



ASIA PACIFIC INTERNATIONAL COLLEGE PTY LIMITED

A.C.N. 061 101 488

ACADEMIC BOARD CHARTER

VERSION 3.0

APPROVED BY GOVERNING BOARD

18 JULY 2017

VERSION CONTROL

Approved by	APIC Governing Board	Date Approved	18 July 2017
Date Effective	18 July 2017	Date of Next Review	18 July 2019
Version No:	3.0		
Responsible Officers	APIC Governing Board Chair		
Supporting Documents, Procedures & Forms	APIC Constitution APIC Governing Board Charter		
References & Legislation	<ol style="list-style-type: none"> 1. Tertiary Education Quality and Standards (TEQSA) Act 2011 (Cth); 2. Higher Education Standards Framework (Threshold Standards) 2015; 3. Education Services for Overseas Students Act 2000 (Cth); 4. Education Services for Overseas Students Regulations 2001; 5. National Code of Practice for Registration Authorities and Providers of Education and Training to Overseas Students 2007; and 6. Higher Education Support Act 2003 (Cth) 		

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1 DOCUMENT PURPOSE

Defines Asia Pacific International College's (APIC's) Academic Board roles, functions, and processes in the context of APIC's Constitution, including its Governance Framework.

The document's structure conforms to the best practice advice of the Australian Institute of Company Directors and is informed by the Tertiary Education Quality Standards Agency's [Guidance Note – Academic Governance \(Beta v 2.0 at 13 April 2016\)](#) and [Guidance Note – Corporate Governance \(Beta v 2.0 at 13 April 2016\)](#).

2 ALIGNMENT TO PROVIDER REGISTRATION STANDARDS

The [TEQSA Guidance Note – Academic Governance \(Beta v 2.0 at 13 April 2016\)](#) notes that, among others, *“The standing of a provider's academic governance practices is seen by many as key to maintaining and sustaining a provider's educational reputation. Prominent among the practices of the provider that are reflected in its reputation are the academic benchmarks ('academic standards') that are set and monitored by the provider through its academic governance processes.”*

Part A, Section 6.3 of the [Higher Education Standards Framework \(Threshold Standards\) 2015](#) provides the following with particular respect to academic governance:

1. Processes and structures are established and responsibilities are assigned that collectively:
 - a. achieve effective academic oversight of the quality of teaching, learning, research and research training
 - b. set and monitor institutional benchmarks for academic quality and outcomes
 - c. establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered, and
 - d. provide competent advice to the corporate governing body and management on academic matters, including advice on academic outcomes, policies and practices.
2. Academic oversight assures the quality of teaching, learning, research and research training effectively, including by:
 - a. developing, monitoring and reviewing academic policies and their effectiveness
 - b. confirming that delegations of academic authority are implemented
 - c. critically scrutinising, approving and, if authority to self-accredit is held, accrediting or advising on approving and accrediting, courses of study and their associated qualifications
 - d. maintaining oversight of academic and research integrity, including monitoring of potential risks
 - e. monitoring and initiating action to improve performance against institutional benchmarks for academic quality and outcomes
 - f. critically evaluating the quality and effectiveness of educational innovations or

proposals for innovations

g. evaluating the effectiveness of institutional monitoring, review and improvement of academic activities, and

h. monitoring and reporting to the corporate governing body on the quality of teaching, learning, research and research training.

3. Students have opportunities to participate in academic governance.

3 APIC'S GOVERNANCE FRAMEWORK: COMPONENTS AND LEADERSHIP

3.1 Components

APIC's Constitution is its primary governance document (the Constitution).

The Constitution defines three principal components in APIC's institution-wide decision-making framework (summarised in Figure 1 below):

1. *The Governing Board*, led by an independent, non-executive Governing Board Chair (normally with high-level higher education experience and appointed by the College), which sets overall strategic directions and the framework of policies and procedures necessary to achieve APIC's objectives. The Governing Board is ultimately responsible to shareholders and/or stakeholders for both corporate and academic outcomes. Its roles, functions and processes are defined both in the Constitution and in a separate Governing Board Charter.

In executing its responsibilities, the Governing Board has established a standing Academic Board, a standing Audit and Risk Committee, and a standing Governance Committee. Additionally, the Governing Board may establish *ad hoc* committees.

2. *The Academic Board*, led by an external Academic Board Chair (a retired or current senior level academic or academic executive, appointed by the Governing Board), which sets and oversees the policies and processes necessary to achieve intended academic outcomes (quality and integrity) consistent with the APIC's overall strategic directions. The Academic Board sets academic standards and monitors academic outcomes. Its ultimate responsibility and accountability is to the Governing Board. Its roles, functions and processes are defined both in the Constitution and in this Academic Board Charter.

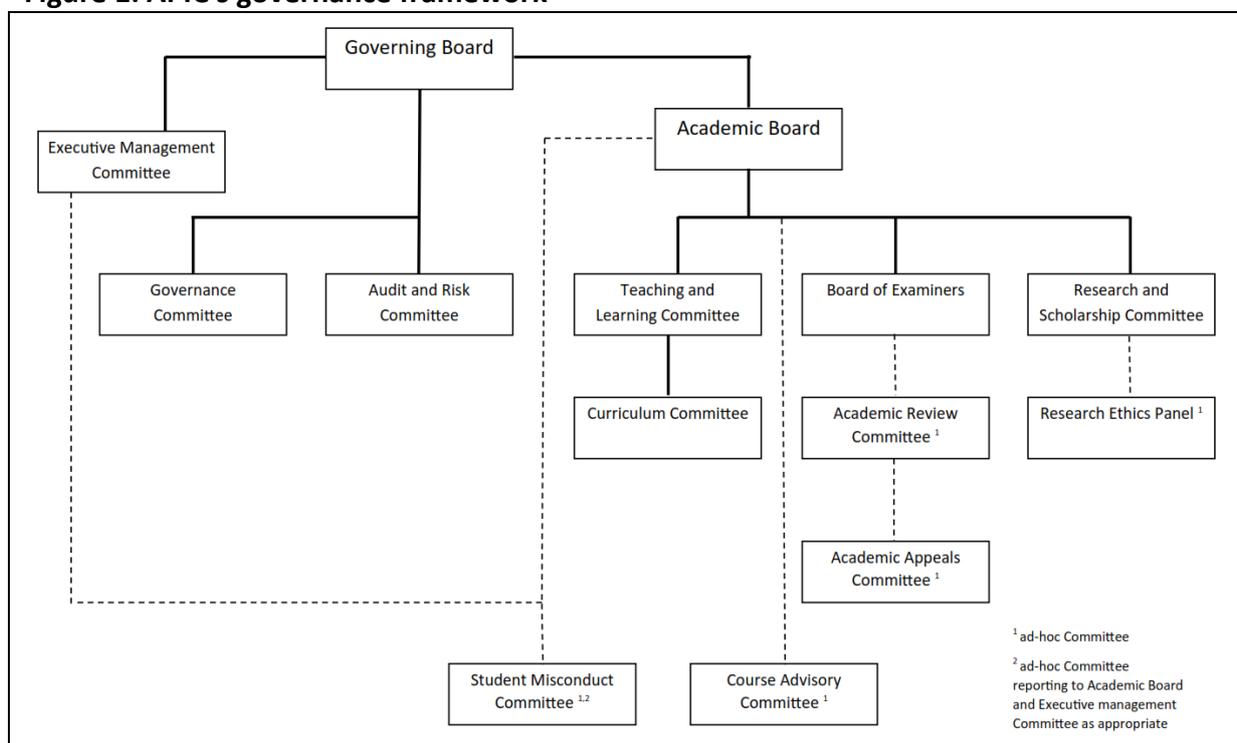
In executing its responsibilities, the Academic Board has established a standing Teaching and Learning Committee, a standing Research and Scholarship Committee, a standing Board of Examiners (supported by an Academic Review Committee and an Academic Appeals Committee, both convened as required), and a standing Course Advisory Committee as determined by the execution of the Academic Plan. The operations of the Teaching and Learning Committee and the Course Advisory Committee are supported by the Curriculum Committee.

3. *The Executive Management team*, led by the President and Principle Executive Officer, implements policies, programs and processes, including making decisions about staffing, budgets and infrastructure. Its ultimate responsibility and accountability is to the Governing Board for effective implementation of both corporate and academic objectives. The role of the President and Principal Executive Officer is outlined in the Governing Board Charter. The Executive Management team’s functions and processes are guided by the College’s values, vision, mission and executed following: the Business Plan; Strategic Plan; Academic Plan; Physical and Electronic Resources and Infrastructure Plan; Research Plan; Risk Management Plan; Student Support and Administration Plan; Workforce Plan; and functional plans.

These components have interdependent and overlapping functions to some degree but, as the Threshold Standards 2015 require, their principal roles and responsibilities need to be defined and as distinct as possible to ensure that governance is effective. At the same time, there is an equally clear need for effective communication, cooperation and collaboration between the three principal components of institutional governance: that is, there are shared responsibilities necessitating a balance between separation and cooperation.

This separation is achieved at APIC by formal delegations from the Governing Board which has overarching responsibility for all operations.

Figure 1: APIC's governance framework



3.2 Positive Leadership

In discharging their leadership duties, the Chair of the Governing Board, the Chair of the Academic Board and the President and Principle Executive Officer adheres to the principles of positive leadership, such that they normally exemplify, set or model the professional standards and behaviours expected of all colleagues in the Company.

Hence, the principal leaders of the components of the governance framework normally:

- seek to ensure that the activities of the College align to its values and are positive and meaningful, building a scholarly community that promotes the personal and professional development and the well-being of its students and staff, whilst appreciating that its activities have an extended impact in local, national and global communities;
- aspire to establish a positive organisational climate wherein alignment of the College's activities to its values is paramount, there is clarity of vision and mission, well-defined objectives, and compassion, forgiveness and gratitude are fostered and practiced;
- build on the strengths of the College and its communities, encourage the development of strong and positive relationships within the College and its communities, encourage strong and supportive networks of students, alumni, colleagues, shareholders and stakeholders; and
- employ positive communication, which is supportive and encourages constructively critical collegial feedback and reflective practice.

A program of professional development shall be put in place to support the development of these positive leadership principles.

3.3 Academic Leadership

The Academic Board, its standing committees and senior academic staff are responsible for providing strong academic leadership within a higher education provider, including the development and maintenance of all academic standards. Academic leadership should be directly involved in the development of all academic operations and this includes creating avenues for staff to have input into the development of a provider's academic framework and activities.

4 ACADEMIC BOARD ROLES

4.1 Academic Board Composition

The Academic Board shall include a balance of members appropriate to the size and structure of APIC, that allows for expert, collegial and well-informed consideration of academic matters. This shall include senior officers and academic leaders of APIC and elected staff and student members who can provide a range of relevant perspectives, voices and expertise. External members shall provide wider perspectives and expertise that will benefit the College and

ensure appropriate independence from the Governing Board and Executive Management. Guiding principles for the selection of external committee members are provided in the [Selection of Independent and External Committee Member Guidelines](#).

The Academic Board consists of the following persons:

- An external member and Chair of the Academic Board appointed by the Governing Board;
- An external member and Deputy Chair of the Academic Board appointed by the Governing Board;
- At least three (3) further external members appointed by the Academic Board;
- One member of continuing academic staff of the College, elected by the continuing academic staff of the College;
- Up to two (2) enrolled students of the College, elected by all enrolled students of the College – non-voting members;
- The Dean of the College – an *ex officio* member with voting rights;
- The Deputy Dean (Academic) – a non-voting *ex officio* member;
- The Deputy Dean (Research) – a non-voting *ex officio* member;
- The President of the College – a non-voting *ex officio* member;
- The College Registrar – a non-voting *ex officio* member; and
- A non-voting Secretary appointed by the Governing Board.

The Academic Board may invite other people to attend Committee meetings, as it considers necessary, and from time-to-time request presentations from internal and external advisers at its meetings.

All external members, including the Chair and Deputy Chair will be current or retired senior academics or academic managers.

As per the [Selection of Independent and External Committee Member Guidelines](#), persons appointed to Academic Board must have expertise and experience relevant to the functions exercisable by the Academic Board and the disciplinary profile of the College. They will further have an appreciation of the objectives, Vision and Mission and Values of the College.

The majority of members of Academic Board must be external persons.

In appointing Academic Board members, the Governing Board must have regard to and consider the gender balance of the Academic Board, with the goal of the Academic Board to achieve gender balance over time.

The term of office of members will be as follows:

- The Chair of the Academic Board will be appointed for an initial term of three years, and may be further appointed by the Governing Board, subject to satisfactory performance against agreed performance indicators, for a further two successive three year terms (a maximum of nine years);

- The Deputy Chair shall be appointed for an initial term of three years, and may be further appointed by the Governing Board, subject to satisfactory performance against agreed performance indicators, for a further two successive three year terms (a maximum of nine years);
- External members not holding the Chair or Deputy Chair shall be appointed or elected for an initial term of three years, and may be further appointed, subject to satisfactory performance against agreed performance indicators, for a further one three-year term (a maximum of six years); and
- Elected internal members shall be appointed or elected for an initial term of two years, and may be further elected, for a further one two-year term (a maximum of four years)
- *Ex officio* members will sit whilst holding their office.

4.2 Role of the Academic Board

APIC's Academic Board is the academic governing body within the College's institutional governance framework. It shall oversee and hold responsibility for all academic decision-making processes to assure the quality of each course of study leading to a higher education award, in accordance with Provider Registration Standard 1.3.

The key roles of the Academic Board include, but are not limited to: governance of academic standards and quality; contributing to the development of academic strategy relating to the teaching and learning plan, academic policy, and oversight of all academic operations; the promotion of scholarship and research, and the provision of a contribution to academic leadership at all levels; ensuring academic freedom and integrity; oversight of course development approval and review (including monitoring and use of student feedback in course renewal and improvement activities); and, management of academic quality systems.

4.3 Role of Academic Board Members

4.3.1 Role of External Members

The role of the Academic Board's external members is to assure independent oversight of Academic Board's activities.

External members shall fill the roles of Academic Board Chair and Academic Board Deputy Chair.

4.3.2 Role of Internal Member

The role of the internal members is to assure that Academic Board's activities are appropriately and effectively executed within the College. In this role they add value to the Academic Board through their:

- deep knowledge of the College, its strategy and direction;

- deep knowledge of the industry and the competitive pressures;
- clear understanding of the academic governance and regulatory requirements with which the College operates;
- disciplinary expertise in their disciplinary area; and
- greater access to College information than external members.

4.4 Role of the Academic Board Chair

Notwithstanding the aspiration for positive leadership noted earlier, the role of the Academic Board Chair within Academic Board and Academic Board Committee meetings is to:

- act as an important link between the Academic Board and the Governing Board without inhibiting direct access of fellow external members;
- establish and maintain an effective working relationship with the President and Dean of the College;
- set the tone for the Academic Board, including the establishment of a common purpose;
- chair Academic Board meetings efficiently and shaping the agenda in relation to academic goals, especially assurance of academic quality and standards;
- obtain appropriate information to present to the Academic Board;
- encourage contributions by all Academic Board members, and seeking consensus when making decisions;
- motivate Academic Board members and where appropriate deal with under-performance;
- assist with the selection of Academic Board Committee members.

Outside of Academic Board and Committee Meetings the role of the Academic Board Chair is to communicate with Governing Board Chair, Governing Board, President and Dean and on matters of academic governance.

4.5 Role of the Academic Board Secretary

The Academic Board Secretary plays an important role in supporting the effectiveness of the Academic Board by monitoring that Academic Board policy and procedures are followed, and coordinating the timely completion and dispatch of Academic Board agenda and briefing material, and Academic Board minutes.

All Academic Board members have access to the Academic Board Secretary.

The Academic Board is accountable to the Academic Board, through the Academic Board Chair, on all academic governance matters.

4.6 Role of the Dean

Reporting to the President, the Dean leads the academic operations of the College, implements the Academic and Research Plans approved by the Academic Board, and ensures that the College's academic structure and processes meet the strategic and cultural needs of the College.

Specifically, the Dean is responsible for:

- developing and recommending the Academic Plan and Research Plan for consideration by Academic Board;
- submitting reports to the Academic Board;
- implementing all approved plans, policies and programs;
- maintaining awareness of the business, economic and political environment as it affects the College's academic program;
- overseeing effective academic operations, administration and development of the College;
- protecting and enhancing the academic image and reputation of the College;
- ensuring compliance with academically-related legal and regulatory obligations.

The Dean shall ensure appropriate administrative support is provided to the Chair of Academic Board and Academic Board Secretary for the efficient and effective functioning of the Academic Board.

5 KEY ACADEMIC BOARD FUNCTIONS

The APIC Academic Board shall:

- set and oversee
 - strong academic quality assurance processes which support the teaching and learning agenda of the provider, including meeting external requirements such as professional accreditation, professional standards, TEQSA Threshold Standards and the Australian Qualifications Framework;
 - integrated academic policies and procedures that are regularly reviewed for currency and adequacy;
 - a teaching and learning plan, or similar, providing a road map for scholarship and pedagogical approaches across the provider; and
 - the quality of disciplinary research and scholarship undertaken at the College
- critically scrutinise and approve new courses and their qualifications and changes to existing courses and their qualifications, consistent with applicable registration and accreditation requirements;
- establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered;

- provide competent advice to the corporate governing body and management on academic matters, including advice on academic outcomes, policies and practices;
- ensure quality course design and effective approval processes that include a periodically scheduled review mechanism for courses already established to monitor, reviewed and where required update elements of the course;
- regularly monitor student performance and learning outcomes in relation to quality teaching and learning, ensuring variation of outcomes are appropriately reviewed and addressed and subsequently reported to the governing body;
- ensure delegations given by the Academic Board to its standing and ad-hoc committees, and senior academic leaders in the academic governance structure are used appropriately to enhance the quality and effectiveness of academic policies and procedures;
- actively support and oversee scholarly activities to support staff scholarship;
- develop and oversee a timely and relevant professional development strategy;
- oversee appropriate academic and student support services;
- regularly monitor and review the effectiveness of the Academic Board and its Standing Committees, for example, through annual reporting against work plan objectives and cyclical external reviews;
- ensure effective processes for induction and training of members of the Academic Board and its sub-committees;
- oversee and report academic risk to the Governing Board;
- ensure appropriate academic standards are set and upheld; and
- ensure that relevant information is provided to decision makers in a timely manner.

6 IMPROVING ACADEMIC BOARD PROCESSES

6.1 Academic Board Meetings

In order to function effectively and to improve its processes, the Academic Board will endeavour to:

- robustly debate agenda items, specifically challenging the Dean and President, in order to improve decision-making;
- work together as a team to minimize personal friction and tensions between Academic Board members during Academic Board and Committee meetings;
- work at an appropriate level of academic involvement, so ensuring the separation of academic governance and executive management; and
- address decisions comprehensively through seeking data and expert opinion, and by thoroughly exploring decision alternatives.

In order to meet these aspirations, the Academic Board will:

- be actively involved in selecting new Academic Board members, mediating, but not ignoring the influence of the Governing Board and its role under the Constitution in appointing the Chair of Academic Board and the Deputy Chair of Academic Board;

- whilst delegating elements of its duties to the its Committees, shall remain cognisant that it is ultimately responsible for the College's overall academic governance, and that its members should discharge their duties in accordance with their statutory obligations; and
- establish criteria for the decisions that it [the Academic Board] will address, except where these are otherwise specified.

The Academic Board Secretary and the Dean are accountable to the Academic Board to:

- follow best practice in the development of the Academic Board agenda, papers and minutes;
- ensure that Academic Board materials are meaningful and, wherever possible, concise; and;
- ensure that Academic Board and Academic Board Committee are issued to enable adequate time to prepare for meetings – normally one week prior to the scheduled meeting date

The Chair shall follow best practice in the conduct of Academic Board meetings, specifically by:

- clarifying expectations of behaviour;
- ensuring that meetings are not overscheduled and that time is left for directors to discuss issues and engage in robust debate;
- facilitating meetings to improve involvement in debate;
- soliciting expert opinion to enrich decision-making; and
- regularly posing probing 'big-picture' questions to the Dean and President

The Governing Board shall develop an induction process for new directors to be assimilated on the Academic Board.

The Academic Board shall ordinarily meet six times per year on a date and time according to a pre-established schedule or extraordinarily when necessary at the call of the Chair of Academic Board.

All members of Academic Board are expected to attend all meetings.

Members of the Academic Board may participate in ordinary or extraordinary meetings via video conferencing or by telephone.

Extraordinary meetings may be convened electronically via circular resolution through email, as per Rule 18.9 of the Constitution with recommendations requiring a quorate response.

6.1.1 Quorum

The quorum of members of the Academic Board necessary for the transaction of business shall be half of the number of voting members, plus one, provided that external members are in the majority.

6.1.2 Chair

All meetings shall be chaired by the Academic Board Chair and in their absence by the Academic Board Deputy Chair. By exception, where neither the Chair nor Deputy Chair is present an independent, external member shall be elected Acting Chair by those members present.

6.2 Academic Board Meeting Agenda

The Academic Board meeting agenda will conform to best practice as specified by the Governance Institute of Australia, guided by the advice of Academic Board Secretary in consultation with the Company Secretary, the Academic Board Chair and the Academic Board.

6.3 Academic Board Papers

The agenda and papers for the Academic Board and its standing committees should be prepared and circulated to members no less than one week prior to the meeting.

In preparing Academic Board papers, the Secretary, supported by the Dean shall ensure that Board papers:

- are written in plain English, with minimal use of acronyms and industry jargon (a glossary of acronyms will be provided if required);
- share a consistent format and layout including a summary, background and more detailed content in an accessible font and font size;
- clarify upfront whether the matter is for information, for discussion or for decision and where a decision is being sought, contain a clear recommendation, and the exact wording of the proposed resolution members are being asked to consider. In particular, when members are being asked to pass a resolution, the Board paper should clearly articulate the pros and cons and material risks of each alternative open to the Academic Board;
- clearly articulate how any matter on which a decision is being sought is aligned with the Strategic Plan and the Academic Plan;
- contain sufficient information to provide for an informed decision by members;
- do not include so much information that the critical elements are obscure;
- include clear references to any supplementary information (a link to electronic board papers will be provided if required); and
- are dated and include the author's name and title, and the name and title of the authorising executive manager.

Academic Board papers be reviewed and approved by the Dean or their delegate before being circulated to the Board, except where Dean has a conflict of interest in a paper, when it should be reviewed by the Chair of the Academic Board.

The amount of supplementary material shall be carefully considered and shall be appropriate to the Academic Board and the College.

Academic Board papers shall normally be issued approximately one week before the Academic Board meeting.

Academic Board papers shall normally be issued electronically, with hard copies issued on request. The Secretary shall keep a secure hard copy of all papers.

Documents may, by exception, be tabled. However, this is discouraged and shall be kept to an absolute minimum. Should a majority of members require the opportunity to read and consider tabled documents, at the discretion of the Academic Board Chair, the meeting shall be adjourned to allow them to do so.

The practices and principles previously outlined shall apply to papers prepared for the Academic Board standing and *ad hoc* committees.

6.4 Minutes

The Academic Board shall record proceedings of each meeting.

The Chair will normally circulate draft minutes to the Academic Board members within five working days of the meeting they record.

Draft minutes will be subject to confirmation at the next meeting of the Academic Board.

The Chair shall sign the minutes at the subsequent meeting following the recommendation to confirm the draft minutes as a true and accurate record of the previous meeting.

A list of the Actions from the previous meeting will be circulated to members of the Board and specific actions items will be sent to relevant to academic staff and managerial staff for action or information.

6.5 Academic Governance Calendar

An Academic Governance calendar specifying dates of Academic Board and Academic Board standing committee meetings for a given year shall be issued at the last meeting of the previous year.

The Academic Governance calendar shall take account of Governing Board calendar and of dates associated with the Governing Board's statutory and regulatory obligations.

6.6 Academic Board Standing Committees

The purpose of establishing standing committees is to enable the Academic Board to discharge its responsibilities on a continuing basis and interact closely with the Governing Board and Executive Team in the achievement of the College goals and objectives.

The Academic Board has established a standing Teaching and Learning Committee, a standing Research and Scholarship Committee, a standing Board of Examiners (supported by an Academic Review Committee and an Academic Appeals Committee, both convened as required), and a standing Course Advisory Committee as determined by the execution of the Academic Plan. The operations of the Teaching and Learning Committee and the Course Advisory Committee are supported by the Curriculum Committee.

The Academic Board will receive quarterly reports from its Committees and a detailed annual report.

Committees shall follow the guidance given in the Constitution and in this Charter in conducting their processes.

7 ACADEMIC BOARD EFFECTIVENESS

7.1 Academic Board Member Protection

The indemnification of Academic Board members is covered under Rule 34 of the Constitution.

Academic Board members are further protected under the provisions of Education Centre of Australia's Directors and Officers insurance policy.

7.2 Academic Board Evaluation

The Governing Board will continuously review the effectiveness of the Academic Board through the Governing Board's Governance Committee.

7.3 Academic Board Member Remuneration

The external members of the Academic Board shall be paid the remuneration that the Company in general meeting determines by resolution. The Company may also pay the member's travelling and other expenses that they properly incur in any of:

- attending Academic Board and Academic Board Committee meetings; and
- in connection with the Company's business.

7.4 Member Selection

The Academic Board Chair shall be appointed by the Governing Board.

The Deputy Academic Board Chair shall be appointed by the Governing Board.

Other external members shall be appointed by the Academic Board.

Appointments will normally be made through a conventional recruitment process in which an open advertisement is placed, based on the role descriptions given in Section 4 of this Charter, followed by shortlisting and interviews with Governing and Academic Board members. In the case of the Chair and Deputy Chair candidates shall be interviewed by the executive directors.

The Governing Board reserves the right to appoint the Academic Board Chair and Deputy Academic Board Chair by invitation.

The staff representative and student member shall be directly elected.

7.5 Member Induction

The Governing Board's Governance Committee shall commission the design and development of an Academic Board member induction program.

END OF DOCUMENT