

## Governance Framework

### 1. Governance Summary

Edvantage Institute Australia (EIA) is committed to governance practices that allow it to effectively and efficiently meet its objectives and goals. EIA aims to be an innovative and relevant contributor to the education sector. EIA places priority in meeting its regulatory and financial obligations and responsibilities.

EIA's governance framework outlines the following: structures, relationships, rules, key roles and delegated authorities of the principal governing and management entities responsible for establishing the strategic priorities, setting targets and standards, identifying and managing risks and monitoring corporate and academic performance.

The Board of Directors is the corporate governing body whose powers and establishment are set out in the Constitution. It is responsible for the overall governance, strategic direction, and corporate performance of EIA in accordance with all relevant Acts. The Terms of Reference for the Board of Directors details its scope and responsibilities.

The Academic Board is the principal academic governing body responsible for setting and ensuring the standards and performance of all academic matters relating to teaching and scholarship, academic courses, student learning and attainment. The Academic Board has been delegated the responsibilities for ensuring EIA meets its academic obligations as a higher education provider by the Board of Directors. The Academic Board sets academic standards and monitors academic outcomes and details of its scope and responsibilities are set out in its Terms of Reference.

The Executive Management is the group of senior executives and managers responsible for managing the organisation. The Executive Management is responsible for implementing policies, processes and operational management decisions. The most senior executive manager is delegated responsibility by the Board of Directors and is accountable to the Board of Directors for effective implementation of both corporate and academic objectives. They are ultimately responsible for implementing EIA's strategy, managing the overall operations and resources, meeting performance targets and providing the key point of communication with the Board of Directors.

### 2. Diagram of the Governance structure



### 3. Governance Principles and Objectives

#### 3.1. Objectives, goals and values

Governance of EIA is guided by the objectives, goals and values set out in the Mission and Goals Statement in its strategy and the objects of the Constitution.

#### 3.2. Principles of governance

The governing bodies perform functions and exercise duties in accordance with their Terms of Reference. The Terms of Reference for Board of Directors, Academic Board and their respective committees must represent the responsibilities and delegated authorities for that entity.

Terms of Reference of governing bodies and committees must be regularly reviewed to ensure their continuing relevance to the operations of EIA and their effectiveness in informing continuous improvement. The timing and process for review are to be included in the Terms of Reference.

Members of EIA's governing bodies and of executive management act with integrity and diligence in accordance with their roles in order to achieve its mission, objectives, goals and values.

Members of the governing body and of senior management abide by Australian laws, educational industry standards, regulations and codes, principles of good governance, ethical standards and internal policies and procedures.

The Governing body will perform governance functions and processes diligently and effectively, including obtaining and using appropriate information and advice. This includes either independent or academic advice for informed and competent decision making and future corporation direction.

#### 3.3. Conduct and responsibilities of members of governing body and members of executive management

Members of governing bodies and members of senior management must act with professionalism. They are expected to comply with the integrity, values, educational standards and the Australian law that governs the principles of this governance framework.

##### 3.3.1. Members of governing bodies and members of senior management must:

- act for EIA's benefit;

- act with skill, care and diligence;
- make appropriate enquiries to ensure EIA is operating efficiently and legally to meet its objectives, values and goals;
- undertake analysis of all reports and proposals;
- demonstrate reasonableness in all decisions;
- perform duties in good faith and honesty;
- give generously of their skills and expertise.

3.3.2. Members of governing bodies and members of senior management must not:

- use the powers of their office for an improper purpose;
- allow personal interests to conflict with EIA's interests;
- allow the interests of their associates to conflict with EIA's interests;
- engage in misconduct with EIA or the education industry;
- misuse information gained through their position.

3.3.3. To this end during formal meetings and the conduct of business they must:

- treat members of governing bodies, all staff and students with respect;
- act in a professional manner;
- actively raise and address issues;
- minimise tangential conversation and chatter that detracts from operational conversations;
- refrain from interruption or interjection;
- employ good judgment, common sense, discretion, confidentiality awareness, diplomacy and tact when discussing potentially sensitive or highly contentious issues.

#### 3.4. Meetings of governing bodies

Meetings of governing bodies must be held regularly to enable members to obtain and exchange information with other members and senior management and other governing bodies who may be present and make formal decisions.

A governance calendar will be published annually that states meeting dates.

An annual work plan is required for the Board of Directors and the Academic Board to ensure that these boards address, review and monitor all areas of their responsibilities throughout the year. The work plan informs the development of the agenda for each meeting.

An agenda must be prepared for each meeting, and the papers that accompany the agenda items will sufficiently inform discussion and decision-making.

Any documents to be presented for review or approval of members of governing bodies should be prepared and presented at a reasonable time in advance of meetings to enable informed decisions and discussion.

Minutes of meetings must be prepared, approved and kept as an official record of proceedings and decisions.

#### 3.5. Application, review and amendment

##### 3.5.1. Application

This Governance Framework comes into effect immediately on ratification by the Board of Directors. This Framework applies until superseded by a subsequently ratified version.

This document supersedes any previous version and while in effect prevails over any conflicting document.

#### 3.5.2. Review

This Governance Framework must be reviewed at least every five years or less where changes are identified as necessary to meet the organisational governance needs or where the legislative or regulatory requirements change.

#### 3.5.3. Amendment

This Governance Framework may be amended by approval of the Board of Directors.

Any amendment of this Governance Framework must comply with all relevant Australian Commonwealth and State laws and regulations.

The framework incorporates both internal and external influences:

- Internal: policies and procedures.
- External: legislation and standard.

## 4. Board of Directors - Terms of Reference

### 4.1. Introduction

The Board of Directors is responsible to the stakeholders for both corporate and academic outcomes. It bears overarching responsibility for the governance and management oversight of the operation of the Edvantage Institute Australia (EIA).

The Board of Directors is to compose of members with a diverse range of skills and experience needed for the effective governance of the organisation. The Board of Directors must comprise of persons who are fit and proper persons, and at least two members must be ordinary residents in Australia.

The composition includes independent members who provide independent corporate and academic advice for informed and competent decision making and direction setting.

Conduct and decision-making by the directors is to be in accordance with the principles and behaviours described in the governance framework.

The Board of Directors are responsible for:

- monitoring and overseeing that all relevant Federal and State laws and regulations are compliant within its operations. Specifically, all members of the Board of Directors will perform all directors' duties established by the Corporations Act 2001 (Cth), including acting in the best interests of the organisation, acting in good faith and exercising care and diligence;
- ensuring EIA is compliant with the Higher Education Standards Framework (2015) and identifying any lapses in compliance and initiate prompt corrective action to rectify lapses;
- the long-term governance and strategic direction of the organisation with the responsibility of setting future corporate directions. This includes effective strategic planning and periodical reviewing on how the organisation is progressing toward performance targets;
- providing recommendations, guidance and support to the General Manager;

- developing approval, review and renewal of operational and governance policies and procedures;
- maintaining financial stability;
- monitoring, continually improving and assuring the quality of organisational performance;
- providing guidance and recommendations to the Academic Board;
- ensuring compliance with, applying and monitoring risk management programs;
- any other duties relevant to the governance of the organisation.

The Board of Directors has the power to establish and delegate power to governing bodies, committees or management positions. This includes delegation to assume certain governance roles or responsibilities, review, provide advice or make recommendations regarding any of EIA's operations at the Board of Directors discretion.

#### 4.2 Purpose

The Board of Directors is the principal governing body of EIA. It carries ultimate responsibility for ensuring that EIA is well managed and its operations are successful for the primary purpose of education.

#### 4.3 Authority

In accordance with the powers vested in it by the Company Constitution, the Board of Directors has the decision-making power for the direction, guidance and monitoring of EIA's performance.

The Board of Directors has delegated an authority for effective policy development and management for academic governance to the Academic Board. It will oversee all aspects of delegations through regular reports from the Academic Board including the minutes of the Academic Board meetings, recommendations and suggestions of the Academic Board. Further governance of internal audits conducted by the Chair of the Academic Board and the Academic Director to monitor the implementation of policy development and decision making will be authorised by the Board of Directors. This governance arrangement will enable efficient identification of risks to higher education operations with the intent of managing and mitigating material risks. The Board of Directors will liaise with the Academic Board for the purpose of providing communication between the two bodies.

#### 4.4 Membership

The Board of Directors will comprise a minimum two and maximum ten members. At least two members of the Board of Directors must be ordinary residents in Australia. All members must be fit and proper persons.

The general term of appointment is three years subject to an annual review unless otherwise specified.

The appointment of the Board of Directors members will be made within the guidelines of the Company Constitution based on relevant standing, experience or expertise in areas such as education, law, commercial management, accounting and finance. A balanced membership of the Board of Directors in terms of the skills and experience must be made.

On appointment members of the Board of Directors will receive the Governance Framework which contains information regarding the roles and responsibilities inherent in their office and a formal letter of appointment.

Members may be dismissed in accordance with the Company Constitution.

#### 4.5 Quorum and other attendees

A quorum for a Board of Directors meeting is 50% of directors or two directors where 50% is less than two persons, and the quorum must remain during the meeting.

Other members of management or parties external to EIA may be invited to attend any meeting or part of the Board (or other such delegated meetings) that the Board deems appropriate. Non-members of the Board may be asked to withdraw for all or any part of any meeting.

#### 4.6 Fit and Proper Persons

To accompany the Policy and Procedure, a Declaration must be drawn up for each Director and Senior Manager to indicate their status for each of the requirements and then their given signature. Further inclusion of a statement of acceptance of responsibility, declared in writing to the Chairperson, and the most senior executive manager, must be given if their status changes while they hold a position with EIA. This must be kept on written record for future reference.

#### 4.7 Conflicts of Interest

Directors should be aware of possible conflicts of interest that may result between their duties as Directors of EIA and their duties and roles outside of the Company. Abstaining from any appearance of conflict or direct conflict of interests is imperative for Directors. This includes political, business or personal conflicts of interest that may cause damage to the company.

A Director who has a material personal interest either direct or indirect in a matter that relates to the affairs of EIA must give the other Directors notice of such interest. Such notice should be provided in writing to the Company Secretary, who is to ensure that the notice is brought to the attention of the other Directors.

When a potential conflict of interest arises, the Director concerned will not receive copies of relevant Board Papers, and will not be entitled to be present during any deliberations on the matter and is not entitled to vote on the matter.

If a significant conflict of interest with a Director exists and cannot be resolved, the Director must resign in writing to the Chairman of the Board of Directors in a formal resignation letter stating clear reasons for the resignation.

#### 4.8 Ethical Behaviour and Education

EIA's business practices will be conducted ethically and with professionalism to achieve the highest standards of behaviour. The Directors conduct is expected to be of high standard of behaviour that exemplifies professionalism with utmost integrity. The Code of Conduct for EIA employees included in the Staff induction program applies to its Directors when engaged on behalf of the company.

Upon joining the Board, orientation documents are provided to each Director in order to assist them in fulfilling their duties and responsibilities. An induction and orientation program may include discussions with senior management and the provision of reading material. This will include strategic plans, EIA's accounting, financial and risk management information, compliance programs and governance and organisational structures.

#### 4.9 Board Performance

Directors have an obligation to attend Board meetings regularly and are expected to prepare adequately and participate meaningfully. If a Director cannot join a Board

meeting, they must notify the Chairman in advance and give a valid reason for non-attendance.

The Board will undertake an annual performance review and evaluation of itself involving consideration of all the Board's key areas of responsibility and the requirements of this Terms of Reference. The performance evaluation is to be conducted in such a manner as the Board deems appropriate.

#### 4.10 Functions and Responsibilities

##### 4.10.1 Governance and strategic direction

The responsibility of the Board of Directors entails the establishment of formal leadership involving a strategic framework, setting goals and providing strategic future corporation direction.

Strategic plans prepared by the Board of Directors should be reviewed at least every three years.

##### 4.10.2 Recommendations and guidance to General Manager

The Board of Directors is responsible for providing on-going recommendations and guidance to the General Manager for the purpose of decision making and the operation of EIA.

##### 4.10.3 Policies and procedures

The Board of Directors has the power to review and approve of EIA policies, procedures and other documents governing operations.

The Board of Directors must ensure or seek advice as to the compliance of policies, procedures and other documents with:

- Federal and State legislation, regulations, codes and frameworks;
- requirements of accrediting and regulating bodies;
- industry-recognised best practices, Australian and International Standards and quality indicators;
- internal policy;
- mission statement, values and objectives.

##### 4.10.4 Finances and budgeting

The Board of Directors has the power to review the financial operations and performance of EIA, including:

- ensuring that financial reporting is accurate and meets the requirements of the Australian accounting standards;
- ensuring that effective financial safeguards and controls are operating and that financial statements are audited by an independent qualified auditor registered with ASIC;
- providing support to the management team for financial budgets.

In compliance with the Australian law, members of the Board of Directors must exercise all Directors duties established by the Corporations Act 2001 (Cth), including the prevention of insolvent trading.

##### 4.10.5 Quality assurance

The Board of Directors must establish and administer processes for the continuous improvement of administrative and governance practices.

The Board of Directors must conduct annual reviews and prepare reports of all aspects of EIA's performance in meeting relevant strategic objectives, mission, goals and values. The annual review of Academic Governance includes an internal audit that is to be undertaken by the Chair of the Academic Board and the Academic Director.

#### 4.10.6 Compliance and risk management programs

The Board of Directors bears responsibility for establishing and maintaining effective compliance and risk management programs to ensure compliance obligations are met and risks are mitigated.

The suitability and effectiveness of compliance and risk management practices must be assessed by the Board of Directors on an annual basis.

All recommendations and changes implemented by the Board of Directors must strictly comply or must be made dependent on advice as to compliance with all relevant Australian laws, standards and codes, principles of good governance and community and ethical standards.

#### 4.10.7 Other duties

The Board of Directors must exercise any other function assigned to it by endorsed policy or procedure documents until such time as those duties are extinguished or incorporated into these terms.

### 4.11 Delegation of power and duties

The Board of Directors may delegate power and duties to other internal bodies, individual directors, the most senior executive manager, senior management, management teams, or other members of EIA staff as it sees fit.

The Board of Directors may establish internal bodies or committees to facilitate the efficient and diligent commission of its duties. The board will establish a risk management committee to specifically monitor and manage risk.

The Board of Directors is responsible for monitoring the actions of all bodies and committees established pursuant to this term.

All bodies and committees established pursuant to this term must report to the Board of Directors regularly.

The Board of Directors will review, consider and accept or decline the recommendations of bodies and committees at the meeting of the Board of Directors. The body or committees' recommendations will be considered first before a decision is made.

### 4.12 Relationship with the Academic Board

The Board of Directors delegates the authority for academic governance to the Academic Board, which performs its functions and exercises its duties in accordance with this Governance Framework.

The Board of Directors, having established the Academic Board and appointed its members in the interest of furthering EIA's mission, goals and objectives and assuring the quality of academic practices, must allow the Academic Board to critically assess academic practices and make decisions with regards to academic governance.

The Board of Directors will receive, review and make recommendations on reports of the Academic Board at regular meetings.

### 4.13 Relationship with the Executive Manager and senior management

The Board of Directors must support the most senior executive manager's responsibility for short-term governance, day-to-day management and for the making of operational decisions consistent with the strategic plan, mission, values and objectives by the Board of Directors. The most senior Executive Manager may delegate the performance of these functions to members of senior management.

Directors have the right of access to members of management and the right to seek explanations and additional information, but only following consultation with or delegation by the Chairman and the most senior Executive Manager.

#### 4.14 Passing resolutions

The Board of Directors must have a majority vote of members present at meetings in order to pass binding resolutions regarding the functions and responsibilities described in or allowed by these terms.

#### 4.15 Agenda and minutes

Prior preparation of Agendas must be produced before the Board of Directors meetings. The Chairman is responsible for the development of the Agenda for Board meetings, in conjunction with the senior management (as delegated).

Members of the Board can also propose Agenda items for Board Meetings. All documents related to the agenda must be presented to all members to allow a reasonable time for their perusal.

Meeting agendas are organised throughout the year to ensure that each significant responsibility of the Board is addressed. This includes consideration of strategies, risk management and the achievement of operational and other goals. The Board will have an annual work plan that ensures that all the necessary areas of its work and performance monitoring are covered within its agenda throughout the year.

The most senior Executive Manager and Company Secretary are expected to attend each scheduled meeting of the Board. The Company Secretary must manage and maintain that all regulatory required matters relevant to the Board are adhered to. Directors will receive detailed operational and performance reporting from senior management throughout the year. Senior management will be available to discuss the reports with the Board.

The Minutes of meetings must be organised and circulated within seven (7) days of meetings and must be approved at the next meeting.

#### 4.16 Location and frequency of meetings

Meetings should be held with members in physical attendance where possible.

Video and teleconference are a valid mode for attending meeting.

The Board of Directors will meet in ordinary sessions at a minimum of three times a year. The annual work plan will inform the frequency of meetings required.

Special meetings may be held as required or requested.

#### 4.17 Communications

The Chairman and the Executive Management speak on behalf of EIA. Individual Directors are not expected to meet or communicate with members of the Media or online public domains, such as social media without prior consultation.

## 5. Academic Board – Terms of Reference

## 5.1 Introduction

The Academic Board governs the academic body. This governance entails the policies and processes for academic goals and outcomes consistent with the Edvantage Institute Australia's (EIA) overall strategic directions. The Academic Board has independent members who provide competent, informed academic advice for decision making and future corporate direction. The Academic Board oversees academic standards and academic outcomes. The Academic Board is directly delegated with academic responsibility from the Board of Directors. The Academic Board is held accountable to the Board of Directors for all academic outcomes. In addition to such responsibilities, meetings held by the Academic Board may permit elected student representative(s) to attend the meetings. This is to ensure that the student representative council has the opportunity to share relevant information for the overall good of EIA.

The Board of Directors has delegated an authority for the governance of higher education academic operations of EIA to the Academic Board.

The Academic Board is an independent review, advisory and decision-making body. It will ensure quality, integrity and continuous improvement of all EIAs Higher Education academic activities, events, projects and courses.

The Academic Board is responsible for:

- achieving effective academic oversight of the quality of teaching, learning, research and training;
- ensuring academic quality and outcomes are monitored and assessed against institutional benchmarks;
- establishing and maintaining leadership over academic matters at an institutional level, consistent with the types and levels of higher education offered;
- providing competent advice to the corporate governing body and management on academic matters, including advice on academic outcomes, policies and practices;
- overseeing the development, review and renewal of academic policies and procedures;
- overseeing the development, review and renewal of courses and the establishment of Course Advisory Committees and any related committees;
- monitoring and implementing academic authority delegations.
- Analysing, examining and approving courses of study and qualifications;
- maintaining academic and research integrity;
- monitoring potential risks;
- initiating performance improvement against institutional benchmarks of academic quality and outcomes;
- evaluating the quality and effectiveness of educational innovations;
- analysing institutional productivity through monitoring, reviewing and improvement of academic activities, events and projects;
- monitoring and reporting to the Board of Directors on the quality of teaching, learning, research and training;
- monitoring student progress, performance and satisfaction with academic courses and the establishment of Student Progress & Examination Committees;
- determining outcomes of academic grievances;

- other duties incidental to the academic governance of the organisation.

## 5.2 Purpose

The Academic Board is responsible for ensuring the quality and integrity of EIA's academic programs through active academic governance and the promotion of high standards of teaching and learning.

## 5.3 Authority

The Board of Directors has delegated its authority to the Academic Board for the oversighting of the management of academic policy, and of the planning, development and operation of all academic programs.

The Board of Directors and management of EIA rely on the Academic Board to provide independent advice and academic governance. This separation is vital to ensure the consistency of business operations with the values and objectives of EIA, including the provision of quality education and integrity.

## 5.4 Membership

The Academic Board will have a minimum of three and a maximum of ten members.

Members may be appointed by resolution of the Board of Directors based on relevant expertise, experience or standing.

Members may be dismissed by resolution of the Academic Board or based on misconduct by resolution of the Board of Directors.

At no time may more than one-third of the Academic Board be composed of concurrent members of the Board of Directors.

The Academic Board comprises of:

- a Chair
- appointed members
- student representatives
- academic staff members
- the administrative head of Higher Education (The Academic Director as an ex officio member)

An appointed member may be appointed to the position of Chair by appointment of the Board of Directors following nomination by the members of the Academic Board.

The Chair of the Academic Board is responsible for effective functioning of the Academic Board, including by:

- convening and conducting meetings;
- ensuring the Academic Board fulfils its duties and meets its purpose.

The duration of appointed roles of members of the Academic Board will be:

- Chair

Three years or as determined by the Board of Directors.

- Appointed members

Three years or as determined by the Board of Directors.

- Administrative head of Higher Education (The Academic Director)

For the duration the office is held.

Members may resign from office before the expiry of their nominated term with a minimum of 3-months notification.

Members will receive in a formal letter of appointment information regarding the roles and responsibilities inherent in their office.

## 5.5 Functions and responsibilities

### 5.5.1 Academic policies and procedures

The Academic Board is responsible for overseeing the development and review of academic policies, procedures and other academic documents.

The Academic Board must advise the Board of Directors on the validity of academic policies, procedures and other documents, including advice as to their compliance with or adherence to:

- Federal and State legislation, regulations, codes and frameworks;
- accrediting and regulating bodies requirements;
- industry-recognised best practices, Australian and International Standards, and quality indicators;
- internal policies;
- EIA's mission statement, values and objectives.

### 5.5.2 Development, review and renewal of courses

The Academic Board is responsible for overseeing the development, review and renewal of new and existing courses to ensure their academic quality, validity and relevance.

The Academic Board will hear reports and results of internal and external moderation conducted on periodical and special bases and make, accept or decline recommendations.

Courses must be reviewed and renewed at a minimum of every five years. More regular reviews may be appropriate for certain courses or course fields.

Reviews may be initiated by the Academic Board or at the request of the Board of Directors or Academic Director.

A new course development will be considered and initiated by the Board of Directors on the recommendation of senior academic staff or management.

Courses will be developed by committees established by the Academic Board, comprising of appropriate academic and management staff, including senior members with relevant expertise, experience or standing. The General Manager will administer the implementation of this development and produce appropriate documentation to such committees for consideration of the Academic Board for submission to the Board of Directors for approval.

### 5.5.3 Establishment of Course Advisory Committees

The Academic Board may establish Course Advisory Committees tasked with making recommendations as to course structure, content and educational principles underlying the operation of individual courses.

Course Advisory Committees must:

- be formally established in writing by resolution at a meeting of the Academic Board;
- comprise of a minimum of three and a maximum of ten members
- comprise members appointed on relevant standing and experience, determined suitable and appointed only by the Academic Board with the approval of the Board of Directors.

The functions of the Course Advisory Committees include:

- evaluating the performance of the course for which the Committee is responsible, during review and on an on-going basis;
- examining and evaluating the course for which the Committee is responsible to ensure its practicability and desirability to employers;
- seeking opinions and relevant information for the development of academic programs;
- consulting with course co-ordinators regularly;
- reporting findings and making recommendations for changes to the Academic Board.

Course Advisory Committees may report or make recommendations directly to the Board of Directors or at the request of the Board of Directors.

The Academic Board must review, consider, accept or decline the recommendations of Course Advisory Committees at the meeting of the Academic Board which first follows the Course Advisory Committees' recommendations.

#### 5.5.4 Student progress, performance and satisfaction

The Academic Board is responsible for overseeing the assessment of the progress and performance of students in all courses.

Student performance and satisfaction must also be assessed as part of the process of course review.

#### 5.5.5 Establishment of Student Progress & Examination Committees

The Academic Board may establish Student Progress & Examination Committees tasked with reviewing the academic performance of students in specific or across multiple courses.

Student Progress & Examination Committees must:

- be formally established in writing by resolution at a meeting of the Academic Board;
- comprise of a minimum of two and a maximum of seven members;
- composed of members appointed on relevant standing and experiences by the Academic Board with the approval of the Board of Directors.

The functions of Student Progress & Examination Committees include:

- evaluating the performance of individual students and initiating academic intervention strategies;
- evaluating the performance of classes and cohorts of students to assess the quality of teaching and consistency of assessment;
- undertaking moderation prior to reporting finalised results;
- tabling regular reports with the Academic Board and reporting findings and actions.

#### 5.5.6 Academic staff

Regular reviews of academic staff performance must be conducted. The Academic Board may examine formal performance reviews, student results and outcomes, data collected from formal and informal student and staff surveys in order to make recommendations to the Board of Directors on Academic Staff Performance.

#### 5.5.7 Academic resources

The Academic Board is responsible for reviewing and overseeing the implementation of effective resource allocation systems as they relate to the acquisition and use of academic resources.

#### 5.5.8 Academic grievances

The Academic Board may assess and review academic grievances formally lodged by students as an Appeal Panel or where an Appeal Panel cannot be otherwise constituted or where a constituted Appeal Panel cannot reach a satisfactory decision.

#### 5.5.9 Advice and reporting

The Academic Board must advise the Board of Directors on:

- academic policies and procedures;
- academic plans and priorities;
- academic quality assurance mechanisms;
- teaching and research activities;
- outcomes of course reviews, including relevant findings and recommendations of Course Advisory Committees.

The Academic Board must prepare an annual report for the Board of Directors which includes comprehensive information about the activities of the Academic Board, its functions and responsibilities.

The Academic Board is responsible for considering and reporting on any other matters referred by the Board of Directors.

#### 5.5.10 Other duties

The Academic Board must exercise any other function delegated to it by the Board of Directors so far as it is coherent with the purpose of the Academic Board and the principle of independence previously outlined.

The Academic Board must exercise any other function assigned to it by endorsed policy or procedure documents until such time as those duties are extinguished or incorporated into these terms.

### 5.6 Delegation of power and duties

The Academic Board may validly delegate its duties to create and monitor committees, review student and staff performance and provide advice and report to the Board of Directors.

#### 5.7 Passing resolutions

The Academic Board may by a majority vote for members present and is entitled to vote at meetings to pass binding resolutions of the functions and responsibilities described in or allowed by these terms of reference.

#### 5.8 Agenda and minutes

Prior Agenda preparation must be organised before each meeting of the Academic Board. All related documents should be presented to all members to allow a reasonable time for their perusal.

Prepared Minutes for every meeting must be circulated within two days of meetings and must be approved at the next meeting.

#### 5.9 Location and frequency of meetings

The Academic Board will meet in ordinary sessions not less than three times each year.

Special meetings may be held as required or requested.

The Academic Board is suggested to meet within two weeks of being given direction to do so by the Board of Directors.

#### 5.10 Dispute resolution

##### 5.10.1 Disputes between the Academic Board and the Board of Directors

The Board of Directors has ultimate governance of all EIA's operations.

In the event of a dispute between the Academic Board and the Board of Directors relating to an issue of academic governance, the Academic Board's functions of independent assessment and decision-making must be preserved.

##### 5.10.2 Resolving disputes

In the event of a dispute between the Academic Board and the Board of Directors, a resolution to resolve the dispute must be held first as a joint meeting with both the Academic Board and the Board of Directors.

The Academic Board and the Board of Directors must cooperate during the conciliation process (alternative dispute resolution, ADR process) and act in good faith and must make genuine attempts to reach a resolution.

Disputes unable to be resolved by conciliation must otherwise be resolved by reference to the Edvantage Institute Australia Pty Ltd Constitution, by which the Board of Directors has ultimate authority and responsibility.

## 6 Standing Committee – Terms of Reference

### 6.1 Duties of the Standing Committee

The Standing Committee comprises of a committee of the Board. It provides governance oversight and guidance to EIA typically during the period with the Board of Directors meetings. It is delegated by the Board to expedite the development and establishment of plans, policies, procedures and budgets ahead of final consideration and approval by the Board. The Standing Committee may also be tasked by the Board to ensure policies and strategies are adopted by the Board and to manage all operational matters affecting EIA. It gives information, reports and other documents to enable the Board to effectively carry out its duties.

## 6.2 Composition of the Standing Committee

The Standing Committee will comprise of:

- Chair of the Board of Directors.
- Most senior executive Manager.
- One Director.

The Standing Committee members are appointed by the Board for a specific term determined by the Board.

The Chair may delegate an alternative independent director to act as Chair in their absence.

## 6.3 Quorum

The Chair and the most senior executive Manager or Director is the quorum requirement at any Standing Committee meeting.

## 6.4 Standing Committee procedures

The Standing Committee will implement its procedures with the overseeing guidance and approval of the Board.

## 6.5 Standing Committee Resolutions

The Standing Committee must make decisions based on a majority vote regarding the issue in question. Votes for and against proposals must be equal for the Standing Committee Chair to declare a casting vote.

## 6.6 Matters that may be dealt with by the Standing Committee

- Preparation of the EIA's plans for TEQSA registration, academic program development, infrastructure, systems and business plans;
- Oversee the development of budgets and operational plans;
- Oversee the development of and compliance with policies and relevant regulations;
- Assist with and manage the internal controls environment and preparation of reports to the Board of Directors or other Committees of the Board;
- Other operational and planning matters as required or delegated by the Board for the provision of governance oversight in order to expedite progress and implementation of the Board's approved strategy for EIA and its attainment of TEQSA accreditation.

## 6.7 Location and Frequency of Meetings

The Standing Committee will meet, as required, in between Board meetings to provide continuous Governance oversight as delegated by the Board.

The Standing Committee will keep minutes as a record of their meeting.

The members of the Standing Committee may participate in a meeting from separate locations via video conference, telephone or other communication, which allows those participating to hear each other. Each member is entitled to vote or be counted in the quorum.

## 6.8 Reporting

The main reporting will be to the Board of Directors from the Standing Committee unless otherwise requested by the Board of Directors.

## 7 Risk Management Committee – Terms of Reference

### 7.1 Introduction

The Risk Management Committee is responsible for the Risk Management Framework, Risk Management Policy and Business Continuity Plan. It primarily reports all matters related to risk management with recommendations and support to the Edvantage Institute Australia (EIA) Board of Directors.

The roles and functions of the Risk Management Committee are as follows:

- Responsible for creating a risk management profile for EIA and evaluating it against the TEQSA regulatory risk indicators and other relevant legislation, rules and regulations;
- Responsible for creating processes for managing, reviewing and monitoring risk management and updating the risk register;
- Reporting to the Governing body on the risk profile and any matters related to risk management.

### 7.2 Membership

The Risk Management Committee comprises of:

- a) Chair;
- b) One external member and one internal member as appointed by the Board;
- c) Members with extensive experience in higher education regulation and risk management.

### 7.3 Terms of Office

Risk Management members will be appointed by the Board of Directors on a three (3) year term or as determined by the Board of Directors.

### 7.4 Meetings

The Risk Management Committee will hold a minimum of two meetings a year. Special meetings can be scheduled as needed for discussion of emerging changes and issues. A quorum is at least 50% of members.

The secretary will be responsible for executive and organisational support of the operations of the committee.

Meeting minutes and any related documents will be provided to the Board of Directors for discussion and consideration.

## **8 Course Advisory Committee – Terms of Reference**

### **8.1 Introduction**

The Course Advisory Committee is a committee of relevant experts established to provide the Academic Board with advice.

The Course Advisory Committee's purpose is to scrutinise all aspects of course development and review.

This Committee must have the majority of its membership independent of the staff directly involved in the design, delivery and assessment of the course.

### **8.2 The roles and functions of the Course Advisory Committee**

The Course Advisory Committee is responsible for:

- a) providing advice on recent developments and trends in specific fields related to the course of study to inform course development and the curriculum
- b) providing advice on course rationale, course structure and learning outcomes, entry and exit points, core and elective units, graduate attributes, and assessment tasks as required to meet professional standards
- c) advise on the academic standard of the course relative to other similar higher education courses, with specific regard to specified course learning outcomes
- d) make recommendations in regard to the quality and quantity of staffing and learning resources required

### **8.3 Membership**

The members of the Course Advisory Committee will be appointed by the Academic Board, and will consist of a group of external academics, industry and professional leaders, as well as internal teaching and resourcing staff.

The Committee will have no less than 3 members, including the Chair, of which at least one member must be an external industry member and one member an external academic.

The committee will include the following expertise:

- a) Internal Members
  - May be drawn from the academic staff and will generally include the Academic Director or relevant Course Coordinator.
- b) External Members
  - Members from industry must have relevant industry or professional practice experience and be well qualified to advise on professional standards, employment competencies, WIL activities, as well as course content, course structure and authentic assessment tasks.
  - Academics must hold relevant doctoral qualifications, be experienced course coordinators, and able to advise on matters of course content, course structure, AQF levels, course learning outcomes, and academic standards.

### **8.4 Terms of Office**

Members will be appointed for up to 3 years and may be renewed.

## 8.5 Meetings

The Course Advisory Committee will meet as many times as needed to undertake their duties, and meet no less than once per annum for undertaking a review of course performance.

The Secretary will be responsible for executive and organisational support of the operations relating to the Course Advisory Committee.

Meeting minutes will be provided to the Academic Board after each meeting to keep a true record of the Committee's business.

## 9 Student Progress & Examination Committee - Terms of Reference

### 9.1 Introduction

The Student Progress & Examination Committee is a committee of relevant experts established by the Academic Board.

This Committee is responsible for overseeing the assessment of the progress and performance of students in all courses.

### 9.2 Purpose

The Student Progress & Examination Committee is responsible for monitoring student progress, performance, and satisfaction with academic courses.

### 9.3 Authority

The Academic Board has delegated its responsibility of reviewing the academic performance of students in specific courses and across multiple courses to this committee.

The Academic Board may review, consider, accept or decline the recommendations of the Student Progress & Examination Committee at the meeting of the Academic Board, which first follows the Student Progress & Examination Committees' recommendations.

### 9.4 Functions and responsibilities

9.4.1 The functions of the Student Progress & Examination Committee include:

- evaluating and reporting to the Academic Board the performance of individual students and initiating academic intervention strategies;
- evaluating and reporting to the Academic Board the performance of classes and cohorts of students to assess the quality of teaching and consistency of assessment;
- reviewing and approving student results prior to the final release of grades;
- evaluating and reporting to the Academic Board the academic performance of all subgroups, including under-represented and disadvantaged groups, mature age students, students with special needs;
- evaluating and reporting the progress of at-risk students undertaking counselling sessions with Academic Learning Support and/or Welfare Support Officer;
- tabling regular reports with the Academic Board, and reporting findings and actions.

### 9.5 Membership

The Student Progress & Examination Committee will comprise a minimum of four and a maximum of seven members.

The Student Progress & Examination Committee comprises:

- Chair
- Academic Director

- Student representative (to attend meetings concerning student progress and feedback only)
- Unit Coordinators
- Course Coordinators
- Appointed members by Academic Board

Any member may be appointed to the position of Chair by appointment of the Academic Board following nomination by the members of the Student Progress & Examination Committee.

The Student Progress & Examination Committee delegates specific roles and responsibilities to the following groups comprising of appropriate academic staff in order to collect timely information and data, review and reports on various student activities and feedback:

- Student Experience Group will focus on implementing, managing and collecting data and feedback from students using the Teaching Evaluation Survey, Graduate Destinations and Outcomes Survey, and QILT Student Experience Survey.
- This group will inform the Student Progress & Examination Committee of any needs analysis and strategies to improve student learning outcomes and experience. This group is chaired by the Registrar.
- The Unit Advisory and Student Results Review Group will undertake the evaluation of assessments, student performance, and results, and unit developments.
- This group will finalise all unit results and examiners' reports at the end of each semester and present the information to the Student Progress & Examination Committee for approval of student results. This group is chaired by the Course Coordinator.
- Student At-Risk Group will evaluate, manage and monitor the study progress and performance of individual students, student subgroup performance data, study and academic support services and their effectiveness in order to enhance the likelihood of students completing their study successfully. This group is chaired by the Course Coordinator.

#### 9.6 Terms of Office

Members will be appointed for up to 3 years and may be renewed.

#### 9.7 Quorum

A quorum is at least 50% of members and the quorum must remain during the meeting.

Other members of management or parties external to EIA may be invited to attend any meeting or part of the meeting (or other such delegated meetings) that the Committee deems appropriate.

Non-members of the Committee may be asked to withdraw for all or any part of any meeting.

#### 9.8 Agenda and minutes

Prior Agenda preparation must be organised before each meeting of the Student Progress & Examination Committee. All related documents should be presented to all members to allow a reasonable time for their perusal.

Prepared Minutes for every meeting must be circulated within two days of meetings and must be approved at the next meeting to ensure a true record.

#### 9.9 Location and frequency of meetings

The Student Progress & Examination Committee will meet as per the EIA Teaching Quality Review Calendar, and as many times as needed to undertake their duties and review the academic performance of students.

Special meetings may be held as required or requested.

A member of the committee will be tasked as Committee Secretary to be responsible for executive and organisational support of the operations of the Student Progress & Examination Committee.

Meeting minutes will be provided to the Academic Board after each meeting.

## 10 Executive Management

### 10.1 Introduction

The Executive Management comprises the most senior Executive Manager and Executive Management.

Members of senior management are delegated to manage the operational and academic practices of the organisation on a short-term basis. This authority is in accordance with the mission, goals, values and objectives established by the Board of Directors. The Executive Management must also operate in accordance with the Policies and Procedures approved and endorsed by the Board of Directors.

### 10.2 Responsibilities

Members of senior management are responsible for:

- administrative operations;
- initiating policies and approving administrative policies and procedures;
- ensuring policies and procedures are adhered to by staff and students;
- ensuring all aspects of quality assurance and management are practised and effective;
- ensuring compliance and risk management programs are practised and effective;
- human resources management;
- physical and academic resource management;
- marketing;
- short term management of finances;
- advising, reporting and communicating with the Board of Directors and the Academic Board as required;
- other duties incidental to the day-to-day management of the organisation as delegated by the Board of Directors or the Academic Board, providing no conflict with the Terms of Reference of the Board of Directors or the Academic Board arises.

<b>Document Title</b>	Governance Framework
<b>Date Created</b>	16/03/2017
<b>Created By</b>	General Manager

<b>Current Version</b>	2.3
<b>Last Approved Date</b>	22/02/2019
<b>Approval Authority</b>	Board of Directors
<b>Custodian</b>	Governance Officer
<b>Responsible for Implementation</b>	General Manager Executive Manager of Operations
<b>Version History</b>	
Version Number	Amendments
1.0 (approved on 17/03/2017)	Change company name to Edvantage Institute Australia (EIA)
2.0 (approved on 05/09/2018)	<p>The following amendments were made to the Governance Framework:</p> <ol style="list-style-type: none"> <li>1. The Academic Board shall consist of at least one external member with relevant academic governance and governance and quality assurance experience.</li> <li>2. There must be consistency by using the following terms across all policies, procedures and documentation: <ol style="list-style-type: none"> <li>a. Refer Bachelor of Marketing as 'Course'</li> <li>b. Refer 'Subjects' as 'Units'</li> <li>c. Refer 'College' as 'EIA'</li> <li>d. Remove reference to Dean</li> </ol> </li> <li>3. The Academic Board to have the following two committees: Course Advisory Committee and Student Progress &amp; Examination Committee</li> <li>4. Revision of governance structure diagram</li> <li>5. The Board also advised that the quorum of Board of Directors must be 50% of total numbers of directors. Where the numbers of directors is less than 4 then 2 directors shall form quorum.</li> <li>6. The Board agreed that Video and teleconference are a valid mode for attending meeting.</li> <li>7. The Board discussed the revised terms of reference of executive committee.</li> <li>8. The board suggested changing the reference to specific position titles in 6.1 and to change this to 'the most senior operational executive manager'</li> </ol>
2.1 (approved on 22/02/2019)	<ol style="list-style-type: none"> <li>1. Updated Governance Structure</li> <li>2. Editorial changes</li> </ol>
2.2 (approved on 22/01/2020)	6.1: Changed membership of the Student Progress & Examination Committee which will now comprise a minimum of four and a maximum of seven members.
2.3	Change company name to Edvantage Institute Australia (EIA)