

Governance Charter

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1.8	Corporate Board	23/06/2021	23/06/2021

Preamble

The Australian Institute of Business Intelligence (the Institute) is a proprietary company limited by shares established under the Corporations Act 2001. It operates in accordance with its Constitution, and the principal purpose of the Institute is to provide higher education and to govern and manage higher education operations. The Australian Institute of Business Intelligence Pty Ltd is registered and accredited as a higher education provider by the Tertiary Education Quality and Standards Agency (TEQSA).

1. Governance at the Institute

The reputation of the Institute hinges on excellence in decision-making. Good governance plays a vital role in decision-making by ensuring the Institute meets its strategic, educational, legislative, and community responsibilities.

The centrepiece of corporate governance is a formally constituted governing body, which at the Institute is referred to as the Corporate Board (the Board). The Board is accountable for the governance and performance of the entity overall, including, in the case of registered higher education providers, meeting and continuing to meet the requirements of the Higher Education Standards Framework (Threshold Standards) 2021 (HESF 2021).

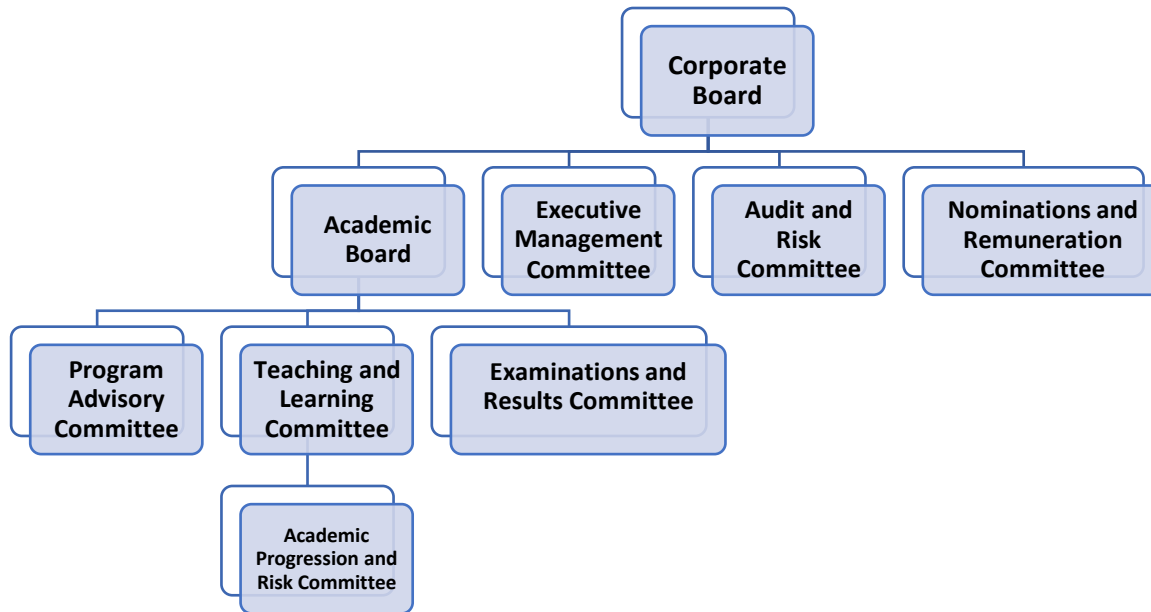
Governance at the Institute is established through the following structure: the primary strategic level decision maker is the Board, which has established secondary level standing committees to assist discharge its obligations and fulfil its responsibilities, including the, Academic Board, Executive Management Committee, Nominations and Remuneration Committee, and Audit and Risk Committee. These committees are established to meet external statutory and non-statutory requirements.

The Board has delegated responsibility for academic governance to the Academic Board. The Academic Board has three Standing Committees to support its activities and assist discharge its responsibilities - the Teaching and Learning Committee, the Program Advisory Committee and the Examinations and Results Committee. In addition, the Academic Board has established the Progression and Academic Risk Committee, a sub-committee reporting to the Teaching and Learning Committee.

There is a degree of interdependence between academic and corporate governance, however a degree of separation between these is essential for effective governance. Maintenance of some links between academic and corporate governance, and with management, is necessary to achieve coherency of governance overall and to meet the requirements of the HESF 2021.

1.1 The Institute’s Governance Structure

The following diagram summarises the relationship between the Institute’s governance committees.



1.2 Membership

The membership of each committee is outlined in the Terms of Reference. If a casual vacancy occurs, a replacement will be nominated by the Chair and members of the committee. A person appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the person’s predecessor.

1.3 Responsibilities of committee members

The responsibilities of committee members shall include, but are not limited to:

- providing documents relating to items on the agenda;
- preparing for meetings to facilitate active engagement;
- familiarising themselves with agenda items and associated documentation in preparation for active engagement;
- requesting an amendment to the minutes on the grounds of accuracy;
- acting in the best interests of the Institute as a whole, with this obligation to be observed in priority to any duty a Director might owe to those electing or appointing them;
- acting in good faith, honestly and for a proper purpose;
- conducting themselves in a manner which is professional courteous and respectful to other committee members and guests;
- exercising appropriate care, diligence, and confidentiality when required;
- not improperly using their position to gain an advantage for themselves or anybody else;

- disclosing in a timely way and actively avoiding any actual or perceived conflict of interest; and
- following up on assigned action items in a timely manner.

1.4 Responsibilities of the Chair

The responsibilities of the Chair shall include, but are not limited to:

- providing leadership to the respective Board or committee, and ensuring members provide leadership and vision to the Institute;
- ensuring the Board or committee fulfils its responsibilities set out in the terms of reference;
- promoting effective debate and the efficient organisation and conduct of Board or committee functions;
- setting and managing the business, activities and operations of the committee and delegation with working groups;
- approving the agenda, minutes and reports of the committee prior to distribution;
- approving matters outside of formal meetings as appropriate
- keeping informed of the activities and issues affecting the responsibilities of the committee;
- facilitating the effective contribution and ongoing development of members;
- promoting constructive and respectful relations between members and management; and
- induction of new committee members.

1.6 Cessation of Membership

A person ceases to be a member of the Board or of a committee if that person:

- reaches the end of an appointed term of office and is not re-appointed;
- resigns;
- is removed in accordance with the Constitution;
- in the case of a member holding office by virtue of their position, no longer holds the relevant position;
- is absent from three consecutive meetings and is not, within six weeks of the last of those meetings, excused for his or her absence;
- is unable to fulfil the TEQSA “Fit and Proper Persons” declaration; or
- dies or becomes incapacitated.

1.7 Governance Review

As part of the Institute’s quality review processes, the following reviews of governance will be conducted:

- an annual review by each Committee of its Terms of Reference to ensure familiarity and focus.
- a comprehensive review of the Charter conducted at least every three years. This review will be conducted by each committee, who will make recommendations for amendments to the Board. The Board will consider these recommendations when making decisions regarding revisions to the Governance Charter.
- an independent review of the effectiveness of governance at the Institute conducted at least every three years. This review will take account of evidence from agendas, minutes,

action registers, and interviews of members from across committees. The outcomes of this review will inform the Board of further developments of this Charter and associated governance activities.

2. Corporate Board

The Board is established under and derives its authority from the Constitution of the Australian Institute of Business Intelligence. To facilitate efficient operations, the Board delegates authority for:

- academic matters to the Academic Board;
- nominations and remunerations to the Nominations and Remuneration Committee;
- operational matters to the CEO and Executive Management Committee; and
- risk related matters to the Audit and Risk Committee.

2.1 Role of the Corporate Board

The Board seeks to ensure that it adds value by guiding, assisting and supporting management, to achieve the Institute's goals. This includes creating and maintaining quality applied education that meets the needs of industry whilst generating sustainable growth and profitability for the benefit of all stakeholders. The Board is committed to abiding by all relevant laws and regulations and to providing employees with a safe and rewarding working environment. It will have consideration in its deliberations for the broader community, external and internal stakeholders and the Institute's responsibilities as a corporate citizen of good standing.

2.2 Terms of Reference

- The Board is responsible for the governance of the Institute. The Board acts in the best interest of the Institute as a whole and on behalf of the Shareholders, and it is accountable to Shareholders for the overall strategic direction, financial performance, and governance of the institution.
- The primary responsibilities of the Board include, but are not limited to:
- appointing and monitoring the performance of the Chief Executive Officer;
- delegating authority to management, to committees created by the Board, and/or to individuals to undertake decisions and financial responsibilities;
- approving the Strategic Plan and operational plans;
- approving the Business and Financial Plan, including its annual budget;
- approving other plans as may be determined by the Board from time-to-time;
- overseeing and reviewing the management of the Institution and its performance;
- establishing policy and procedural principles for the operation consistent with legal and regulatory requirements and community expectations;
- approving corporate policies and procedures for the Company;
- approving and monitoring systems of control and accountability;
- overseeing, and monitoring the effectiveness of quality assurance processes;
- overseeing and monitoring the assessment and management of risk;
- overseeing the monitoring academic activities through the establishment of an Academic Board;
- awarding qualifications on the recommendation of the Academic Board; and
- undertaking reviews of governance as outlined in section 1.7 of this Charter.

Members of the Board are required to maintain the confidentiality of all commercial-in-confidence information.

The Chair of the Board will report on its functions and activities to each meeting of the Academic Board, Executive Management Committee, and Audit and Risk Committee.

2.3 Membership of the Corporate Board

The Constitution provides that there must be a minimum of four and a maximum of ten Directors.

Membership and will include:

- at least three independent, non-executive Directors;
- at least one Director with expertise in higher education;
- at least one Director with expertise in business;
- the Chair of the Academic Board; and
- a representative of the Shareholders.

The Board may elect a Director to be the chairperson of their meetings for a specified period.

Directors are appointed by the Board or by an ordinary resolution of shareholders.

Membership of the Board will be reviewed by the Board at least once every two years to ensure that the balance and type of directors are optimal to further the Institute's interest and so advise the Shareholders.

Each Director holds office until he or she vacates the office or is removed under the terms of the Constitution. Non-executive directors are appointed for an initial term of 3 years. Ex-officio members remain on the Board while they retain the position.

Appointment and removal of Directors are detailed in section 14 of the Constitution.

2.4 Meetings

The Board is to meet a minimum of 4 times per year or more frequently as needed. At the final meeting each year, the Board is to approve the schedule of governance meetings for the following year.

3. Academic Board

The Academic Board is a standing committee of the Corporate Board, with delegated authority over academic matters. It is responsible to the Board for the academic governance of the Institute and for ensuring that all aspects learning, teaching and academic course design, content and delivery meet national standards for quality in tertiary education.

3.1 Role of the Academic Board

The Academic Board is established to provide advice to the Board, the Executive Management Committee, and Audit and Risk Committee on all matters related to the academic functioning of the institution. It serves to provide a forum for decision-making about the Institute's academic matters and serves as a convener of scholarly dialogue within the Institution.

The Academic Board is responsible for developing and managing the following areas:

- academic governance;

- academic strategy;
- academic and learning and teaching policies;
- academic risk; and
- academic standards and quality.

3.2 Terms of Reference

The primary responsibilities of the Academic Board include, but are not limited to:

- providing advice and reporting to the Board on matters including but not limited to advice on academic matters;
- fostering discourse on issues of higher education and the Institute’s vision, values, intent and strategic priorities;
- overseeing program development, approval and accreditation and re-accreditation processes to meet the requirements of the HESF 2021;
- endorsing new programs for accreditation and major revisions to accredited programs;
- endorse changes to accredited programs and units of study as a result of comprehensive reviews;
- overseeing the development, approval, monitoring and review of academic and student policies and procedures;
- reviewing, monitoring, managing and reporting on potential academic risks including, particularly, matters of academic integrity and students engaging with outside parties;
- developing, approving and undertaking reviews of the Standing Committees of the Academic Board;
- approving the Learning and Teaching Plan and monitoring the quality of the implementation of the learning and teaching agenda;
- fostering excellence in teaching and learning, and providing quality assurance and enhancement of good practice in respect of the academic activities;
- monitoring the finalising of all student trimester results;
- recommending to the Board all students who have satisfied the academic requirements of the award in which they are enrolled;
- monitoring the outcomes of accredited programs and continuous improvements in learning and teaching, and their impact on student satisfaction, retention, progression, course completion and graduate outcomes;
- setting and monitoring institutional benchmarks for academic quality and outcomes, including those for academic staff scholarship;
- ensuring adequate procedures for, and the effective operation of, student misconduct and grievances and academic progress appeals;
- establishing working groups, as required, to assist the Academic Board in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail; and
- undertaking reviews of governance as outlined in section 1.7 of this Charter.

The Chair of the Academic Board will report on its functions and activities to each meeting of the Board, Executive Management Committee, and Audit and Risk Committee.

The Academic Board will consider and report on all matters referred to it by the Board and exercise any powers and perform any other duties delegated to it by the Board.

3.3 Membership of the Academic Board

The Academic Board will comprise a minimum of 7 members.

Membership will include:

- an independent, non-executive Director appointed by the Board (Chair);
- Executive Dean;
- Dean;
- Registrar and Head of Compliance;
- minimum of 2 independent academics with high academic standing, with at least one member with expertise in each broad discipline area offered by the Institute;
- one member of the academic staff;
- one student member selected by the Academic Board; and
- other members as determined by the Chair of the Academic Board.

Independent members of the Academic Board are appointed for a term of 3 years. Ex-officio members remain on the Board while they retain the position.

3.4 Meetings

The Academic Board is to meet a minimum of 4 times per year or more frequently as needed.

4. Executive Management Committee

The Executive Management Committee is a standing committee of the Board, with delegated authority over operational matters. It serves to provide a forum for decision-making about the Institute's non-academic matters.

4.1 Role of the Executive Management Committee

The Executive Management Committee is established by the Board to provide advice to the CEO, Board, and other committees as needed on all matters related to the operations of the institution. It serves to provide a forum to inform decision-making about the Institute's operational matters.

The Executive Management Committee is responsible for developing and managing the following areas:

- compliance, finance and risk;
- marketing and student recruitment;
- staff and student welfare;
- non-academic administration;
- workplace health and safety;
- facilities and resources;
- staff and student conduct (non-academic);
- complaints and grievances (non-academic); and
- staff recruitment and development.

4.2 Terms of Reference

The primary responsibilities of the Executive Management Committee include, but are not limited to:

- ensuring efficient operations across functional areas in the pursuit of the Institute’s objectives and targets;
- providing advice and reporting to the Board on matters including, but not limited to, those of an operational or non-academic nature;
- fostering discourse on issues of the Institute’s vision, values, intent and strategic priorities;
- monitoring and reporting on financial viability and sustainability of the Institute’s operations;
- providing advice on the development, approval, monitoring and review of non-academic student facing, administration and management policies and procedures;
- reviewing, monitoring, managing and reporting on potential operational risks including safety, conduct, and resourcing;
- ensuring compliance with regulatory requirements of a non-academic nature, in particular the ESOS Act and HESF 2021;
- providing advice on marketing and recruitment strategies and practices, ensuring alignment with the Institute’s vision;
- managing processes associated with consideration of new programs, including proposals, research, business case and proposals for consideration by the Board;
- approve the principles for setting the academic year calendar, including the use of an alternative academic year calendar for certain programs in exceptional circumstances; and
- undertaking reviews of governance as outlined in section 1.7 of this Charter.

The Chair of the Executive Management Committee will report on its functions and activities to each meeting of the Board).

The Executive Management Committee will consider and report on all matters referred to it by the Board and exercise any powers and perform any other duties delegated to it by the Board.

4.3 Membership of the Executive Management Committee

The Executive Management Committee will comprise a minimum of 5 members. Membership will include:

- Chief Executive Officer (Chair);
- Executive Dean;
- Dean;
- Head of Finance;
- Head of Marketing and Recruitment;
- Registrar and Head of Compliance; and
- Other members as determined by the CEO (as Chair of EMC)

As ex-officio members, tenure on the Executive Management Committee is ongoing while positions are held at the Institute.

4.4 Meetings

The Executive Management Committee is to meet a minimum of 4 times per year or more frequently as needed.

5. Audit and Risk Committee

The Audit and Risk Committee (ARC) is a standing committee of the Board and makes recommendations to the Board regarding risk policy, risk management, risk strategy, risk identification and mitigation.

5.1 Role of the Audit and Risk Committee

The role of the ARC is to provide advice to the Board on key areas of focus including:

- financial reporting – appropriateness of accounting policies, disclosure requirements, fairness and balance of reporting
- external audit – independence, appointment and remuneration, scope of work, review of significant findings and its effectiveness
- risk management and internal controls – understanding of key risk areas, effectiveness of controls and fraud prevention or its detection
- internal audit – its charter, authority, resources and scope of work, response to recommendations and its effectiveness
- maintaining and measuring effectiveness – ensuring the Committee members maintain their financial literacy and annual performance evaluation of the Committee and its effectiveness
- communicating and reporting to the Board and other committees – relationship with management and advice and reports to the Board
- regulatory, compliance and ethical matters – the effectiveness of systems for ensuring compliance with laws, regulations and guidance as well as code of conduct and whistleblowing matters.

It will also liaise with the Academic Board and the Executive Management Committee on their respective oversight or management of matters related to the development of structures and processes to ensure compliance with regulatory requirements, and their monitoring of associated risks, and mitigation strategies to eliminate or minimise the impact of identified risks and to exploit opportunities to strengthen and grow AIBI's higher education business.

5.2 Authority

The Corporate Board authorises the ARC, within the scope of its responsibilities, to:

- perform activities within the scope of its charter;
- engage independent counsel and other advisers as it deems necessary to carry out its duties;
- ensure the attendance of Institute's officers at meetings as appropriate;
- have unrestricted access to members of management, employees and relevant information;
- establish procedures for dealing with the concerns of employees or external complaints received regarding accounting, internal control or auditing matters;
- establish procedures for the regarding accounting, internal accounting controls or auditing matters;
- recommend to the Board on the appointment, compensation, retention and oversight of the work of the external auditor; and

- recommend to the Board on all audit engagement fees and terms as well as reviewing policies for the provision of non-audit services by the external auditor (and, when required, the framework for pre-approval of such services).

5.3 Terms of Reference

The ARC examines any matters about the financial affairs of the Institute and external audit that it considers necessary, and reviews and makes recommendations to the Board in relation to risk appetite and risk management frameworks. The ARC also examines any other matters referred to it by the Board.

The primary responsibilities of the ARC include, but are not limited to:

Financial:

- review the financial information presented by management to the Board and to the public;
- review the company's annual financial statements draft before Board approval, focusing on significant changes in accounting policies and practices; major judgmental areas; significant audit adjustments; proposed departures from accounting standards; and compliance with statutory requirements for financial reporting;
- Consider the effects on the Institute of any new or proposed accounting practices, principles, developments, disclosure requirements, and legislative or regulatory pronouncements;

Risks, policies and controls:

- review the adequacy and monitor accounting control systems by reviewing the external auditor's written reports and by monitoring management's responses and actions to correct any deficiencies;
- review the Institute's risk management framework and strategy at least annually to satisfy itself that it continues to be sound;
- advise the Board on an appropriate risk appetite to guide decision making by management;
- review the adequacy and currency of risk management policies;
- monitor the adequacy and effectiveness of risk management processes including material exposure to and management of economic, environmental and social sustainability risks;
- ensure business continuity plans can adequately respond to critical incidents and promote timely service recovery and are regularly reviewed and tested;
- ensure appropriate internal procedures support the opportunity to address allegations of fraud or corruption made against any Institute staff including the Board and service providers;
- review the policies, processes and framework for identifying, analysing and addressing complaints (including whistleblowing) and review material complaints and their resolution.

Internal audit:

- review the activities, resources and organisational structure of the internal audit function and ensure there are no unjustified restrictions or limitations on its work; and
- ensure that significant findings and recommendations made by the internal auditors and management's proposed response are received, discussed and appropriately acted on.

External audit:

- recommend to the Board the appointment of external auditors and approve the payment of their annual fees;
- review the audit plans and performance of the external auditors;
- ensure no management restrictions are being placed on the external auditors; and
- monitor the independence of the external auditors and their compliance with the requirements of the Corporations Act 2001 and professional standards as updated from time to time.
- Compliance:
- review all regular reports provided by management on the Institute's corporate governance, its compliance program and regulatory issues and ensure all compliance matters have been considered in the preparation of the financial statements; and
- monitor the collection of evidence by the Academic Board to demonstrate compliance with all standards, criteria and requirements of the Higher Education Standards Framework (Threshold Standards) 2021, and related regulatory requirements.

Other matters:

- review the appropriateness of insurance proposals to ensure they meet AIBI HE needs and align with its risk profile;
- identify any special projects or investigations deemed necessary; and
- review compliance with work health and safety legislation.

The Chair of the ARC will report on its functions and activities and make appropriate recommendations to the Board after each meeting of the Committee and to other governance committees on an as-needed basis. The report should:

- brief the Board on matters that may significantly affect the financial condition or affairs of the business;
- cover the findings and recommendations of the Committee and matters raised by the external auditor; and
- report on all matters referred to it by the Board and exercise any powers and perform any other duties delegated to it by the Board.

5.4 Membership of the Audit and Risk Committee

The Audit and Risk Committee will comprise a minimum of five members including: an independent, non-executive Director appointed by the Board, who acts as Chair;

- Chief Executive Officer;
- Executive Dean;
- Registrar and Head of Compliance;
- Head of Finance;
- At least one independent member with finance and/or accounting experience;
- Other members as determined by the Board.
- Membership on the Audit and Risk Committee is ongoing while positions are held at the Institute.

5.5 Meetings

The Audit and Risk Committee is to meet a minimum of four times per year, in alignment with the cycle of business or more frequently as needed.

6. Nominations and Remuneration Committee

The Nominations and Remuneration Committee is a standing committee of the Board and oversees and monitors the performance of the Board, Directors and Chief Executive Officer and other senior executive staff.

6.1 Role of the Nominations and Remuneration Committee

The Nominations and Remuneration makes recommendations to the Board regarding:

- matters relating to the composition, structure and composition of the Board;
- succession planning;
- the appointment and re-election of Directors;
- induction and continuing development for Board members;
- the development and implementation of a process for evaluating the performance of the board, its Committees and Directors; and
- conducting searches for the CEO and senior executives and recommending preferred candidates to the Board.

6.2 Terms of Reference of the Nominations and Remuneration Committee

The primary responsibilities of the Nominations and Remuneration Committee include, but are not limited to, recommending to the Board on:

- succession planning and the appointment and re-appointment of Directors;
- required expertise and skills for the identification and appointment of Directors;
- continuing education requirements for Directors;
- evaluation of the performance of the Board, its Committees and Directors;
- the remuneration framework for Directors;
- the remuneration framework for the CEO and senior academic and professional positions within the Institute; and
- searches for the CEO and recommending preferred candidates to the Board.

6.3 Membership of the Nominations and Remuneration Committee

- The Nominations and Remuneration Committee will comprise a minimum of four members including:
- Chair of the Corporate Board, who acts as Chair;
- Chair of the Audit and Risk Committee;
- Chair of Academic Board;
- at least one independent member with finance and/or accounting experience; and
- the CEO for all appointments other than that of the CEO.

Membership on the Nominations and Remuneration Committee is ongoing while positions are held at the Institute

6.4 Meetings

The Nominations and Remuneration Committee is to meet once per year, in alignment with the cycle of business or more frequently as needed.

7. Teaching and Learning Committee

The Teaching and Learning Committee is a standing committee of the Academic Board.

7.1 Role of the Teaching and Learning Committee

The role of the Teaching and Learning Committee is to provide advice and make recommendations on operational planning, policy and quality assurance of learning and teaching, the conduct of assessment, the student experience, and delivery of curricula.

7.2 Terms of Reference

The primary responsibilities of the Teaching and Learning Committee include, but are not limited to:

- developing conduits which contribute to student access including credit and recognition of prior learning;
- designing actions to improve student participation; retention; progression; completion and success;
- directing benchmarking across a range of academic parameters to compare and evaluate institutional performance, monitor standards and make quality improvements;
- proposing admission and selection policies and procedures for degree programs;
- developing methods of assessing the quality of teaching activities including assessment and teacher performance;
- facilitating work-readiness activities across programs;
- incorporating innovative approaches to program design, development, and delivery;
- developing program structures and sequences to ensure program learning outcomes and graduate attributes;
- monitoring all program review activities, and endorse changes to units as a result of minor reviews;
- facilitating academic integrity and academic quality of all programs;
- ensuring the sustainability of high-quality teaching and learning;
- establishing teacher review processes and monitoring associated activities;
- promoting academic scholarship in learning and teaching processes;
- designing effective learning, teaching and assessment practices, and monitoring implementation;
- monitoring and reporting progress against the Institute's Learning and Teaching Plan;
- ensuring compliance with relevant the Institute's policies and procedures for assessment; and
- undertaking reviews of governance as outlined in section 1.7 of this Charter.

The Teaching and Learning Committee will report on its functions and activities to each meeting of the Academic Board.

The Teaching and Learning Committee will consider and report on all matters referred to it by the Academic Board and exercise any powers and perform any other duties authorised by the Academic Board.

The Teaching and Learning Committee may authorise sub-committees of the Teaching and Learning Committee to discharge some of its functions as appropriate. Any authorisation will be reported to the Academic Board.

7.3 Membership of the Teaching and Learning Committee

The Teaching and Learning Committee will comprise a minimum of 7 members, including:

- the Dean (Chair) (or delegate);
- Program Coordinators (one per program)
- Teaching staff (at least 2);
- E-Learning Manager and Librarian; and
- other members as determined by the Dean (as Chair Teaching and Learning Committee)

Tenure of ex-officio members is ongoing while positions are held at the Institute. Members of the teaching staff are appointed for a term of 2 years.

7.4 Meetings

The Teaching and Learning Committee will meet a minimum of four times per year or more frequently as needed.

8. Program Advisory Committee

The Program Advisory Committee is a standing committee of the Academic Board and provides advice about the development of new programs and the improvement of accredited programs.

8.1 Role of the Program Advisory Committee

The Program Advisory Committee is established by the Academic Board to provide advice in relation to the development and accreditation of new higher education programs, as required, and to review existing programs pending re-accreditation.

8.2 Terms of Reference

The primary responsibilities of the Program Advisory Committee include, but not limited to:

- drawing to the attention of the Academic Board current trends in the field of study, Government policy changes likely to impact on curriculum issues, employer expectations and job opportunities for graduates, and any innovative practices in teaching or learning;
- providing curriculum-related advice on proposed programs or improvements to accredited programs to ensure that they meet standards of rigour and depth appropriate to the level of the award, and aligned with the rationale, graduate attributes, learning and employment outcomes, as well as current academic, industry, and/or professional directions, and reflect best practice;
- endorsing higher education programs and subsequent unit outlines, assessment tasks and teaching materials, in accordance with relevant industry, professional, academic, and regulatory standards;
- recommending to the Academic Board concerning the quality and quantity of teaching and learning resources for proposed and accredited higher education programs;
- considering existing or proposed quality assurance mechanisms to ensure that learning outcomes from courses are as expected, paying particular attention to assessment

outcomes, internal and external feedback, including benchmarking undertaken with other education providers;

- acting on any other references from the Teaching and Learning Committee or directly from the Academic Board; and
- undertaking reviews of governance as outlined in section 1.7 of this Charter.

The Chair of the Program Advisory Committee will report on its functions and activities to each meeting of the Academic Board.

The Program Advisory Committee will consider and report on all matters referred to it by the Corporate Board (the Board) and exercise any powers and perform any other duties delegated to it by the Board.

8.3 Membership of the Program Advisory Committee

The members of the Program Advisory Committee will be appointed by the Academic Board.

The committee will embrace the following expertise:

- academic program development, discipline content and teaching expertise;
- professional practice expertise; and
- an understanding of higher education compliance and the Threshold Standards.

The Program Advisory Committee will comprise the following:

- Dean (Chair) (or delegate);
- a minimum of two and a maximum of four independent academics with relevant discipline expertise
- a minimum of two and a maximum of four independent industry representatives
- a minimum of one and a maximum of two academic staff
- Institute alumni and until the Institute has alumni, an enrolled student can take this position
- other members as determined by the Dean (as Chair of PAC)

Independent members of the Program Advisory Committee are appointed for a term of three years. Ex-officio members remain on the Committee while they retain the position at the Institute.

8.4 Meetings

The Program Advisory Committee will meet at least once per year or more frequently as determined by the Academic Board.

9 The Examinations and Results Committee

The Examinations and Results Committee is a standing committee of the Academic Board which ensures the quality of final results awarded at the completion of a unit of study towards a degree program.

9.1 The Role of the Examinations and Results Committee

The Examinations and Results Committee provides advice about the content and conduct, content and quality of final examinations, including student performance. The Examinations and Results Committee identifies those students who have completed course requirements for the Academic Board to recommend for ratification and the award of a degree.

9.2 Authority

The Academic Board has authorised the Examinations and Results Committee to confirm, ratify and release students' trimester results.

9.3 The Terms of Reference of the Examinations and Results Committee

The primary responsibilities of the Examinations and Results Committee include, but are not limited to:

- considering the results of assessment recommended by Program Coordinator for each unit in each program, including outcomes of assessment verification and moderation
- approving final examination papers for all units of study in all degree programs; including supplementary examinations and assessments conducted in place of a final examination;
- approving arrangements for invigilation and the conduct of examinations including ensuring the examinations are conducted in a manner which is appropriate and fit for purpose to prevent and detect academic misconduct and cheating;
- assuring that all assessment has been conducted in accordance with the Assessment Policy and Procedure and the Moderation Procedure;
- assuring that moderation processes have been conducted in accordance with the relevant academic policy, including but not limited to the Assessment Policy and Procedure and the Moderation Procedure;
- reviewing and approving the distribution of grades for all units of study in each trimester;
- confirming the results for all students, in all units of study, including supplementary examinations and assessments conducted in place of a final examination, in each trimester;
- ratifying and authorising the release of results for all students in all units of study in each trimester
- providing reports to the Academic Progression and Risk Committee;
- identifying those students which have satisfied the requirements for the award of a degree for recommendation to and ratification by the Academic Board in each trimester; and
- reporting issues of academic quality, academic integrity and opportunities for enhancement to the Academic Board and/or its Standing Committees as appropriate

9.4 Membership of the Examinations and Results Committee

The Examinations and Results Committee will comprise the following:

- Dean (Chair) (or delegate);
- Associate Dean
- 2 members of academic staff
- Other members as determined by the Dean (as Chair)

9.5 Meetings

The Examinations and Results Committee will meet a minimum of three times per year, at the conclusion of each trimester.

10 The Academic Progression and At Risk Committee

The Academic Progression and At Risk Committee is a sub-committee of the Teaching and Learning Committee.

10.1 The Role of the Academic Progression and At Risk Committee

The Academic Progression and At Risk Committee is responsible for identifying students who are experiencing academic difficulties and who are at risk of not meeting course requirements. It recommends intervention strategies to support students succeed and complete their studies. In addition, the Academic Progression and At Risk Committee reviews allegations of academic student misconduct upon referral.

10.2 Terms of Reference

The primary responsibilities of the Academic Progression and At Risk Committee include, but are not limited to:

- reviewing student's academic performance each trimester in accordance with the relevant academic policies, including but not limited to the Academic Progression Policy and the Students at Risk Policy
- determining appropriate intervention strategies for both individuals and cohorts
- recommending to the Registrar those students who have met the threshold for academic exclusion
- considering a students' request to return to study following an academic exclusion
- reporting on academic progression trends to Academic Board and its standing committees
- receiving referrals from academic staff on allegations of academic misconduct in accordance with the Academic Honesty Policy and Student Misconduct Procedure

10.3 Membership

The Academic Progression and At Risk Committee will comprise:

- Dean (Chair) (or delegate for hearing allegations of student academic misconduct);
- Associate Dean
- the Registrar and Head of Compliance
- 2 members of academic staff (for hearing allegations of student academic misconduct the academic staff must not have been involved in the detection or review of the allegation)
- Other members as determined by the Dean (as Chair)

10.4 Meetings

Academic Progression and At Risk Committee will meet a minimum of three times per year, at the conclusion of each trimester, or as required to hear matters of student academic misconduct.

11 Board Procedures

11.1 Standing Orders

The Board may conduct its meetings and other business in accordance with its own rules of procedures and customary practice, allowing reasonable discretion to its Chair. Customary practice here refers to the process by which the Board's business is conducted through the presiding member, the Chair, and proceeds based on resolution. More formal rules and Standing Orders such as those described in formal meeting procedures and other widely available publications and general conventions of meetings may be used only as a general guide.

The procedures and practice of Board meetings is to inform conduct by its standing committees.

Any committee may form a sub-committee or ad hoc working groups to support its functions.

11.2 Rules of Procedure

The following rules of procedure will be implemented by the Board and its sub-committees to facilitate the conduct of its business and may be varied from time to time, as deemed appropriate by the Board.

11.2.1 Meetings

Meetings for the Board and its sub-committees will be published annually and correspond to the Academic Calendar. The frequency of meetings for each committee are noted in the relevant terms of reference.

Formal meetings will be no more than four (4) hours unless the members present vote for a continuation. Additional activities including facilitating workshops, presentations and discussion forums may be scheduled in conjunction with the formal meeting.

If a meeting is adjourned, a date will be agreed by a majority of those present for a resumption of the meeting.

A quorum shall constitute 50 per cent plus one of the members. The Chair shall not adjourn a meeting to prevent a motion or amendment being put, save with the approval of two-thirds of the meeting present.

11.2.2 Invited guests

Other parties with an interest or responsibility in any agenda item may attend the meeting as an observer and assist the Academic Board as requested.

11.2.3 Method of decision-making

A question which arises at a meeting of the Board must be decided by a majority vote. The chairperson does not have a casting vote. If a vote is tied, the motion is not passed. A decision reached by vote is treated as the decision of all the Directors.

Matters requiring approval of a committee will ordinarily be resolved by consensus; however, if this cannot be achieved then the matter will be decided by a vote of members. The chairperson does not have a casting vote. The method of voting shall be by voices or, at the discretion of the Chair or on the request of any two members, by a show of hands. If a vote is tied, the motion is not passed. A decision reached by vote is treated as the decision of all the Directors.

11.2.4 Attendance

If the Chair cannot attend a meeting, the Chair will delegate this role to another committee member. If the Chair is not able to delegate, the members present will elect another member to act as Chair.

If they are unable to attend the meeting or are going to be delayed, the member is to email the Chair or another member. If a member needs to be excused before the end of a meeting, the member is to advise the Chair prior to commencement of the meeting.

Absences and apologies lodged by a member who is unable to attend a meeting will be recorded.

Teleconferencing/video conferencing by a member constitutes attendance at a meeting and that member is to be counted as part of the quorum. The Board shall review and advise on more than three absences in a year by any member.

11.2.5 Preparation of Agendas

The Secretariat of the committee shall ordinarily receive all papers concerning items for consideration for inclusion on the agenda at least seven (7) working days prior to the scheduled date of the meeting. The draft agenda and accompanying documents shall be considered and finalised, including determination of agenda items and of confidential items, by the Chair. The Secretariat shall dispatch the finalised agenda and papers within five (5) working days of the scheduled meeting, usually by electronic means.

Members may give notice of a motion, if appropriate, as agreed to by the Chair. The motion should be provided to the Secretariat at least seven (7) working days prior to the date of the scheduled meeting. The precise wording of the motion need not be finalised at that time provided that the substance of the intended motion is clear.

The Chair may rule a motion out of order and not allow it to be published with the agenda if, after discussions with the relevant member, the Chair is satisfied that the motion is outside the Terms of Reference of the committee or may be defamatory.

11.2.6 Agenda

In general, all matters coming before a committee shall be considered first by the Chair. In exceptional circumstances, the Chair may table reports without this consideration, if the Chair determines the matter is urgent.

The committee shall permit consideration of any item of business or a motion if prior notice has not been given, provided that the Chair and two-thirds of the members present and voting at the meeting consent. Such permission is to be given at the commencement of the meeting.

The agenda shall include a section whereby reports from its sub-committees are considered. These reports may include recommendations for action and/or information to be noted.

For each agenda item, the agenda will indicate who will be presenting, supporting documents and flag to the committee whether the item is for noting, discussion or decision-making.

11.2.7 Order of agenda items

Agenda items will be grouped in the following order – procedural items, reports, matters for discussion and decision, for information, other business, and next meeting. Agenda items that touch upon subject matter that has a significant amount in common will be grouped together on an agenda to avoid the possibility of the Board adopting conflicting resolutions.

A committee may consider a recommendation for the re-ordering of an agenda in order to ensure that major items are considered at a time when it is likely that attendance at the meeting is such that any resolution would reasonably represent the views of a significant proportion of the membership. Such items would normally be included in the agenda for consideration early in the meeting.

11.2.8 Confidentiality

The Chair shall recommend which items on the agenda are to be presented as confidential and identify any item within a report that may be confidential, ensuring that the agenda and relevant documentation is clearly marked to that effect, as appropriate.

Confidential items can be dealt with in the presence of invitees when the item requires their input or action, otherwise invitees will be asked to leave the meeting by the Chair. If a confidential item emerges in the course of discussions when invitees are present, then the invitees will be asked to leave the meeting.

Members of a committee should be aware that there are limits to the degree of protection they may claim in relation to defamation, maintenance of confidentiality and commercial in confidence items in discussion of Board matters.

11.2.9 Decisions between meetings

At times, there may be tasks and decisions that a committee, under its Terms of Reference, may need to ensure are carried out between meetings. This is for cases of items that are unforeseen, sudden and urgent. In these cases, one of the following rules must be observed. The Chair will decide which is appropriate to arrive at a decision:

11.2.10 Extraordinary Meetings

An extraordinary meeting may be called for items of high impact and/or high risk and held in person or via teleconference or videoconference. The Secretariat will schedule a meeting two working days after papers are circulated, where possible. The standard agenda template must be used and the usual method of decision-making as per section 3 will be observed.

11.2.11 Circular resolutions via email vote

Items of low impact and low risk may be decided via an email vote. The Secretariat will circulate the papers and allow a minimum of three working days for the response deadline. Responses must be received to meet the quorum requirements as per section 1 and the usual method of decision-making as per section 3 will be observed.

Any item not deemed urgent or unforeseen by the Chair will be held over and included as a standard agenda item at the next scheduled meeting of the Corporate Board.

11.2.12 Secretariat

Management is responsible for providing secretariat services to governance committees and shall ensure:

- that the preparation of agendas, circulation of meeting papers to Board or Committee members prior to meeting, and the circulation of draft minutes to members after each meeting are carried out in a timely and efficient manner; and
- that the records of all Board business, including a separate register of all Board or Committee resolutions, are maintained in an up-to-date fashion in accordance with the standards of the national regulatory authority, and are easily accessible to members.
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11.2.13 Minutes

The Secretariat is to forward draft minutes, with actions arising, to the Chair within five (5) working days after the meeting. After review by the Chair, the Secretariat will forward the minutes and actions to Board or Committee members.

Document History:

Version	Date	Author	Reason	Sections
0.1	15/02/18	Stephen Andrews	Revised in response to Corporate Board feedback 15/02/18	All
1.0	11/04/18	Stephen Andrews	Revised in response to Corporate Board feedback 11/04/18	All
1.1	27/06/18	Julien Marechal	Revised in response to Corporate Board feedback 27/06/18	2, 3
1.2	20/08/18	Julien Marechal	Revised in response to Corporate Board feedback 20/08/18	2, 3, 5
1.3	13/06/19	Stephen Andrews	Revised in response to review by Corporate Board 13/06/19	1.6, 2.3, 3.3, 4.3, 5.3, 6.3
1.4	15/08/2019	Stephen Andrews	Revised in response to TEQSA feedback and approved by Corporate Board 15/8/19.	2.2, 3.2, 5.2, 6.2
1.5	18/09/2019	Stephen Andrews	Inclusion of academic calendar responsibilities as stated in Delegations Policy.	4.2
1.6	6/02/2020	Stephen Andrews	Amended to reflect new trading name 'Waratah Institute'.	All
1.7	31/03/2021	Phillip Cenere	Revised in response to Corporate Board feedback 25/03/2021	All
1.8	24/06/2021	Zoe Williams	Revised to establish Nominations and Remuneration Committee and additional committees of Academic Board; amended to reflect new corporate name Australian Institute of Business Intelligence; abbreviated to the Institute and new logo; and updated references to the Higher Education Standards Framework 2021	All

