meet quality educational standards; and
2. a Quality Audit and Risk Committee to monitor, assess and review the Quality Assurance Framework, internal audit schedule and academic quality aspects of the risk management plan.

The Learning and Teaching Committee convenes various sub-committees as required, such as Course Development and Advisory Sub-Committees, to explore or implement strategies to enhance quality at the Institution.

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

CORPORATE & ACADEMIC GOVERNANCE STRUCTURE



1. BOARD OF DIRECTORS

TERMS OF REFERENCE

1. Role

The Board of Directors of International College of Management Sydney Pty Ltd as trustee for The ICTHM Trust (“the 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 mission 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 CEO;
- 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;
- 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 Chairman 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 Chairman 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 one member 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 will consist of three members including the Chairman and at least one independent member. In the case of a tied vote the Chair has the casting vote.

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 will appoint a secretary who is responsible for secretariat support. Papers will normally be available at least seven days in advance of a meeting. Draft minutes will normally be available within seven days of a given meeting. Unconfirmed minutes will be 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
Chairman - Owners' representative	No	No	Darryl Courtney-O'Connor
Independent member with higher education expertise	Yes	Yes	Professor Di Yerbury

Independent member with higher education expertise (Chair of the Academic Board)	Yes	Yes	Dr John Loxton
Independent member with commercial and financial expertise	Yes	Yes	Trevor Loewensohn
Member with financial and legal expertise	Yes	No	Richard Gelski
Independent member with financial and business expertise	Yes	Yes	Mike Baird

2. EXECUTIVE MANAGEMENT GROUP

TERMS OF REFERENCE

1. Role

The Chief Executive Officer (CEO) is responsible for the efficient, profitable and compliant conduct of the Institution's business. To ensure accountability and implementation in this regard, the CEO convenes the Executive Management Group (EMG). The EMG supports the CEO 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. exercise an executive decision-making and coordination role in relation to Institution business;
- b. approve non-academic operational procedures and guidelines;
- c. implement and communicate policies and procedures to enable the efficient running of the Institution;
- d. implement the Institution's plans; and
- e. 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 CEO;
- 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 10 times a year. The CEO may convene a special meeting at any time with reasonable notice.

5. Secretariat

The Chair will appoint a secretary who is responsible for secretariat support. Papers will normally be available at least seven days in advance of a meeting. Draft minutes will normally be available within seven days of a given meeting. Unconfirmed minutes will be 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
CEO / President	Chair
DVC (Learning and Teaching)	Member
Vice President (Student Engagement & Registrar)	Member
Vice President (Finance)	Member
Chief Operations Officer	Member
Chief Information Officer	Member
Director Quality Assurance and Accreditation	Member
People and Training Manager	Member

3. WORK, HEALTH AND SAFETY COMMITTEE

TERMS OF REFERENCE

1. Role

The role of the Work, Health and Safety Committee is to allow a coordinated and consultative approach to health and safety management at the Institution.

2. Functions

The functions of the Work, Health and Safety Committee are to:

- a. facilitate co-operation in developing and carrying out measures to improve the safety of workers;
- b. help develop health and safety standards, rules and procedures.

3. Composition

The protocols for membership of the Work, Health and Safety Committee are as follows:

- a. the Chair is the Campus and Operations Director;
- b. the Chair may request an alternate member attend a meeting if the normal member is unavailable; and
- c. other staff members may be required to attend by invitation from time to time.

4. Frequency of meetings

The Work, Health and Safety Committee meets at least every three months and at any reasonable time requested by at least half the members of the committee.

5. Secretariat

The Chair will appoint a secretary who is responsible for secretariat support.

6. Review of terms of reference

The terms of reference of the Work, Health and Safety Committee may be reviewed from time to time. Any proposed amendments will be recommended for approval by the Executive Management Group.

Position	Category of membership
Campus and Operations Director	Chair
Campus and Operations Assistant Director	Member
Head of English Language and Foundation Programs	Member
Maintenance Manager	Member
People and Training Manager	Member
Residential Experience Manager	Member

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 to 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. approve the Learning and Teaching 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 will appoint the Chair of the Academic Board. The Chair shall not be the CEO. If the Chair is unable to attend a given meeting of the Academic Board, the Chair may nominate an acting Chair;
- d. the Chair of the Academic Board is an ex officio member of all standing committees;
- e. the term of membership for all members of the Academic Board, with the exception of ex-officio members, will be two years. Membership will be reviewed every two years, or as necessary, by the Board of Directors and, where appropriate; recommendations for new members will be sought from the Academic Board;
- f. 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;
- g. all members must be deemed fit and proper persons in accordance with TEQSA requirements; and
- h. 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 will consist of one half of members if the number of members is even; or a majority of the appointed members if the number of members is odd. In the case of a tied vote the Chair has the casting vote. If no quorum is present, the meeting may proceed at the Chair's request and with endorsement of members of Academic Board who are present. Items of business can be discussed (but no formal decisions can be made) and the inquorate session is recorded as notes. Items of business discussed at an inquorate session must then be sent electronically to all Academic Board members out of session for approval. Approval must be received by at least one half of members.

6. Frequency of meetings

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

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

7. Decision making between meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair may opt to either call a special meeting or circulate business out of session by means of a flying minute. Resolutions agreed by flying minute will be 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 CEO 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 will normally be available at least seven days in advance of a meeting. Draft minutes will normally be 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	Current status of serving member (external/ independent / internal)	Category of membership
Chair	External and independent	Chair
CEO / President	Internal	Ex-Officio
DVC (Learning and Teaching)	Internal	Ex-Officio
Dean (Academic Operations)	Internal	Ex-Officio
Chief Operations Officer	Internal	Ex-Officio
Vice President (Student Engagement & Registrar)	Internal	Ex-Officio

Position	Current status of serving member (external/ independent / internal)	Category of membership
Associate Dean Postgraduate	Internal	Ex-Officio
Associate Dean Undergraduate nominated by the DVC (Learning and Teaching)	Internal	Member
Director Quality Assurance and Accreditation	Internal	Member
External member with expertise in an academic-related field	External and independent	Member
External member with expertise in an academic-related field	External and independent	Member
External member with expertise in an academic-related field	External and independent	Member
External member with expertise in an academic-related field	External and independent	Member

5. LEARNING AND TEACHING COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Learning and Teaching Committee to monitor and report on quality assurance processes for learning and teaching within the Institution to ensure that day-to-day academic operations meet the requirements of the Higher Education Standards Framework. The Learning and Teaching Committee also has responsibility for advising 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;
 - first year attrition rates, progression and completion rates by course and pathway;
 - academic misconduct;
 - appeals against assessment outcomes;
 - student diversity and underrepresented groups;
 - graduate destinations;
 - articulation pathways.
- e. advise Academic Board on the learning and teaching environment, including developments in educational technology and learning spaces;
- f. monitor, review and recommend to Academic Board on major changes to course curriculum, subject and delivery in accordance with approved policies and procedures;
- g. review and approve minor changes to course curriculum, subject and delivery in accordance with approved policies and procedures;
- h. develop a course and subject review cycle through the analysis of evaluations, surveys and subject moderation results to improve the quality of teaching and learning, and implement improvement initiatives;
- i. monitor the proceedings of the Board of Examiners;
- j. develop benchmarking strategy and undertake benchmarking activities in accordance with the Learning and Teaching Framework to improve performance of academic quality and outcomes;

- k. develop and implement 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;
- l. 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; and
- m. analyse feedback and make recommendations for improvement to learning, teaching and student support matters based on feedback from student forums and groups.

Academic reporting

- n. establish sub-committees as required to advise the Learning and Teaching Committee on a variety of academic matters;
- o. develop and implement the Learning and Teaching 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 will be filled by the SRC President subject to their elected term. At times when confidential or sensitive information is being discussed, the Chair reserves the right to ask the student representative to leave the meeting;
- b. 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;
- c. the term of membership for all members, with the exception of ex-officio members, will be two years. Membership will be reviewed every two years, or as necessary, by the Academic Board;
- d. the Chair of the Academic Board is an ex-officio member of all standing committees;
- 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.

4. Quorum

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

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 will normally be available at least seven days in advance of a meeting. Draft minutes will normally be 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 (Academic Operations)	Ex-Officio
Associate Dean Postgraduate	Ex-Officio
Associate Dean Undergraduate nominated by the DVC (Learning and Teaching)	Member
Vice President (Student Engagement & Registrar)	Ex-Officio
Head of English Language and Foundation Programs	Member
SRC President	Member
ISCA representative	Member
Student Success Centre Manager	Member
Work Integrated Learning Manager	Member
Chair of Academic Board	Ex Officio

6. BOARD OF EXAMINERS

TERMS OF REFERENCE

1. Role

The Learning and Teaching 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. monitor assessment policy and practices to ensure best practice and recommend changes; and
- f. report to the Learning and Teaching Committee at its next scheduled meeting.

3. Composition

The protocols for composition of the Board of Examiners are:

- a. the Chair shall be the Dean (Academic Operations) as nominated by the Academic Board;
- b. the Associate Deans and the Registrar are ex-officio members;
- c. the student representative is not permitted to be a member of the Board of Examiners; and
- d. the term of office on the Board of Examiners will be two years.

4. Quorum

A quorum of any meeting of the Board of Examiners will consist of one half of members if the number of members is even, or a majority of members if the number of members is odd, with at least two of those members being from the 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 will examine and make recommendations on progression and completion matters. This will be at least once each period of study for diploma, bachelor degree and postgraduate courses.

6. Secretariat

The Chair will appoint a secretary who is responsible for secretariat support. Papers will normally be available at least seven days in advance of a meeting. Draft minutes will normally

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

8. Membership

The membership of the Board of Examiners is:

Category of Membership	Membership
Dean (Academic Operations)	Chair
Associate Dean Undergraduate (Business and International)	Ex-officio
Associate Dean Undergraduate (THES)	Ex-officio
Associate Dean Postgraduate	Ex-officio
Registrar	Ex-officio
DVC (Learning & Teaching)	Ex-Officio
Student Success Centre Manager	Ex-Officio
Chair of Academic Board	Ex-Officio

7. QUALITY AUDIT AND RISK COMMITTEE

TERMS OF REFERENCE

1. Role

The Academic Board establishes the Quality Audit and Risk Committee to monitor the Quality Assurance Framework, assess educational key performance indicators, and manage outcomes of quality improvement and review activities to ensure the management of academic risk. The Quality Audit and Risk Committee also provides leadership in the formulation of policies in relation to key operational areas to be used consistently across the Institution.

2. Functions

The functions of the Quality Audit and Risk Committee are to:

- a. monitor the implementation of Quality Assurance Framework and academic risk management;
- b. provide leadership in internal and external self-reviews and quality audits including Higher Education Standards Framework, RTO Standards & Risk audits and ensure that the recommendations emerging from these audits and other self-assessment and review processes are being implemented effectively through the continuous improvement and compliance register;
- c. track actions and/or recommendations arising from key administrative and special purpose reviews and report quarterly on progress to the Academic Board and Executive Management Group (EMG);
- d. review the results of various stakeholder surveys and endorse key improvements;
- e. monitor educational key performance indicators, and ensure that areas highlighted in performance and tracking reports, strategy documents or through other processes are being addressed;
- f. make recommendations to the Academic Board and EMG for performance and improvement;
- g. receive reports regarding complaints & appeals and provide advice on improvement initiatives where appropriate;
- h. consider any matters referred to it by the Academic Board and EMG; and
- i. report to the Academic Board at its next scheduled meeting.

3. Composition

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

- a. the term of membership for all members, with the exception of ex-officio members, will be two years. Membership will be reviewed every two years, or as necessary, by the Academic Board;
- b. the Chair of the Academic Board is an ex-officio member of all standing committees;
- c. 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; and
- d. members are required to declare any actual or perceived conflict of interest that might arise during their membership on the Quality Audit and Risk Committee.

4. Quorum

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

5. Frequency of meetings

The Quality Audit and Risk Committee meets at least two times per year. The Chair may convene a special meeting at any time with reasonable notice.

6. Secretariat

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

7. Membership

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

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

Position	Category of membership
Director, Quality Assurance and Accreditation (QAA)	Chair
QAA representative nominated by the Director, QAA	Member
RTO General Manager	Ex-officio
Registrar	Ex-officio
Deputy Registrar (Engagement and Student Lifecycle)	Ex-officio
Dean (Academic Operations)	Ex-officio
Associate Dean Undergraduate (Business and International)	Member
Associate Dean Undergraduate (THES)	Member
Associate Dean Postgraduate	Member
Student Success Centre Manager	Ex-officio
Campus & Operations Director	Ex-officio
Chair of Academic Board	Ex-Officio

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 Learning and Teaching 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 Learning and Teaching Committee;
- b. review new course proposals including applications for accreditation to submit to the Learning and Teaching 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 Learning and Teaching Committee on issues arising from its meetings; and
- g. report to the Learning and Teaching 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 Learning and Teaching 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 will be appointed by the Learning and Teaching Committee. Tenure of membership will be determined by the Learning and Teaching 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) and Dean (Academic Operations) are ex officio members 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 will normally be available at least seven days in advance of a meeting. Draft minutes will normally be 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 Course Development and Advisory Sub-Committees may be reviewed from time to time. Any proposed amendments will require approval by the Academic Board.

8. Membership

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

Position	Category of membership
As nominated by the DVC (Learning and Teaching)	Chair
External expert in the field of study	Member
External expert in the field of study	Member
Program Manager	Member
Education Developer	Member
DVC (Learning and Teaching)	Ex-Officio
Dean (Academic Operations)	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 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.

5. Frequency of meetings

The Appeals Committee meets as required.

6. Secretariat

The Registrar will be responsible for preparing and distributing appeals submissions to members and providing secretariat support.

7. Membership

Position	Category of membership
Director Quality Assurance and Accreditation	Chair
Chief Operations Officer	Member
DVC (Learning and Teaching)	Member
Registrar	Member

Position	Category of membership
Head of Student Success Centre	Member