



GOVERNANCE CHARTER

Australian Guild of Education Pty Ltd

ACN 671 463 853

Corporations Act 2001 (Cth)

A Company Limited by Shares

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1. Preliminary

The *Australian Guild of Education Pty Ltd* (AGE) is a proprietary limited company with a Board of Directors that includes independent members appointed by the shareholder(s), a representative of the shareholder(s) and members by virtue of substantive position. The independence of the Board of Directors provides a mechanism to separate the ownership and governance of the Institute from the management of AGE and to provide independent business, financial and higher education advice at the highest level of decision-making. One of the independent directors chairs the Board of Directors. The Board of Directors sets AGE's vision, mission and strategic goals in addition to ensuring AGE continues to meet its legal, regulatory, financial and social obligations and responsibilities.

The Board of Directors, by the powers vested in it by the Company Constitution, delegates the academic governance of AGE to the Academic Board. The Board of Directors, in conjunction with the CEO, establishes and maintains the Institute's academic leadership through the Academic Board and by ensuring the ongoing appointment of an Executive Dean and other appropriate staff. Together the Academic Board, any of its subcommittees, and the appointed individuals are able to provide competent advice to the corporate governing body and management on academic matters.

The Academic Board is composed of academic staff from other higher education providers, industry practitioners and members of professional associations, members of AGE's academic staff and a student representative. The Academic Board convenes as required Course Advisory Committees for each course to provide advice on new course proposals, report on applications for accreditation of new courses and re-accreditation of existing courses, and to review existing courses. External membership provides an additional measure of assuring the quality and relevance of AGE's higher education courses.

The Academic Board convenes the Learning and Teaching Committee (LTC) for monitoring and reporting on quality assurance processes for Learning and Teaching within AGE, to ensure that day-to-day academic operations meet quality educational standards. The Learning and Teaching Committee has responsibility for advising on policy and practice related to Learning and Teaching in AGE's courses.

The Board of Directors delegates responsibility for the efficient conduct of AGE's business to the Chief Executive Officer (CEO), who chairs the Executive Management Committee, which consists of the senior management of AGE. The Executive Management Committee assists the CEO in the day-to-day running of AGE.

The Board of Directors delegates responsibility for the efficient oversight and monitoring of quality and risk to a Quality and Risk Committee (QARC) and for the efficient oversight and monitoring of finances, to a Finance Committee (FC).

This Governance Charter was endorsed by the Shareholders on 6 July 2024.

2. Board of Directors Terms of Reference

2.1. Role and Delegated Authority of the Board of Directors

Australian Guild of Education Pty Ltd (ACN 671 463 853) (AGE) is a proprietary limited company in accordance with the *Corporations Act 2001* (Cth). The Board of AGE derives its authority from the Constitution of Australian Guild of Education Pty Ltd. The principal purpose of AGE is to deliver high quality tertiary education.

The role of the Board of Directors is to have oversight of the funding, strategic direction and management of AGE, in addition to ensuring that AGE continues to meet its legal, regulatory, financial and social obligations and responsibilities.

The Corporate objectives of AGE are to:

- a. confer degrees and award diplomas, certificates and other awards to qualified students in accordance with its rules and regulations
- b. provide facilities for teaching and learning of a standard appropriate to allow the delivery of suitable higher education courses
- c. promote free intellectual inquiry and research among its teachers and students
- d. provide courses of study or instruction in a range of fields, to meet the needs of the community while paying particular attention to new and emerging fields of study
- e. actively pursue collaborative relationships with other institutions of higher learning nationally and internationally for the benefit of its students; and
- f. develop governance and procedural rules, admission policies, financial arrangements and quality assurance processes that are underpinned by the values and goals that ensure the integrity and quality of the Institution's academic programs.

2.2. Functions of the Board of Directors

The functions of the Board of Directors are to:

- a. set the vision, mission and strategic goals of AGE
- b. ensure that AGE meets its corporate objectives
- c. approve AGE's annual budget
- d. appoint AGE's CEO and monitor performance
- e. approve and monitor the implementation of AGE 's Strategic Plans, Operational Plans and financial forecasts
- f. ensure AGE maintains financial viability and has sufficient financial resources for its ongoing operations

- g. oversee and monitor the assessment and management of risk and ensure AGE has strategies to mitigate risks that may eventuate
- h. oversee and review the management and performance of AGE
- i. establish and maintain an Academic Board to oversee the academic governance of the higher education operations of AGE, appointing the Chair, and monitoring its activities
- j. determine a quality assurance framework to guide AGE and approve policies and procedures for the quality assurance of AGE 's operations consistent with legal and regulatory requirements and corporate social responsibility
- k. confer qualifications on the recommendation of the Academic Board
- l. ratify the appointment of the Minutes Secretary for the company
- m. ratify the appointment of the external financial auditor for the company
- n. ensure the company meets its statutory obligations under the Corporations Act 2001
- o. implement an appropriate, documented, observed and regularly reviewed system of delegation to ensure the effective discharge of these functions
- p. maintain a true record of the business of the governing body; and
- q. identify and monitor lapses in compliance with all relevant regulatory requirements (in particular the TEQSA Act and the Higher Education Standards Framework (Threshold Standards) 2021 and take corrective action.

2.3. Risk Management

The Board of Directors is responsible for overseeing and monitoring the assessment and management of risk and ensuring that AGE has strategies to mitigate risks that may eventuate.

The Board of Directors has the following Risk Management responsibilities:

- a. approval and monitoring of AGE 's Risk Management Framework
- b. monitoring the controls framework to ensure major risks are identified and managed; and
- c. monitoring of all risks.

2.4. Membership of the Board of Directors

Membership of the Board of Directors is determined as follows.

- a. The Board of Directors are Directors of the company in accordance with the Corporations Act 2001 (Cth).
- b. Membership of the Board of Directors is determined by the shareholders.
- c. The Board of Directors may consist of non-executive Members and executive Members. A minimum of two directors must be independent Members.
- d. Independent Members are classified as those Members who neither hold an executive position with, nor have a pecuniary interest in the ownership of the company.
- e. The number of Members of the Board of Directors shall be no fewer than three (3), including the Chair of the Academic Board and no more than seven (7).
- f. The Shareholders of the company will appoint one of the independent non-executive members of the Board of Directors as its Standing Chair. In the event that a Standing Chair is not able to attend a meeting or is not in the position to chair a meeting where they are in attendance or the position is temporarily vacant, the members will elect a Chair from those present at the meeting.
- g. Membership of the Board of Directors shall be reviewed at least once every two (2) years to ensure that the balance and type of members is the optimum to further AGE 's interests.
- h. Members of the Board of Directors will serve on the BoD for a term of two years (and generally a limit of two extensions or re-appointments for two further terms).
- i. At least one Member will have financial expertise, and one Member will have higher education expertise - at a senior level.
- j. At the discretion of the Board of Directors, external Members of the Board of Directors may be required to enter into a Deed of Confidentiality with AGE.
- k. The Chair of the Board of Directors shall be an ex-officio Member of all Board sub-committees and at the discretion of the Committee Chair, may attend as a voting member.
- l. Current members will be listed on the governance membership register and maintained by the Committee Secretary

2.5. Invitees

- a. The Board of Directors can invite any person to attend any or all board meetings.
- b. If the CEO is not a Director, the Board of Directors has an expectation that the CEO should be present at all Board meetings unless otherwise determined by the Board of Directors.

- c. The Board of Directors has an expectation that the Chair of the Academic Board should be present at all Board meetings unless otherwise determined by the Board of Directors.
- d. The Board of Directors has an expectation that the Chief Operating Officer or person in a position similar, should be present at all Board meetings unless otherwise determined by the Board of Directors.
- e. At various times the Board of Directors may require the Academic Director/Executive Dean to be present for part of the meeting.
- f. At various times the Board of Directors may require the Company Secretary to be present for part of the meeting.
- g. At various times the Board of Directors may require a Compliance, Quality and Risk Manager to be present for part of the meeting.
- h. The Board may invite a person to be present for the purpose of recording the minutes or the board may make other arrangements.
- i. The Board may request any other member of the Executive or Academic Staff to be present for part of the meeting.
- j. The Board may request any other person - including students and consultants - to be present for part of the meeting.

2.6. Duty of Members

All Members of the Board of Directors (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and
- h. disclose and avoid conflicts of interest.

2.7. Board of Directors Chair

The Chair of the Board of Directors is appointed by the Shareholders.

The Chair of the Board of Directors is responsible for:

- a. providing leadership and guidance to the Board of Directors
- b. the effective functioning of the Board of Directors
- c. managing the smooth conduct and length of Board of Directors Meetings
- d. setting the agenda for Board of Directors meetings in conjunction with the Secretary and CEO
- e. monitoring and managing the attendance of Board of Directors Members at Meetings
- f. providing reports and updates to the shareholders as required; and
- g. holding the deciding vote in the event of a tied vote.

2.8. Board of Directors Secretary

The Board of Directors may appoint a Secretary. The Secretary for the Board of Directors does not have to be the Company Secretary registered with ASIC.

The Board of Directors Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the Board of Directors Chair
- b. compilation of papers and reports for Board of Directors Meetings
- c. distribution of Agenda, Reports and Papers for Board of Directors Meetings
- d. recording, preparation and distribution of Meeting Minutes; and
- e. meeting with the Chair of the Student Representative Council rep to provide a student voice at Board of Directors meetings.

2.9. Meetings

- a. **Quorum:** A quorum will be at least half of the Members if the number of Members is even, or a majority of the Members if the number of Members is odd. In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meetings:** The Board of Directors will have at least 4 meetings per year. The meetings will occur in accordance with the Governance Calendar.
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair of the Board of Directors or the CEO with reasonable notice.

- d. **Minutes:** The Board of Directors Secretary will record, prepare and distribute Minutes for each Board of Directors Meeting. Minutes for each Meeting will be available for review and comment by the Board of Directors' Chair after each meeting. Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at the next meeting.
- e. **Meeting Attendance:** Meetings may be held in person *or* by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified.

It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the Board of Directors will discuss attendance with the Member and consider an appropriate course of action.

2.10. Review of the Board of Directors

- a. The Board of Directors will engage in an annual self-review. Self-reviews will be completed in the first quarter of the subsequent financial year and analysis will be considered by the Board of Directors.
- b. The Board of Directors will undergo an independent review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

2.11. Review of Terms of Reference

- a. The Board of Directors may review and amend these terms of reference at any time. Amendments must be approved by a unanimous Board of Directors resolution.

3. Finance Committee Terms of Reference

3.1. Role and Delegated Authority of the Finance Committee

The Finance Committee is a sub-committee of the Board of Directors created with the Board's authority under the Constitution of Australian Guild of Education Pty Ltd.

The role of the Finance Committee is to evaluate the financial performance of AGE, to ensure financial resources are used appropriately and in accordance with the objectives of the Institution and providing appropriate advice and recommendations to the Board to ensure the financial viability of the Institution.

3.2. Functions of the Finance Committee

The functions of the Finance Committee are to:

- a. monitor the financial performance of AGE
- b. ensure that financial reports are prepared that accurately reflect the financial performance of the organisation and are compared against the budget and key performance indicators
- c. provide a report for the Board Meeting following a Finance Committee meeting
- d. review the financial impact of business cases, including drafting the financial impact of any variations to the plan
- e. oversee the preparation of the annual budget and ensure it is aligned to the Strategic Plan
- f. recommend the appropriate financial auditors to the Board
- g. ensure that an annual audit occurs and the financial reports are prepared in accordance with any accounting, audit and statutory requirements; and
- h. have oversight of the financial impact of any new initiatives.

3.3. Risk Management

The Finance Committee has the following Risk Management responsibilities:

- a. monitor and report any existing or emerging financial risks for AGE; and
- b. advise the Board on any mitigation strategies to minimise financial risks for AGE.

3.4. Membership of the Finance Committee

Membership of the Finance Committee is determined as follows.

- a. The Finance Committee will have at least three (3) and up to seven (7) Members.
- b. The Finance Committee will have the following Members:
 - c. a Director from the Board of Directors appointed by the Board of Directors as an appointed Member
 - d. the Chief Executive Officer as an ex-officio Member
 - e. the most senior staff member (excepting the CEO) with responsibility for financial oversight within the Institution - as an ex-officio Member
 - f. any other external appointees or Directors as determined by the Chair of the Board of Directors.

3.5. Term of Appointment:

- a. Ex-officio Members will serve on the Finance Committee for the duration of their substantive roles which give rise to the appointment.
- b. External appointments made by the Chair of the Board will serve on the Finance Committee for a term of two years (and generally a limit of two extensions or re-appointments for two years each).
- c. Current members will be listed on the governance membership register and maintained by the Committee Secretary

3.6. Duty of Members

All Members of the Finance Committee (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and

- h. disclose and avoid conflicts of interest.

3.7. Finance Committee Chair

The Chair of the Finance Committee will be a Director on the Board and is appointed by the Board of Directors.

The Chair of the Finance Committee is responsible for:

- a. providing leadership and guidance to the Finance Committee
- b. the effective functioning of the Finance Committee
- c. managing the smooth conduct and length of Finance Committee Meetings
- d. setting the agenda for Finance Committee meetings in conjunction with the Finance Committee Secretary
- e. monitoring and managing the attendance of Finance Committee Members at Meetings
- f. providing reports and updates to the Board; and
- g. holding the deciding vote in the event of a tied vote.

3.8. Finance Committee Secretary

The Secretary for the Finance Committee is the most senior staff member with responsibility for financial oversight within the Institution. The Finance Committee Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the Finance Committee Chair
- b. compilation of papers and reports for Finance Committee Meetings
- c. distribution of Agenda, Reports and Papers for Finance Committee Meetings
- d. recording, preparation and distribution of Meeting Minutes; and
- e. recording the minutes OR the committee may make other arrangements for minutes to be taken.

3.9. Meetings

- a. **Quorum:** A quorum will be half of the Members if the number of Members is even, or a majority of the Members if the number of Members is odd. In the case of a tied vote, the Chair has the casting vote.

- b. **Normal Meetings:** The Finance Committee will have at least 4 meetings per year. The meetings will occur in accordance with the Governance Calendar and the Institutes' tuition cycles and will generally be held within three weeks prior to a scheduled Board meeting.
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the CEO, the Chair of the Finance Committee and/or the Chair of the Board of Directors
- d. **Minutes:** The Finance Committee Secretary will record, prepare and distribute Minutes for each Board of Directors' Meeting. Minutes of each Meeting will be available for review and comment by the Finance Committee Chair after each meeting. Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at the next meeting.
- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified.

It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the Finance Committee will discuss attendance with the Member and consider an appropriate course of action in consultation with the Chair of the Board of Directors and the CEO.

3.10. Review of the Finance Committee

- a. The Finance Committee will engage in annual self-reviews. Self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the members of the Finance Committee and subsequently the Board of Directors.
- b. The Finance Committee will undergo an independent review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

3.11. Review of Terms of Reference

- a. The Board of Directors may review and amend these terms of reference at any time. The Finance Committee may propose amendments to these terms of reference to the Board of Directors at any time. Amendments must be approved by a Board of Directors' resolution.

4. Quality and Risk Committee (QARC) Terms of Reference

4.1. Role and Delegated Authority of the Quality and Risk Committee

The Quality and Risk Committee (QARC) is a sub-committee of the Board of Directors created with the Board's authority under the Constitution of Australian Guild of Education Pty Ltd.

The role of the QARC is to provide advice and assistance to the Board in relation to the governance framework of AGE, including risk management, internal systems controls, regulatory compliance, policy and procedure compliance, and internal audit functions.

4.2. Functions of the QARC

The functions of the QARC are to:

- a. oversee the response to the annual TEQSA risk assessment of AGE
- b. oversee the risk management framework and ensure that it effectively facilitates the identification, monitoring assessment and mitigation of key higher-level risks across AGE
- c. ensure that AGE is supported with a contemporary quality and compliance audit program that provides appropriate depth and breadth of coverage
- d. review internal and external audit reports to ensure that recommendations and agreed actions are promptly enacted
- e. facilitate the conduct of special investigations initiated by the QARC or requested by the Board as required; and
- f. oversee the effectiveness of AGE 's compliance framework.

4.3. Risk Management

The QARC has the following Risk Management responsibilities:

- a. monitor and report any existing or emerging risks for AGE
- b. advise the Board on any mitigation strategies to minimise risks for AGE
- c. the application and administration of the risk management framework
- d. reviewing and endorsing amendments to the Risk Management Framework; and
- e. overseeing the review and updating of the Risk Register.

4.4. Membership of the QARC

Membership of the QARC is determined as follows:

- a. The QARC will have at least three (3) and up to seven (7) Members.
- b. The QARC will have the following Members:
- c. a Director from the Board of Directors appointed by the Board of Directors as an appointed Member
- d. the Chief Executive Officer of AGE as an ex-officio Member and the Quality and Risk Director of AGE as an ex-officio Member
- e. the Academic Director/Executive Dean of AGE as an ex-officio Member
- f. any other internal or external appointees or Directors as determined by the Chair of the Board of Directors.

4.5. Term of Appointment:

- a. Ex-officio Members will serve on the QARC for the duration of their substantive roles which give rise to the appointment.
- b. External appointments made by the Chair of the Board will serve on the QARC for a term of two years (and generally a limit of two extensions or re-appointments for two years each).
- c. Current members will be listed on the governance membership register and maintained by the Committee Secretary

4.6. Duty of Members

All Members of the QARC (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and

- h. disclose and avoid conflicts of interest.

4.7. QARC Chair

The Chair of the QARC will be a director of the Board and is appointed by the Board of Directors. The Chair of the QARC is responsible for:

- a. providing leadership and guidance to the QARC
- b. the effective functioning of the QARC
- c. managing the smooth conduct and length of QARC Meetings
- d. setting the agenda for QARC meetings in conjunction with the QARC Secretary and CEO
- e. monitoring and managing the attendance of QARC Members at meetings
- f. providing reports and updates to the Board; and
- g. holding the deciding vote in the event of a tied vote.

4.8. QARC Secretary

The Secretary for the QARC will be the Quality and Risk Director or like position. The QARC Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the QARC Chair
- b. compilation of papers and reports for QARC meetings
- c. distribution of Agenda, Reports and Papers for QARC meetings; and
- d. recording, preparation and distribution of meeting Minutes.

4.9. Meetings

- a. **Quorum:** A quorum will be half of the Members if the number of members is even, or a majority of the Members if the number of members is odd. In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meetings:** The QARC will have at least three meetings per year. The meetings will occur in accordance with the Governance Calendar
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair of the Board, the Chair of the QARC, or the CEO.
- d. **Minutes:** The QARC Secretary will record, prepare and distribute Minutes for each QARC Meeting. Minutes of each Meeting will be available for review and comment by the Academic Board Chair after each meeting. Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at

the next meeting.

- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified.

It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the Academic Board will discuss attendance with the Member and consider an appropriate course of action.

- f. **Voting Rules:** Voting members are all members.

4.10. Review of the QARC

- a. The QARC will engage in annual self-reviews. Self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the members of the Quality and Risk Committee and subsequently the Board of Directors.
- b. The QARC will undergo an independent review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

4.11. Review of Terms of Reference

- a. The Board of Directors or QARC may review and amend these terms of reference at any time. Amendments must be approved by a complete Board of Directors resolution

5. Academic Board Terms of Reference

5.1. Role and Delegated Authority of the Academic Board

The Board of Directors of AGE are responsible for the corporate governance of the organisation. Through these Terms of Reference, the Board of Directors delegates all academic governance of AGE to the Academic Board.

The role of the Academic Board is to provide competent independent academic governance and academic oversight for the operations of AGE. This includes academic policymaking, academic administration and oversight of the educational process. The Academic Board determines academic policy and has responsibility for the achievement of educational objectives of AGE's higher education courses.

The Academic Board will review then approve or reject the Graduands recommended by the Board of Examiners and recommend to the Board of Directors which students should be conferred an award.

5.2. Functions of the Academic Board

The functions of the Academic Board are to:

- a. have responsibility for the academic governance and compliance with the academic components the HESF 2021 and the National Code 2018
- b. establish subcommittees to facilitate and assist with the functioning of the Academic Board
- c. receive reports from standing sub-committees or working groups and ensure that their referred responsibilities are discharged
- d. report to the Board of Directors on academic matters
- e. confirm that delegations of academic authority are implemented
- f. self-assure curriculum and assessment design
- g. approve courses for (re)accreditation by TEQSA and/or other accrediting agencies
- h. oversee the course review processes for accredited courses
- i. facilitate academic freedom and freedom of speech
- j. maintain oversight of academic integrity including monitoring potential risks
- k. ensure a culture of scholarship is developed and nurtured throughout AGE
- l. develop, approve and review the academic policies that guide all academic activities
- m. offer academic advice to corporate decision-making

- n. oversee the quality assurance of the higher education academic functions of AGE including evaluating the effectiveness of institutional monitoring, review and improvement of academic activities
- o. oversee risk to students, courses and academic quality
- p. monitor student progression, especially for vulnerable cohorts
- q. oversee staff qualifications and ensure sufficient oversight of casual staff review the Graduands recommended by the Board of Examiners to endorse them, or not, for the Board of Director to confer an award from AGE
- r. monitor, analyse, and review student data and other academic activities and make recommendations for continuous improvement including the quality and effectiveness of educational innovations or proposals for innovations.

5.3. Membership of the Academic Board

Prospective members of the Academic Board are selected on the basis of their particular expertise in relation to the operation of higher education providers and the delivery of higher education curricula. The members are drawn from respected independent/external academics and representation from internal academic staff, student representatives, industry practitioners and members of professional bodies or associations.

With the exception of the ex-officio members and the student representative, the Board of Directors will appoint all other Academic Board members based on the recommendation of the Academic Board and the skills matrix as approved by the Board of Directors.

Membership of the Academic Board is determined as follows:

- a. the Academic Board will have at least 3 independent external members with knowledge of or experience in contemporary higher education, international student management, student support, academic integrity and or learning and teaching pedagogy.
- b. the Academic Board shall also include the following ex-officio members -
 - i. the Executive Dean
 - ii. the Academic Director
 - iii. any other members that the Board of Directors deems necessary.
 - iv. a student representative
- c. the Academic Board shall also include an ex-officio student representative for agenda items unrelated to regulatory matters or sensitive student information
The Chair shall direct the student representative regarding attendance.

5.4. Term of Appointment:

- a. Ex-officio Members will serve on the Academic Board for the duration of their substantive roles which give rise to the appointment.
- b. External appointments made by the Chair of the Board will serve on the Academic Board for a term of two years (and generally a limit of two extensions or re-appointments for two years each).
- c. Current members will be listed on the governance membership register as maintained by the Academic Board Secretary

5.5. Invitees

- a. The Academic Board can invite any person to attend any or all Academic Board meetings. Invitations will be made by the Chair.
- b. At various times the Academic Board may require the CEO to be present for part of the meeting.
- c. At various times the Academic Board may require the Director of Quality and Risk or the responsible staff member, to be present for part of the meeting.
- d. The Academic Board may invite a person to be present for the purpose of recording the minutes or the board may make other arrangements for the minutes to be taken.
- e. The Academic Board may request any other member of the Executive or Academic Staff to be present for part of the meeting.
- f. The Academic Board may request any other person including students and consultants to be present for part of the meeting.

5.6. Duty of Members

All Members of the Academic Board (including the Chair and Secretary) must:

- a. not improperly use information obtained by virtue of their positions
- b. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- c. act in good faith, honestly and for a proper purpose
- d. abide by all AGE Policies, Procedures and Codes including any confidentiality and intellectual property requirements; and
- e. disclose and avoid conflicts of interest
- f. Members of the Academic Board must not make any public statement or political comment without prior approval of the CEO and shall not speak on behalf of AGE. This does not preclude a member from communicating on matters germane to their academic discipline.

5.7. Academic Board Chair

The Chair of the Academic Board must be an independent member, appointed by the Board of Directors. The Chair of the Academic Board will serve for a period of two years, with the option to renew in two-year increments within their term of appointment.

The Chair of the Academic Board is an ex-officio member of the Board of Directors. The Chair of the Academic Board will not be a Director of the Company and shall not appear on the ASIC register as such. The Chair of the Academic Board is not a director of the company in accordance with the *Corporations Act 2001* (Cth), nor are they acting in the capacity of a director.

The Chair of the Academic Board is expected to provide a written report to the Board of Directors at each Board Meeting following a meeting of the Academic Board.

The Board of Directors reserves the right to terminate the appointment of the Chair of the Academic Board.

The Chair of the Academic Board is responsible for:

- a. providing leadership and guidance to the Academic Board
- b. the effective functioning of the Academic Board
- c. managing the smooth conduct and length of Academic Board Meetings
- d. setting the agenda for Academic Board meetings in conjunction with the Academic Board Secretary and Academic Director
- e. monitoring and managing the attendance of Academic Board Members at Meetings
- f. providing reports and updates to the Board; and
- g. holding the deciding vote in the event of a tied vote.

5.8. Academic Board Secretary

The Academic Board Chair will appoint a Secretary for the Academic Board.

The Academic Board Secretary is responsible for the:

- a. preparation of Meeting Agendas in conjunction with the Academic Board Chair and the Academic Director
- b. compilation of papers and reports for Academic Board Meetings

- c. distribution of Agenda, Reports and Papers for Academic Board Meetings; and
- d. recording, preparation and distribution of Meeting Minutes.

5.9. Meetings

- a. **Quorum:** A quorum will be half of the appointed Members if the number of members is even, or a majority of the appointed Members if the number of members is odd. In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meetings:** The Academic Board will have *at least* four meetings per year. The meetings will occur in accordance with the Governance Calendar
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair of the Board, the Chair of the Academic Board, or the CEO.
- d. **Minutes:** The Academic Board Secretary will record, prepare and distribute Minutes for each Academic Board Meeting. Minutes of each Meeting will be available for review and comment by the Academic Board Chair after each meeting. Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at the next meeting.
- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified.
 - It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the Academic Board will discuss attendance with the Member and consider an appropriate course of action.
 - The members of the Executive Management Committee and other senior executives have the right to attend Academic Board Meetings as observers.
 - At the discretion of the Chair, a member may be excluded from consideration of an agenda item if in the Chair's opinion there is a potential risk of conflict of interest. A member's exclusion will be noted in the minutes.
- f. **Voting Rules:** Voting members are all members of the Academic Board and the Chair of the BoD. If numbers are even, the Chair has a casting vote. If numbers are odd, the majority carries the vote.
- g. **Decision Making Between Meetings:** Where urgent action is required between scheduled meetings of the Academic Board, the Chair of the Academic Board may act on behalf of the Academic Board but will report all such actions to the Academic Board for ratification.

5.10. Review of the Academic Board

- a. The Academic Board will engage in annual self-reviews. Annual self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the board at the first board meeting following completion of the analysis.
- b. The Board of Directors will review the membership and operation of the Academic Board at least every two years and, where appropriate, recommendations for new members will be sought from the Academic Board.
- c. The Academic Board will undergo an independent external review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

5.11. Review of Terms of Reference

- a. The Academic Board may review and recommend amendments to these terms of reference at any time. Amendments must be approved by a complete Board of Directors.

5.12. Sub-committees

- a. The Academic Board may establish standing or ad-hoc sub-committees and approve their Terms of Reference, providing that they align with Academic Board functions and ensure consistency between sub-committees. The Academic Board may invite external and internal members to serve on its sub- committees and/or working parties.

6. Learning and Teaching Committee Terms of Reference

6.1. Role and Delegated Authority of the LTC

The Constitution of Australian Guild of Education Pty Ltd states the Academic Board forms a Teaching and Learning Committee (LTC). The Teaching and Learning Committee is a subcommittee of and reports to the Academic Board. The Academic Board ascribes responsibility for coordinating teaching and learning duties and oversight of examination rules and procedures to the Teaching and Learning Committee.

The Learning and Teaching Committee (LTC) is a sub-committee of the Academic Board. The LTC derives its authority from the delegated powers of the Academic Board through the Academic Board Terms of Reference.

The role of the LTC is to monitor, review, and provide advice to the Academic Board concerning all matters to do with the quality of learning and teaching in AGE courses and units, including associated academic policies, procedures and plans.

6.2. Functions of the LTC

The functions of the Learning and Teaching Committee are to:

- a. Provide advice regarding the learning and teaching aspects of courses and units
- b. Review annual evaluations of the quality of content, learning pedagogy and assessment methodologies, the quality and adequacy of information provided to students, resources for each course and recommend modifications where appropriate
- c. Provide advice as required concerning academic policies and procedures concerning learning and teaching pedagogy, tools and delivery.
- d. Act on any other matters directed by the Academic Board or Chief Executive Officer.
- e. Ensure adequate and accurate minutes are kept of meetings to record decisions made and action taken by the committee and that an appropriate report is provided to the Academic Board

6.3. Membership of the LTC

Membership of the LTC is determined as follows.

- a. Members:
 - i. Member of the Academic Board (**Chair**) appointed by the Academic Board.
 - ii. Executive Dean
 - iii. Academic Director

- iv. Heads of Discipline or Academic Leaders as appointed by the Chair and Academic Director.
- v. up to three independent/external members

6.4. Term of appointment:

- a. Appointed AGE academic staff members will serve on the LTC for a term of two years (the Chair in consultation with the Academic Director can re-nominate the Member indefinitely for a term of two years at a time).
- b. Appointed external members, including the chair, will serve on the LTC for a term of two years, which may be extended at the discretion of the Academic Board.
- c. Current members will be listed on the governance membership register and maintained by the Committee Secretary

6.5. Duty of Members

All Members of the LTC (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes
- h. disclose and avoid conflicts of interest.

6.6. LTC Chair

An independent member of the Academic Board is the Chair of the LTC.

The Chair of the LTC is responsible for:

- a. providing leadership and guidance to the LTC
- b. the effective functioning of the LTC
- c. managing the smooth conduct and length of LTC meetings

- d. setting the agenda for LTC meetings in conjunction with the LTC Secretary
- e. monitoring and managing the attendance of LTC Members at meetings
- f. providing reports and updates to Academic Board
- g. holding the deciding vote in the event of a tied vote.

6.7. LTC Secretary

The Academic Director is the ex-officio Secretary of the LTC.

The LTC Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the LTC Chair
- b. compilation of papers and reports for LTC meetings
- c. distribution of Agenda, Reports and Papers for LTC meetings; and
- d. recording, preparation and distribution of meeting minutes.

6.8. Meetings

- a. **Quorum:** A quorum will be at least half members if the number of members is even, or a majority of the appointed members if the number of members is odd. In the case of a tied vote, the LTC Chair has the casting vote.
- b. **Normal Meetings:** The LTC will have at least 3 meetings per year. The meetings will occur in accordance with the Governance Calendar and there will be a meeting that feeds into each Academic Board Meeting.
- c. **Special Meetings:** Special meetings outside of the normal meetings schedule may be called when required. Special meetings may be called by the Chair or Secretary of the LTC.
- d. **Minutes:** The LTC Secretary will record, prepare and distribute minutes for each LTC meeting. Minutes of each Meeting will be available for review and comment by the LTC Chair after each meeting. Unconfirmed minutes will be distributed to members once approved by the Chair and will be ratified at the next meeting.
- e. **Meeting Attendance:** Meetings may be held in person or via electronic means. Where meetings are held electronically, the meeting may be recorded for minute taking purposes. Recordings of meetings will be securely stored and deleted once the minutes have been ratified.

It is expected that members will attend at least 75% of all normal and special meetings held each year. Where attendance falls below 75%, the Chair of the LTC will discuss attendance with the member and consider an appropriate course of action.

Ratified LTC minutes will be available to the Board of Directors, the Academic

Board and the Executive Management Committee.

The Learning and Teaching Committee may invite a person to be present for the purpose of recording the minutes or the committee may make other arrangements for the minutes to be taken.

6.9. Review of the LTC

- a. The LTC will engage in an annual self-review. Self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the Academic Board.
- b. The LTC may undergo an independent review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

6.10. Review of Terms of Reference

- a. The Learning and Teaching committee may recommend to the Academic Board amendments to these terms of reference.
- b. The Academic Board may review and amend these terms of reference at any time. Amendments must be approved by a resolution of the Academic Board.

7. Board of Examiners Terms of Reference

7.1. Role and Delegated Authority of the Grade Ratification Committee

- a. The Board of Examiners (BoE) is established as a sub-committee of the Academic Board. The BoE derives its authority from the delegated powers of the Academic Board through the Academic Board Terms of Reference.
- b. The role of the BoE is to review grades and recommend students for graduation. The BoE will do this by exercising governance and oversight of the moderation of assessments, including the review of and finalisation of grades, to ensure the integrity of all grades awarded by AGE for all units.

7.2. Functions of the BoE

The functions of the BoE are to:

- a. consider and recommend to the Executive Dean the results of marks and grades for each unit of study
- b. recommend to the Academic Board a list of Graduands and their award who have met the criteria for conferral of an award from AGE
- c. where appropriate, recommend to the Academic Director internal or external moderation of any allocated grades; and
- d. ensure adequate and accurate minutes are kept of meetings to record recommendations made by the Committee

7.3. Membership of the BoE

- a. Membership of the BoE is determined as follows with a minimum of 3 members:
 - i. Executive Dean – Chair
 - ii. Academic Director
 - iii. Heads of Discipline or Academic Leaders as appointed by the Chair

7.4. Term of appointment:

- a. Current list of members is maintained in the Governance Register by the company secretary
- b. For the Executive Dean and Academic Director (or similar positions) for so long as the substantive positions last
- c. For additional members, at the discretion of the Executive Dean.

7.5. Duty of Members

All Members of the BoE (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and
- h. disclose and avoid conflicts of interest.

7.6. BoE Chair

The Chair of the BoE is appointed by the Academic Board and will be an independent Member of the Academic Board. If the Chair is unable to attend a meeting, they may delegate their authority for that meeting with the written approval of the Academic Board Chair.

The Chair of the BoE is responsible for:

- a. providing leadership and guidance to the BoE
- b. the effective functioning of the BoE
- c. managing the smooth conduct and length of BoE Meetings
- d. setting the agenda for BoE meetings in conjunction with the BoE Secretary
- e. monitoring and managing the attendance of BoE Members at Meetings
- f. providing reports and updates to the Academic Board; and
- g. holding the deciding vote in the event of a tied vote.

7.7. BoE Secretary

The Academic Director or similar position is the Secretary of the BoE.

The BoE Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the BoE Chair
- b. compilation of papers and reports for BoE Meetings
- c. distribution of Agenda, Reports and Papers for BoE Meetings; and
- d. recording, preparation and distribution of Meeting Minutes.

7.8. Meetings

- a. **Quorum:** A quorum will be three Members but must include the Chair (or an authorised delegate). In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meeting:** BoE meetings must be scheduled to ensure the timely publication of results to students each term. Meetings should be held no later than five (5) working days prior to the Academic Board meeting at which the results are to be formally reported to the Academic Board.
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair of the BoE.
- d. **Minutes:** The BoE Secretary will record, prepare and distribute Minutes for each BoE Meeting. Minutes of each Meeting will be available for review and comment by the BoE Chair after each meeting.
 - Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at the next meeting. Ratified BoE Minutes will be available to the Board of Directors, the Academic Board and the Learning and Teaching Committee. The BoE may have a person present for the purpose of recording the minutes.
- e. **Meeting Attendance:** Meetings may be held in person or via electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes.
 - Recordings of meetings will be securely stored and deleted once the Minutes have been ratified. It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year.
 - Where attendance falls below 75%, the Chair of the BoE will discuss attendance with the Member and consider an appropriate course of action.

7.9. Review of the BoE

- a. The BoE will engage in a self-review once every three years, or earlier as directed by the Academic Board. Self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the Academic Board.
- b. The BoE will undergo an external review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

7.10. Review of Terms of Reference

- a. The Academic Board may review and amend these terms of reference at any time. Amendments must be approved by a resolution of the Academic Board.

8. Course Advisory Committee Terms of Reference

8.1. Role and Delegated Authority of the Course Advisory Committee

- a. Course Advisory Committees (CAC) are sub-committees of the Academic Board. A CAC derives its authority from the delegated powers of the Academic Board through the Academic Board Terms of Reference. The Academic Board may convene a CAC to be ongoing for an already accredited course or to explore the requirements for a proposed course at AGE (AGE). Where a course has multiple streams or specialisations a CAC may represent one or multiple streams and there may be multiple CACs for a course. Similarly, where multiple courses, streams or specialisations are in cognate fields the CAC may provide advice on their speciality (the cognate field) in those courses, streams or specialisations.
- b. The role of a CAC is to ensure that any new or existing AGE qualifications are current and relevant, and that it considers and responds to advice drawn from a range of sources, including AGE teaching staff, employers, industry representatives and external academic peers relevant to employability outcomes.

8.2. Functions of the CAC

The functions of a CAC are to:

- a. provide AGE with industry and content specific advice and guidance in relation to the development or ongoing revision of AGE courses and units
- b. provide AGE with advice and insight relating to what learning outcomes are relevant to graduate employability
- c. report to the Academic Board and make recommendations on:
 - i. recent trends in the fields of their specialism
 - ii. changes to government policy that are likely to impact the curriculum, employer expectations, and employment opportunities for graduates
 - iii. emerging professional practices and technologies which will impact future employability
 - iv. any innovative practices in Learning and Teaching relevant in their specialism
- d. review course content to ensure that it meets appropriate standards and that these are appropriate to the level of the award, and that the rationale and learning outcomes of the course are consistent with and reflect best practise
- e. receive and review relevant course proposals and units of study or changes to courses and units of study

8.3. Membership of the CAC

Membership of the CAC is determined as follows.

Members:

- a. Each CAC will have between four (4) and seven (7) Members.
- b. Each CAC will have at least 50% external/independent Members.
- c. Each CAC will have at least two external/independent industry experts with the relevant professional background relating to the course/s which the CAC is involved with.
- d. External/independent Members will be appointed by the Chair of the Academic Board in consultation with the Academic Director.
- e. The Chair of the CAC will be a member of the AGE Academic Board or an external/independent industry expert.
- f. For existing areas of discipline within AGE, each CAC will have at least two senior academic staff from AGE who are discipline experts for the relevant course/s.
- g. The Secretary of each CAC will be one of the AGE senior academic staff members or a person appointed specifically for the purpose.
- h. Where appropriate, AGE senior academic staff members will be nominated by the Executive Dean/CEO and appointed by the Chair of Academic Board.

8.4. Term of Appointment:

- a. Appointed external Members will serve on the CAC for a term of two years.
- b. Appointed AGE senior academic staff members will serve on the CAC for a term of two years (the Executive Dean can renominate the member indefinitely for a term of two years at a time).
- c. Current members will be listed on the governance membership register and maintained by the Committee Secretary

8.5. Duty of Members

All Members of the CAC (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and
- h. disclose and avoid conflicts of interest.

8.6. CAC Chair

The Chair of the CAC is appointed by the Chair of the Academic Board in consultation with the Executive Dean/CEO. Where appropriate, the Chair of the Academic Board may serve as the Chair of the CAC

The Chair of the CAC is responsible for:

- a. providing leadership and guidance to the CAC
- b. the effective functioning of the CAC
- c. managing the smooth conduct and length of CAC meetings
- d. setting the agenda for CAC meetings in conjunction with the CAC Secretary
- e. monitoring and managing the attendance of CAC Members at meetings
- f. providing reports and updates to Academic Board; and
- g. holding the deciding vote in the event of a tied vote.

8.7. CAC Secretary

The Academic Director will appoint a Secretary for the CAC. The CAC Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the CAC Chair
- b. compilation of papers and reports for CAC meetings
- c. distribution of agendas, reports and papers for CAC meetings
- d. recording, preparation and distribution of meeting minutes; and
- e. providing documents to the Academic Board.

8.8. Meetings

- a. **Quorum:** A quorum will be half of the appointed members if the number of members is even, or a majority of the appointed members if the number of members is odd. In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meetings:** Each CAC will meet as required to consider, discuss, or review existing or proposed courses and/or individual units within AGE 's various academic programs. Each ongoing CAC will meet at least annually.
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair of the CAC or the Chair of the Academic Board.
- d. **Minutes:** The CAC Secretary will record, prepare and distribute Minutes for each CAC Meeting. Minutes of each Meeting will be available for review and comment by the CAC Chair after each meeting. Unconfirmed minutes will be distributed to Members once approved by the Chair and will be ratified at the next meeting. Ratified Minutes of CAC Meetings will be available to the Board of Directors, the Academic Board and the LTC.
- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified. It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the CAC will discuss attendance with the Member and consider an appropriate course of action.

8.9. Review of the CAC

- a. Each ongoing CAC will engage in self-reviews of the CAC every three years. Reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the relevant Governance Entity.
- b. Each CAC will undergo a review of its performance at the conclusion of each strategic planning cycle (normally every 3 years) and identify needed skills and expertise for the future conducted by an external independent reviewer.

8.10. Review of Terms of Reference

- a. The Academic Board may review and amend these terms of reference at any time. Amendments must be approved by a complete Academic Board resolution.

9. Student Representative Council Terms of Reference

9.1. Role and Delegated Authority of the Student Representative Council

The Student Representative Council (SRC) has a responsibility, delegated by the Board of Directors (BoD) to AGE to ensure that students have opportunities to participate in the deliberative and decision-making processes of AGE 's corporate and academic governance. Overall, the SRC is to contribute to AGE 's boards and committees, especially on issues that impact students.

The SRC will be responsible for the organisation of any social events representing the diversity of the student cohorts.

9.2. Functions of the SRC

The functions of the SRC are to:

- a. reflect on matters relating to student services and amenities
- b. collate and present recommendations from the student body concerning student services and amenities to AGE 's Boards and Committees, where deemed to be relevant
- c. report on academic and non-academic student experiences and matters for improvement
- d. narrow the gap between the Executive and students
- e. consult with all students concerning their student experience and topical issues
- f. facilitate opportunities for students to provide feedback and suggestions on both academic and non-academic matters
- g. report to the Academic Board on key academic issues concerning the students
- h. report to the Board of Directors on key non-academic issues concerning the students.
- i. create a social calendar of socially diverse events.

9.3. Membership of the SRC

Membership of the SRC is determined as follows:

- a. The Registrar (or person in a similar position) or their delegate will be an ex-officio member of the SRC.

- b. The SRC will have to have up to seven (7) student members. Student members must be currently enrolled at AGE and up to date with fees.
- c. Student members must go through an election process which will be conducted by the Registrar (or person in a similar position). If there are seven or less nominations, nominees will be appointed without the need for an election.
- d. The Chair of the SRC will be a student member and is elected by the SRC.

9.4. Term of Appointment:

- a. Ex-officio members (or their delegates) will serve on the SRC for the duration of their substantive roles which give rise to the appointment (or delegation).
- b. Elected student members shall serve for a term of one year. Elected student members must be currently enrolled and up to date on their fees for at least one full teaching period in the year that they serve on the SRC.
- c. An elected student member can be removed from office if they:
 - i. fail to comply with these Terms of Reference
 - ii. conduct themselves unethically
 - iii. conduct themselves in a non-ethical manner, which may result in damage to AGE 's reputation
 - iv. conduct themselves in a malicious or derogatory manner with any staff member or student of AGE; or
 - v. fail to attend two consecutive meetings without reasonable excuse.
- d. Current members will be listed on the governance membership register and maintained by the Committee Secretary

9.5. Duty of Members

All Members of the SRC (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose

- g. outline any SRC specific duties
- h. abide by all AGE Policies, Procedures and Codes; and
- i. disclose and avoid conflicts of interest.

9.6. SRC Chair

The Chair of the SRC is appointed by the SRC. The Chair of the SRC is an ex-officio member of the Academic Board.

The Chair of the SRC is responsible for:

- a. providing leadership and guidance to the SRC
- b. the effective functioning of the SRC; managing the smooth conduct and length of SRC meetings
- c. setting the agenda for SRC meetings in conjunction with the SRC Secretary
- d. monitoring and managing the attendance of SRC members at meetings
- e. providing reports and updates to the Board and Academic Board; and
- f. holding the deciding vote in the event of a tied vote.

9.7. SRC Secretary

The Secretary for the SRC shall be decided by the SRC. The SRC Secretary is responsible for:

- a. preparation of meeting agendas in conjunction with the SRC Chair
- b. compilation of papers and reports for SRC Meetings
- c. distribution of Agenda, Reports and Papers for SRC Meetings
- d. recording, preparation and distribution of Meeting Minutes; and
- e. providing reports to the Board, Academic Board and any other relevant Committee.

9.8. Meetings

- a. **Quorum:** A quorum will be half of the appointed Members if the number of members is even, or a majority of the appointed Members if the number of members is odd. In the case of a tied vote, the Chair has the casting vote.
- b. **Normal Meetings:** The SRC will have at least four meetings per year. The meetings will occur in accordance with the Governance Calendar.
- c. **Special Meetings:** Special Meetings outside of the Normal Meetings schedule may be called when required. Special Meetings may be called by the Chair and Secretary of the SRC.
- d. **Minutes:** The SRC Secretary will record and distribute Minutes for each SRC meeting. Minutes of each meeting will be available for review and comment by the SRC Chair after each meeting. Unconfirmed minutes will be distributed to members once approved by the Chair and will be ratified at the next meeting. Ratified Minutes of SRC Meetings will be made available to the Board of Directors, the Academic Board and any other relevant Committee. The SRC may have a person present for the purpose of recording the minutes.
- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for Minute taking purposes. Recordings of meetings will be securely stored and deleted once the Minutes have been ratified.

It is expected that Members will attend at least 75% of all Normal and Special Meetings held each year. Where attendance falls below 75%, the Chair of the SRC will discuss attendance with the Member and consider an appropriate course of action.

9.9. Review of the SRC

- a. The Registrar (of person in a similar position) and Chair of the SRC will engage in an annual self-review. Self-reviews will be completed in the first quarter of the subsequent year and analysis will be presented to the relevant Governance Entity.

9.10. Review of Terms of Reference

- a. The Board of Directors may review and amend these terms of reference at any time. Amendments must be approved by a complete Board resolution.

10. Executive Management Committee Terms of Reference

10.1. Role and Delegated Authority of the EMC

The Board of Directors delegates responsibility for the efficient conduct of the Institute's business to the CEO who convenes the Executive Management Committee, which consists of the senior management of the Institute. The Executive Management Committee assists the CEO in the day-to-day running of the Institute.

Using the powers delegated to them, the CEO convenes the Executive Management Committee (EMC) as an operational working party. The role of the EMC is to assist the CEO in the day-to-day running of AGE and the implementation of the AGE 's Strategic and Operational Plans.

The Board of AGE also delegates responsibility for SASH and Wellbeing (the responsible prevention of Sexual Assault and Sexual Harassment) to the EMC.

10.2. Functions of the EMC

The functions of the EMC are to report to the BoD through the CEO on the following items:

- a. the exercising of all executive decision-making and coordination in relation to the operations of AGE
- b. the implementation of policies and procedures to enable the efficient running of AGE
- c. the implementation of AGE 's Strategic and Operational Plans; and
- d. Assist the CEO in the day-to-day functions of the institute.
- e. The EMC also has the following functions stemming from their role as the SASH Taskforce and Welfare Team.
- f. to provide advice and guidance to the CEO on matters that relate to SASH, wellbeing and safety on campus.

10.3. Risk Management

The EMC is responsible for supporting the CEO in the execution of their Risk Management responsibilities, which are:

- a. identifying, monitoring and communicating AGE 's operational risks; and
- b. identifying, monitoring and communicating the mitigation strategies for project risks.

10.4. Membership of the EMC

The EMC will be made up entirely of ex-officio members who are employed as executives of AGE. Membership of the EMC is determined as follows.

- a. Membership:
 - i. the Chief Executive Officer of AGE as an ex-officio member
 - ii. the Registrar as an ex-officio member
 - iii. the Academic Director as an ex-officio member
 - iv. the Quality Assurance Manager as an ex-officio member

10.5. Term of Appointment:

- a. Ex-officio Members will serve on the EMC for the duration of their substantive roles which give rise to the appointment.

10.6. Duty of Members

All Members of the EMC (including the Chair and Secretary) must:

- a. exercise their powers and discharge their duties with care and diligence
- b. exercise their powers and discharge their duties in good faith and for a proper purpose
- c. not improperly use their position to gain an advantage for themselves or anybody else
- d. not improperly use information obtained by virtue of their positions
- e. act in the best interests of AGE with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them
- f. act in good faith, honestly and for a proper purpose
- g. abide by all AGE Policies, Procedures and Codes; and
- h. disclose and avoid conflicts of interest.

10.7. EMC Chair

The Chair of the EMC will be the CEO. The Chair of the EMC is responsible for:

- a. providing leadership and guidance to the EMC
- b. the effective functioning of the EMC
- c. managing the smooth conduct and length of EMC Meetings

- d. setting the agenda for EMC meetings in conjunction with the EMC Secretary
- e. monitoring and managing the attendance of EMC Members at Meetings
- f. providing reports and updates to the Board; and
- g. holding the deciding vote in the event of a tied vote.

10.8. EMC Secretary

The Secretary for the EMC will be the Compliance, Quality and Risk Manager. The EMC Secretary is responsible for:

- a. preparation of Meeting Agendas in conjunction with the EMC Chair
- b. compilation of papers and reports for EMC Meetings
- c. distribution of Agenda, Reports and Papers for EMC Meetings; and
- d. recording, preparation and distribution of Meeting Minutes.

10.9. Meetings

- a. **Quorum:** A quorum will be at least half members if the number of members is even, or a majority of the appointed members if the number of members is odd. In the case of a tied vote, the EMC Chair has the casting vote.
- b. **Normal Meetings:** The EMC will have at least 3 meetings per year. The meetings will occur in accordance with the Governance Calendar and there will be a meeting that feeds into each Academic Board Meeting.
- c. **Special Meetings:** Special meetings outside of the normal meetings schedule may be called when required. Special meetings may be called by the Chair or Secretary of the EMC.
- d. **Minutes:** The EMC Secretary will record, prepare and distribute minutes for each EMC meeting. Minutes of each Meeting will be available for review and comment by the EMC Chair after each meeting. Unconfirmed minutes will be distributed to members once approved by the Chair and will be ratified at the next meeting.

Ratified EMC minutes will be available to the Board of Directors

The EMC may invite a person to be present for the purpose of recording the minutes or the committee may make other arrangements for the minutes to be taken.

- e. **Meeting Attendance:** Meetings may be held in person or by electronic means. Where meetings are held electronically, the meeting may be recorded for minute taking purposes. Recordings of meetings will be securely stored and deleted once the minutes have been ratified.

It is expected that members will attend at least 75% of all normal and special meetings held each year. Where attendance falls below 75%, the Chair of the LTC will discuss attendance with the member and consider an appropriate course of action.

10.10. Review of Terms of Reference

The Board of Directors or EMC may review and amend these terms of reference at any time. Amendments must be approved by a complete Board of Directors resolution.