

ASIA PACIFIC INTERNATIONAL COLLEGE PTY LTD

A.C.N. 061 101 488

QF026 GOVERNANCE CHARTER

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DEFINITIONS

Item	Definition
<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 the Company.
<i>Independent</i>	A member is independent if they are neither an employee, shareholder, officer, or owner of the Company or its parent company ECA as described in section 3.3 of this document.
<i>Fit & 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).

1. DOCUMENT PURPOSE

This Governance Charter outlines the Governance Framework of Asia Pacific International College Pty Ltd t/as Asia Pacific International College ('APIC', or 'the College'). This Charter, approved by the Company's Board of Directors, ensures that APIC is appropriately governed in accordance with the regulations governing higher education providers. The Charter 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 the Company's Constitution, and where there are any inconsistencies, the Constitution will prevail.

2. APIC GOVERNANCE FRAMEWORK

The Company'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.

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) 2021¹ (HESF) is shared amongst the boards and committees (identified below in Figure 1) and, together with the policy and processes implemented, ensures 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
1. Student Participation and Attainment		
1.1 Admissions	Academic Board	Learning and Teaching Committee CEO Higher Education

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

Higher Education Threshold Standards Framework	Responsible Board/Committee	Supported by
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 CEO Higher Education Registrar
1.4 Learning Outcomes and Assessment	Academic Board	Course Advisory Committee Board of Examiners Dean
1.5 Qualifications and Certification	Board of Directors	Academic Board Board of Examiners
2. Learning Environment		
2.1 Facilities and Infrastructure	Board of Directors	Academic Board Learning and Teaching Committee
2.2 Diversity and Equity	Board of Directors	Academic Board CEO Higher Education
2.3 Wellbeing and Safety	Board of Directors	Academic Board Learning and Teaching Committee CEO Higher Education, Registrar
2.4 Student Grievances and Complaints	Board of Directors	Audit and Risk Committee Academic Board CEO Higher Education
3. Teaching		
3.1 Course Design	Academic Board	Course Advisory Committee
3.2 Staffing	Audit and Risk Committee Academic Board	Learning and Teaching Committee CEO Higher Education
3.3 Learning Resources and Educational Support	Academic Board	Learning and Teaching Committee Dean
4. Research and Research Training		
4.1 Research	Academic Board	Scholarship and Research Committee
4.2 Research Training	Academic Board	Scholarship and Research Committee
5. Institutional Quality Assurance		
5.1 Course Approval and Accreditation	Board of Directors	Academic Board Course Advisory Committee GM Quality
5.2 Academic and Research Integrity	Academic Board	Learning and Teaching Committee Scholarship and Research Committee
5.3 Monitoring, Review, and Improvement	Academic Board	Learning and Teaching Committee Course Advisory Committee
5.4 Delivery with Other Parties	Board of Directors	Audit and Risk Committee Academic Board Learning and Teaching Committee
6. Governance and Accountability		
6.1 Corporate Governance	Board of Directors	Audit and Risk Committee CEO Higher Education and GM Quality
6.2 Corporate Monitoring and Accountability	Board of Directors	Audit and Risk Committee CEO Higher Education and GM Quality
6.3 Academic Governance	Board of Directors	Academic Board CEO Higher Education Dean GM Quality
7. Representation, Information & Information Management		
7.1 Representation	Board of Directors	CEO Higher Education
7.2 Information for Prospective Students and Current Students	Board of Directors	CEO Higher Education
7.3 Information Management	Board of Directors	Audit and Risk Committee CEO Higher Education

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

- 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 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 the CEO Higher Education, 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:

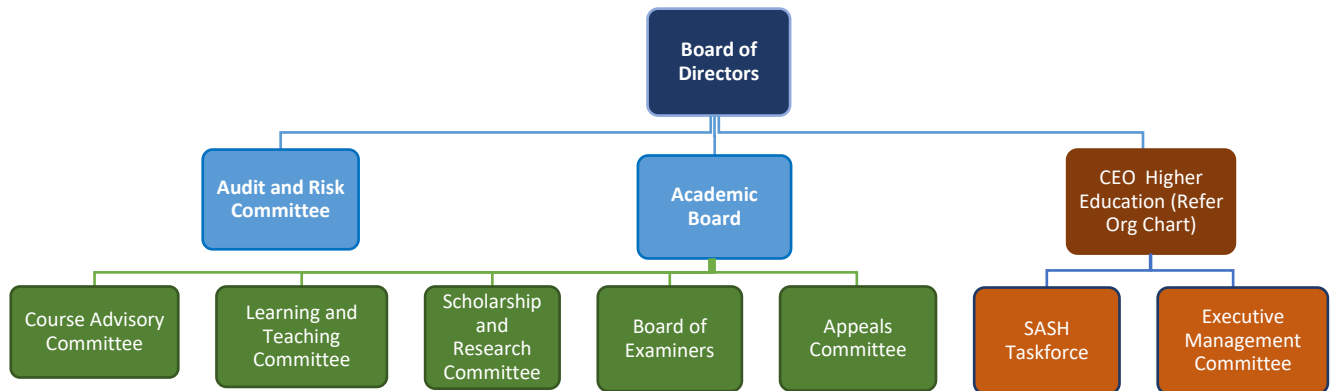
- Board of Examiners
- Learning and Teaching Committee
- Scholarship and Research Committee
- Course Advisory Committee
- Appeals Committee

Appeals Committee is an ad hoc committee of the Academic Board, which is convened as required to hear appeals.

2.3 APIC's governance framework has 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 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 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, gender balance, and independence to conduct its business effectively.

For both the Board of Directors 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 and 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 Education Centre Australia Pty Ltd 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 ECA within the last three years (other than in the course of engagement as an independent expert);
- Does not have a direct or indirect material financial interest in ECA;
- Is not involved in the day-to-day management functions of 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 judgment; and

- Has not been an Independent committee/board member of ECA for a period longer than ten years so that their independence may be compromised².

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

3.4 Nomination and Appointment of Board and Committee Members

3.4.1 Selection and Appointment of Independent 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 independent members of its standing committees and the Chair of each committee other than the Chair of the Academic Board.

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

3.4.2 Selection and Appointment of Independent Members to the Academic Board and its Standing Committees

- The Shareholder appoints the Chair of the Academic Board (who ex officio becomes a Director).
- The Board of Directors appoints all other Academic Board members.
- The Academic Board appoints members of its standing committees.

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

3.4.3 Appointment of ex officio Board and Committee members

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

² <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

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 and Residency Status

All Directors and any Independent committee members are required to sign an annual *Fit & Proper Persons Requirements Declaration*. The APIC secretariat will maintain records of these declarations. (HESF 6.1.2a)

At least two members of the governing body must be ordinarily resident in Australia. (HESF 6.1.2b)

3.8 Declaration of Independence

All Independent Directors are required to complete an annual *Declaration of Independence*. The APIC secretariat will maintain records of these declarations.

3.9 Conflicts of Interest

All Independent board/committee members must declare any potential conflicts of interest as and when they arise in a meeting of that board or committee. The secretariat will maintain records of these declarations. Independent board/committee members will review those declarations annually or when requested.

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;
- approve the Board of Directors meeting agenda;
- run and facilitate the effective functioning of Board meetings;
- ensure that the Board as a whole maintains an adequate understanding of APIC's financial position, strategic performance, operations, and associated risks;
- encourage contributions by all Board members and seek consensus when making decisions;
- act as an essential point of contact between the Board of Directors and the CEO Higher Education;
- resolve and address the issues raised by the Directors;
- lead the appointment and induction processes for the CEO Higher Education and Chair of the Academic Board upon their appointment;
- lead the evaluation of the CEO Higher Education's performance;
- oversee the process for appraising Board members and the Board as a whole;
- lead the succession planning of the CEO Higher Education.

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 to achieve the IHE's strategic plans, obligations, and responsibilities as a higher education provider through their:

- executive and non-executive experience and expertise as a result of current and previous leadership roles within the higher education sector and other relevant sectors;
- knowledge, skills and expertise in functional areas, including, but not limited to, finance, accounting, law, risk management, corporate governance, strategic thinking, IT, public policy and government relations, and other relevant factors;
- knowledge of higher education provider environments and operations and related industries;
- unbiased perspectives, advice, and decision-making; and
- promoting important values such as equity, respect, and professional excellence.

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 CEO Higher Education

The CEO Higher Education leads the Executive Management team and manages the day-to-day operations of APIC, its people, and its resources. Appointed by the Board, the CEO Higher Education 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 the Policy 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.

4.9 Succession Planning

The Directors are presented with the details of the Directors' periods of appointment and end-of-term dates to assist with Board succession planning. The Directors can recommend to the Shareholder:

- Whether a Director's terms of office should be renewed; or
- Whether the Director should be replaced with a new Director to enhance and expand the Board's skills and experience, or to ensure independence.

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 APIC's 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 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, and only with the approval of the Chair, 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 meetings of 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 its 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. (HESF 6.1.1)

6.2 Responsibilities:

The Board's responsibilities are to:

6.2.1 Business Performance:

- a. Be accountable for the direction setting and oversight of all operations. (HESF 6.2.1b)
- b. Approve the values, vision, mission, and strategic direction of APIC articulated in the Strategic Plan. (HESF 6.2.1b)
- c. Ensure the role and responsibilities are carried out in accordance with the Constitution.
- d. Approve, provide oversight, and regularly review the strategic plan's effectiveness, the annual budget, the business plan, and the workforce plan. (HESF 6.2.1c)
- e. Approve significant new commercial activities.
- f. Regularly monitor progress against performance targets and provide advice and actions to be taken to correct underperformance. (HESF 6.2.1c)
- g. Regularly review and monitor financial performance to ensure APIC remains financially viable and sustainable. (HESF 6.2.1c,d)
- h. Obtain and use such information and advice, including independent advice and academic advice, as is necessary for informed and competent decision-making and direction setting. (HESF 6.1.3a)

6.2.2 Risk Management:

- a. Oversee the assessment and management of risk across APIC. (HESF 6.2.1e)
- b. Monitor the effectiveness of the management and mitigation strategies implemented to address the identified risks to operations. (HESF 6.2.1e)
- c. Oversee, review, and monitor the effectiveness of -the management of APIC's educational offerings and sustainability.
- d. Ensure that there are credible business continuity plans and adequately resourced financial and tuition safeguards to mitigate disadvantages to students who are unable to progress in a course of study and that safeguards are appropriate to the student cohort. (HESF 6.2.1i)
- e. 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. (HESF 6.2.1j)
- f. Ensure that APIC continues to meet the Higher Education Standards Framework, that lapses in compliance with the *Higher Education Standards Framework* are identified and monitored, that prompt corrective action is taken, and that the effectiveness of corrective actions is evaluated. (HESF 6.2.1k)
- g. Ensure to obtain advice as is necessary to identify and address potential risks related to obligations under workplace laws, including the risk of wage underpayment due to issues in payroll, employment and administrative systems.
- h. Oversee the risks to the cyber threats and breaches.

6.2.3 Delegations:

- a. Establish and maintain an:

- a. Academic Board.
- b. Audit and Risk Committee. (HESF 6.1.3b, 6.1.3f)
- b. Appoint all independent members of the Academic Board (other than the Chair) and the Audit and Risk Committee. (HESF 6.1.3f)
- c. Delegate authority and responsibility for all academic governance and oversight to the Academic Board. (HESF 6.1.3b)
- d. Monitor and review regularly the implementation of all delegations. (HESF 6.1.3b)

6.2.4 Quality Assurance:

- a. Assure APIC’s quality assurance framework is fit for purpose.
- b. Create a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld. (HESF 6.1.4)
- c. Approve course development proposals and the final submission of course accreditation /reaccreditation applications to TEQSA.
- d. Receive regular reports from the Academic Board. (HESF 6.3.2h)
- e. Review and foster the safety and well-being of all students and staff. (HESF 6.1.4)
- f. Oversee the grievance and appeals outcomes of staff and students.
- g. 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). (HESF 6.2.1g)
- h. Initiate periodic independent reviews at least every seven years, of the Board and its standing committees’ performance and effectiveness, and ensure the reviews are considered by the Board and that agreed responses and actions are documented and implemented. (HESF 6.1.3d)
- i. Ensure the provision of higher education and research training and the conduct of research are governed by institutional policies and that operations are consistent with those policies. (HESF 6.1.3c)
- j. Confer all awards and ensure all qualifications are awarded legitimately. (HESF 6.2.1h)
- k. Monitor agreements and the associated services provided.
- l. Review and approve the Corporate Policies.

6.2.5 The CEO Higher Education:

- a. Appoint and review the performance of the CEO Higher Education of APIC.

6.3 Membership Profile

Members	Term of Office
1. Chair (Independent)	Initial term of 3 years (maximum 9 years)
2. Independent Directors (up to 3)	Initial term of 3 years (maximum 9 years)
3. Shareholder’s representative	As determined by the Shareholder
4. 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 will provide 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 Board of Directors will maintain the following 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. 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, 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. Assist the Board of Directors in establishing the Risk Framework and monitor the implementation and effectiveness of the management of risk. (HESF 6.2.1e)
- b. Monitor and report annually on APIC’s performance in relation to all appropriate standards, legal and regulatory requirements, and corporate policies. (HESF 6.2.1a)
- c. Oversight of the engagement of third parties and representations of the College, including agents and other parties. (HESF 7.1.4, 7.1.5)
- d. Oversight of fraud and corruption, including policies and actions to prevent unauthorised or fraudulent access to private or sensitive information. (HESF 7.3.3b)
- e. Monitor and review APIC’s delegation policy and register. (HESF 6.1.3b)
- f. Review draft budgets and financial reports and advise the Board of Directors accordingly. (HESF 6.2.1d)
- g. Review reports from external auditors and discuss with external auditors matters relating to the conduct of the audit and its findings. (HESF 6.2.1d)
- h. Provide advice to the Board of Directors on the performance of ECA appointed auditors and the scope of audits. (HESF 6.2.1d)
- i. Monitor actions taken by management in respect of the Annual Audit Report, if applicable, and this Committee’s recommendations. (HESF 6.2.1d)
- j. Provide advice to the Board of Directors as is necessary to identify and address potential risks related to obligations under workplace laws, including the risk of wage underpayment due to issues in payroll, employment and administrative systems.
- k. Oversight of Non-academic grievance and appeals.
- l. Provide advice on the cyber security threats and effectiveness of mitigating the risk.
- m. Undertake any other duties as requested by the Board of Directors.
- n. Undertake special investigations initiated by the Audit and Risk Committee or upon request from the Board of Directors.
- o. 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 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. 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. Lead and provide effective oversight of academic governance through the framework of academic policies, systems, and processes. (HESF 6.3.1a)
- b. Foster a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld. (HESF 6.1.4)
- c. Foster a culture of scholarship and monitor scholarly activity, scholarship, research and research training. (HESF 3.2.3a)
- d. Advise on academic aspects in the development and review of APIC's Strategic Plan.
- e. Approve academic policies and key academic plans and strategies and monitor and review their effectiveness. (HESF 6.3.2a)
- f. Monitor and ensure that appropriate and effective academic services, facilities, and infrastructure are provided to support all courses delivered. (HESF 2.1.1)
- g. Monitor and provide effective academic oversight of the quality of learning and teaching, research, and research training. (HESF 6.3.1a)
- h. Monitor and review the academic workforce plan's effectiveness to ensure appropriate staffing and academic leadership, consistent with the types and levels of awards offered. (HESF 6.3.1c)
- i. Maintain oversight of academic and research integrity, including monitoring of potential risks, and ensure strategies address identified risks. (HESF 6.3.2d, 5.2.1-5.2.4)
- j. Review, monitor and approve preventative actions in relation to academic risks, including risks to students, and risks to course quality and graduate outcomes. (HESF 6.3.2d, also 5.3.2, 1.3.4)
- k. Critically monitor, review, and academically approve all projects relating to course development, course renewal and, where appropriate course discontinuation. (HESF 6.3.2c)
- l. Ensure all accredited courses of study are subject to periodic (at least every seven years) comprehensive reviews, which incorporate external referencing and benchmarking activities (HESF 5.3.1, 5.3.2).
- m. Review and assess relevant academic elements of applications for (re)registration and (re)accreditation that are to be assessed by external regulators and/or professional bodies.(HESF 6.3.2c)
- n. Monitor and oversee institutional benchmarks for academic quality and outcomes. (HESF 6.3.1b)
- o. Review regularly course review reports to assure all courses and their associated student outcome data meet institutional benchmarks. (HESF 6.3.2e, 5.3.3)
- p. Ensure course review and improvement activities include regular internal and external referencing of graduate success, of student satisfaction, and of the performance of student cohorts against comparable courses of study, including:
 - analyses of progression rates, attrition rates, completion times and rates, grade distributions and, where applicable, comparing different locations of delivery, and
 - the assessment methods and grading of students' achievement of learning outcomes for selected units of study within courses of study. (HESF 5.3.4a,b)

- q. Monitor and evaluate proposals for educational innovations and the effectiveness of educational innovations. (HESF 6.3.2f)
- r. Regularly review and monitor student feedback and grievances, and the effectiveness of strategies to support student engagement in academic governance. (HESF 5.3.5, 6.3.3)
- s. Monitor and review delegations of academic authority and confirm delegations are implemented appropriately. (HESF 6.3.2b)
- t. Approve the graduands list and recommend the award conferral list to the Board of Directors.
- u. Provide competent advice and reports to the Board of Directors on academic matters, including advice on academic outcomes, policies and practices, the quality of teaching, learning and research, and the effectiveness of institutional monitoring, review and improvement of academic activities. (HESF 6.3.1d, 6.3.2g,h)
- v. Review and monitor students academic grievance and appeals.
- w. Exercise other responsibilities as delegated by the Board of Directors.

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 (maximum 9 years)
2. Independent Members (up to 4)	Initial term of 3 years
3. CEO	Ex officio
4. Dean	Ex officio
5. General Manager Quality	Ex officio
6. Deputy Dean	Ex officio
7. Dean (Research and Scholarship)	Ex officio
8. Academic Staff	Ex officio
9. Student	Initial term of 1 year

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

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 Decision Making Between Meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair of the Academic Board, in consultation with the Dean, may act on behalf of the Academic Board, and will report all such actions to the Academic Board for ratification at its next meeting.

8.8 Standing Committees

The Academic Board will maintain the following standing committees:

- a. Course Advisory Committee
- b. Learning and Teaching Committee
- c. Scholarship and Research Committee
- d. Board of Examiners

Appeals Committee is an ad hoc committee of the Academic Board, which is convened as required to hear appeals.

8.9 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. BOARD OF EXAMINERS TERMS OF REFERENCE

9.1 Role

The Board of Examiners reviews all academic coursework 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. Pre-assessment validation of assessment tasks before first use.
- b. Consider and approve final and administrative grades for units in accordance with approved assessment criteria and with due regard to assessment policies and processes and the maintenance of academic standards and quality.
- c. Review and monitor the awarding of administrative grades.
- d. Oversee moderation and assessment validation processes.
- e. Approve the release of final and administrative marks and grades for units.
- f. Review reports from unit coordinators for units identified for further monitoring.
- g. Analyse and monitor grade distribution for courses, units, and campuses each study period to ensure comparability with other higher education institutions.
- h. Determine student eligibility to graduate and recommend the award conferral list to the Academic Board.
- i. Monitor assessment related policies, procedures, and practices to ensure best practice and recommend improvements and changes to the Learning and Teaching Committee.
- j. Recommend the Dean's Merit Awards and awards for academic excellence to the Academic Board.
- k. Approve the list of students identified for academic caution and at risk.
- l. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference, including assurance that student completions and the integrity of grade approval processes have been maintained.

9.3 Reporting Requirements

The Board of Examiners reports to the Academic Board.

9.4 Membership Profile

Members	Term of Office
1. Deputy Dean (Chair)	Ex officio
2. Registrar	Ex officio
3. Dean	Ex officio
4. Course Coordinator(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. LEARNING AND TEACHING COMMITTEE 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. Analyse student performance (grades, progression, attrition, completion) by cohort, course, campus, and agent, and report on outcomes to the Academic Board, including admission standards,.
- e. Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes..
- f. Develop approaches for learning and teaching pedagogies at the College.
- g. Periodically review and report on the student support services, 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. Oversee academic integrity, record any breaches, and review actions taken.
- j. Constitute ad hoc project-based working parties as and when required.
- k. Monitor the effectiveness of academic staff professional development.
- l. Provide advice to the Academic Board on any matter concerning learning and teaching.
- m. Monitor assessment policies and procedures to ensure alignment with current learning and teaching approaches.
- n. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.

10.3 Reporting Requirements

The Learning and Teaching Committee reports to the Academic Board.

10.4 Membership Profile

Members	Term of Office
1. Dean (Chair)	Ex officio
2. Registrar	Ex officio
3. External Member	Appointed
4. Deputy Dean	Ex officio
5. Course Coordinator (s)	Ex officio
6. Academic Staff Representative	Appointed
7. Student 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 COMMITTEE TERMS OF REFERENCE

11.1 Role

The Course Advisory Committee is a standing committee of the Academic Board. The Course Advisory Committee role is to lead development and review the courses delegated by the Academic Board and report back to the Academic Board, ensuring alignment with strategic goals and industry best practices.

11.2 Responsibilities

The Course Advisory 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 of existing and courses in development.
- e. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference

11.3 Reporting Requirements

The Course Advisory Committee reports to the Academic Board.

11.4 Membership Profile

Members	Term of Office
1. Independent (Chair)	Term of 3 years
2. Dean	Ex officio
3. Deputy Dean	Ex officio
4. Course Coordinator (s)	Ex officio
5. Independent Academic (s) (minimum of 1)	Term of 3 years
6. Independent Industry/Professional Experts (minimum of 1)	Term of 3 years
7. GM Quality	Ex officio
8. Alumni (Up to 2)	Term of 3 years

The Chair of the Course Advisory 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 Committee meetings.

11.6 Frequency of Meetings

The Course Advisory Committee meets at least two (2) times per year 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 SCHOLARSHIP AND RESEARCH COMMITTEE TERMS OF REFERENCE

12.1 Role

The Scholarship and Research Committee is a standing committee of Academic Board and 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 Scholarship and Research 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. Periodically review research ethics proposals to ensure guidelines related to negligible and low-risk research are being met.
- d. Oversee the ongoing maintenance of a Scholarship Register and Research Register.
- e. Develop appropriate policies and guidelines to support research and scholarly activities.
- f. Oversee research integrity, record any breaches, and review actions taken.
- g. Provide the Academic Board with an annual report regarding research and scholarly activities.
- h. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.

12.3 Reporting Requirements

The Scholarship and Research Committee reports to the Academic Board.

12.4 Membership Profile

Members	Term of Office
1. Dean (Research and Scholarship) (Chair)	Ex officio
2. Dean	Ex officio
3. Deputy Dean	Ex officio
4. Course Coordinator (s)	Ex officio
5. Research active Academic Staff – a minimum of 2	By appointment

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

12.5 Secretariat

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

12.6 Frequency of Meetings

The Scholarship and Research Committee meets at least four (4) times per year according to the 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 APPEALS COMMITTEE TERMS OF REFERENCE

13.1 Role

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

- a. Determine, uphold, or dismiss student appeals relating to academic decisions; and
- b. Provide to the Academic Board reports concerning student appeals relating to academic decisions.
- c. The Committee will provide the Academic Board with an annual report regarding student appeals.
- d. The Committee will provide regular reports to the Academic Board on all matters relevant to these Terms of Reference.

13.3 Reporting Requirements

The 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. CEO Higher Education	Ex officio

The Chair of the 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 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).

14. Related Documents, References and Legislations

Tertiary Education Quality and Standards (TEQSA) Act 2011 (Cth)

Higher Education Standards Framework (Threshold Standards) HESF 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).

APIC Constitution

15. Version Control

Category	Corporate		
Document Owner	General Manager, Higher Education Quality		
Responsible	Board of Directors		
Review Date	20 June 2027		
Version	Change description	Approved	Approved Date
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
2.0	Changes to the ToR and Memberships of AB and sub-committees as recommended by Academic Governance Review (Deane). The Changes to the ARC ToRs are a result of its own Annual Review.	Board of Directors	13 September 2022
3.0	Changes to the ToR of BoD membership and ToR of AB and sub-committees as a result of the independent corporate governance review.	Board of Directors	11 May 2023
4.0	Updates to the Terms of reference of the ARC, AB sub-committees, based on the self-evaluation feedback.	Board of Directors	17 May 2024
		Academic Board	7 June 2024
4.1	Minor amendments to the roles of CAC and BoE following the annual self-evaluation; minor addition to AB ToR regarding oversight of academic grievances and appeals; additions to ARC and BoD ToR concerning oversight of grievances and appeals, workplace law	Board of Directors	20 June 2025

	obligations, and risks relating to cyber threats and breaches.		
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