

## ASIA PACIFIC INTERNATIONAL COLLEGE PTY LIMITED

A.C.N. 061 101 488

# GOVERNANCE CHARTER

Category	Corporate		
Document Owner	General Manager, Higher Education Quality		
Responsible	Board of Directors		
Review Date	August 2023		
References and Legislation	Tertiary Education Quality and Standards (TEQSA) Act 2011 (Cth) Higher Education Standards Framework (Threshold Standards) 2021 Education Services for Overseas Students Act 2000 (Cth) The National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code 2018) Higher Education Support Act 2003 (Cth).		
Related Documents	APIC Constitution		
<b>Version</b>	<b>Change description</b>	<b>Approved</b>	<b>Approved Date</b>
1.0	Consolidate Governing Board Charter with the Academic Governance Charter	Board of Directors	10 December 2020
1.1	Minor changes to recognise changes to regulation and inconsistencies with Constitution	Board of Directors	8 October 2021

<b>Item</b>	<b>Definition</b>
<i>Company</i>	Asia Pacific International College Pty Ltd (APIC).
<i>Director</i>	A Director is a person appointed to the Board of Directors of APIC.
<i>Independent</i>	A member is independent if they are neither an employee, shareholder, officer, or owner of APIC or its parent company ECA as described in section 3.3 of this document.
<i>Fit &amp; Proper Person Requirements Declaration</i>	A form that must be completed by all Directors and key personnel of a higher education provider as required by the higher education regulator.
<i>Ex officio</i>	A person holds board and/or committee membership due to holding a specific position within APIC.
<i>Higher Education Standards Framework (HESF)</i>	The Higher Education Standards Framework (HESF) is the foundation for regulating higher education providers and courses by the Tertiary Education Quality and Standards Agency (TEQSA ).

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## 1. DOCUMENT PURPOSE

Asia Pacific International College's (APIC's) Governance Charter, approved by APIC's Board of Directors, ensures that APIC is appropriately governed in accordance with the regulations governing higher education providers. The Governance Charter articulates APIC's Governance Framework, identifies each board and committee's roles and responsibilities, and describes the protocols to be followed to perform their duties effectively. The Charter is to be read in conjunction with APIC's Constitution, and where there are any inconsistencies, the Constitution will prevail.

## 2. APIC'S GOVERNANCE FRAMEWORK

APIC's Constitution defines APIC's institution-wide governance framework, which identifies the relationship between APIC's management, its board of directors, shareholder(s), and students. The governance framework provides the structure within which APIC's strategic direction and objective of being an innovative, well-regarded, quality higher education provider is set, together with the means of attaining these objectives and processes to monitor performance are determined.

The boards and committees that form APIC's Governance Framework each have specific roles and responsibilities and provide the mechanisms within which APIC operates and holds personnel accountable. Oversight of the Higher Education Standards Framework (Threshold Standards) 2021<sup>1</sup> is shared amongst the boards and committees (identified below in Figure 1) and, together with the policy and processes implemented, assure APIC continues to meet its regulatory obligations.

*Figure 1: Decision Making Framework of APIC's Governance boards/committees aligned with the Threshold Standards*

Higher Education Threshold Standards Framework	Responsible Board/Committee	Supported by
<b>1. Student Participation and Attainment</b>		
1.1 Admissions	Academic Board	Learning and Teaching Committee
1.2 Credit and Recognition of Prior Learning	Academic Board	Learning and Teaching Committee
1.3 Orientation and Progression	Academic Board	Learning and Teaching Committee
1.4 Learning Outcome and Assessment	Academic Board	Learning and Teaching Committee
1.5 Qualifications and Certification	Board of Directors	Academic Board
<b>2. Learning Environment</b>		
2.1 Facilities and Infrastructure	Board of Directors	Academic Board Learning and Teaching Committee
2.2 Diversity and Equity	Board of Directors	Academic Board
2.3 Wellbeing and Safety	Academic Board	Learning and Teaching Committee
2.4 Student Grievances and Complaints	Board of Directors	Audit and Risk Committee Academic Board
<b>3. Teaching</b>		
3.1 Course Design	Academic Board	Course Advisory and Review Committee
3.2 Staffing	Audit and Risk Committee Academic Board	Learning and Teaching Committee
3.3 Learning Resources & Educational Support	Academic Board	Learning and Teaching Committee
<b>4. Research and Research Training</b>	Academic Board	Research & Scholarship Committee
<b>5. Institutional Quality Assurance</b>		
5.1 Course Approval and Accreditation	Board of Directors	Academic Board
5.2 Academic and Research Integrity	Academic Board	Learning and Teaching Committee
5.3 Monitoring, Review, and Improvement	Academic Board	Learning and Teaching Committee Course Advisory and Review Committee
5.4 Delivery with Other Parties	Board of Directors	Academic Board
<b>6. Governance and Accountability</b>		
6.1 Corporate Governance	Board of Directors	Audit and Risk Committee

<sup>1</sup> <https://www.legislation.gov.au/Details/F2021L00488>

6.2 Corporate Monitoring and Accountability	Board of Directors	Audit and Risk Committee
6.3 Academic Governance	Board of Directors	Academic Board
<b>7. Representation, Information &amp; Information Management</b>		
7.1 Representation	Board of Directors	PEO
7.2 Information for Prospective Students and Current Students	Board of Directors	PEO
7.3 Information Management	Board of Directors	Audit and Risk Committee

2.1. The Board of Directors (the *Board*), led by an Independent Chair appointed by the Shareholder(s), and acting in accordance with APIC's Constitution, shall:

- 2.1.1 exercise competent governance oversight of and be ultimately responsible and accountable for all APIC's operations in or from Australia, including accountability for the conferral of higher education qualifications and compliance with all required regulatory legislation and requirements appropriate for an Institute of Higher Education;
- 2.1.2 set the overall strategic directions and the framework of policies and procedures, and is ultimately responsible for both corporate and academic outcomes;
- 2.1.3 appoint two standing committees, the Audit and Risk Committee and the Academic Board;
- 2.1.4 appoint at least one Independent Member to the Audit and Risk Committee who holds professional accounting or financial qualifications;
- 2.1.5 appoint and review the performance of APIC's principal executive officer, who is responsible and accountable to the Board for the effective management of APIC.

2.2 The Academic Board (AB), under delegated authority from the Board of Directors, is the principal academic governing body of APIC. Led by an Independent Chair, the AB is ultimately responsible and accountable to the Board for setting academic institutional standards and monitoring the delivery, quality, and academic outcomes of all courses. The AB approves and monitors the effectiveness of implemented policies and processes necessary to ensure that APIC's courses, processes, and academic outcomes meet all legislative and regulatory requirements and are aligned with APIC's strategic and business objectives.

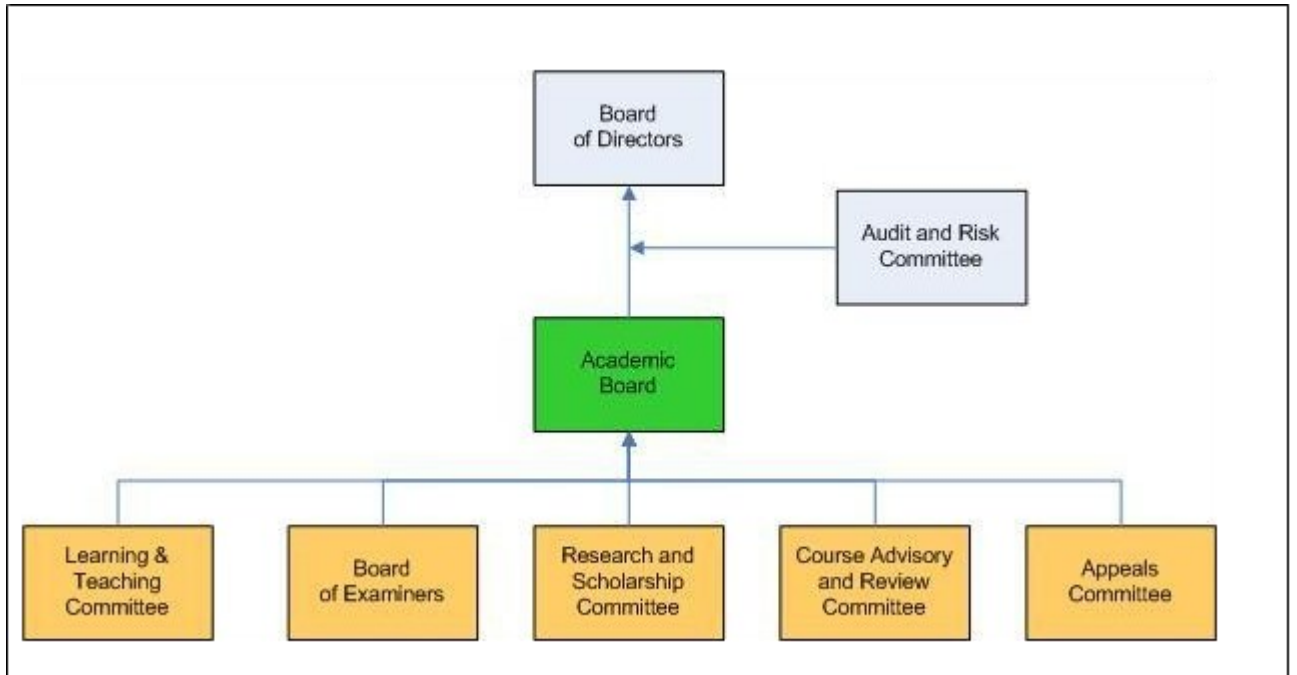
To support the execution of its responsibilities, the Academic Board has established the following standing committees:

- Learning and Teaching Committee;
- Course Advisory and Review Committee;
- Research and Scholarship Committee;
- Board of Examiners; and
- Appeals Committee, convened as required to hear appeals.

2.3 APIC's governance framework has, to some extent, interdependent and overlapping functions. Each board/committee has distinct roles and responsibilities to ensure that governance is effective and implemented throughout APIC.

The separation of responsibilities and roles is achieved by formal delegations to the boards and committees, as shown in Figure 2: APIC's Governance Framework below. The delegated roles and responsibilities for each of the boards/committees are contained within the terms of reference presented in this Charter.

Figure 2: APIC's Governance Framework



### 3. BOARD AND COMMITTEE MEMBERSHIP PROTOCOLS

#### 3.1 Background

APIC is committed to implementing processes and practices that will assure that the Independent membership of the governance boards/committees complements the internal ex officio appointments, thereby having sufficient collective competence, knowledge, skills, and independence to conduct its business effectively.

For both the Board of Directors (the *Board*) and the Academic Board, a Board Competency Skills matrix has been developed to identify these two boards' members' specific skills and expertise, ensuring that the collective membership provides APIC with an appropriate depth of higher education capability.

#### 3.2 Board/Committee Composition

Each board/committee's composition is described in the relevant board/committee terms of reference presented within this Charter.

#### 3.3 Criteria and Characteristics of Independent Members

An Independent member is defined as a person who is neither an employee, shareholder, officer, or owner of APIC or any of its associated entities ("ECA"). To qualify as an Independent member, the following additional criteria will apply:

- Has not had an employment, business, or other material contractual relationship with APIC or ECA within the last three years;
- Does not have a direct or indirect material financial interest in APIC or ECA;
- Is not involved in the day-to-day management functions of APIC or ECA;
- is sufficiently impartial and disconnected from APIC's operations, and in a position to act in APIC's best interests;
- does not have a material personal interest in the outcome of a board/committee meeting;
- is free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence their capacity to exercise independent judgement; and
- has not been an Independent committee/board member of APIC or ECA for a period longer than ten years so that their independence may be compromised<sup>2</sup>.

Independent appointments to boards/committees should complement internal appointments to ensure that the boards/committees effectively conduct their business according to the respective terms of reference detailed within this Charter.

#### 3.4 Nomination and Appointment of Board/Committee Members

##### 3.4.1 Selection and Appointment of Independent Board/Committee members to the Board of Directors and its Standing Committees

- The shareholder appoints all Directors with advice from the Chair of the Board of Directors.
- The shareholder appoints one of the Independent Directors as the Chair of the Board of Directors.
- The Board of Directors appoints members of its standing committees and Chair of each committee (other than the Chair of the Academic Board).

Newly appointed board/committee members will be provided with an appointment letter together with the scheduling of an induction meeting with the board/committee chair to review all relevant documentation appropriate to the board/committee position.

##### 3.4.2 Selection and Appointment of Independent Board/Committee members to the Academic Board and its Standing Committees

- The Shareholder appoints the Chair of the Academic Board in consultation with the Board of Directors.
- The Board of Directors appoints all other Academic Board members.
- The Academic Board appoints members of its standing committees.

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<sup>2</sup> <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>  
Asia Pacific International College Pty Ltd. Trading as Asia Pacific International College  
PRV12007; CRICOS 03048D

Newly appointed board/committee members will be provided with an appointment letter together with the scheduling of an induction meeting with the board/committee chair to review all relevant documentation appropriate to the board/committee position.

### 3.4.3 Appointment of ex officio Board/Committee members

Ex officio appointments hold the board/committee membership as long as they remain in the designated position. Once they cease to hold the specific position, their membership on the board/committee automatically ceases.

## 3.5 Terms of Appointment

Role	Term of Appointment
Chair	Initial appointment – 3 years + may be appointed for 2 additional 3-year terms Maximum tenure 9 years
Independent Members	Initial appointment – 3 years + may be appointed for 2 additional 3-year terms Maximum tenure 9 years
Ex Officio	For the term that they hold the ex officio position

## 3.6 Resignation of Board/Committee Members

- Independent Board/committee members may resign by providing notice in writing to the relevant board/committee chair.
- All members during their term of appointment must identify any changes to their capacity to fulfill their roles during the term of their appointment, which may preclude their continuation as board/committee members and take appropriate action such as suspending their membership or resigning. Such conditions include, but are not limited to, on-going conflicts of interest; changes to their status as a fit and proper person; serious health conditions; and personal commitments.

## 3.7 Fit and Proper Persons Declaration

All Directors and any Independent committee members are required to sign a *Fit & Proper Persons Requirements Declaration*. APIC secretariat will maintain records of these declarations.

## 3.8 Declaration of Independence

All Independent board/committee members are required to sign a *Declaration of Independence*. The secretariat will maintain records of these declarations.

## 4. BOARD AND COMMITTEE MEMBERS' ROLES

### 4.1 Directors Duties

Directors must always:

- act in the best interests of the Company as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them;
- act in good faith, honestly, and for a proper purpose;
- exercise appropriate care and diligence;
- not improperly use their position to gain an advantage for themselves or anybody else; and
- disclose and avoid conflicts of interest.

### 4.2 Role of the Chair of the Board of Directors

The Chair of the Board of Directors will:

- Be appointed by the Shareholder.
- Facilitate the effective functioning of the Board.
- Ensure that the Board as a whole maintains an adequate understanding of APIC's financial position, strategic performance, operations, and their associated risks.
- Encourage contributions by all Board members and seek consensus when making decisions.
- Act as an essential link between the Board of Directors and APIC's principal executive officer.
- Lead the appointments and induction processes for the principal executive officer and Chair of the Academic Board upon their appointment.
- Lead the evaluation of the principal executive officer's performance.
- Oversee the process for appraising Board members and the Board as a whole.
- Lead the succession planning of the principal executive officer.
- Assist with the selection of the Board of Directors' members.

The Chair of the Board of Directors does not sit on the Audit and Risk Committee.

### 4.3 Role of the Independent Directors

Independent directors bring additional expertise, knowledge, and skills to the Board of Directors membership through their:

- Expertise and experience of their current and previous leadership roles within the business and education sector;
- Technical expertise in their functional area, e.g., finance, accounting, law; and
- Knowledge of how a higher education provider operates.

### 4.4 Role of the Shareholder Representative

The shareholder of the Company nominates one of the appointed Directors to be their representative. This Director will not be considered an Independent Director and may be an Executive from within the ECA Group. The Shareholder Representative will act as a conduit between the owners and the Board of Directors to ensure that the shareholder's interests are represented as part of the corporate governance process.

The overarching duties of the Shareholder Representative to the Company are the same for all the Directors (refer to section 4.1).

### 4.5 Role of the Principal Executive Officer

The principal executive officer leads the Executive Management team and manages the day to day operations of APIC, its people, and resources. Appointed by the *Board*, the principal executive officer implements the strategic and business plans approved by the *Board* and ensures that APIC's structure, practices, and processes are aligned with the articulated strategic direction, resource allocation, and business plans.

### 4.6 Role of Independent Committee Members



The role of an Independent committee member is to enhance and complement the existing expertise, knowledge, skills, and expertise of the relevant committee.

#### **4.7 Director Protection**

The indemnification of Directors is covered under Rule 32 of the APIC Constitution.

APIC's Directors are protected under the provisions of the Education Centre of Australia's Directors and Officers Insurance Policy; a copy of which will be provided during induction.

#### **4.8 Director Remuneration**

The Directors of the Company are paid the remuneration as determined by the shareholder. Director's travel and other expenses may also be paid when approved by the company secretary or designate. These additional expenses may be incurred when:

- attending Directors' meetings or any meetings of committees as required;
- attending any general meetings of the Company.

## 5. BOARD AND COMMITTEE MEETING PROTOCOLS

### 5.1 Chair

All meetings shall be chaired by the appointed Chair and in their absence by a member chosen by the board or committee.

### 5.2 Quorum

All members of the board or committee have voting rights. A quorum will be:

- 50% of the members plus one.
- In the event of a tied vote, the Chair will have the casting vote.

### 5.3 Absence from meetings

Meetings will be scheduled as per the APIC Governance Calendar and may be held face to face and/or via electronic technology.

It is expected that members will attend all board/committee meetings, and if unable to do so, will contact the APIC secretariat before the scheduled meeting. Board/committee members who do not attend three consecutive meetings shall be considered to have resigned, and their positions will be replaced.

### 5.4 Board/Committee Agenda and Papers

- Board/Committee agenda and papers are to be circulated at least one week before the scheduled meeting.
- Documentation will be provided electronically.
- All resolutions are to be recorded accurately and maintained in the minutes and the resolutions register.
- Late papers may be tabled by exception, but this practice will be discouraged where possible.
- An electronic copy of all meeting agendas, papers, resolutions, and action items will be maintained and available for members.

### 5.5 Secretariat

The Higher Education Quality team will provide secretariat support for governance boards and committees.

#### 5.5.1 Minutes

- The secretariat will minute all meetings and record all decisions accurately.
- The Chair will sign the minutes within a reasonable time after the meeting at which they were approved.
- All records of meetings will be maintained in a secure location.

### 5.6 APIC Governance Calendar

An annual APIC Governance Calendar will be presented to the *Board* for their approval at the calendar year's last scheduled meeting. Once approved, the relevant dates will be circulated to all APIC board/committee members and the relevant board/committee meetings scheduled.

### 5.7 Independent Advice

The Board of Directors may seek and commission independent expertise, advice, and/or assistance upon request to the Chair when a board/committee needs assistance to carry out its terms of reference.

### 5.8 Scheduling of Extraordinary Meetings

Extraordinary meetings of the boards/committees may be convened by the Chair or any three directors of the Board of Directors as required.

## 6. BOARD of DIRECTORS TERMS OF REFERENCE

### 6.1 Role

The Board of Directors (the *Board*) is the governing authority of APIC, with powers and authorities identified in APIC's Constitution. The *Board* determines and monitors the framework of roles, relationships, systems, and processes implemented within APIC to achieve its objectives and meet all legislative and statutory obligations relevant to the lawful functioning of a Higher Education Provider.

### 6.2 Responsibilities:

The *Board's* responsibilities are to:

#### **Business Performance:**

- Be accountable for the direction setting and oversight of all operations
- Approve the values, vision, mission, and strategic direction of APIC articulated in the Strategic Plan.
- Ensure the role and responsibilities are carried out in accordance with the Constitution.
- Approve, provide oversight, and regularly review the strategic plan's effectiveness, the annual budget, the business plan, and the workforce plan.
- Approve significant new commercial activities.
- Regularly monitor progress against performance targets and provide advice and actions to be taken to correct underperformance.
- Regularly review and monitor financial performance to ensure APIC remains financially viable.

#### **Risk Management:**

- Oversee the assessment and management of risk across APIC.
- Monitor the effectiveness of the management and mitigation strategies implemented to address the identified risks to operations.
- Oversee, review, and monitor the management of APIC with specific relevance to APIC's viability, sustainability, and educational offerings.
- Ensure tuition safeguards are in place and appropriate to the student cohort.
- Monitor the occurrence and nature of formal complaints, academic misconduct breaches, and critical incidents and the action taken to address the underlying causes of such incidents.
- Assure that APIC continues to meet the Higher Education Standards Framework and the effectiveness of any corrective actions implemented.

#### **Delegations:**

- Establish and maintain an:
  - Academic Board
  - Audit and Risk Committee
- Appoint all members of the Academic Board (other than the Chair).
- Delegate authority and responsibility for all academic governance and oversight to the Academic Board.
- Monitor and review regularly the implementation of all delegations.

#### **Quality Assurance:**

- Assure APIC's quality assurance framework is fit for purpose.
- Create a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
- Approve course development proposals and the final submission of course accreditation /reaccreditation applications to TEQSA.
- Receive regular reports from the Academic Board.
- Review the safety and well-being of all students and staff and associated policies.
- Regularly review APIC's diversity and equity approach to supporting students and staff from diverse backgrounds (including participation by Aboriginal and Torres Strait Islanders and being sensitive to their knowledge and cultures).
- Initiate periodic reviews (at least once during a registration period) of the *Board* and its standing committee's performance and effectiveness.

- Confer all awards.
- Monitor agreements and the associated services provided.

**The Principal Executive Officer:**

- Appoint and review the performance of the principal executive officer of APIC.

### 6.3 Membership Profile

Members	Term of Office
1. Chair (Independent)	Initial term of 3 years (maximum 9 years)
2. Independent Director (up to 3)	Initial term of 3 years (maximum 9 years)
3. Shareholder's representative	As determined by the Shareholder
3. Chair, Academic Board (Independent)	Ex officio while Chair of AB

The Chair of the Board of Directors may, from time to time, invite other people to attend meetings as and when required.

### 6.4 Secretariat

The Higher Education Quality team provides secretariat support for all Board of Directors' meetings.

### 6.5 Frequency of Meetings

The Board of Directors meets at least four (4) times per year according to the APIC Governance Calendar and may be convened with reasonable notice for additional meetings.

### 6.6 Standing Committees

- The Academic Board
- The Audit and Risk Committee

### 6.7 Conduct of Business

The conduct of the business of the Board of Directors is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 7. THE AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

### 7.1 Role

The Board of Directors delegates to the Audit and Risk Committee the authority to review, monitor, and investigate four key areas: financial reporting and performance, internal control structure, risk management systems, and internal and external audit functions. The Committee will also examine any other matters referred to it by the Board.

### 7.2 Responsibilities

The Audit and Risk Committee will undertake the following responsibilities:

- a) Review draft budgets, operating and other financial reports, and advise the Board of Directors accordingly.
- b) Review APIC's Business Plan. In particular, make determinations on the financial viability of new and re-developed course proposals, campus locations, and other major initiatives and advise the Board of Directors accordingly.
- c) Monitor APIC's operational performance against strategic and functional plans, budgets, and regulatory frameworks to assure the quality provision of educational services.
- d) Monitor and review APIC's operational and financial delegation policy and register.
- e) Regularly monitor the management of risk across APIC and the effectiveness of communications and control systems. Assist the Board of Directors to establish the Risk Framework, including risk appetite with respect to finance, regulation, student well-being, and reputation.
- f) Review and monitor that appropriate tuition safeguards are in place for students.
- g) Review and, where appropriate, report to the Board of Directors the occurrence and nature of formal complaints (including whistle blowing and SASH), academic misconduct, code of conduct breaches, matters of fraud, strategic risk events, and other critical incidents; and monitor action taken to address the underlying causes of such incidents.
- h) Oversee the completeness, effectiveness, and execution of APIC's quality assurance framework against all appropriate legal and regulatory requirements, corporate policies, and delegated authorities.
- i) Review and monitor the internal audit function to assess whether it addresses the business and regulatory risks of the Company. Review reports of results of internal audit activities and implementation of agreed actions and provide advice to the Board of Directors.
- j) Review reports from external auditors and discuss with external auditors matters relating to the conduct of the audit and its findings. Provide advice on the appointment and performance of ECA appointed auditors and the scope of the audit. Monitor actions taken by management in respect of the Annual Audit Report and this Committee's recommendations.
- k) Consider the impact of the entity's culture on risk management, internal control, and compliance and ethical matters that may have a material impact on the performance and reputation of the company.
- l) Assist the Board of Directors to ensure appropriate corporate governance and reporting is in place, particularly regarding higher education regulations.
- m) Undertake special investigations initiated by the Audit and Risk Committee or upon request from the Board of Directors.
- n) Confirm annually that all responsibilities outlined in these terms of reference have been carried out.

### 7.3 Reporting Requirements

The Audit and Risk Committee reports to the Board of Directors.

### 7.4 Membership Profile

Members	Term of Office
1. Chair (Independent Director)	As Director of the Board
2. Independent Member x 2	Initial term of 3 years

The Chair of the Board of Directors is not a member of the Audit and Risk Committee.

The Chair of the Audit and Risk Committee may, from time to time, invite other people to attend meetings as and when required.

#### **7.5 Secretariat**

The Higher Education Quality team provides secretariat support for all Audit and Risk Committee meetings.

#### **7.6 Frequency of Meetings**

The Audit and Risk Committee meets at least four (4) times per year, according to the APIC Governance Calendar, and may be convened with reasonable notice for additional meetings.

#### **7.7 Conduct of Business**

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 8. THE ACADEMIC BOARD TERMS OF REFERENCE

### 8.1 Role

The Academic Board has delegated authority from the Board of Directors to oversee the academic governance of APIC and assure the quality of each course of study, leading to a higher education award.

### 8.2 Responsibilities

The Academic Board undertakes the following responsibilities to:

- a) Foster a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
- b) Foster a culture of scholarship and monitor scholarly activity.
- c) Approve academic policies and monitor their effectiveness.
- d) Lead and provide oversight of academic governance through the framework of academic policies, systems, and processes.
- e) Regularly review and monitor admission requirements, together with associated policies and processes.
- f) Review outcomes regarding credit and recognition of prior learning assessments.
- g) Set and monitor institutional benchmarks for academic quality and student outcomes.
- h) Periodically monitor that appropriate facilities and infrastructure are provided to support all courses delivered.
- i) Monitor and assure effective academic oversight of the quality of learning and teaching.
- j) Monitor and review the effectiveness of the diversity and equity approach adopted and implemented.
- k) Monitor and review the academic workforce plan's effectiveness to ensure the appropriate staff and academic leadership are in place.
- l) Monitor the effectiveness of the learning resources and educational support provided.
- m) Maintain oversight of academic and research integrity.
- n) Critically monitor, review, and academically approve all course development projects.
- o) Review regularly course review reports to assure all courses and their associated student outcome data meets institutional benchmarks.
- p) Ensure delegated academic responsibilities are undertaken appropriately by the Academic Board's standing committees and senior academic staff.
- q) Regularly review and monitor student feedback and grievances.
- r) Evaluating proposals for educational innovations and their effectiveness.
- s) Provide advice and reports to the Board of Directors on academic matters.

### 8.3 Reporting Requirements

The Academic Board reports to the Board of Directors.

### 8.4 Membership Profile

Members	Term of Office
1. Chair (Independent)	Initial term of 3 years
2. Independent Members (up to 4)	Initial term of 3 years
3. Dean and Director of Learning and Teaching	Ex officio
4. Associate Dean (Programs and Quality)	Ex officio
5. Associate Dean (Scholarship and Research)	Ex officio
6. Director of Quality Enhancement & Support	Ex officio
7. Student	Invitee

The Chair of the Academic Board may, from time to time, invite other people to attend meetings as and when required. The Principal Executive Officer will have a standing invitation to attend meetings.

### **8.5 Secretariat**

The Higher Education Quality team provides secretariat support for all Academic Board meetings.

### **8.6 Frequency of Meetings**

The Academic Board meets at least four (4) times per year according to the APIC Governance Calendar and may be convened with reasonable notice for additional meetings.

### **8.7 Standing Committees**

- Board of Examiners
- Learning and Teaching Committee
- Research and Scholarship Committee
- Course Advisory and Review Committee
- Academic Appeals Committee

### **8.8 Conduct of Business**

The conduct of the business of the Academic Board is set out in the Board and Committee Meeting Protocols (Section 5 above).



## 9. THE BOARD OF EXAMINERS (BOE) TERMS OF REFERENCE

### 9.1 Role

The Board of Examiners reviews all academic results, approves the release of the final marks/grades, and approves those students eligible for conferral of awards.

### 9.2 Responsibilities

The Board of Examiners has delegated authority from the Academic Board to undertake the following responsibilities:

- a) Convene to approve the release of final unit marks and grades.
- b) Oversee the moderation of final marks and grades in accordance with APIC's policies and procedures.
- c) Review reports from unit coordinators for units identified for further monitoring.
- d) Analyse and monitor grade distribution for courses, units, and campuses each term to ensure comparability with other higher education institutions.
- e) Determine student eligibility to graduate and recommend the award conferral list to the Academic Board.
- f) Recommend the Dean's Merit Awards and awards for academic excellence to the Academic Board.
- g) Approve the list of students identified for academic caution and at risk under the Course Progression Policy.
- h) Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.
- i) Monitor assessment policies and procedures to ensure alignment with current learning and teaching approaches.

### 9.3 Reporting Requirements

The Board of Examiners reports to the Academic Board.

### 9.4 Membership Profile

Members	Term of Office
1. Dean and Director of Learning and Teaching (Chair)	Ex officio
2. Registrar	Ex officio
3. Associate Dean (Programs and Quality)	Ex officio
4. Associate Dean (Scholarship and Research)	Ex officio
5. Heads of Discipline(s)	Ex officio

The Chair of the Board of Examiners may, from time to time, invite other people to attend meetings as and when required.

### 9.5 Secretariat

APIC provides secretariat support for all Board of Examiners meetings.

### 9.6 Frequency of Meetings

The Board of Examiners meets at least three (3) times per year according to the APIC Governance Calendar and may be convened with reasonable notice for additional meetings.

### 9.7 Conduct of Business

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 10. THE LEARNING AND TEACHING COMMITTEE (LTD) TERMS OF REFERENCE

### 10.1 Role

The Learning and Teaching Committee is a standing committee of the Academic Board which oversees and reports the quality of academic delivery of APIC's higher education courses.

### 10.2 Responsibilities

The Learning and Teaching Committee undertake the following responsibilities:

- a) Initiate learning and teaching initiatives and processes to support excellence in all academic activities.
- b) Monitor, review, and promote the effectiveness of learning, teaching, and assessment practices.
- c) Ensure academic staff are appropriately qualified and skilled to deliver courses.
- d) Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes.
- e) Review annual reports relating to course data.
- f) Develop approaches for learning and teaching pedagogies at the College.
- g) Periodically review and report on the physical and IT resources provided for all learning and teaching delivery.
- h) Develop and oversee the implementation of policies relevant to learning and teaching.
- i) Constitute ad hoc project-based working parties as and when required.
- j) Monitor the effectiveness of the Continuing Professional Development Policy.
- k) Provide advice to the Academic Board on any matter concerning learning and teaching.

### 10.3 Reporting Requirements

The Learning and Teaching Committee reports to the Academic Board.

### 10.4 Membership Profile

Members	Term of Office
1. Dean and Director of Learning and Teaching (Chair)	Ex officio
2. Registrar	Ex officio
3. Associate Dean (Programs and Quality)	Ex officio
4. Associate Dean (Scholarship and Research)	Ex officio
5. Director, Academic Enhancement and Support	Ex officio
6. Heads of Discipline(s)	Ex officio
7. Academic Staff Representative	Appointed

The Chair of the Learning and Teaching Committee may, from time to time, invite other people to attend meetings as and when required.

### 10.5 Secretariat

APIC provides secretariat support for all Learning and Teaching Committee meetings.

### 10.6 Frequency of Meetings

The Learning and Teaching Committee meets at least four (4) times per year according to the APIC Governance Calendar and maybe convened with reasonable notice for additional meetings.

### 10.7 Conduct of Business

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 11. COURSE ADVISORY AND REVIEW COMMITTEE TERMS OF REFERENCE

### 11.1 Role

The Course Advisory and Review Committee is a committee of the Academic Board. The Committee's role is to (a) lead comprehensive course reviews as per the APIC course review calendar, (b) provide input, guidance, and advice for all new course accreditation projects, and (c) undertake all re-accreditation course reviews.

### 11.2 Responsibilities

The Course Advisory and Review Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a) Provide advice to the Academic Board on all matters regarding the development and review of existing and future courses.
- b) Provide input, guidance, and assistance on all course accreditation/reaccreditation projects (regulatory and professionally accredited).
- c) Engage with independent academics and appropriate industry experts to provide specialist advice on emerging discipline-specific and educational trends.
- d) Undertake, as scheduled, comprehensive course reviews.

### 11.3 Reporting Requirements

The Course Advisory and Review Committee reports to the Academic Board.

### 11.4 Membership Profile

Members	Term of Office
1. Associate Dean (Programs and Quality) (Chair)	Ex officio
2. Dean and Director of Learning and Teaching	Ex officio
3. Heads of Discipline(s)	Ex officio
4. Independent Academic (s) (minimum of 2)	As required
5. Independent Industry/Professional Expert (minimum of 2)	As required

The Chair of the Course Advisory and Review Committee may, from time to time, invite other people to attend meetings as and when required.

### 11.5 Secretariat

APIC provides secretariat support for all Course Advisory and Review Committee meetings.

### 11.6 Frequency of Meetings

The Course Advisory and Review Committee, as required, according to the APIC Governance Calendar and may be convened with reasonable notice for additional meetings.

### 11.7 Conduct of Business

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 12. THE RESEARCH AND SCHOLARSHIP COMMITTEE TERMS OF REFERENCE

### 12.1 Role

The Research and Scholarship Committee has delegated authority from the Academic Board and is convened to foster and support a culture of research and scholarly activities at APIC.

### 12.2 Responsibilities

The Research and Scholarship Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a) Encourage and guide scholarly activities within APIC.
- b) Develop and build the capacity for academic research and scholarly activities with industry and academic partners.
- c) To review research ethics proposals.
- d) Oversee the ongoing maintenance of a Research and Scholarship register.
- e) Develop appropriate policies and guidelines to support research and scholarly activities.
- f) Provide the Academic Board with an annual report regarding research and scholarly activities.

### 12.3 Reporting Requirements

The Research and Scholarship Committee reports to the Academic Board.

### 12.4 Membership Profile

Members	Term of Office
1. Dean and Director of Learning and Teaching or nominee (Chair)	Ex officio
2. Associate Dean (Programs and Quality)	Ex officio
3. Associate Dean (Scholarship and Research)	Ex officio
3. Heads of Discipline(s)	Ex officio
4. Academic Staff – a minimum of 2	By appointment

The Chair of the Research and Scholarship Committee may, from time to time, invite other people to attend meetings as and when required.

### 12.5 Secretariat

APIC provides secretariat support for all Research and Scholarship Committee meetings.

### 12.6 Frequency of Meetings

The Research and Scholarship Committee meets at least four (4) times per year according to the APIC Governance Calendar and may be convened with reasonable notice for additional meetings.

### 12.7 Conduct of Business

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).

## 13. THE ACADEMIC APPEALS COMMITTEE TERMS OF REFERENCE

### 13.1 Role

The Academic Appeals Committee is an ad-hoc committee of the Academic Board convened to hear evidence and make a determination in cases of student appeals in relation to academic decisions.

### 13.2 Responsibilities

The Academic Appeals Committee has delegated authority from the Academic Board to undertake the following responsibilities

- Determine, uphold, or dismiss student appeals relating to academic decisions; and
- Provide to the Academic Board reports concerning student appeals relating to academic decisions.

### 13.3 Reporting Requirements

The Academic Appeals Committee reports to the Academic Board.

### 13.4 Membership Profile

Members	Term of Office
1. Chair of the Academic Board (Chair)	Ex officio
2. APIC's Principal Executive Officer	Ex officio

The Chair of the Academic Appeals Committee may, from time to time, invite other people to attend meetings as and when required.

### 13.5 Secretariat

APIC provides secretariat support for all the Academic Appeals Committee meetings.

### 13.6 Frequency of Meetings

The Academic Appeals Committee is an ad hoc committee, convened as and when required.

### 13.7 Quorum

A quorum will be both members being present.

### 13.8 Conduct of Business

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 5 above).