

## GOVERNANCE CHARTER

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|--|---|
| <b>Policy Code</b>                                   | GOV01   |
| <b>Policy Lead</b>                                   | Chief Executive Officer / Principal   |
| <b>Approving authority</b>                           | Board Of Directors  |
| <b>Approval date</b>                                 | 15 March 2024   |
| <b>Commencement date</b>                             | 25 March 2024   |
| <b>Next Review Date</b>                              | December 2026   |
| <b>Version</b>                                       | 2024.1  |
| <b>Relevant legislation or external requirements</b> | <p>National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code)<br/> Higher Education Standards Framework (Threshold Standards) 2021<br/> HESFs: all standards</p> <p>Corporations Act 2001 (Cth) (Corporations Act)<br/> Education Services for Overseas Students Act 2000 (Cth) (ESOS Act)<br/> Education Services for Overseas Students Regulations 2019 (Cth) (ESOS Regulations)<br/> Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act)<br/> Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS) requirements<br/> Australian Qualifications Framework (AQF)</p> |
| <b>Related ASA Documents</b>                         | <p>ASA Constitution<br/> Delegations of Authority Policy and Procedure<br/> Policy Framework<br/> Quality Assurance Framework</p>   |

### 1. Purpose

This Governance Charter articulates the Governance Framework for the Australian School of Accounting (**ASA**) in accordance with the Corporations Act 2001 (Cth) and incorporating the regulations governing higher education providers. This *Governance Charter* identifies each board and committee's roles and responsibilities, delegations of authority, and describes the protocols to be followed to perform their duties effectively. The Charter is aligned with ASA's Constitution, and where there are any inconsistencies, the Constitution will prevail.

### 2. Scope

This Charter applies to all directors, officers, external appointees on any ASA board or committee, staff, volunteers, and contractors and all ASA students.

### 3. Principles

Key principles informing this Charter include:

- ASA is committed to the establishment, maintenance and promotion of sound governance within ASA, including responsible and accountable management of ASA.
- ASA ensures that student representation is included within its deliberative and decision-making processes and encourages students to participate in these processes.
- All international, national and state legislation, corporate responsibilities, accountability frameworks, regulations, codes of practice and standards that are applicable to ASA form part of the governance framework, including:

- Higher Education Standards Framework (Threshold Standards) 2021 (Threshold Standards) (**HESFs**), as established by section 58 of the Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act);
- Education Services for Overseas Students Act 2000 (Cth) (ESOS Act);
- Education Services for Overseas Students Regulations 2019 (Cth) (ESOS Regulations);
- National Code of Practice for Registration Authorities and Providers of Education and Training to Overseas Students 2017 (Cth) (National Code);
- Corporations Act 2001 (Cth) (Corporations Act);
- Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS) requirements; and
- Australian Qualifications Framework (AQF).

(together, the '**Relevant Regulations**').

#### 4. Definitions

| Term                                      | Definition  |
|---|---|
| academic governance                       | A subset of the overall governance of a higher education provider. Academic governance deals with the framework that regulates providers' academic decisions and quality assurance. Academic governance includes the policies, processes, definitions of roles, relationships, systems, strategies, and resources that ensure academic standards and continuous improvement in academic activities. It is concerned with the integrity and quality of the core higher education activities of teaching, research, and scholarship.  |
| academic year                             | Academic year consists of four (4) quarters and, at ASA, is wholly contained within a calendar year.  |
| accountable                               | The obligation to accept responsibility for actions.  |
| accreditation                             | Accreditation means a course has been independently assessed by TEQSA and found to meet the standards required by the regulator.  |
| ad hoc                                    | A Latin phrase means for a specific purpose.  |
| appeal                                    | A formal request that a decision be changed.  |
| appointment                               | The act of officially selecting from options. This can be determining which person will fulfil a specific role.   |
| attrition rate                            | The proportion of students commencing a course of study in a given year who neither complete nor return in the following year. It does not include who defer their study or transfer to another institution. The 'drop out' rate from providers represents one dimension of the effectiveness of the delivery of educational services.  |
| benchmarking                              | An external referencing activity that typically consists of focused improvement through relationships with a benchmarking partner or partners, but can also include comparing course design against publicly-available information and market intelligence. Benchmarking may vary depending on context. For example, in the context of course accreditation, benchmarking involves comparing performance outcomes and/or processes of similar courses of study delivered by other providers. 'Internal benchmarking' against other relevant courses offered by the provider may also be undertaken. |
| Chief Executive Officer (CEO) / Principal | The Chief Executive Officer is the highest organisational role for ASA and performs the role of Principal as well as their other duties.  |
| circular resolution                       | A circular resolution is a governance process that provides a tool for a governing body to make a decision without requiring an in-person board meeting therefore allowing the decision to be made via a written document.  |

| Term                            | Definition  |
|---------------------------------|---|
| completion time                 | Completion time is the date when all the academic requirements of a course of study has been satisfied. This includes any required attendance, assignments, examinations, assessments, dissertations, practical experience and work experience in industry.   |
| conflict of interest            | A situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.  |
| delegate                        | A person who is chosen or elected to vote or act for others. OR Indicating another person to be responsible for a task, usually without transferring accountability.  |
| delegated authority             | Authority that has been given to a person or body from a higher level.  |
| employee                        | A person employed for wages or salary, especially at non-executive level.   |
| ex-officio                      | A person holds board and/or committee membership due to holding a specific position within ASA.   |
| freedom of intellectual inquiry | The principles of intellectual inquiry and academic freedom confer the right to pursue knowledge wherever it may lead, and they acknowledge the right to teach, research, publish, develop curricula, assess, discuss, and debate free from unreasonable restriction or undue interference where this aligns with their qualifications or role.   |
| higher education provider       | Defined in the Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act) as:<br>1. A constitutional corporation that offers or confers a regulated higher education award;<br>2. A corporation that:<br>a. offers or confers a regulated higher education award<br>b. is established by or under a law of the Commonwealth or a Territory<br>3. A person who offers or confers a regulated higher education award for the completion of a course of study provided wholly or partly in a Territory.  |
| independent director            | A member of a Board of Directors who brings a unique, unbiased perspective. The term “independent director” is commonly used to denote a director who is not an employee of the firm or organisation where they serve on a board.   |
| independent member              | A member is independent if they are neither an employee, shareholder, officer, or owner of ASA as described in section 3.3 of this document.  |
| invitee                         | An individual who is invited to meetings but is not a member.   |
| letter of engagement            | A written agreement defining a binding relationship between ASA and an appointed person, outlining the terms and requirements of the appointed position.  |
| moderation                      | Moderation is a Quality Assurance methodology, controlling processes and activities such as peer review that aim to assure:<br>1. consistency or comparability, appropriateness, and fairness of assessment judgments; and<br>2. the validity and reliability of assessment tasks, criteria and standards.<br>Moderation of assessment processes establishes comparability of standards of student performance across, for example, different markers, locations, subjects, providers, and/or courses of study. |

| Term                   | Definition   |
|------------------------|--|
| natural justice        | <p>Natural justice is a principle that provides for procedural fairness to all parties by ensuring:</p> <ul style="list-style-type: none"> <li>• all parties must be given an opportunity to present their case.</li> <li>• the respondent must be provided with notice and information about allegations made against them and information about their rights including to have a support person.</li> <li>• the respondent must be given a reasonable timeframe within which to respond.</li> <li>• the decision maker must declare any conflict of interest.</li> <li>• the decision maker must:</li> <li>• act fairly and without bias</li> <li>• consider all relevant evidence</li> <li>• base any decision on evidence that supports it.</li> </ul> <p>All relevant parties will be informed in writing of the outcome of a formal investigation.</p> |
| nomination             | The act of putting an option forward for selection. This can be indicating a person who should be appointed.   |
| officer                | Officers of corporations, such as directors, owe various duties to their company and can be held personally liable if they breach their conduct requirements.  |
| oversight              | To have oversight is to have the responsibility for making sure that it works efficiently and correctly.   |
| procedural fairness    | <p>Procedural fairness, also known as due process, is the principle of ensuring equitable treatment when making decisions that could negatively impact an individual's rights or interests. Procedural fairness comprises three (3) main components:</p> <ul style="list-style-type: none"> <li>• the opportunity to be heard;</li> <li>• there must be no bias; and</li> <li>• the decision must have some basis in fact or reasoning.</li> </ul> <p>This principle necessitates that the decision-maker provides the affected person with a reasonable opportunity to present their case in a fair hearing.</p>  |
| progression rate       | A measure of educational achievement and the effectiveness of educational delivery. The student progress rate measures successful student subject load.  |
| quarter                | A study period for two (2) to three (3) months, and includes formal learning and teaching sessions, assessments, Student receive an outcome for the units they are enrolled into for the quarter.  |
| quorum                 | A quorum is the minimum number of members necessary to conduct the business of that group.   |
| ratify                 | Give formal consent to a decision, making it officially valid.   |
| regulatory obligations | A requirement that is mandatory for licensing or registration of a company to be maintained.   |
| responsibilities       | The obligation to complete actions.  |
| secretariat            | An office responsible for the secretarial, clerical, and administrative affairs of a governing body.   |
| shareholder            | A shareholder is a person, company, or institution that owns at least one share of a company's stock or in a mutual fund. Shareholders essentially own the company, which comes with certain rights and responsibilities.  |
| student representation | Student representation is a means of amplifying the student voice through the active engagement of students on committees, boards, and advisory groups   |

| Term  | Definition  |
|---|---|
| Tertiary Education Quality Standards Agency (TEQSA) | The Tertiary Education Quality and Standards Agency (TEQSA) is Australia's independent national regulator of the higher education sector.   |
| terms of reference                                  | A Terms of Reference (TOR) document establishes a particular board or committee and details the specific authority that board or committee has to oversee a delegated area of responsibility. |

## 5. ASA'S Governance Framework

ASA's Constitution defines ASA's business-wide Governance Framework, which identifies the relationship between ASA's management, the Board of Directors, shareholder(s), and students. The Governance Framework provides the structure within which ASA's strategic direction and objective of being an innovative, well-regarded, quality higher education provider is set.

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

Figure 1: Decision Making Framework of ASA's Governance boards/committees and Senior Management aligned with the HESFs

| Higher Education Threshold Standards Framework (HESFs) | Responsible Board/Committee | Supported by  |
|--|-----------------------------|---|
| <b>1. Student Participation and Attainment</b>         |                             |   |
| 1.1 Admissions   | Academic Board              | Teaching and Learning Committee<br>Director of Student Experience   |
| 1.2 Credit and Recognition of Prior Learning           | Academic Board              | Teaching and Learning Committee<br>Academic Dean  |
| 1.3 Orientation and Progression                        | Academic Board              | Teaching and Learning Committee<br>Academic Dean<br>Director of Student Experience  |
| 1.4 Learning Outcome and Assessment                    | Academic Board              | Course Advisory Committee<br>Teaching and Learning Committee<br>Board of Examiners<br>Academic Dean<br>Director Learning and Innovation |
| 1.5 Qualifications and Certification                   | Board of Directors          | Academic Board<br>Board of Examiners<br>Academic Dean   |
| <b>2. Learning Environment</b>                         |                             |   |
| 2.1 Facilities and Infrastructure                      | Board of Directors          | Academic Board<br>CEO<br>Director Student Experience<br>Academic Dean   |
| 2.2 Diversity and Equity                               | Board of Directors          | Academic Board<br>Academic Dean<br>Director Quality and Compliance  |
| 2.3 Wellbeing and Safety                               | Board of Directors          | Academic Dean<br>Director Student Experience<br>Director Learning and Innovation  |
| 2.4 Student Grievances and Complaints                  | Board of Directors          | Audit and Risk Committee<br>Academic Board / Academic Appeals Committee<br>Director Student Experience<br>CEO                           |
| <b>3. Teaching</b>                                     |                             |   |
| 3.1 Course Design                                      | Academic Board              | Course Advisory Committee<br>Director Learning and Innovation   |
| 3.2 Staffing   | Board of Directors          | Audit and Risk Committee<br>Academic Board<br>Teaching and Learning Committee<br>CEO Academic Dean                                      |
| 3.3 Learning Resources and Educational Support         | Board of Directors          | Academic Board<br>Teaching and Learning Committee<br>Course Advisory Committee<br>Academic Dean<br>Director Learning and Innovation     |
| <b>4. Research and Research Training</b>               |                             |   |
| 4.1 Research*  | Academic Board              | Academic Dean   |
| 4.2. Research Training*                                |                             |   |

\*All ASA degrees are coursework

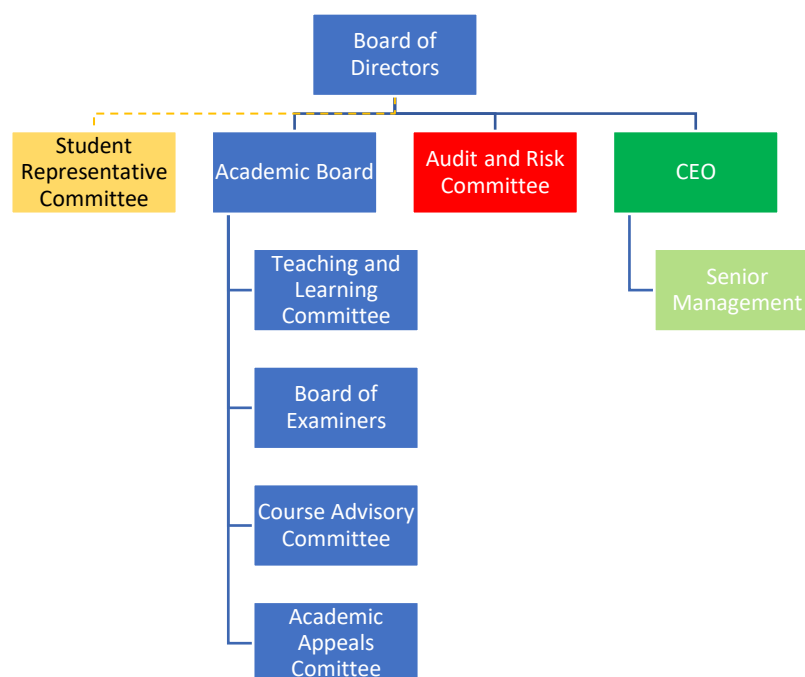
| Higher Education Threshold Standards Framework                         | Responsible Board/Committee | Supported by  |
|--|-----------------------------|---|
| <b>5. Institutional Quality Assurance</b>                              |                             |   |
| 5.1 Course Approval and Accreditation                                  | Board of Directors          | Academic Board<br>Course Advisory Committee<br>Director Learning and Innovation   |
| 5.2 Academic and Research Integrity*<br>All ASA degrees are coursework | Academic Board              | Teaching and Learning Committee<br>Academic Dean<br>Director Learning and Innovation  |
| 5.3 Monitoring, Review, and Improvement                                | Academic Board              | Teaching and Learning Committee<br>Board of Examiners<br>Academic Dean<br>Director Learning and Innovation<br>Director Student Experience<br>Director Quality and Compliance          |
| 5.4 Delivery with Other Parties  | Board of Directors          | Academic Board<br>Academic Dean<br>CEO  |
| <b>6. Governance and Accountability</b>                                |                             |   |
| 6.1 Corporate Governance   | Board of Directors          | Audit and Risk Committee<br>Academic Board<br>CEO<br>Director Quality and Compliance  |
| 6.2 Corporate Monitoring and Accountability                            | Board of Directors          | Audit and Risk Committee<br>Academic Board<br>Academic Appeals Committee<br>CEO<br>Finance Manager<br>Academic Dean<br>Director Quality and Compliance<br>Director Student Experience |
| 6.3 Academic Governance  | Academic Board              | Course Advisory Committee<br>Academic Appeals Committee<br>CEO<br>Director Quality and Compliance<br>Academic Dean<br>Director Learning and Innovation                                |
| <b>7. Representation, Information &amp; Information Management</b>     |                             |   |
| 7.1 Representation   | Board of Directors          | CEO<br>Director International Recruitment<br>Director Student Experience  |
| 7.2 Information for Prospective Students and Current Students          | Board of Directors          | CEO<br>Director International Recruitment<br>Director Student Experience<br>Finance Manager<br>Director Quality and Compliance  |
| 7.3 Information Management   | Board of Directors          | Audit and Risk Committee<br>CEO<br>Director International Recruitment<br>Academic Dean<br>Director Quality and Compliance   |

\*All ASA degrees are coursework

The Board of Directors is the peak governance body for ASA. The Board of Directors delegates some of its responsibility and authority to the Academic Board and the Audit and Risk Committee, as laid out in this Charter and the *Delegations of Authority Policy and Procedure* and associated *Register*, to carry out actions for the Board. The Board retains accountability for the operation of its committees and for the use of any delegated authority by those committees.

The separation of responsibilities and roles is achieved by formal delegations to the boards and committees, as shown in Figure 2: ASA’s Governance Structure 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: ASA’s Governance Structure





## 6. Board and Committee Membership Protocols

### 6.1 Background

ASA 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.

### 6.2 Board/Committee Composition

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

### 6.3 Criteria and Characteristics of Independent Members

An Independent member is defined as a person who is neither an employee, shareholder, officer, or owner of ASA. To qualify as an Independent member, the following additional criteria will apply:

- Has not had an employment, business, or other material contractual relationship with ASA within the last three (3) years.
- Does not have a direct or indirect material financial interest in ASA.
- Is not involved in the day-to-day management functions of ASA.
- Is sufficiently impartial and disconnected from ASA's operations, and in a position to act in ASA'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.
- Has not been an independent committee/board member of ASA for a period longer than ten (10) years so that their independence may be compromised.

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.

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

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

#### 6.4.1 Selection and Appointment of Independent Board members to the Board of Directors and its Standing Committees

Selection and appointment of independent board or committee members should ensure that there is an appropriate breadth and depth of skills for each governing body to fulfil its functions effectively. Individual member appointments should be staggered to allow a degree of continuity over time. The Board of Directors and the Academic Board have a specific Skills and Experience Matrix to identify required and desired competencies. These matrixes are maintained and approved by the Board of Directors.

The following indicates who has the power to appoint independent members to the Board of

Directors and its Standing Committees:

- The shareholders jointly appoint all Directors with advice from the Chair of the Board of Directors.
- The shareholders jointly appoint one of the Independent Directors as the Chair of the Board of Directors.
- The shareholders jointly appoint one of the Independent Directors as the Deputy Chair of the Board of Directors.
- There must be a minimum of three (3) independent directors appointed to the Board at any one time.
- At least two directors must ordinarily reside in Australia.
- The Board of Directors appoints all members of the Audit and Risk Committee.
- The Board of Directors appoints the Chair of the Academic Board.

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

- The Board of Directors approves all recommended appointments based on the recommendations of the Chief Executive Officer (CEO), in consultation with the Chair of the Academic Board.
- The Academic Board appoints all members of its standing committees.

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

Ex officio appointments hold the board/committee membership for the duration of their engagement in the designated position. Once they cease to hold the specific position, their membership on the board/committee automatically ceases.

### 6.5 Induction of new members and refresher inductions

Before a new member attends a board/committee meeting, the Chair or delegate will ensure that the new member has been inducted and briefed on the relevant governance requirements, terms of reference, and requirements of their role. Operational and/or sector context will be provided where required to ensure that the member is able to fully contribute to all duties. Newly appointed board/committee members will be provided with:

- an appointment letter, setting out the expectations of their role and the terms of their engagement;
- an induction meeting with the relevant Chair or delegate;
- relevant documentation appropriate to the position; and
- relevant induction material.

### 6.6 Terms of Appointment

| Role                | Term of Appointment  |
|---------------------|--|
| Chair               | Initial appointment – three (3) years. The Chair may be appointed for two (2) additional three (3)-year terms. Maximum tenure: nine (9) years.           |
| Independent Members | Initial appointment – three (3) years. Independent members may be appointed for two (2) additional three (3)-year terms. Maximum tenure: nine (9) years. |
| Ex Officio          | For the term that they hold the ex officio position.   |

## **6.7 Fit and Proper Persons Declaration**

All Directors and new independent members will be asked to complete a Fit and Proper Persons (FPP) declaration and sign a confidentiality agreement prior to formally joining the Board of Directors, the Audit and Risk Committee, or the Academic Board. The CEO and the Academic Dean are also required to sign a FPP declaration. The Director Quality and Compliance will maintain records of these declarations. Updated forms will be requested on an annual basis.

## **6.8 Declaration of Independence**

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 Director Quality and Compliance will maintain records of these declarations. Independent board/committee members will review those declarations annually or when independence could be perceived as impacted.

## **6.9 Abbreviated Curriculum Vitae**

All independent board/committee members must provide details of their knowledge and experience through the supply of an abbreviated Curriculum Vitae. Updated versions will be requested annually to ensure currency. The Director Quality and Compliance will maintain records of these declarations.

## **6.10 Resignation of Board/Committee Members**

Independent board/committee members may resign by providing notice in writing to the relevant board/committee Chair.

## 7. Board Members' Roles

### 7.1 Board of 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.

### 7.2 Role of the Chair of the Board of Directors

The Chair of the Board of Directors will:

- Facilitate the effective functioning of the Board;
- Ensure that the Board as a whole maintains an adequate understanding of ASA'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 CEO;
- Lead the appointments and induction processes for the CEO, the Chair of the Academic Board, and the Chair of the Audit and Risk Committee upon their appointment;
- Lead the evaluation of the CEO performance;
- Oversee the process for appraising Board members and the Board as a whole;
- Lead the succession planning of the CEO; and
- 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.

### 7.3 Role of the Deputy Chair

The Deputy Chair of the Board of Directors will:

- Assist the Chair with the effective functioning of the Board;
- Act as Chair for any meeting of the Board of Directors if the appointed Chair is absent;
- Act as an essential link between the Board of Directors and the Audit and Risk Committee; and
- Assist with the selection of the Audit and Risk Committee members.

The Deputy Chair of the Board of Directors is the Chair of the Audit and Risk Committee.

### 7.4 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, IT; and
- Knowledge of how a higher education provider operates.

### **7.5 Role of the Shareholder Representatives**

The shareholders of the Company nominate a maximum of two of the appointed Directors to be their representatives. These Directors will not be considered as Independent Directors. The Shareholder Representatives 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 Representatives are the same for all the Directors (refer to section 7.1).

### **7.6 Role of the CEO**

The CEO leads the Senior Management team and manages the day-to-day operations of ASA, its people, and resources. Appointed by the Board of Directors, the CEO implements the strategic and business plans approved by the Board and ensures that ASA's structure, practices, and processes are aligned with the articulated strategic direction, resource allocation, and business plans. The CEO is accountable and reports to the Board.

### **7.7 Director Protection**

The indemnification of Directors is covered under Section 36 of the ASA Constitution. The Directors of the Australian School of Accounting Pty Ltd are protected under the provisions of the Australian School of Accounting's Management Liability insurance policy; a copy of which will be provided during induction. Directors must provide their director number to the Secretariat for record keeping purposes.

### **7.8 Director Remuneration**

The Directors of the Australian School of Accounting Pty Ltd are paid the remuneration as determined by the Board. A Director's travel and other expenses may also be paid when approved by the Board or delegate. These additional expenses may be incurred when:

- attending Board meetings as required;
- attending any general meetings of ASA; and
- attending any events where Director attendance is desirable.

## **8. Board And Committee Meeting Protocols**

These protocols apply to all boards and committees at ASA, excluding where exceptions are noted within specific terms of reference for that governing body.

### **8.1 Chair**

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

### **8.2 Quorum**

All members of the board or committee are considered in determining a quorum. A quorum will be:

- Must include at least 1 independent member; and
- 50% of the members plus one.

### **8.3 Member Engagement**

Meetings will be scheduled as per the *ASA Governance Calendar* and may be held face to face and/or online.

It is expected that members will attend all board/committee meetings, and if unable to do so, will contact the ASA secretariat before the scheduled meeting. Repeated absences will be negotiated on a case-by-case basis and may result in the early termination of member engagement.

Members must take appropriate action to ensure they fulfil their duties as indicated by this Charter. Members must ensure they are able to commit to meeting preparation, attendance, and engagement beyond scheduled meetings.

Members must take care to ensure that any changes that would limit their suitability to serve, including but are not limited to, conflicts of interest, changes to their status as a fit and proper person, serious health conditions, or personal commitments are promptly notified to the Chair and the ASA Secretariat.

### **8.4 Board/Committee Agenda and Papers**

- Board/Committee agenda and papers are to be circulated at least one (1) week before the scheduled meeting.
- Late papers may be tabled by exception, but this practice will be discouraged where possible.
- Documentation will be provided electronically.
- All resolutions are to be recorded accurately in the minutes.
- An electronic copy of all meeting agendas, papers, resolutions, and action items will be maintained and available for members.

### **8.5 Secretariat**

ASA management will provide secretariat support for the Board of Directors, the Academic Board, and the Audit and Risk Committee meetings and associated administration before and after each meeting.

## 8.6 Minutes

- The Secretariat will minute all meetings and record all decisions accurately and provide the minutes for approval to the Chair within seven (7) days of the meeting.
- The minutes of the meeting will be distributed with the document pack for the next ordinary meeting for review by the members of the board/committee.
- The Chair will sign the minutes within a reasonable time after the meeting at which they were approved.
- All written meeting records will be maintained in a secure location.

## 8.7 ASA Governance Calendar

An annual *ASA Governance Calendar* will be presented to the Board of Directors for their approval prior to the calendar year's last scheduled meeting. Once approved, the relevant dates will be circulated to all ASA board/committee members and the relevant board/committee meetings scheduled. Where required, alternate dates for other boards/committees will be negotiated to ensure maximum attendance is supported. The schedule of meetings should reflect required governance processes.

## 8.8 Independent Advice

The Board of Directors may seek and commission independent expertise, advice, and/or assistance to support any board/committee to carry out its terms of reference.

The Chair of the Academic Board or the Chair of the Audit and Risk Committee may make requests for independent advice directly to the Board of Directors. Standing Committees of the Academic Board should make this request through the CEO, after approval by the Chair of the Academic Board.

## 8.9 Scheduling of Extraordinary Meetings

Extraordinary meetings of the Board of Directors may be convened by any three directors of the Board of Directors as required.

Extraordinary meetings of any other boards/committees may be convened with reasonable notice for additional meetings in consultation with the Chair of the board/committee and the CEO.

## 8.10 Self- Assessment

The Board of Directors and the Academic Board bodies will conduct a self-review of their performance once every two years, or earlier if deemed required.

All standing committees are required to regularly assure the Board of Directors or the Academic Board that they have fulfilled their terms of reference as outlined in the relevant responsibilities section.

## 9. Board of Directors (BoD)

### 9.1 Role

The Board of Directors ensures that ASA is properly resourced and managed to deliver a high standard of education in compliance with ASA's strategic objectives and plans, internal policies and regulatory requirements. The Board of Directors will promote and protect the reputation and interests of ASA by fostering an environment that supports and protects freedom of intellectual inquiry and promotes the wellbeing of students and staff.

The Board's decisions must be made in the best interests of the students and staff to support the quality of education and the learning environment offered by ASA and to maintain a culture consistent with ASA's strategic objectives.

The Board of Directors is responsible for the overall oversight and management of ASA. The Board of Directors determines and monitors the framework of roles, relationships, systems, and processes implemented within ASA to achieve its objectives, remain financially viable and sustainable, and meet all legislative and statutory obligations relevant to the lawful functioning of a Higher Education Provider.

The Board of Directors retains responsibility for oversight of academic governance.

The Board of Directors confers upon and delegates certain authorities as set out in this *Governance Charter* and the *Delegations of Authority Policy* and associated *Register*. The Board of Directors may establish one or more committees with such terms of reference as deemed appropriate to fulfill its obligations as a Institute of Higher Education.

### 9.2 Responsibilities:

The Board of Directors' responsibilities are to ensure that ASA provides a high standard of tertiary education for students through overseeing successful governance and operations and assuring compliance with relevant regulations.

#### Business Performance

1. Be accountable for the direction setting and oversight of all operations including approving the vision, mission, values, and strategic direction of ASA as articulated in the *Strategic Plan*.
2. Approve, monitor, and regularly review the *Strategic Plan's* effectiveness, key performance indicators, the annual budget, the business plan, and the workforce plan and significant amendments to those plans.
3. Oversee, review, and monitor the management of ASA with specific relevance to ASA's viability, sustainability, and educational offerings.
4. Regularly monitor the reputation and performance of ASA and progress against performance targets and provide advice and actions to be taken to correct underperformance.
5. Ensure that an appropriate standard of facilities including physical premises and equipment is provided for students and staff and that these are adequate to support a high-quality learning environment.
6. Approve significant new commercial activities, new course development, collaboration agreements, and arrangements with other providers and organisations. Monitor agreements and the associated services provided.
7. Ensure that there are credible plans for business continuity that will protect students should ASA not be able to offer completion of studies.



8. Appoint, remove and approve remuneration and monitor and review the performance of the CEO in accordance with agreed objectives and plans developed prior to the commencement of each calendar year.
9. Ensure that there is an appropriate process for recruitment of all other staff and regular review of their performance.
10. Approve total remuneration for all staff as part of the annual budgetary process. Ensure that remuneration is structured with regard to competitor organisations and positions and benchmarked against industry reports to enable ASA to engage staff with appropriate experience and a high level of competency.

#### Risk Management

11. Oversee the assessment, management, and control of risk across ASA.
12. Approve the *Risk Management Framework*, ensure that it complies with the *Risk Management Policy* and monitor its effectiveness.
13. Monitor the effectiveness of the management and mitigation strategies implemented to address the identified risks to operations.
14. As part of ASA's risk management system, ensure regular monitoring of reports, publicity and issues that may affect ASA's relationship with its students, staff, the community, or the regulator and ensure that any such matters are addressed on a timely basis.
15. Ensure tuition safeguards are in place and appropriate to the student cohort.
16. Assure that ASA continues to meet the Higher Education Standards Framework and that lapses in compliance with the Higher Education Standards Framework are identified and corrective action is implemented.
17. Ensure that all policies and procedures comply with relevant laws and regulations and that all statutory reporting obligations are fulfilled.
18. Ensure there is a high level of compliance with ASA's internal policies and procedures and that corrective action is taken in response to any deviations as set out in the relevant policy and procedure.
19. Monitor the occurrence and nature of formal complaints, allegations pertaining to *Code of Conduct* breaches, and critical incidents and that effective action is taken to address the underlying causes of such incidents.

#### Finance

20. Ensure that ASA has the capacity to continue to apply sufficient financial and other resources to maintain the viability of the ASA and its business model, to meet and continue to meet its requirements under the relevant regulations.
21. Regularly review and monitor financial performance to ensure ASA remains financially viable.
22. Approve the annual budget for ASA, monitor the financial position, performance and cash flow to ensure that ASA's financial resources are adequate to enable ASA to meet its financial and other objectives.
23. Approve ASA's annual budget ensuring that it is based on robust assumptions relating to ASA's size competitiveness as well as external factors that could affect ASA's performance. The budget should also take into account the vision and objectives of the *Strategic Plan* to establish an outstanding reputation for ASA and a high-quality learning environment for

students and staff.

24. Ensure that financial management meets Australian accounting standards, effective financial safeguards and controls are operating and financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards.
25. Ensure that corrective action is taken to properly and prudently manage any adverse variations from planned financial performance.

#### Quality Assurance

26. Approve and monitor the *Quality Assurance Framework*, which must be fit for purpose, consistent with and support ASA's objectives and the Higher Education Standards and all other regulatory requirements.
27. Create a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
28. Ensure that mechanisms for competent academic governance and leadership of higher education provision and other academic activities have been implemented and are operating effectively.
29. Approve course development proposals and the final submission of course accreditation/reaccreditation applications to TEQSA.
30. Regularly review ASA'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).
31. Initiate periodic reviews (at least once during a registration period) of the Board of Directors and its standing committee's performance and effectiveness. Independent reviews of the effectiveness of the Board of Directors and Academic Board will be undertaken at least every three (3) years.
32. Approve the conferral of all degrees and other qualifications granted by ASA after considering recommendations from the Academic Board.
33. Board of Directors members may request the Chair of the Board of Directors or committees to seek external advice or to contract specialist services on complex or technical matters before the Board of Directors or committee or where an independent opinion is required.

#### Delegations

34. Approve, monitor and regularly review the delegation of authority to the CEO and any other delegation that the Board of Directors considers necessary for the effective operation of ASA, including financial, academic and operational delegations.
35. Establish and maintain an:
  - Academic Board
  - Audit and Risk Committee
36. Approve all appointments to the Academic Board and the Audit and Risk Committee.
37. Delegate authority and responsibility for all academic governance and oversight to the Academic Board. Monitor this delegation and receive regular reports to assure effective implementation.

### 9.3 Membership Profile

| Members   | Term of Office                            |
|---|---|
| Chair (Independent)                             | Initial term of 3 years (maximum 9 years) |
| Deputy Chair, (Independent)                     | Initial term of 3 years (maximum 9 years) |
| Independent Director                            | Initial term of 3 years (maximum 9 years) |
| Independent Director (Optional)                 | Initial term of 3 years (maximum 9 years) |
| Independent Director (Optional)                 | Initial term of 3 years (maximum 9 years) |
| Shareholders' representatives (up to 2 members) | As determined by the Shareholder          |

Nomination and appointment of Board members is outlined in Section 6.4 of this Charter. The Chairperson's term of office is three years, with options for renewal at the discretion of the Board.

There will be between three (3) and five (5) independent directors. Shareholder representatives are limited to a maximum of two (2) members.

The responsibilities of the Chair are outlined in Section 7.2 of this *Governance Charter*.

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

### 9.4 Frequency of Meetings

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

### 9.5 Delegation of Authority

The Board of Directors delegates some of its authority to its Standing Committees as noted below, however the Board retains accountability for all aspects of governance.

- The Academic Board has delegated authority from the Board of Directors for academic oversight and academic governance. The Academic Board is empowered to delegate some of its authority to standing committees as noted within this Charter.
- The Audit and Risk Committee has delegated authority from the Board of Directors to review, monitor, and investigate four key areas: financial reporting and performance, risk management systems, and internal and external audit functions.

### 9.6 Conduct of Business

The conduct of the business of the Board of Directors is set out in the Board and Committee Meeting Protocols (Section 8 above).

## 10. The Audit and Risk Committee Terms of Reference

### 10.1 Role

The Audit and Risk Committee supports the Board of ASA with the organisation's governance and exercise of due care and diligence in relation to ASA's financial performance, risk management and compliance with laws, regulations, and policies of ASA. The Committee provides technical and management expertise to allow the regular review and monitoring of ASA's financial position and the policies, systems and controls that support the management of ASA and its finances.

The Board of Directors delegates to the Audit and Risk Committee the authority to review, monitor, and investigate financial, management and performance, risk management systems, internal and external audit functions, the annual statutory financial reports and recommending the appointment of the external auditor. The Committee will also examine any other matters referred by the Board.

The Committee has no authority to make any decisions on behalf of the Board, to approve expenditure or commit the organisation to activities or undertakings not otherwise approved by the board. However, the Board authorises the Committee to:

1. Oversee the appointment, compensation and work of any registered company auditor engaged by ASA.
2. Resolve any disagreements between management and the auditor on financial reporting.
3. Pre-approve all audit and non-audit services prior to seeking Board approval.
4. Seek any information it requires from employees directed to cooperate with the audit Committee's requests
5. Seek any information it requires from external parties to advise on any matter within the Committee's responsibilities.

### 10.2 Responsibilities

The Committee's specific responsibilities are set out below. These are not exclusive, and the Committee should ensure that any other matters required in order to fulfill their responsibilities to ASA are identified and managed as appropriate. The Audit and Risk Committee will undertake the following responsibilities:

#### Financial status and performance

The Committee will advise the board on financial management and reporting matters and make recommendations to the board as required. These matters will include:

1. policies relating to financial management;
2. the draft annual budget, including the appropriateness of underlying assumptions;
3. the company's regular financial reports including the internal processes, procedures and systems on which they depend;
4. the solvency of the company, any concerns should be advised to the Board for their immediate attention; and
5. evaluate the compliance of the financial reports with applicable laws, regulations, and standards and consider any recommendations or actions required by TEQSA based on the reports.

### Risk Management Functions

6. Request management representations regarding the adequacy of the internal control system.
7. Assess any significant issues or concerns raised by ASA management in their representations.

### Internal Financial Audit

8. Ensure the independence of the internal audits.
9. Provide a structural reporting line for the internal audits.
10. Review the internal audit plans, the results of those plans and the recommendations of the internal auditor. Recommend matters to the Board for decision where required.
11. Ensure that the internal auditor is adequately resourced to undertake a strong and effective internal audit process.

### External Audit

12. Ensure the independence of the external auditor appointed by the Board.
13. Periodically review the appointment, terms of engagement and remuneration of the external auditor.
14. Meet with the external auditors to review the results of their audit work, including the adequacy and effectiveness of accounting and financial controls, the disclosures made in the notes to the accounts, and any issues identified by the external auditors regarding the company's management, systems and controls.
15. Review the audited annual financial statements before they are presented to the BoD, to ensure that they represent a true and fair view of ASA's financial position and performance.

The ARC will actively participate in ongoing professional development and stay updated on emerging trends, regulations, and best practices in audit, risk management, and governance in higher education.

## 10.3 Reporting Requirements

The Audit and Risk Committee reports to the Board of Directors. The Chair of the Audit and Risk Committee will provide regular reports to the Board of Directors.

## 10.4 Membership Profile

| Members                         | Term of Office                            |
|---------------------------------|---|
| Chair (Independent Director)    | As Director of the Board                  |
| Independent Member              | Initial term of 3 years (maximum 9 years) |
| Independent Member              | Initial term of 3 years (maximum 9 years) |
| Chief Executive Officer         | Ex-officio                                |
| Finance Manager                 | Ex-officio                                |
| Director Quality and Compliance | Invitee                                   |

The selection and appointment processes are described under Section 6.4.

The Audit and Risk Committee should collectively demonstrate appropriate qualifications and substantial experience in accounting, finance, auditing, risk management, and compliance at a senior level to effectively carry out their responsibilities. Additional qualifications and experience in finance, economics, business management, and regulatory environments are desirable.

Members must disclose any conflicts of interest or potential conflicts of interest to the Committee.

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

### **10.5 Quorum**

A quorum for meetings and any circular resolutions of the Audit and Risk Committee will be half plus one of the number of appointed members, of whom at least two (2) must be independent members.

### **10.6 Frequency of Meetings**

The Audit and Risk Committee meets at least four (4) times per year, according to the ASA Governance Calendar, and may be 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 8 above).

## 11. The Academic Board (AB) Terms of Reference

### 11.1 Role

The Academic Board is the principal academic body of ASA and has authority delegated from the Board of Directors for academic governance and policy. The Academic Board is the principal advisory body on all matters relating to and affecting the quality of learning, teaching, and scholarship at ASA. The Academic Board assures the academic experiences of students and the quality of each course of study leading to a higher education award. The Academic Board provides academic leadership and promotes a culture of academic excellence, ensuring academic integrity and freedom of intellectual inquiry.

### 11.2 Responsibilities

The Academic Board has no general authority to make decisions on behalf of the Board, to approve expenditure, or to commit the organisation to activities not otherwise approved by the Board of Directors. However, the Board of Directors authorises the Academic Board to fulfil the following main responsibilities:

#### Governance and Leadership Standards

1. Lead and provide oversight of academic governance through the framework of academic policies, systems, data-driven oversight, and processes to ensure effective decision-making, accountability, and transparency in academic matters.
2. Set and uphold the highest academic standards, ensuring that they are reflected in institutional policies, procedures, and practices.
3. Oversee and monitor the achievement of institutional benchmarks for academic quality and student outcomes including student retention, progression, and completion rates.
4. Oversee the maintenance of academic rigour, integrity, and quality of teaching and learning across all academic programs and disciplines.
5. Guide, review, and approve all learning and teaching plans.
6. Monitor and review staffing to ensure academic leadership and appropriate levels of support for students are in place.
7. Recommend the conferral of educational awards for lists of students who have met all academic course requirements to the Board of Directors for approval.
8. Assess, provide advice, and monitor risks to the quality and integrity of ASA's courses and awards per the ASA Risk Management Framework.
9. Review, monitor and approve preventative actions in relation to academic risks, risks to students or graduate outcomes.
10. Establish and delegate authority to standing committees with appropriate terms of reference.

#### Monitoring and Continuous Improvement

11. Monitor the management of academic matters and provide advice to the CEO and the Board of Directors, including but not limited to:
  - matters that impact the quality or integrity of learning or teaching at ASA;
  - significant matters relating to the learning environment that could impact the reputation of ASA;

- strategic matters relating to the resourcing of ASA to deliver the required standard of teaching and learning;
  - compliance with legislative and regulatory requirements relevant to academic standards and the learning environment;
  - any other risk management issues that might affect the reputation of ASA or the quality of its courses or teaching; and
  - any other matter relating to academic outcomes, policies and practices that should be brought to the attention of the Board of Directors.
12. Oversee mechanisms for ongoing quality assurance, effective learning and teaching, and improvement of learning and teaching.
  13. Regularly evaluate the effectiveness of institutional systems for monitoring and improving the teaching and learning environment, academic activities, and Scholarly Activity.
  14. Confirm that delegations of academic authority by the Academic Board are implemented appropriately and effectively by the Academic Board's standing committees and monitor compliance with these delegations.
  15. Regularly receive reports regarding academic quality assurance processes, such as program reviews, external benchmarking, accreditation requirements, and student performance data analysis.
  16. Consider feedback from students, faculty members, employers, and relevant stakeholders to gather insights on the effectiveness and quality of courses.
  17. Promote a culture of continuous improvement and critically evaluate the quality and effectiveness of appropriate educational innovations or proposals for innovations in course design, academic delivery, and learning and teaching to enhance the learning experience and outcomes for students.
  18. Periodically monitor and ensure that appropriate facilities and infrastructure are provided to support academic standards and effective teaching and learning.
  19. Monitor the effectiveness of the learning resources and educational support provided and provide reports to the Board of Directors where further resourcing is required.

#### Policy, procedures, and processes

20. Approve, monitor, and regularly review academic policies; ensuring that they are effective and appropriate to support the objectives of ASA and the courses offered.
21. Review and advise on any policy document that may impact academic matters, prior to presentation to the Board of Directors.
22. Monitor the implementation and effectiveness of policies approved by the Academic Board through regular reporting and assessment with reference to key performance indicators, best practice and external benchmarks where available.
23. Together with associated policies and processes, regularly review and monitor admission requirements, outcomes regarding credit and recognition of prior learning assessments, and the effectiveness of the diversity and equity approach.



## Courses

24. Oversee the design, development, and comprehensive review of academic courses and units, ensuring alignment with the Australian Qualifications Framework, regulatory and professional accreditation requirements, and industry needs before submission to the Board of Directors for approval.
25. Ensure and monitor that there are processes and structures in place and that responsibility is assigned for:
  - i. effective course design;
  - ii. regular review and updating of courses;
  - iii. effective oversight of the quality of teaching, learning and training;
  - iv. setting and monitoring institutional benchmarks for academic quality and outcomes and ensuring that action is taken to improve performance against benchmarks for academic quality and outcomes; and
  - v. regular monitoring of student performance and learning outcomes, ensuring that poor outcomes are addressed.
26. Critically scrutinise and advise on approving and accrediting all courses and the qualifications to be awarded based on those courses before submission to TEQSA or professional accrediting bodies.
27. Ensure that all accredited courses and qualifications are regularly monitored to maintain compliance with accreditation standards and to address any identified areas of improvement.
28. Oversee regular reviews of all courses offered by ASA to ensure they align with the objectives of the provider and meet regulatory requirements and rigorous academic standards.
29. Review regularly course review reports to assure all courses and their associated student outcome data meets institutional benchmarks and ensure that courses are improved as and where necessary to reflect the objectives of ASA including industry requirements and rigorous academic learning.
30. Approve recommended improvements, which may include curriculum revisions, introduction of new teaching methodologies, or integration of industry-specific requirements.

## Assessment and Integrity

31. Monitor and review assessment strategies, methods, and processes to ensure alignment with learning outcomes, consistency, and quality.
32. Oversees the evaluation of teaching effectiveness and student feedback mechanisms.
33. Maintain oversight of academic and research integrity.
34. Ensure that staff and students are aware of ASA's requirements relating to academic integrity, that they understand their own responsibilities for maintaining academic integrity and what this means in practice.
35. Regularly review and monitor student feedback, and academic grievances including assessment appeals, academic complaints, and academic appeals.

## Scholarship

36. Foster a culture where academic autonomy, freedom of speech, and free intellectual inquiry are upheld.
37. Foster a culture of scholarship and support staff scholarship and development activities.
38. Fosters collaboration and communication with relevant stakeholders, including students, faculty members, professional bodies, industry partners, and accrediting agencies.

The Academic Board may be delegated additional responsibilities by the Board of Directors.

### 11.3 Reporting Requirements

The Academic Board reports to the Board of Directors. The Chair of the Academic Board will provide regular reports to the Board of Directors.

### 11.4 Membership Profile

| Members                          | Term of Office                            |
|----------------------------------|---|
| Chair (Independent Member)       | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Independent Member (optional)    | Initial term of 3 years (maximum 9 years) |
| Academic Dean                    | Ex officio                                |
| Director Learning and Innovation | Ex officio                                |
| Director Quality and Compliance  | Ex officio                                |
| Permanent academic staff member  | Initial term of 3 years (maximum 9 years) |
| Student Representative           | Invitee                                   |

The selection and appointment processes are described under Section 6.4.

- The CEO will have a standing invitation to attend meetings.
- The Chair of the Academic Board may, from time to time, require the attendance of, or invite, any ASA staff member to attend meetings as and when required.
- If not able to attend, the Chair will nominate a member to chair that meeting.

### 11.5 Quorum

A quorum for meetings and any circular resolutions of the Academic Board will be half plus one of the number of appointed members, of whom at least two (2) must be independent members.

### 11.6 Role of the Chair

- Oversee the management of the Academic Board and that the conduct of meetings allows sufficient time for diverse perspectives and thoughtful deliberation on key areas of responsibility.
- Ensure that meeting agendas align with the responsibilities of the Academic Board and that accurate, summary data is provided to the Academic Board for informed decision-making and monitoring of results.
- Foster an inclusive environment for members to express their views respectfully.

- Develop and maintain a strong working relationship with the CEO to ensure necessary support and resources.
- Provide regular reports to the Board of Directors to assure effective implementation of delegated authority from the Board of Directors for all academic governance and oversight.
- Confirm annually to the Board of Directors that the assigned responsibilities have been fulfilled.
- May recommend the appointment or removal of a member to the Board of Directors.
- Act on behalf of the Academic Board, in consultation with the CEO, when there are issues of an urgent nature that require immediate action. Such decisions must be ratified by the Academic Board at the next meeting.

### **11.7 Frequency of Meetings**

The Academic Board meets at least four (4) times per year according to the ASA Governance Calendar and may be convened with reasonable notice for additional meetings. At the end of each year, the scheduled meetings for the upcoming year will be provided to members.

### **11.8 Decision Making Between Meetings**

Urgent decisions may be made by circular resolution between meetings if required. Where there is insufficient time for a circular resolution, the Chair of the Academic Board, in consultation with the Academic Dean and CEO, may act on behalf of the Academic Board, and will report all such actions to the Academic Board for ratification at its next meeting.

### **11.9 Delegation of Authority by the Academic Board**

The Academic Board may establish one or more advisory committees with such terms of reference as the Academic Board may set from time to time.

ASA's Academic Board delegates responsibility to:

- The Course Advisory Committee to oversee the development and comprehensive review of all ASA's courses and make recommendations and endorsements, where appropriate, regarding course documentation, development, and review.
- The Teaching and Learning Committee for monitoring and reporting on quality assurance processes for teaching and learning within ASA in order to ensure that day-to-day academic operations meet quality educational standards.
- The Board of Examiners to review and approve unit results for release and to monitor assessment processes in an ongoing manner. The Board of Examiners is also authorised to award internal awards or prizes of an academic nature.
- The Academic Appeals Committee to review academic appeals regarding admission, retention, dismissal, and other academic matters such as grade appeals and whether to grant or dismiss those applications.

The committees will operate in accordance with terms of reference set out in this Charter. The performance and effectiveness of the committees will be regularly reviewed by the Academic Board.

The Academic Board may form any other committees they or the Board of Directors believes will contribute to the quality and integrity of the courses offered by ASA, the student experience or any other matter that is significant in supporting and maintaining an effective level of academic governance for ASA.

### **11.10 Conduct of Business**

The conduct of the business of the Academic Board is set out in the Board and Committee Meeting Protocols (Section 8 above).

- The Academic Board and its committees have the right to request and receive any information they deem necessary for informed decision-making.
- Requests for information should be directed through the Chair of the Academic Board or the Chief Executive Officer.
- Academic Board members can ask the Chair to seek external advice or engage specialist services in cases involving complex or technical matters or when an independent opinion is needed.

## 12. Course Advisory Committee Terms of Reference

### 12.1 Role

The Course Advisory Committee is a committee of the Academic Board. The Committee's role is to oversee the development and ongoing review of all ASA's courses and provide advice and recommendations on course development and design, ensuring alignment with course objectives and contemporary theory and practice. The Course Advisory Committee will make recommendations and endorsements where appropriate regarding course documentation, development, and comprehensive course reviews.

### 12.2 Responsibilities

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

1. Consider and advise on course design and development, including the need for new courses, taking into account the strategic objectives of ASA, the needs of prospective students, and the requirements of likely employers of ASA graduates.
2. Provide detailed curriculum support and guidance to ensure course and unit material provide appropriate development to support students to meet unit and course learning outcomes which align with industry requirements and relevant levels of the Australian Qualifications Framework (2013).
3. Engage with independent academics and appropriate industry experts to provide specialist advice on emerging discipline-specific and educational trends.
4. Provide input, guidance, and assistance on all course accreditation/reaccreditation projects prior to regulatory or professional accreditation submissions and make recommendations regarding these projects to the Academic Board.
5. Consideration should be given to whether the course aligns with ASA's strategic objectives, the anticipated demand for the course, resource requirements for effective delivery, and whether the successful completion of the course will support graduates to meet professional and business requirements.
6. Ensure courses and units are relevant, up-to-date, and meet the learning outcomes and educational objectives and include learning innovations to support student learning.
7. Recommend external expertise or consultation with professional bodies or accreditation agencies to validate the quality and standards of the courses.
8. Receive reports and evaluate comprehensive reviews of each course within three (3) years of initial accreditation, and thereafter every five (5) years. The review should:
  - i. include the design and content of each course of study;
  - ii. the expected learning outcomes;
  - iii. the methods for assessment of those outcomes;
  - iv. the extent of students' achievement of learning outcomes;
  - v. emerging developments in the field of education;
  - vi. modes of delivery;
  - vii. the changing needs of students;
  - viii. identified risks to the quality of the course of study; and

- ix. include external referencing or other benchmarking activities.
- 9. Consider and review course details to ensure they content reflect contemporary best practice, are comparable or superior to similar courses offered by other providers, and incorporate overarching trends in feedback from students and staff.
- 10. Provide advice and endorse appropriate comprehensive course review reports to the Academic Board to enable maintenance of oversight by the peak academic body.
- 11. Consider any matters referred to the Committee by the Academic Board or management and make recommendations to the Academic Board where appropriate.
- 12. Seek independent, expert advice from appropriately qualified professionals to support the Committee’s work and decision-making where necessary.

### 12.3 Reporting Requirements

The Course Advisory Committee reports to the Academic Board. The Chair of the Course Advisory Committee will provide regular reports to the Academic Board.

### 12.4 Membership Profile

| Members                          | Term of Office                            |
|----------------------------------|---|
| Chair (Independent Member)       | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Independent Member               | Initial term of 3 years (maximum 9 years) |
| Academic Dean                    | Ex officio                                |
| Director Learning and Innovation | Ex officio                                |
| Course Coordinator               | Ex officio                                |
| Course Coordinator               | Ex officio                                |

The Chair and independent members will be appointed by the Academic Board and will serve for three (3) years. Up to two (2) further terms may be approved by the Academic Board. Individual member appointments should be staggered where possible to allow a degree of continuity over time.

- The CEO will have a standing invitation to attend meetings.
- The Chair of the Course Advisory Committee may, from time to time, invite or require the attendance of any ASA staff member to attend meetings as and when required.
- If not able to attend, the Committee will nominate a member to chair that meeting.

Membership should include external members with relevant expertise and experience in the relevant fields of education and comprise a mix of academic and industry professionals. There should be at least one (1) industry professional within the membership. External members should complement the skills and knowledge provided by ex-officio members to ensure appropriate depth of knowledge and skills to fulfil the responsibilities.

Additional members may be requested by the Chair for specific periods of time or particular projects to ensure that the Course Advisory Committee has appropriate expertise to function effectively. Independent specialists or experts may be invited to address the Course Advisory Committee or provide advice and assistance as required.

If a member of the Committee believes that a conflict exists, or is likely to arise, the member

should disclose the potential conflict to the Chair. The Chair should decide how to manage each case of conflict as it comes to their attention.

Appointed members will receive a Letter of Engagement signed by the Chief Executive Officer, outlining the terms and requirements of their role on the Committee and any remuneration included.

## **12.5 Quorum**

A quorum for meetings and any circular resolutions of the Course Advisory Committee will be half plus one (1) of the number of members, of whom at least two (2) must be independent members.

## **12.6 Role of the Chair**

- Oversee the management of the Course Advisory Committee and that the conduct of meetings allows sufficient time for diverse perspectives and thoughtful deliberation on key areas of responsibility.
- Ensure that meeting agendas align with the responsibilities of the Course Advisory Committee and that appropriate documentation, data and reports are provided for informed decision-making.
- Foster an inclusive environment for members to express their views respectfully.
- Develop and maintain a strong working relationship with the CEO to ensure necessary support and resources.
- Provide regular reports to the Academic Board to assure effective implementation of delegated authority from the Academic Board.
- Confirm annually to the Academic Board that the assigned responsibilities have been fulfilled.
- May recommend the appointment or removal of a member to the Academic Board.
- Act on behalf of the Course Advisory Committee, in consultation with the CEO, when there are issues of an urgent nature that require immediate action. Such decisions must be ratified by the Committee at the next meeting.

## **12.7 Frequency of Meetings**

The Course Advisory Committee meets at least two (2) times per year according to the ASA Governance Calendar and may be convened with reasonable notice for additional meetings.

## **12.8 Decision Making Between Meetings**

Urgent decisions may be made by circular resolution between meetings if required. Where there is insufficient time for a circular resolution, the Chair of the Course Advisory Committee, in consultation with the Academic Dean, may act on behalf of the Committee, and will report all such actions to the Committee for ratification at its next meeting.

## **12.9 Conduct of Business**

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 8 above).

## 13. The Teaching and Learning Committee Terms of Reference

### 13.1 Role

The Teaching and Learning Committee is a standing committee of the Academic Board and reports recommendations and advice to the Academic Board after detailed review of matters relating to learning and teaching, academic delivery and assessment, and academic feedback.

It has no decision-making authority other than what is set out in these Terms of Reference or authorised by the Academic Board from time to time. The Committee is authorised to seek any information that it requires from employees to fulfil its responsibility. In fulfilling its role, the Committee will undertake and advise on the following matters that are relevant to the quality of education offered by ASA.

The Committee's work supports excellence in learning and teaching at ASA.

### 13.2 Responsibilities

The Teaching and Learning and Committee undertake the following responsibilities:

1. Perform regular interim monitoring of matters relating to learning and teaching, including resourcing, support, and stakeholder feedback, and report on these matters to the Academic Board to enable maintenance of oversight.
2. Advise on review and improvement activities include regular external referencing of the success of student cohorts against comparable courses of study, including:
  - a. Monitor progression rates, attrition rates, completion times and rates and, where applicable, comparing different locations of delivery; and
  - b. the assessment methods, alignment with current learning and teaching approaches, and grading of students' achievement of learning outcomes for selected units of study within courses of study.
3. Review and ensure fairness and consistency in the procedures for granting credit(s) and evaluate the effectiveness of processes used for assessing student performance and achievement.
4. Provide causal analysis and recommendations to support continuous improvement in rates and trends of typical indicators of student performance that includes consideration of cohorts, admission criteria, granted credit, sourcing agent, country of origin, location at the point of recruitment, at-risk status, and any other relational factor(s) as required.
5. Monitor and evaluate the effectiveness of learning, teaching, and assessment practices and provide guidance to ASA management to support academic excellence and improve performance against institutional benchmarks and external standards for academic quality and outcomes.
6. Consider and recommend amendments to, or endorse, the Learning and Teaching Plan prior to submission to the Academic Board for approval. The Committee regularly reviews and monitors progress against the Learning and Teaching Plan to ensure its relevance and effectiveness.
7. Review and recommend amendments to, or endorse, policies and procedures related to learning and teaching, including quality assurance measures, as requested by ASA staff.
8. Periodically review and report on the student academic support services, academic intervention strategies, transition arrangements, and physical and IT resources provided for students and provide strategies to improve effectiveness as required.
9. Monitor the list of students identified as At Risk of unsatisfactory course progression and ensure appropriate academic support strategies and processes are implemented.



10. Ensure there are processes in place to collect, review, and implement strategies designed to respond to student and staff feedback on academic matters and improve the overall learning and teaching experience.
11. Ensure there are processes in place to ensure that all academic staff and students have opportunities to provide feedback on their educational experiences and that this feedback informs institutional monitoring, review and improvement activities.
12. Ensure there are processes in place to ensure that academic staff are provided opportunities to review feedback on their teaching and are supported in enhancing their teaching.
13. Review the implementation of professional development plans for academic staff to ensure they maintain the currency and relevance of their teaching skills and trends in their academic and industry disciplines.
14. Review and monitor the Scholarly Activity of academic staff and work collaboratively with ASA management to encourage staff engagement in Scholarly Activity and its application to best-practice pedagogy.
15. Provide advice to the Academic Board on any matter concerning learning and teaching.

### 13.3 Reporting Requirements

The Teaching and Learning Committee reports to the Academic Board. The Chair of the Teaching and Learning Committee will provide regular reports to the Academic Board.

### 13.4 Membership Profile

| Members                          | Term of Office                            |
|----------------------------------|---|
| Chair (Independent Member)       | Initial term of 3 years (maximum 9 years) |
| Academic Dean                    | Ex officio                                |
| Director Learning and Innovation | Ex officio                                |
| Course Coordinator               | Ex officio                                |
| Course Coordinator               | Ex officio                                |
| Academic Staff Representative    | Initial term of 3 years (maximum 9 years) |
| Student Representative           | Invitee                                   |

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

To fulfil the role of the Committee, the membership should include the senior academic leaders and senior management to lead ASA staff in these improvements.

The Chair will be appointed by the Academic Board and will serve for three (3) years. Up to two (2) further terms may be approved by the Academic Board.

Other appointed members will be nominated by an ex-officio member and appointed by the Committee for two (2) years subject to their term of employment. Resignation or other cessation from ASA employment will serve as resignation from the Committee.

The Student Representative will be selected by the Student Representative Committee and proposed by the Academic Dean and will serve for two (2) years subject to their term of enrolment. Graduation or other cessation of ASA enrolment will serve as resignation from the Committee.

Appointed members will receive a Letter of Engagement signed by the Chief Executive Officer, outlining the terms and requirements of their role on the Committee and any remuneration included.

### **13.5 Quorum**

A quorum for meetings and any circular resolutions of the Teaching and Learning Committee will be half plus one (1) of the members.

### **13.6 Role of the Chair**

The Chair should:

- Oversee the management of the Teaching and Learning Committee and that the conduct of meetings allows sufficient time for diverse perspectives and thoughtful deliberation on key areas of responsibility.
- Ensure that meeting agendas align with the responsibilities of the Teaching and Learning Committee and that appropriate data and reports are provided for informed advice and recommendations.
- Foster an inclusive environment for members to express their views respectfully.
- Provide regular reports to the Academic Board to assure effective implementation of delegated authority from the Academic Board.
- Confirm annually to the Academic Board that the assigned responsibilities have been fulfilled.
- May recommend the appointment or removal of a member to the Academic Board or CEO.
- Be involved in, and contribute to, any evaluation or assessment of the Committee for quality assurance purposes.

### **13.7 Frequency of Meetings**

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

The Committee should meet every quarter during each Academic Year and at such other times as may be necessary to fulfil its responsibilities.

The Chair of the Committee should liaise with the Academic Dean to enable the scheduling of meetings for the Committee on a timely basis so that the needs of ASA are met as required.

### **13.8 Conduct of Business**

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 8 above).

## 14. The Board of Examiners Terms of Reference

### 14.1 Role

The Board of Examiners reviews all academic results, approves the release of the final marks and associated grades, and makes recommendations to the Academic Board regarding items that require further investigation or monitoring.

### 14.2 Responsibilities

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

1. Oversee the final moderation of unit marks and grades in accordance with ASA's policies and procedures.
2. Review reports from unit coordinators and feedback from academic staff and students to inform discussion and recommendations for continuous improvement.
3. Analyse grade distribution for courses, units, and campuses at the conclusion of each study period to evaluate the results against institutional and external benchmarks.
4. Convene to approve the release of final unit marks and grades.
5. Make recommendations to the Academic Board regarding items that require further investigation or monitoring.
6. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.

### 14.3 Reporting Requirements

The Board of Examiners reports to the Academic Board. The Chair of the Board of Examiners will provide regular reports to the Academic Board.

### 14.4 Membership Profile

| Members                                 | Term of Office |
|---|----------------|
| Academic Dean                           | Ex officio     |
| Course Coordinator                      | Ex officio     |
| Course Coordinator                      | Ex officio     |
| Director Student Experience (Registrar) | Ex officio     |

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

The Chair will be appointed by the Academic Board and will serve for three (3) years subject to their term on the Academic Board. Up to two (2) further terms may be approved by the Academic Board.

### 14.5 Quorum

A quorum for meetings and any circular resolutions of the Board of Examiners will be half plus one (1) of the members.

## **14.6 Role of the Chair**

The Chair should:

- Oversee the management of the Board of Examiners and that the conduct of meetings allows sufficient time for diverse perspectives and thoughtful deliberation on key areas of responsibility.
- Ensure that meeting agendas align with the responsibilities of the Board of Examiners and that appropriate data and reports are provided for informed advice and recommendations.
- Foster an inclusive environment for members to express their views respectfully.
- Provide regular reports to the Academic Board to assure effective implementation of delegated authority from the Academic Board.
- Confirm annually to the Academic Board that the assigned responsibilities have been fulfilled.
- May recommend the appointment or removal of a member to the Academic Board or CEO.
- Be involved in, and contribute to, any evaluation or assessment of the Board of Examiners for quality assurance purposes.

## **14.7 Frequency of Meetings**

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

## **14.8 Conduct of Business**

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 8 above).

## 15. The Academic Appeals Committee Terms of Reference

### 15.1 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.

### 15.2 Responsibilities

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

- Determine, and uphold, or dismiss student appeals relating to academic decisions.
- Seek further information in order to fairly hear the appeal as required.
- Provide reports to the Academic Board concerning student appeals relating to academic decisions.

### 15.3 Reporting Requirements

The Academic Appeals Committee reports to the Academic Board. The Chair of the Academic Appeals Committee will report to the Academic Board on matters determined by the Academic Appeals Committee.

### 15.4 Membership Profile

| Members                         | Term of Office                            |
|---------------------------------|---|
| Chair (Independent Member)      | Initial term of 3 years (maximum 9 years) |
| Director Quality and Compliance | Ex officio                                |

The Chair of the Academic Appeals Committee may, from time to time, invite other people to attend meetings as and when required. The Chair should take care to ensure that this does not impede the ability of the Committee to provide a fair and equitable hearing of appeal(s).

### 15.5 Quorum

A quorum requires the presence of both members.

### 15.6 Role of the Chair

The Chair should:

- Determine the general conduct of the appeal hearing and the procedures to be adopted, as it sees fit, based on general principles of natural justice and procedural fairness.
- Investigate the appeal, which may include; reviewing the available evidence, and/or seeking additional evidence or clarification on matters from staff or students, while ensuring appropriate confidentiality is maintained.
- Interview staff or students as required, including those against whom the appeal is made and the person making the appeal, ensuring all parties are aware of the right to have their chosen support person in attendance at the interview.
- Ensure the outcome and reasons for the outcome of the appeal are documented in writing.

### **15.7 Frequency of Meetings**

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

### **15.8 Conduct of Business**

The conduct of the business of this Committee is set out in the Board and Committee Meeting Protocols (Section 8 above).

## 16. Student Representative Committee Terms of Reference

### 16.1 Role

The Student Representative Committee members consult with fellow students to discuss suggestions and issues about learning, teaching and student services. Adequate and proportional student representation through the Student Representative Committee is essential for continuous improvement and enabling of student voice to senior management.

### 16.2 Responsibilities

The ASA SRC aims to improve the student experience, including amenities, policies, student life, and learning environments. Roles and responsibilities may vary depending on the interests and activities of students and the student cohort of ASA. General expected responsibilities include:

1. Promote the welfare and interests of ASA students and provides representation within ASA and the wider community.
2. Foster community, equity, and diversity and organise educational support activities, events, and sporting/cultural activities.
3. Receive advice on, and manage the effective expenditure of, the SRC budget and provide advice on student issues to the ASA's management team.
4. Represent the student community in governance committees and facilitates communication between Senior Management and students.
5. Present reports to the Academic Board and the Teaching and Learning Committee to present general and aggregated student views and emerging items of note to governing bodies.
6. Agree to, and uphold, the Student Code of Conduct and the values of ASA and work to enhancing the student experience within their sphere of influence.
7. Agree not to make decisions on behalf of ASA or make media comments without authorisation.
8. Maintain confidentiality and protect any shared information to ensure students are able to share views without fear of reprisal.
9. Encourage student feedback and share ASA initiatives resulting from student feedback.

### 16.3 Reporting Requirements

The Student Representative Committee does not report to any governance body.

The Student Representative Committee elects a specific SRC member to serve as the invitee to the Academic Board and another member for the Teaching and Learning Committee. These elected invitees should nominate a second member in case they are unable to attend any given meeting of the relevant governance body.

The elected invitees present reports to fulfil their function as student representatives.

Student representatives, like all students, may seek an audience with any member of ASA staff, including the CEO, to voice any feedback or discuss items of note as relevant. This is in addition to the regular student feedback and grievance procedures as outlined within ASA policies and procedures.

## 16.4 Membership Profile

| Members                       | Term of Office                |
|-------------------------------|-------------------------------|
| Student Member (Chair)        | Non-renewable term of 2 years |
| Student Member (Deputy Chair) | Non-renewable term of 2 years |
| Student Member (Secretary)    | Non-renewable term of 2 years |
| Student Member                | Non-renewable term of 2 years |
| Student Member (Optional)     | Non-renewable term of 2 years |
| Student Member (Optional)     | Non-renewable term of 2 years |
| Student Member (Optional)     | Non-renewable term of 2 years |
| Academic Dean                 | Invitee                       |
| Director Student Experience   | Invitee                       |

The SRC membership may range from four (4) to seven (7) members. The final list of SRC members and their roles will be publicised on the ASA website, provided to Senior Management, and promoted to students. Committee members serve a two (2)-year term, starting from January 1st of the first year and ending on December 31st of the following year. Graduation or other cessation of ASA enrolment will serve as resignation from the Committee.

Students can nominate themselves or be nominated by class representatives/independent students, with nominations submitted to the Academic Dean.

The Chair and Deputy Chair(s) will be nominated and elected from within the membership elected from the Committee's membership during the last meeting of the calendar year and will serve a one-year term starting from January 1st of the following year.

The Student Representative Committee must ensure the membership reflects the diversity of the student cohort. Membership must represent students from the courses offered by ASA, different cultural and religious groups with particular care to include Aboriginal and Torres Strait Islander peoples, and gender balance. The Director Student Experience will provide diversity statistics and assist the SRC to appropriately represent the student cohort.

## 16.5 Quorum

A quorum for meetings is defined as one-half plus one (1) of the total membership.

## 16.6 Frequency of Meetings

The Student Representative Committee will hold a minimum of four (4) meetings per calendar year. ASA will inform the SRC of annual meetings, extraordinary events, and other committee meetings to enable effective scheduling of meetings and for general information. The Director Student Experience will provide support to the SRC for organising and conducting meetings, ensuring the student voice is heard.

## 16.7 Conduct of Business

The Secretary will notify members of meetings, providing an agenda at least one (1) week in advance, including correspondence. Observers and invited guests can attend meetings with the Chair's invitation.

The Chair will manage the SRC meetings and ensure that the conduct of meetings allows



sufficient time for diverse perspectives and thoughtful deliberation on key areas. The Director Student Experience will provide support as required.

Meeting minutes will be recorded by the SRC Secretary or delegate. The Chair of the SRC is responsible for accurately and promptly sharing action plans and analysis reports based on student feedback with the student body with the support of the Director Student Experience.

## 17. Version Control

This Charter has been reviewed and endorsed by the Australian School of Accounting Board of Directors as at March 2024 and is reviewed every 3 years.

The Charter is published and available on the Australian School of Accounting website <https://www.asahe.edu.au/policies-and-forms/>.

| <b>Change and Version Control</b>  |                                 |  |                       |                        |
|--|---------------------------------|--|-----------------------|------------------------|
| <b>Version</b>   | <b>Authored</b>                 | <b>Brief Description of the changes</b>  | <b>Date Approved:</b> | <b>Effective Date:</b> |
| 2024.1   | Director Quality and Compliance | Updated name of LTC to TLC and various acronyms. Changed HESFs 2.3 to BoD rather than AB purview. CEO approved minor variations. | 15/03/2024            | 25/03/2024             |
| 2023.1   | Director Quality and Compliance | Document restructured and combined all terms of reference and governance charters into one document.                             | 12/12/2023            | 18/12/2023             |
| Previous version archived. New Policy code and numbering system implemented. |                                 |  |                       |                        |
| V2.1   | Peer Review Portal              | Restructured document.   | June 2023             | June 2023              |
| V1.0   | Staff                           |  | 2020                  | 2020                   |