ACPE Governance Charter

13 April 2026

This document outlines the legal and governance framework of the College.
It sets out the respective roles, responsibilities and authorities of the Board of Directors, the Academic Board, their respective Sub-committees, and the CEO, in setting the strategic directions of the College and ensuring good governance and effective management.

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ACPE Governance Charter

Glossary of Terms

A list of defined terms used in this Framework is at Schedule A

Related Documents

The Governance Charter is to be read with reference to the following:

- ACPE Constitution
- The ACPE Strategic Plan
- The ACPE Risk and Audit Framework
- The ACPE Policy on Delegation of Authority and Authority Limits
- All laws policies and guidelines applicable to ACPE, including those listed in Schedule B

1. Purpose

The Governance Charter outlines the governance framework of ACPE LTD (ABN 28 107 480 848) which operates under the name "the Australian College of Physical Education" ("ACPE" or "the College").

The Charter begins with a brief overview of the History of the College and its Mission, Vision and Values, followed by a detailed outline of the College's interpretation of 'Good Governance' and the Framework by which this is achieved.

2. Brief History of ACPE

The Australian College of Physical Education is a specialist independent Higher Education institution. Originally established in 1917 as a physical education training institution for young women, the College today offers, to a diverse group of students, several degrees in Sport Performance, Education, Dance, Sport Business, Applied Fitness, and Health Sciences. Since 1995 it has operated in premises in the heart of Sydney Olympic Park.

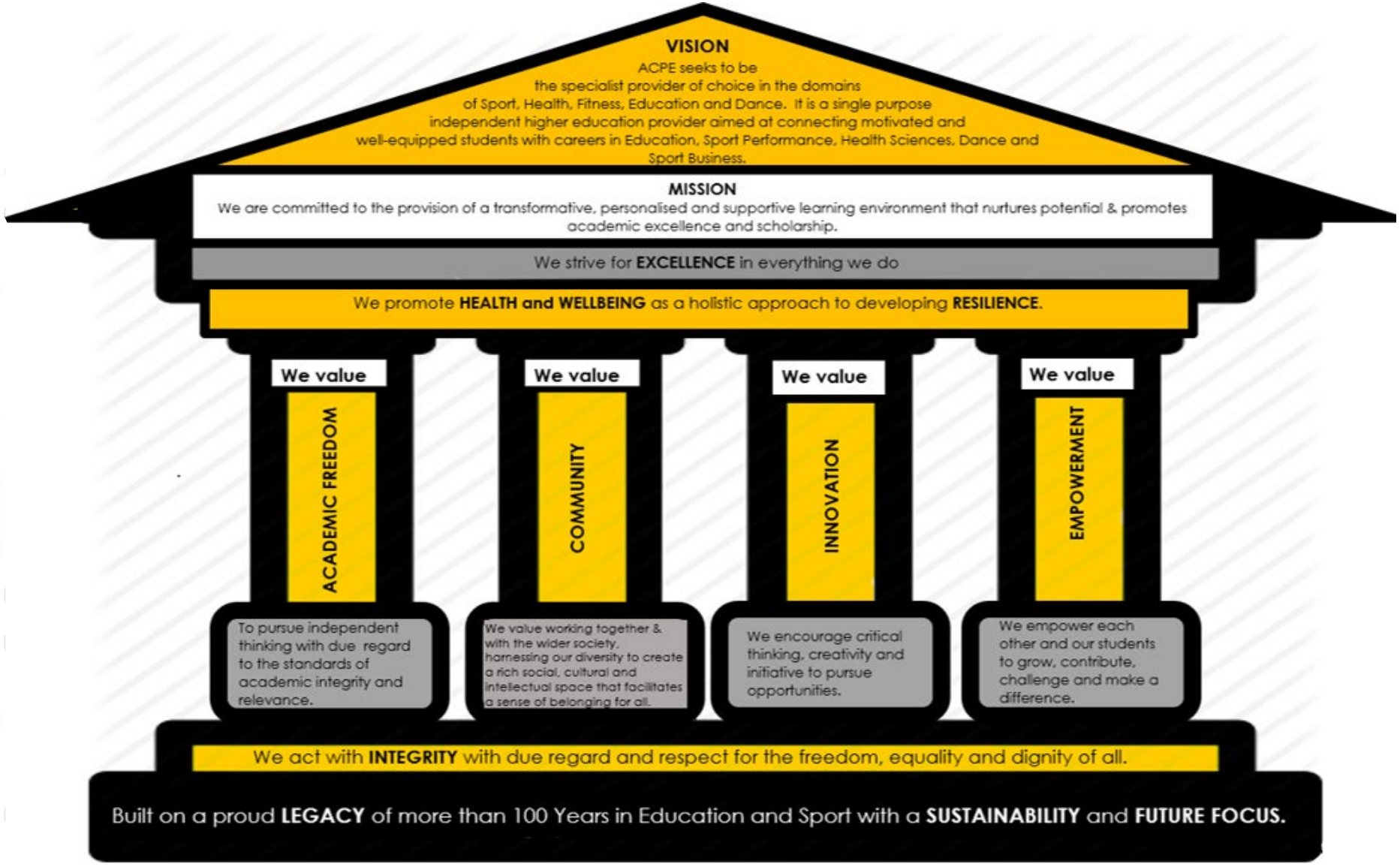
Graduates of the College have had success in establishing careers in many areas including state Departments of Education as well as private schools, the state Departments of Sport and Recreation, the Australian Sports Commission, the Australian Olympic Committee, local government recreation centers, as coaches and trainers for professional sporting teams, as instructors in private gymnasia, and in coaching positions at schools in a number of different sports.

On 1 January 2019, ACPE was acquired by ACPE Holdings Pty. Ltd.

3. Vision, Mission and Values

ACPE's Vision, Mission, Philosophy and Values are laid out in detail in Appendix 1. They are summarised in the diagram below.

This Governance Charter should always be read and applied in the manner that best facilitates achievement of ACPE's Vision and Mission, and that upholds ACPE's Philosophy and Values.


VISION
ACPE seeks to be the specialist provider of choice in the domains of Sport, Health, Fitness, Education and Dance. It is a single purpose independent higher education provider aimed at connecting motivated and well-equipped students with careers in Education, Sport Performance, Health Sciences, Dance and Sport Business.
MISSION
We are committed to the provision of a transformative, personalised and supportive learning environment that nurtures potential & promotes academic excellence and scholarship.
We strive for EXCELLENCE in everything we do
We promote HEALTH and WELLBEING as a holistic approach to developing RESILIENCE.
We value
ACADEMIC FREEDOM
To pursue independent thinking with due regard to the standards of academic integrity and relevance.
We value
COMMUNITY
We value working together & with the wider society, harnessing our diversity to create a rich social, cultural and intellectual space that facilitates a sense of belonging for all.
We value
INNOVATION
We encourage critical thinking, creativity and initiative to pursue opportunities.
We value
EMPOWERMENT
We empower each other and our students to grow, contribute, challenge and make a difference.
We act with INTEGRITY with due regard and respect for the freedom, equality and dignity of all.
Built on a proud LEGACY of more than 100 Years in Education and Sport with a SUSTAINABILITY and FUTURE FOCUS.

4. Good Governance

4.1 Defining Governance

At ACPE, Governance is defined as the framework within and by which authority is exercised within the College. It encompasses the systems by which the College is controlled, and the mechanisms by which its Boards, Committees, Directors and Officers are held to account.

4.2 Good Governance - Components and Benefits

The Governance Institute[1] outlines four key components of governance:

i. **Transparency:** being clear and unambiguous about the organisation's structure, operations and performance, both externally and internally, and maintaining a genuine dialogue with, and providing insight to, legitimate stakeholders and the market generally.

ii. **Accountability:** ensuring clarity of decision-making within the organisation, with processes in place to ensure that the right people have the right authority for the organisation to make effective and efficient decisions, with appropriate consequences for failures to follow those processes.

iii. **Stewardship:** developing and maintaining an enterprise-wide recognition that the organisation is managed for the benefit of its shareholders/members, taking reasonable account of the interests of other legitimate stakeholders.

iv. **Integrity:** developing and maintaining a culture committed to ethical behaviour and compliance with the law.

As indicated in various AICD communications, good governance yields several benefits:

- Better organisational strategies and plans.
- Improved operational effectiveness.
- More prudent regulatory compliance, financial and risk management.
- Improved member and stakeholder engagement and communication flow.
- Increased likelihood that, and degree to which the College actually delivers on its purpose.[2]

[1] https://www.governanceinstitute.com.au/resources/what-is-governance/governance-foundations/

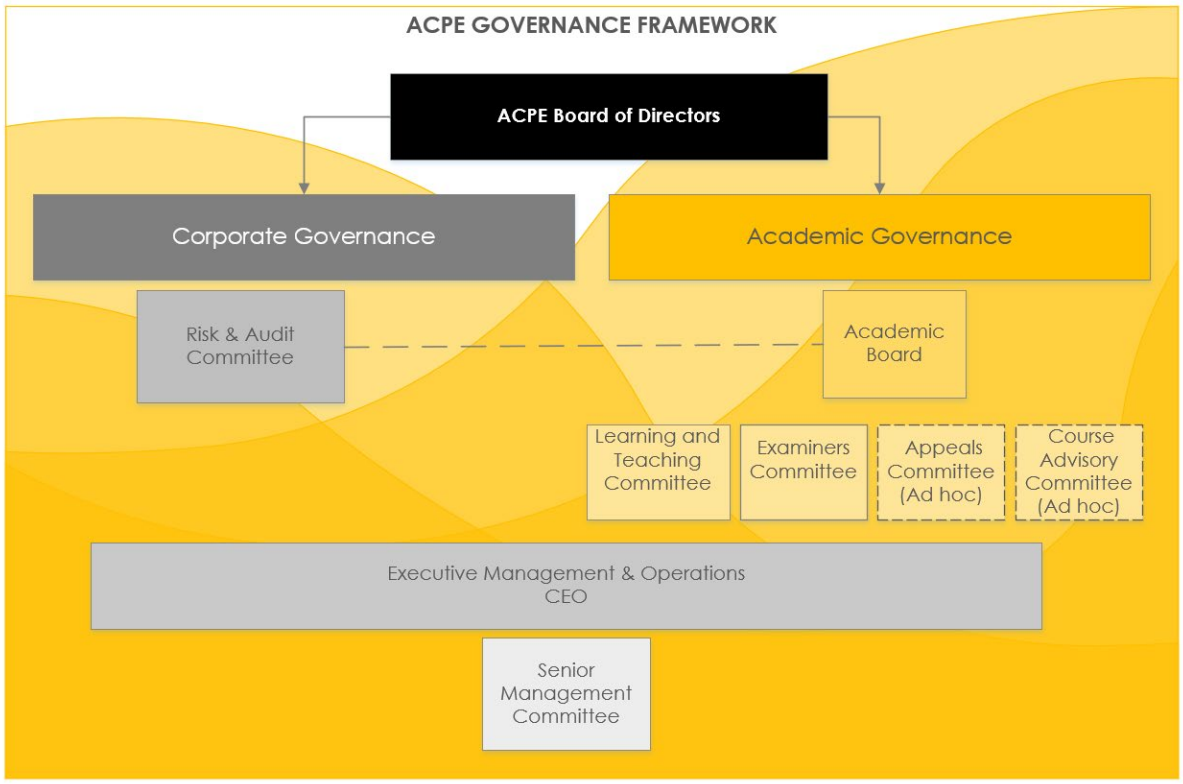
[2] Source: Australian Institute of Company Directors https://aicd.companydirectors.com.au/-/media/resources/director-resource-centre/governance-and-director-issues/guiding-principles-of-good-corporate-governance.ashx

At ACPE, good governance is embodied in the setting and monitoring of the College's organisational culture through its vision and mission and values, which underpin all activities at the College. The vision provides a glimpse into ACPE's desired future, whilst the mission guides the College's priorities and actions, and its values assist in driving the behaviour of staff and students in realising the College's vision. These are referred to under section 3. above and detailed in Appendix 1.

5. ACPE Governance Structure

5.1 ACPE Governance Structure

The Governance structure which serves ACPE is represented in Diagram 1. ACPE Governance Framework below.



5.2 Overview: Governing Boards and Regulatory Requirements

5.2.1 Board of Directors

The Australian College of Physical Education (ACPE) is a limited company with a Board of Directors that includes a majority of independent non-executive directors along with a representative of the shareholders of the Company. The Board of Directors is chaired by an independent non-executive director appointed by the shareholders.

The Board of Directors is the preeminent Governing Body for ACPE. It sets the College's mission and strategic goals in addition to ensuring the College continues to meet its legal, regulatory, financial and social obligations and responsibilities. Its terms of reference and membership comply with Higher Education Standard 6.1.1[3] which requires:

> "*a formally constituted governing body, which includes independent members, that exercises competent governance oversight of and is accountable for all of the higher education provider's operations in or from Australia, including accountability for the award of higher education qualifications, for continuing to meet the requirements of the Higher Education Standards Framework and for the provider's representation of itself.*"

These are further elaborated in Section 6.1.

The independence of the Board of Directors provides a mechanism to separate the ownership and governance of the College from the management of the College and to provide independent business, financial and higher education expertise and advice at the highest level of decision-making.

To assist in the evaluation, monitoring, review and mitigation of risk in the College, the Board of Directors convenes the Risk and Audit Committee, the membership of which comprises independent and non-executive Directors of the Board of Directors, with an independent non-executive director being appointed to serve as chairperson, but who will not be the Chair of the Board of Directors.

In order to provide a mechanism whereby the College is provided with independent academic advice, the Board of Directors (by the powers vested in it by clause 20.10 of the College's Company Constitution) delegates the academic governance of the College to the Academic Board and its sub-committees, but this delegation does not abrogate the Board of Directors of its responsibility to oversee academic governance. The Academic Board, by reporting directly to the Board of Directors, provides expert advice to assist the Board of Directors to discharge this duty. Further detail on the role and terms of reference of the Academic Board and its subcommittees is provided in sections 5.2.2 and 6.3 below.

For the efficient and effective management of the College's day to day business, the Board of Directors delegates responsibility to the CEO who convenes the Executive Team, which consists of the senior management of the College. The Executive Team serves as an advisory body to the CEO in the day-to-day running of the College.

The above described separation of both Academic Governance and Executive Management from Corporate Governance is in accordance with TEQSA's Guidance Notes on Corporate Governance[4] and Academic Governance.[5]

[3] HESF 2021
[4] https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance.
[5] https://www.teqsa.gov.au/latest-news/publications/guidance-note-academic-governance.

5.2.2 Academic Board

The ACPE Academic Board is the principal academic decision-making body of the College and advises the Board of Directors on all matters related to the academic governance and operations of the College.

The membership of the Academic Board comprises at least one Director, and academic staff from other higher education providers, industry practitioners, members of professional associations, members of the College's academic staff and representatives of its alumni and students.

To assist in the governance of academic operations and specifically to ensure that the College meets the higher education standards, the Academic Board oversees the Learning and Teaching Committee for monitoring and reporting on quality assurance processes for learning and teaching. The Learning and Teaching Committee also has responsibility for advising on policy and practice related to learning and teaching in the College's courses.

The Academic Board approves the membership of a Course Advisory Committee for each broad discipline to provide advice on new course proposals and the review of existing courses, and to report on applications for course accreditation and renewal of accreditation. External membership provides an additional measure of assuring course quality, relevance and external referencing. Course Advisory Committees are convened on an Ad Hoc basis as required.

The Academic Board also oversees an Examiners' Committee for the review and ratification of assessment and final results. The Examiners' Committee ensures the quality of the moderation and reviews the academic standing of students.

The detailed terms of reference, membership and meeting protocols for the Board of Directors, the Academic Board and their respective committees and subcommittees are detailed in Section 6.3 to follow.

5.2.3 Regulatory Requirements

In addition to the requirements of ASIC and the Corporations Act, ACPE, as a Higher Education Provider (HEP), is subject to regulation by TEQSA and is required to comply with the HESF 2021, which came into force on 1 July 2021; the Education Services for Overseas Students (ESOS) Act; the National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code); and with listing of courses on the Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS). ESOS/CRICOS has relatively few mandatory requirements in relation to governance but does require adherence to numerous standards that relate to student support, infrastructure, facilities, and learning and teaching processes.

More specifically, the Board of Directors and the Academic Board are bound by the requirements of HESF 2021 Domain 6 on Corporate and Academic Governance.

Standards 6.1 and 6.2 relate particularly to Corporate Governance and Accountability, while Standard 6.3 relates to Academic Governance

These Boards also heed TEQSA's Guidance Notes and Resources which provide greater clarity on the interpretation and application of selected Higher Education Standards and which embrace Corporate and Academic Governance, including a comprehensive range of matters pertaining to risk management and quality assurance. A current list of relevant Guidance Notes and Resources is included in Schedule C.

6. Board and Committee Functions, Membership, and Meeting Protocols

6.1 Board of Directors

6.1.1 Role

As indicated under Section 5.2.1, the role of the Board of Directors is to set the College's strategic direction, and to maintain oversight of compliance and management of the College including ensuring that the College meets its legal, regulatory, financial and social obligations and responsibilities.

6.1.2 Functions

The functions of the Board of Directors are to:

i. Ensure the College continues to meet the requirements of the HESF and for its representations of itself (HES6.1.1).

ii. Set the mission and strategic goals of the College (HES6.2.1b).

iii. Approve and monitor the implementation of the College's plans and financial forecasts (HES6.2.1c).

iv. Ensure the College maintains financial viability and has sufficient funds for its ongoing operations (HES6.2.1c).

v. Oversee and monitor the assessment and management of risk, via the Risk and Audit Committee and the Academic Board and ensure that the College has strategies to mitigate risks that may eventuate (HES6.2.1e).

vi. Oversee and review the financial management and performance of the College, including that financial management meets Australian accounting standards (HES6.2.1d). Appoint the Secretary for the College (if applicable).

vii. Consult with and make recommendations to the shareholders through the Shareholder Director on matters relating to the selection, appointment and, if necessary, removal of the external auditor; the terms on which the external auditor is engaged for the purpose of auditing financial statements

against Australian accounting and auditing standards(HES6.2.1a,c,d).

viii. Ensure the College meets its statutory obligations under the *Corporations Act 2001* (HES6.2.1c, d, i).

ix. Implement an appropriate, documented, observed and regularly reviewed system of delegation to ensure the effective discharge of these functions.

x. Establish and maintain an Academic Board to oversee the academic governance of the College, determining membership, appointing members and the Chairperson, and monitoring its activities (HES6.3.1).

xi. Determine a quality assurance framework to guide the College and approve policies and procedures for the quality assurance of the College's operations consistent with legal and regulatory requirements and corporate social responsibility (HES6.2.1h, HES6.3.1b; HES6.3.2a).

xii. Maintain oversight of academic and research integrity via the Academic Board (HES6.3.2d).

xiii. Review reports from the Academic Board to ensure that Academic outcomes, policies and practices meet the institutional benchmarks for quality and follow the appropriate academic delegations (HES6.3.1; 6.3.2).

xiv. Award qualifications on recommendation of the Academic Board (HES6.2.1h).

xv. Oversee third party arrangements (HES6.1.3c).

xvi. Ensure that independent reviews of the effectiveness of the Board of Directors and academic governance processes are undertaken at least every seven years, that the findings are considered, and agreed actions implemented (HES6.1.3d).

xvii. Ensure that the College maintains an institutional environment that:
- upholds and protects freedom of speech and academic freedom in accordance with the Model Code on Academic Freedom **(see Appendix 11)**;
- is a safe learning and working environment supported by principles of cultural safety for all groups where their identity and needs are respected and acknowledged; and
- supports the equitable treatment of students and staff and fosters their wellbeing (HES6.1.4).

xviii. Ensure that the College's educational policies and practices support participation by Aboriginal and Torres Strait Islander people and is sensitive to that knowledge and cultures (HES6.2.1g)

xix. Ensure credible business continuity plans and financial and tuition safeguards are in place to mitigate disadvantage to students if the College was

unexpectedly unable to continue as a provider or to deliver a course (HES6.2.1i)

xx. Ensure that formal complaints, misconduct, breaches of academic and research integrity, and critical incidents are monitored and action taken to address underlying causes (HES6.2.1j).

xxi. Ensure that lapses in compliance with the Higher Education Standards Framework are identified, monitored and prompt corrective action taken (HES6.2.1k)

xxii. Appoint the Chief Executive Officer and support succession planning of key officers of the College.

6.1.3 Appointment Protocols

The protocols for appointment to the Board of Directors are:

i. The Board of Directors may consist of a mix of shareholder representatives, senior executives and independent non-executive directors; however, membership should include a majority of independent non-executive directors at all times. The current membership is indicated at 6.1.4 below.

ii. Shareholder Directors are classified as those Directors who have an interest in the ownership of the Company (or who represent a person with such an interest) but who do not hold an executive position.

iii. Independent Directors are classified as those Directors who comply substantially with the Independence Guidelines set out in Appendix 2.

iv. Executive Directors are those Directors who are members of the executive management team of the College.

v. Appointment and or removal of a Director is in accordance with the Company Constitution of the College.

vi. The Chair of the Board of Directors is appointed as stated in paragraph 6.1.5 below.

vii. The Composition of the Board of Directors shall be reviewed at least once every four years to ensure that the balance and type of Directors is the optimum to further the College's interests, noting the maximum tenure for independent and non-executive Directors set out below (section 6.1.3xi). The Board of Directors Skills Matrix outlines the various competencies (governance, industry knowledge and experience, Technical skills and experience) of Directors in addition to the Fit and Proper Person requirements. The Skills Matrix of the present Board of Directors is included at Appendix 3.

viii. At the discretion of the Board of Directors, independent and non-executive Directors may be required to enter into terms of engagement with the College including a Deed of Confidentiality.

ix. The Board of Directors may commission independent advice or assistance at the reasonable expense of the Company on request of the Chair to further assist the Board of Directors in carrying out its terms of reference.

x. A minimum of two members of the Board of Directors must be ordinarily resident in Australia (HES6.1.2b).

xi. The tenure of independent and non-executive Directors is usually for a maximum of ten (10) years or earlier if the office is vacated due to specific circumstances such as bankruptcy, mental incapacity or other disqualifications under the law, or resignation. The aim of having a maximum tenure is to promote periodic renewal of the Board of Directors, enhance governance and align with the biennial review process.

6.1.4 Board of Directors' Membership

The Board of Directors membership comprises:

- Independent non-executive Director and Chair – with Higher Education and/or Business expertise
- 3 Independent non-executive Directors – embracing Higher Education, Financial Management, Marketing, Regulatory, Sport Industry or other expertise deemed appropriate from time to time
- Shareholder Director
- Executive Director (CEO)

The Chair of the Academic Board is invited to be present at each meeting, with rights of audience and debate but not voting rights.

Senior management and/or academic staff may also be invited to attend for the whole meeting or to address particular items on the agenda from time to time, with rights of audience and debate for the relevant item(s).

6.1.5 Chair

Under the ACPE Constitution the Shareholder Director may appoint a person as Chair of the Board of Directors and determine the period for which they are to hold office, usually for a maximum tenure of ten (10) years. The appointment may be from among existing Independent non-executive Directors or may be a new independent non-executive director.

If there is no Chair so appointed, or if appointed but the Chair is not present at a meeting, or declines to act, or is disqualified from acting, the deputy Chair (if any) must act as Chairperson for that meeting. Where there is no deputy Chair or the deputy Chair declines to act, the Directors present must choose one of the remaining Independent non-executive Directors to be Chairperson for that meeting. If no independent non-executive Director is present or willing to be Chair, the Board of Directors must choose another Director to be Chair for that meeting.

See Appendix 4 for the Roles and Responsibilities of the Chair.

See Appendix 5 for the Roles and Responsibilities of Non-executive Directors

6.1.6 Secretariat

The Company Secretary (or their delegate) is appointed by the Board of Directors, and along with the Chair, is responsible for the development of agenda items and collation of papers for each meeting. Agendas and papers for meetings will normally be distributed to members at least seven (7) days in advance of any meeting.

The Company Secretary takes minutes of each meeting of the Board of Directors.

Draft minutes of each meeting are reviewed, finalised and signed by the Chair and placed within the College's Minute Records within one month after each Board meeting, thereby ensuring compliance with the Corporations Act.

The minutes are distributed to Board members thereafter and presented for confirmation with papers for the following meeting.

As outlined in the TEQSA Guidance Note on Corporate Governance (2019), minutes record not only the decisions taken, but also the basis on which the decision was made (key documents considered and key points that were taken into consideration in the making of any decision[6]. The Governance Institute of Australia and the Australian Institute of Company Directors have issued a *Joint statement on board minutes* (August 2019) which gives definitive guidance. The Executive Officer is responsible for maintaining the list of resolutions and actions resulting from the meeting.

6.1.7 Frequency of Meetings

The Board of Directors meets at least four times per year according to the *Annual Governance Calendar*. Any Director may, and the Company Secretary must on the request of a Director convene a special meeting at any time with reasonable notice. Meetings will otherwise be convened and conducted in accordance with the College's Constitution. Meetings may be attended in person or via electronic means.

6.1.8 Quorum and voting

Subject to the College's Constitution, matters arising at a meeting of Directors are decided by a majority of votes of the Directors present and voting and, in accordance with the Constitution, each Director has one vote. At a meeting of Directors, a quorum is two independent Directors unless only one Independent Director is present, in which case the quorum is that Independent Director and the Executive Director.

In the event that a motion at a Board of Directors meeting is tied, the Chair has a second vote. However, the Chair may choose not to exercise that right.

6.1.9 Decision-Making between meetings

Where urgent action is required between scheduled meetings of the Board of Directors, a decision may be made via circular resolution. Under the Corporations Act and ACPE's Constitution such a resolution requires written approval of each Director entitled to vote on the issue. The approvals so given must include a majority of non-

[6] https://www.governanceinstitute.com.au/advocacy/thought-leadership/joint-statement-on-board-minutes/

executive directors who actually provide their written responses in the time frame given. To avoid doubt, the approval is only obtained if an overall majority of all directors agree in writing, and of those directors that do so, a majority must be non-executive directors.

6.1.10. Committees/Subcommittees

The Board of Directors may establish standing and ad-hoc committees, by any title, and terms of reference, to assist in performing its role. The chair of any such committee should be appointed by the Board of Directors.

Each such committee has the functions, powers and authority granted or delegated to it by the Board of Directors. The meeting and other procedures for a committee are the same as for the Board of Directors unless its Terms of Reference provide otherwise.

The Board of Directors maintains ultimate responsibility for matters delegated to or dealt with by a committee. The Board of Directors may vary or overrule any committee decision.

The Academic Board and the Risk and Audit Committee are Board Committees with the functions, powers and authority contained in their respective Terms of Reference under this Governance Charter.

6.1.11 Protection of Directors

Appropriate insurance is put in place to protect Directors for matters or things done or omitted in good faith in carrying out their duties.

6.1.12 Induction, Professional Development and Review

The Board of Directors will establish a program of induction and professional development for Directors to build the expertise of the Board of Directors and to ensure that all Directors are aware of the nature of their duties and responsibilities. The Board of Directors will put in place a process to assess its performance at regular intervals and identify needed skills and expertise for the future.

See Appendix 10 for the Statement on ACPE Board of Directors; Induction, Professional Development and Performance Review.

6.1.13 Review of Terms of Reference

The Board of Directors may review and amend its Terms of Reference at any time.

6.2 Risk and Audit Committee

6.2.1 Role and Authority

The Risk and Audit Committee is a committee of the Board of Directors.

The role of the Committee is to assist the Board of Directors in the effective discharge of its responsibilities in the oversight of ACPE's statutory reporting, internal quality assurance, compliance and other control systems, risk management systems, insurance and legal proceedings, and internal audit functions. The Committee does not relieve any Directors of their responsibilities for these matters.

The Board of Directors delegates to the Risk and Audit Committee the authority required to carry out its role under its Terms of Reference.

6.2.2 Functions

The delegated functional authorities and responsibilities of the Risk and Audit Committee are to:

i. Oversee and provide advice to the Board of Directors on the College's approaches to managing and controlling risk and audit, including its:
    - Systems of internal control (e.g. frameworks, plans, policies, procedures, training).
    - Modus Operandi for internal and external audit, and monitoring of quality and compliance.
    - The effectiveness of its framework for identification, rating, mitigation, monitoring and review of risk.

ii. Ensure that risk, quality assurance and compliance strategies are adopted on the basis of a risk likelihood, consequences and cost-benefit analysis, and reflect ACPE's quality objectives and tolerance for risk.

iii. Ensure any identified lapses in compliance, including in connection with ACPE's regulatory obligations, are identified and monitored, and prompt corrective action is taken.

iv. At least twice a year, receive, consider and take action on (as applicable) reports from management relating to identification and management of strategic, academic, operational and project risks and make appropriate recommendations to the Board of Directors, including an overview of the nature of matters and their resolution (timeliness, whether resolved internally or externally, and any emerging trends and/or systemic issues) and recommending risk mitigation actions.

    These reports may include but are not limited to the following elements (not mutually exclusive) of risk and audit:
    - Risk profile and exposure reports in connection with reputation risk, financial remissions and refunds.
    - Academic risk reports, including student grievances, complaints and appeals.
    - Reports on any matters that may be raised by TEQSA through such instruments as Statements of Regulator Expectations (SREs), Guidance Notes or other instruments that directly impinge on the oversight and management of risk, and progress on targeted improvements.
    - Reporting and management of risks in relation to Gender Based Violence, Positive Duty under the Sex Discrimination Act, Sexual Assault

and Sexual Harassment, Cultural Safety, Workplace Health and Safety (including physical, ergonomic and Psychosocial), and Mental Health and Wellbeing.
- HR matters (staff grievances, complaints and appeals; turnover and succession planning; key person risk; fraud; conflict of interest; and critical incidents).
- Risks to CRICOS registration.
- SSVF (Simplified Student Visa Framework) risk ratings.
- Litigation or contract risk (actual or threatened).
- Insurance coverage risks.
- Other commercial and operational risks (including but not limited to Business Continuity, Cyber Security and Data Management, and Whole-of-Organisation AI).

v. At least annually, receive, consider and take action on (as applicable), reports from ACPE's Academic Board on higher education academic risk priorities facing the business and make recommendations to the Board of Directors.

vi. at least annually report to the Board of Directors on the external auditor's report, including its consistency/discrepancy with Committee members' information and knowledge, any significant findings and recommendations and management's response thereto, adequacy of the report for shareholder needs; and the overall performance of the external auditor and related fees.

vii. Exercise other functions as delegated by the Board of Directors to the Committee.

6.2.3 Reporting

The Risk and Audit Committee reports to the Board of Directors. It also communicates with the ACPE Academic Board and the Executive Team to ensure they are apprised of meeting deliberations and decisions and vice versa.

6.2.4 Membership

The current membership of the Risk and Audit Committee comprises:

- 2 non-executive Directors, one of whom shall be independent and appointed as the Chair of the Risk and Audit Committee but who does not serve as the Chair of the Board of Directors, and at least one of whom has financial management qualifications and/or experience.

In addition, invitees with rights of audience and debate but not voting rights. Invitees may include

- Chair of the Board of Directors
- The Chair of the Academic Board
- The Executive Director (CEO)
- Various senior management as required
- External experts co-opted as required.

Membership of the Committee shall be monitored by the Board of Directors to ensure the balance and type of members is the optimum to achieve the objectives of this committee.

The Risk and Audit Committee Chair has delegation to co-opt members on a needs basis for a period as determined by the Chair, but for a period no greater than 12 months.

The Chair may also request the attendance of any employee, consultant or contractor of the College at Committee meetings.

See Appendix 6 for the Responsibilities of the Risk and Audit Committee Members

6.2.5 Chairperson

The Risk and Audit Committee is chaired by an Independent non-executive Director with risk and audit expertise nominated by the Board of Directors, but who is not the Chair of the Board of Directors.

If at any meeting the appointed Chairperson (or delegate) is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Committee members may choose another non-executive Director member to be Chairperson of the meeting and the substitute Chairperson has all powers, discretions and functions at such meeting that would be exercisable by or conferred on the Chair had he or she been present.

See Appendix 7 for the Responsibilities of the Chair of the Risk and Audit Committee.

Accountability
The Chair of the RAC is accountable to the Board of Directors.

All members are required to demonstrate their commitment to high standards of governance and probity and the ability to operate in accordance with Commonwealth and State law, regulatory requirements, professional accreditation and registration conditions, higher education standards, nationally and internationally recognised codes of governance, and community expectations for ethical, social and environmental responsibility.

Members are required to routinely disclose any material relationships or circumstances that could affect (or appear to affect) their judgment as a committee member.

6.2.6 Secretariat

The CEO and the Risk and Audit Committee Chair are responsible for the development of agenda items for each meeting. The Compliance Officer serves as the Committee Secretary and assists with the preparation and distribution of the agenda and papers to committee members prior to meetings, normally at least seven (7) days in advance of any meeting.

The Compliance Officer prepares the minutes of each Risk and Audit Committee meeting. Draft minutes of each meeting are reviewed, finalised and signed by the

Chair and placed with the College's Minute records within one month after each meeting.

The minutes are be distributed to Committee members thereafter and presented for confirmation with papers for the following meeting.

The Compliance Officer is also responsible for maintaining the list of actions resulting from the meeting.

6.2.7 Frequency of meetings

The Risk and Audit Committee normally meets two times per calendar year and may meet more frequently at the discretion of the Committee Chair.

6.2.8 Review of Terms of Reference

The Board of Directors may review and amend the Risk and Audit Committee's Terms of Reference at any time.

6.3 Academic Board

6.3.1 Role and Authority

The Academic Board operates independently of the ownership and management of the College to assure academic integrity of the College's courses. It has responsibility for academic policymaking, academic administration and oversight of the educational process. This ensures that the Academic Board maintains appropriate control over the administration of the curriculum to enable the achievement of educational objectives.The Academic Board also recommends the graduands list for approval by the Board of Directors.

The Board of Directors delegates to the Academic Board the authority required to carry out its role under its Terms of Reference

6.3.2 Functions

The functions of the Academic Board are to:

i. Promote excellence in learning and teaching and ensure effective oversight of the quality of teaching, learning and research training at the College (HES6.3.1a).

ii. Maintain oversight of and report to the Board of Directors on the quality of teaching, learning, research and academic integrity at the College (HES6.3.1d).

iii. Set and monitor institutional benchmarks for academic quality and outcomes and initiating action to improve performance against institutional benchmarks for academic quality and outcomes where required. (HES6.3.2b, e).

iv. Monitor potential academic risks (HES6.3.2d).

v. Facilitate free intellectual enquiry and ensure academic integrity (HES 6.1.4 and 6.3.2d)

vi. Ensure a culture of scholarship is developed and nurtured throughout the College (HES6.3.2d,f).

vii. Ensure that Academic Scholarship and Professional Development of academic staff is undertaken so that professional and discipline-based expertise is current, teaching skills are maintained and updated, and appropriate scholarly activity is undertaken. (HES B1.1.2; 3.1.3a and 3.1.3b)

viii. Critically evaluate the quality and effectiveness of educational innovations or proposals for innovations (HES6.3.2g).

ix. Consider and make decisions on all aspects of the development and accreditation or renewal of accreditation of courses, the admission of students, teaching, assessment and requirements for graduation, prizes, awards and scholarships (HES6.3.2c).

x. Formulate, coordinate, approve and review academic policies and procedures (HES6.3.2a).

xi. Advise on the academic aspects of the College's plans and to foster discourse on issues related to higher education and the College's mission and strategic goals (HES6.3.1c).

xii. Refer certain matters to such standing committees as the Board of Directors or Academic Board may establish from time to time (HES6.3.1d).

xiii. Receive reports from standing committees or working groups and ensure that their referred responsibilities are discharged (HES6.3.2b,g).

xiv. Receive reports from the Examiners' Committee listing those students who have satisfied all course requirements and are eligible to graduate and recommend approval of such lists to the Board of Directors for approval.

xv. Receive reports from the Dean concerning those students who, by virtue of special circumstances (for instance elite athlete requirements or exceptional other circumstances) have been unable to complete their studies in the maximum time allowed under course rules and have required approval of an extension of their candidature.

xvi. Consider and recommend on any matter referred to the Academic Board by the Board of Directors (HES6.3.2h).

xvii. In addition to such matters as are specifically referred to the Academic Board, the Academic Board may generate reports and recommendations to the Board of Directors, including recommending new courses for development (HES6.3.1d).

6.3.3 Membership Protocols

Whilst ultimate responsibility for the selection and appointment of the Academic Board rests with the Board of Directors, the Board of Directors relies on recommendations from the Academic Board, other Directors and the CEO with regard to the identification and selection of Academic Board Members. The Board of Directors considers these recommendations to ensure the appropriate balance of membership in regard to relevant Legislation, Higher Education and Professional Regulations and Standards, best practice principles associated with academic governance, and the professional knowledge and skills required[7] on the Academic Board at a particular time or for a particular purpose.

The protocols for membership of the Academic Board include the following:

i. Prospective members of the Academic Board are selected on the basis of their particular expertise in relation to the operation of higher education providers and the delivery of higher education curriculum, and are drawn from internal academic staff, representatives from the alumni, academics from other higher education providers, industry practitioners and members of professional bodies or associations.

ii. The Board of Directors appoints members of the Academic Board taking into consideration recommendations of the Academic Board.

iii. At least one member of the Academic Board shall also be a member of the Board of Directors.

iv. The Academic Board must always have a majority of members who meet the Independence Guidelines set out in Appendix 2.

v. The number of members of the Academic Board shall be no less than four.

vi. There shall be two student representatives on the Academic Board.

Membership of the Academic Board is reviewed at least every four years by the Board of Directors and, where appropriate, recommendations for new members are sought from the Academic Board. External members of the Academic Board will normally serve for an initial term of four years and may be invited to serve for one or more additional terms. The term served by student members may vary depending upon their year of enrolment when invited to serve. Student members are identified by the Academic Board and recommended to the Board of Directors for approval.

[7] Professional standards include AHPRA – Australian Health Practitioner Regulation Agency, which provides accreditation through its various Boards for a range of health practitioners, ESSA - Exercise & Sports Science Australia which provides accreditation for Sport and Exercise Scientists and Exercise Physiologists, the Australian Strength and Conditioning Association (ASCA) - the peak national body for strength and conditioning professionals in Australia; the Australian Institute for Teaching and School Leadership (AITSL) - determines the standards for teachers in schools nationally. Higher Education Threshold Standards https://www.legislation.gov.au/Details/F2022C00105/Html/Text#_Toc67664722 and TEQSA Guidance notes referenced in Schedule B.

Members of the Academic Board must not make any public statement or political comment on matters that may impact on the College's operations or reputation or include reference to the Company without the prior written approval of the College. This does not preclude a member from communication on matters germane to their discipline or from referring to their membership of the Academic Board in a resume. Members of the Academic Board may make statements in accordance with the principles of Academic Freedom detailed in Appendix 4.

Academic Board members are required to declare any actual or perceived conflict of interest that might arise in the course of their service on the Academic Board. At the discretion of the Board of Directors, independent members of the Academic Board may be required to enter into terms of engagement with the College including a Deed of Confidentiality.

6.3.4 Membership of the Academic Board

The current membership of the Academic Board is as follows:

- Independent Chair (Experienced academic in Higher Education – preferably with Professor or Emeritus Professor Status)
- 3 Independent members with expertise in sectors and disciplines represented in the College's courses
- Alumni Representative
- CEO
- Alumni Representative
- 2 Student Representatives
- Registrar
- Chair, Learning and Teaching Committee
- 2 Heads of Department on rotational Basis
- Student Connect and Engagement Manager

6.3.5 Chairperson

The Board of Directors appoints an independent member as the Chair of the Academic Board. In appointing a Chairperson, the Board of Directors considers the following:

- Considerable knowledge of and experience in senior positions in the higher education sector.
- Experience chairing academic councils, boards and similar committees.
- Academic qualifications, research and experience in the review of academic policy and procedure and with national regulatory frameworks.
- Academic status - (preferably) an Emeritus Professor or Professor.
- One external member of the academic board is appointed as a Deputy Chair of the Academic Board.

See Appendix 8 for the Role and Responsibilities of the Chair of the Academic Board
See Appendix 9 for the Role and Responsibilities of Members of the Academic Board

6.3.6 Secretariat

The Board of Directors appoints a Secretary who along with the Chair of the

Academic Board, is responsible for the development of agenda items and collation of papers for each meeting. Agendas and papers for meetings will normally be distributed to members at leastseven (7) days in advance of any meeting.

The Secretary takes minutes of each meeting of the Academic Board. The draft minutes are reviewed, finalised and signed by the Chair and placed within the College's Minute Records within one month after each Academic Board meeting.

The minutes are be distributed to Academic Board members thereafter and presented for confirmation with papers for the following meeting.

6.3.7 Frequency of Meetings

The Academic Board meets at least four times a year on a date and time according to the *Annual Governance Calendar*. The Chair or the Board of Directors may convene a special meeting at any time with reasonable notice. The Academic Board may meet using technology such as tele-conference/video-conference software.

6.3.8 Quorum and voting

Matters arising at a meeting of the Academic Board are decided by a majority of votes of the members present and voting. Each member has one vote. At a meeting of the Academic Board, a quorum is two independent members. In the case of a tied vote the Chair has a casting vote but may chose not to exercise it, in which case the motion is lost.

6.3.9 Decision-Making Between Meetings

Where urgent action is required between scheduled meetings of the Academic Board, the Chair of the Academic Board may act on behalf of the Academic Board but must report all such actions to the Academic Board for ratification at its next meeting.

6.3.10 Committees/Subcommittees

The Board of Directors has delegated to the Academic Board the authority to establish the following standing and ad-hoc committees.

- Learning and Teaching Committee
- Examiners' Committee
- Appeals Committee
- Course Advisory Committees

The Chairperson of each committee is appointed by the Academic Board with the approval of the Board of Directors. The Terms of Reference for each of these Committees are integral to this ACPE Governance Charter and are indicated in the sections to follow.

6.3.11 Review of Terms of Reference

The Terms of Reference of both the Academic Board and any of its subcommittees

may be reviewed from time to time. Any amendments agreed by the Academic Board will be recommended by the Chair of the Academic Board to the Board of Directors for consideration and ratification.

6.4 Learning and Teaching Committee

6.4.1 Role

The Learning and Teaching Committee is established by the Academic Board to provide it with advice on a wide range of academic matters. In addition, the Committee acts as a co-ordinating influence for the:

- Development and implementation of courses.
- Maintenance and moderation of academic standards.
- Enhancement of the quality of courses and the quality of teaching.

6.4.2 Functions

The Learning and Teaching Committee advises the Academic Board on, and may make recommendations with respect to:

- The implementation and amendment of approved courses and course units;
- Academic priorities and quality assurance issues.
- Assessment processes, moderation and monitoring of academic standards.
- Matters related to the delivery of courses and units of study in both face-to-face and online modes of delivery including the provision of physical, library and IT facilities.
- Academic planning.
- Matters referred to it by the Academic Board or the CEO.

The Learning and Teaching Committee may consider and make determinations with respect to:

- Assessment schedules for academic courses.
- Unit and lecture evaluation processes.

6.4.3 Reports by the Committee

(a) To the Academic Board.

The Chair of the Learning and Teaching Committee provides a written report on the activities of the Committee to each meeting of the Academic Board. This report may contain recommendations to the Academic Board.

(b) To the Examiners' Committee of the Academic Board.

The Chair of the Examiners' Committee in combination with the Registrar provides recommendations to the Academic Board pertaining to the determination of grades following each assessment period. The Chair also provides a commentary on anomalous grade patterns and table written explanations where appropriate.

6.4.4 Membership

The Learning and Teaching Committee is comprised of the following members:

- Chair (Dean)
- Heads of Department
- Registrar
- Elected members of Academic Staff x 3
- Student Connect and Engagement Manager
- Director of Program Innovation and Development
- Library Representative
- Co-opted members: Learning and Teaching Technologist, Academic Integrity Officer

6.4.5 Secretariat

The secretary of the Learning and Teaching Committee shall be the Academic Support Officer or such other member of the administrative staff nominated by the Dean.

The Committee Secretary along with the Chair, is responsible for the development of agenda items and collation of papers for each meeting. Agendas and papers for meetings will normally be distributed to members at least seven (7) days in advance of any meeting.

The Secretary takes minutes of each meeting of the Academic Board. The draft minutes are reviewed, finalised and signed by the Chair and placed with the College's Minute Records within one month after each committee meeting.

The minutes are be distributed to committee members thereafter and presented for confirmation with papers for the following meeting.

6.4.6 Frequency of Meetings

The Committee will meet as determined by its chairperson. However, as a minimum, the Committee should meet at least four times per year.

6.4.7 Quorum

The quorum for a meeting to be properly constituted is half the current membership of the Committee.

6.4.7 Subcommittees

The Learning and Teaching Committee may establish a sub-committee to consider and develop a response to a specific referral from the Academic Board or the CEO. Where matters are referred by the CEO, the CEO receives the formal report and the Academic Board is informed of the substance of the Report.

6.5.9 Review of Terms of Reference

The terms of reference of the ACPE Learning and Teaching Committee are to be subject to review at least every four years by the Academic Board to ensure their continuing relevance and that they are fit for purpose. Each year the Committee must undertake a self-evaluation of performance and areas requiring further attention in

the following year must be highlighted to the Academic Board.

6.5 Examiners' Committee

6.5.1 Role

The Academic Board oversees the Examiners' Committee in order to support the ongoing academic rigour of all higher education courses and awards conferred by the College. The role of the ACPE Examiners' Committee is to ensure that the assessment tasks and their distribution, assessment moderation and release of grades are undertaken in a timely fashion. It also monitors rates of student progression and levels of performance at the unit and course level and reports on any concerns or matters that need to be addressed.

6.5.2 Functions

The ACPE Examiners' Committee is directly responsible to the Academic Board. It:

i. Considers Department Results Reports from each academic department and notes any highlighted anomalies and positive outcomes.

ii. Reviews and evaluates assessment data and assessment performance indicators associated with the cohort of results presented for approval.

iii. At its discretion, refers back to the Heads of Departments or the Learning and Teaching Committee those results that are not consistent with the assessment and/or examination policy enunciated by the Academic Board.

iv. Approves final grades for all students including those reviewed in detail and recommended by the Head of Department / Program Leader / Coordinator and/or referred by them to the Examiners' Committee when issues have been identified and require resolution.

v. Monitors issues relating to quality of the courses and assessment arising out of identified anomalies in Department Results Reports and makes recommendations as to the quality of assessment.

vi. Refers matters arising from grade distribution anomalies or moderation practices to the Learning and Teaching Committee for review.

vii. Reports to the Academic Board on outcomes of results of a study period, including any issues identified by the committee, outcomes of investigations emanating from these, and recommended changes to delivery and/or assessment of units as a result of this process.

viii. Considers the academic standing of students and makes recommendations for interventions pertaining to students deemed to be at risk.

ix. Reviews proposed list of exclusions based on consistent failure to progress, maintain adequate Grade Point Average (GPA) or repeat unit failures.

x. Determines the list of students eligible to graduate at the end of any given study period and provides the list to the Academic Board for approval and forwarding to the Board of Directors.

xi. Considers and reports on any matter referred to it by the Academic Board, or the CEO.

6.5.3 Membership

The membership of the Examiners' Committee comprises the following:

- Dean (Chair)
- Heads of Department
- Compliance Officer
- Registrar

Members serve on the ACPE Examiners' Committee for the period of time they hold the relevant position at the College and are replaced on the Committee by the new incumbent at such time as they relinquish that position.

6.5.4 Secretariat

The secretary of the Examiner's Committee shall be the Assistant Registrar or such other member of the administrative staff nominated by the Dean.

The Committee Secretary along with the Chair, is responsible for the development of agenda items and collation of papers for each meeting. Agendas and papers for meetings will normally be distributed to members at least seven (7) days in advance of any meeting.

The Secretary takes minutes of each meeting of the Examiners' Committee. The draft minutes are reviewed, finalised and signed by the Chair and placed within the College's Minute Records within one (1) month after each committee meeting.

The minutes are be distributed to committee members thereafter and presented for confirmation with papers for the following meeting.

6.5.5 Frequency of Meetings

The ACPE Examiners' Committee meets at the end of each semester, prior to release of results for that semester. Additional meetings may be scheduled on a needs basis to enable the Committee to carry out its duties.

6.5.6 Meeting Procedures

The ACPE Examiners' Committee is empowered to seek advice and instruction as necessary from such other staff members and external stakeholders of the College as deemed appropriate. Such persons may be invited by the Chairperson of the committee to be in attendance at meetings where appropriate.

6.5.7 Reporting

The ACPE Examiners' Committee reports as follows:

- Minutes of meetings and grade distribution data are submitted for consideration to the Academic Board
- Minutes of meetings are retained in the College's primary electronic management system for use in regulatory reporting and institutional management.

6.5.8 Review of Terms of Reference

The functioning of the ACPE Examiners' Committee is to be subject to review at least every four years by the Academic Board to ensure that it is operating effectively and fulfilling its functions, and also for its continuing relevance. Each year the Committee must undertake a self-evaluation of performance and areas requiring further attention in the following year must be highlighted to the Academic Board.

6.6 Appeals Committee

6.6.1. Role

The College operates on the basis that all decisions are entrusted to members of the staff acting in accordance with proper procedures established by the College.

However, it is recognised that from time to time disputes may arise with respect to student academic matters; and accordingly, the College has established the *Grievances, Complaints and Appeals Policy and Procedure* to guide processes associated with resolving student disputes and appeals.

The final internal stage of the resolution process is the hearing of an appeal to the Appeals Committee. The Appeals Committee will review any decision made by the College concerning an academic or non-academic matter, with which a student may not be satisfied. As outlined in the *Grievances, Complaints and Appeals Policy and Procedure*, a student may exercise their legal rights for an external review following the exhaustion of this final internal process.

The Board of Directors delegates authority to the Academic Board to convene an Appeals Committee on an ad hoc basis.

In the event that urgent action is required between Academic Board meetings, the Chair Academic Board will have authority to convene an appropriately constituted Appeals Committee (refer 6.6.3 below).

6.6.2 Functions

The Appeals Committee may investigate and make decisions concerning appeals against:

i. Academic progress

ii. Assessment
iii. Curriculum
iv. Quality of course delivery
v. Supervision of practicum
vi. Grading decision
vii. Attendance procedure
viii. Results of RPL and credit transfer applications
ix. Finding allegations of academic integrity
x. Issues related to intellectual property
xi. Exclusion from study
xii. Any non-academic matters impacting on the student experience and /or well-being.

In investigating a situation, the Appeals Committee may:

i. Consider written appeals and submissions.
ii. Examine the relevant evidence provided by the student involved.
iii. Permit the student involved to be accompanied and/or assisted by a person nominated by the student, for example, a family member or friend (It is anticipated that the person accompanying the student will not be a legal representative).
iv. Seek the advice of the CEO and academic staff where the Committee considers it appropriate to do so.

Any recommendation or decision made by the Appeals Committee and presented to the Academic Board shall bear the signatures of all members of the Committee.

The Appeals Committee must follow the process specified in the *ACPE Grievances, Complaints and Appeals Policy and Procedures*.

6.6.3 Membership

The Appeals Committee is an ad-hoc committee of the Academic Board, given that the majority of Appeals will predictably concern academic matters. It is chaired by an independent member of the Academic Board or the Board of Directors, depending on the nature of the Appeal.

The membership of each Appeals Committee is determined by the Academic Board, in consultation with the Board of Directors if appropriate, and depending on the nature of the appeal, and may include external members of either the Board of Directors or the Academic Board, internal staff and/or a student representative.

As indicated under 6.6.1, in the event that urgent action is required between Academic Board meetings, the Chair Academic Board will have authority to convene an appropriately constituted Appeals Committee.

The Committee may interview the complainant or other stakeholders in the course of considerations.

6.7 Course Advisory Committee

6.7.1 Role

The Board of Directors delegates authority to the Academic Board to approve the membership of a Course Advisory Committee on an ad hoc basis for each broad discipline area to provide industry and content specific advice and guidance in relation to the development and on-going revision of the College's higher education courses.

The primary role of the Course Advisory Committee is to ensure that any new or existing qualifications are current and relevant. It considers and responds to advice drawn from a range of sources, including teaching staff, employers, and external academic peers. While not the sole means, the Course Advisory Committees ensure that external references for the quality of existing and proposed courses are maintained.

6.7.2 Functions

The functions of each Course Advisory Committee are to:

i. Provide the College with recommendations and feedback on the development of new courses, seeking expert advice where necessary to address specific issues. Feedback and recommendations are reported to the Academic Board, which in turn advises the Board of Directors.

ii. Draw to the Academic Board's attention recent developments and trends in specific fields of study and research and directions in course development.

iii. Ensure that any innovative practices in teaching and learning are considered within existing courses.

iv. Review course documentation to ensure that it meets standards of rigour and depth appropriate to the award and that course rationale, aims and content are consistent and reflect best practice.

v. Receive and comment upon new and revised outlines for units of study within existing courses.

vi. Consider major changes to existing courses and units of study and to seek additional expert advice where necessary.

vii. Receive and review any new course proposals (including evidence of their need and demand), units of study, assessment schedules, and admission and progression requirements.

viii. Keep under review quality assurance mechanisms, paying particular attention to assessment procedures, stakeholder feedback and benchmarking with other higher education providers where possible.

ix. Respond to such other tasks and activities as are referred to the Course Advisory Committee by the Academic Board.

x. Consider other matters relating to current and possible new courses as deemed relevant by the Course Advisory Committee and generate reports and recommendations to the Academic Board.

xi. Draft formal recommendations on issues arising from its meetings and submit these recommendations to the Academic Board for consideration and implementation.

The Key questions that the Course Advisory Committee must seek to address include:

i. Does the course curriculum meet the course objectives? Is the course comparable in its requirements and learning outcomes to courses at the same level in a similar field at other higher education institutions?

ii. Does the course have vocational outcomes? If so, in what broad areas of Industry could graduates expect to be employed?

iii. Does the course design and content satisfy the requirements set out in the Australian Qualifications Framework (AQF) for relevant higher education courses, and does it meet the standards and expectations of relevant accrediting or professional bodies?

6.7.3 Membership Protocols

The protocols for membership of each Course Advisory Committee are:

i. Each Course Advisory Committee must include an appropriate balance between internal and external members relevant to the discipline who are drawn from the Academic Board, academic staff, other higher education providers, the professions and industry as well as those with curriculum design and development expertise.

ii. Members are appointed on the basis of discipline-specific knowledge and experience, knowledge and experience of course and curriculum design, industry experience, and knowledge and experience of the higher education sector.

iii. Each Course Advisory Committee must have at least 2 members who meet the Independence Guidelines set out in Appendix 2.

iv. Members are appointed by the Academic Board. Tenure of membership is determined by the Academic Board in line with the needs of the College.

v. The Course Advisory Committee Chair is the Dean.

vi. Members of the Course Advisory Committee must declare any actual or perceived conflict of interest that might arise in the course of their service on a

Course Advisory Committee.

6.7.4 Frequency of Meetings

Course Advisory Committees are convened on an ad hoc basis as determined by new course accreditation, existing course reaccreditation, and course review and development requirements. Membership of the Course Advisory Committee is approved by the Academic Board.

6.7.5 Quorum and voting

Matters arising at a meeting of a Course Advisory Committee are to be decided by a majority of votes of the committee members present and voting. Each member has one vote. At a meeting of a Course Advisory Committee, a quorum is three members. In the case of a tied vote the committee 's Chair has the casting vote but may choose not to exercise it.

6.7.6 Secretariat

The Dean appoints a Secretary who is responsible, in conjunction with the Chairperson, for preparing and distributing to committee members the agenda and papers for each meeting at least seven (7) days in advance of any meeting.

The Secretary is responsible for recording the minutes of each meeting. The Draft minutes are reviewed, finalised and signed by the Chairperson and are placed within the College's Minute Records within one (1) month after each committee meeting. The minutes are be distributed to committee members thereafter and presented for confirmation with papers for the following meeting.

6.7.7 Review of Terms of Reference

The Terms of Reference for Course Advisory Committees may be reviewed from time to time by the Academic Board and amendments recommended by the Chairperson of the Academic Board to the Board of Directors for adoption.

6.8 CEO and the Executive Leadership Team

6.9.1. Role of the CEO

The Board of Directors delegates management functions in general to the CEO. The CEO is responsible for the efficient and effective management of the College's business including, without limitation:

i. Exercising a coordination role in relation to the College's business.
ii. Providing updates and advice to the Board of Directors regarding the overall operations of the College from a strategic perspective.
iii. Implementing policies and procedures to enable the efficient running of the College.
iv. Implementing the College's plans ensuring that the College maintains a quality assured learning and teaching environment for all stakeholders

including students, educators and staff.

v. Developing strategy for consideration by the Board of Directors.

6.8.2 Role of the Executive Leadership Team

The Executive Team is established and convened by the CEO, to assist with and provide advice on the above management responsibilities, thereby ensuring a high level of management coordination to support the CEO in achieving the College's plans and strategic objectives.

The CEO's powers under the ACPE Governance Charter, may, with the agreement of the Board of Directors, also be delegated or sub-delegated to an appropriately qualified member of staff or to one or more of the committees referred to in this Charter. Any such delegations or sub-delegations will be reflected in the College's *Policy on Delegations of Authority and Authority Limits* and associated Matrix, referenced in Section 7. below.

6.9.3 Membership of the Executive Leadership Team

The current membership of the Executive Team comprises:

i. CEO(Chairperson)
ii. Dean
iii. Registrar
iv. Student Connect and Engagement Manager
v. Compliance Officer/Company Secretary
vi. Chief Marketing and Customer Officer
~~vii.~~ Admissions Manager
viii. Director of Program Innovation and Development
~~ix.~~ Senior Finance and Operations Manager

6.9.4 Secretariat

The CEO appoints a secretary who is responsible for distributing agendas and papers to members prior to meetings and recording, preparing and distributing the minutes of each meeting.

Agenda and papers for meetings are normally distributed to members seven (7) days in advance of any meeting.

The Secretary is responsible for recording the minutes of each meeting. The Draft minutes are reviewed, finalised and signed by the Chairperson and placed within the College's Records within one (1) month after each committee meeting. The minutes are distributed to committee members thereafter and presented for confirmation with papers for the following meeting.

6.9.5 Frequency of Meetings

The Executive Leadership Team meets fortnightly in accordance with the *Annual Governance Calendar*. Notwithstanding, the CEO may convene a special meeting

at any time with reasonable notice.

The CEO will meet with the wider Senior Management Team (including the Heads of Department and Head Librarian) once a semester.

6.9.6 Committees/Subcommittees

The CEO may establish standing or ad-hoc sub-committees or working parties of the Executive Team, by any title and terms of reference as deemed fit, to assist member of the Committee in performing their role.

7. Delegations of Authority and Authority Limits

Under the Corporations Act, the ACPE Constitution and this Charter, the ACPE Board of Directors is empowered to delegate its powers to appropriately qualified members of the Board, the CEO, members of staff, or to committees that include at least one member of the Board.

The Board of Directors, in addition, maintains oversight of Board delegations, reviews Board delegations on at least an annual basis and approves changes to Board delegations as required.

The delegations of authority and authority limits are set out in the College's *Policy on Delegations of Authority and Authority Limits* and its attached Delegations Matrix. The principles underlying delegations (including principles underpinning Related Party Transactions and Conflict of Interest) are also detailed in the Policy.

Version Control

Effective Date	Approval Date	Approved by	Amendment details
May 2015	May 2015	ACPE Board of Directors	Approval of full document
July 2018	N/A	N/A	• Inclusion of Academic Board terms of reference accepted 14 Dec 2016 Amended to reflect prior Board acceptance of revisions to Academic Board terms of reference on 14 Dec 2016 as updated in accord with this acceptance effective 27 Mar 2017 (v3.0) and 27 May 2017(v4.0)
8 August 2018	8 August 2018	ACPE Board of Directors	• Approval of full document, including addition of Terms of Reference reflective of Board approval for resumption of Learning and Teaching Committee reporting to the Academic Board. Replaces all prior approved versions and amendments.
25 March 2019	25 March 2019	ACPE Board of Directors	• Amendment of ownership and organisation structure • Updated designations • Removal of all references to StudyGroup
3 April 2019	3 April 2019	ACPE Board of Directors	• Approval by circular resolution • Amendment of Terms of Reference • Addition of the Associate Dean (Programs and Quality)to the academic governance structure • Addition of the terms of reference of the Risk management Committee
11 June 2019	11 June 2019	ACPE Board of Directors	• Amendment of the Governance Summary • Amendment of the terms of reference • Addition of the Course Advisory Committee Terms of Reference • Reorganisation of Document
16 September 2019	16 September 2019	ACPE Board of Directors	• Updated Governance Summary • Inserted Draft code of Academic Freedom • Updated Vision, Mission and Values • Updated organograms to visually represent the separation of the executive management from corporate governance and the link

			the between the academic board and the risk management committee. • Revised Terms of reference of the academic board to ensure that all functions of HES6.3 are included, particularly reference to academic and research integrity, academic risk and academic delegations. • Updated references to the Constitution • Added the Chairperson of the Academic Board and Associate Dean as attendees of Board meetings. • Instituted a term of membership for extern and/or elected members of the academic board and the maximum number of terms that may be served. • Specified the number of student representatives on the Academic Board • Added delegations of authority matrix and limits of authority including general principles.
November 2019			• Delegations of Authority Matrix updated.
16 June 2020	15 June 2020	ACPE Board of Directors	• Inclusion of a reference to a "community of Scholars" • Rewording of Academic Board terms of reference to make it clear that the Board of Directors maintains governance oversight but is advised by the Academic Board. • Inclusion of Terms of Reference of Appeals Committee • Revised Organisational Values • Added Fit and Proper Person requirements to Board of Directors Membership requirements • Rewording of Senior Management Committee terms of reference – Senior Management Committee assists the CEO and Dean in an Advisory Capacity only. No quorum or voting rights.

			• 2 student representatives on the Academic board • Added references to the TEQSA Act and Corporations Act • Inserted reference to Board of Directors meeting attendance by electronic means. • Inserted reference to the need for decisions to be made via circular resolutions between scheduled board meetings to be ratified at the following board meeting. • Replaced Chairman with Chairperson • Inserted reference to TEQSA and AICD guidance notes on Minutes • Risk Management Committee renamed Risk Committee • Administrative organisation structure removed – not a governance function • Editing, streamlining and reformatting of Charter, including revision of sequence of information, to improve the flow of information for the benefit of the external reader, and greater use of Appendices and Schedules • Final adjustments to details pertaining Risk and Audit functions and Delegations of Authority and Authority Limits, including referencing of the new *Policy on Delegations of Authority and Authority Limits* to which the Delegations of Authority and Authority Matrix is now appended, rather than to either of the Charter or and Risk and Audit Framework
29 August 2022	29 August 2022	ACPE Board of Directors	Job titles updated, including: • CEO/Dean : CEO; • Associate Dean : Dean; • Senior Account : Finance Manager

06 February 2023		Board of Directors	AB membership updated to add the Director of Student Engagement and Wellbeing; Examiners' Committee frequency of meetings section slightly revised to reflect current practices. Job titles and links updated. The Senior Management Team replaced by the Executive Team with same membership as the SMT, with a slight change: membership updated to remove the Head Librarian and Heads of Departments (represented by the Dean).
March 2023		Board of Directors	Amendments made to the terms of reference of the Academic Board following the external review of the Academic Board . Governance framework figure updated to reflect correct designation of CEO and amended Senior management team to Executive team.
December 2023 **Version 7**		Board of Directors	Amendments made to clause 6.2.4 Terms of Reference for the Risk and Audit Committee (approved via circular resolution) to include Professor Jenny Graham as the Chair; and the Shareholder, Kevin Kalinko as a member of the RAC. Amendments made to Decision Making between meetings section. Changes approved on 11 September 2023 (Board meeting). Job titles updated. Further minor amendments made to Decision Making between meetings section, approved on 04th December 2023 at the Board of Directors meeting.
September 2024 **Version 8**		Board of Directors	Added Appendix 5, 6, 7 and 8 related to specific duties of Chair of the Board, Chair of the RAC, RAC Members and NEDs. Updated section 6.1.2, 6.1.3, 6.1.5, 6.2.2 Updated Appendix 3 – Skills Matrix for currency.

Version 9	2 December 2024	ACPE Board of Directors	Corrected ACPE Governance Structure Diagram to reflect Risk and Audit Committee and not Risk Management Committee. Added Duties and Responsibilities of the Chair of the Academic Board and members of the Academic Board. Reordered appendices and renumbered for sequencing. Other minor editorial corrections and adjustments.
Version 10	13 April 2026	ACPE Board of Directors	Updates to reflect changes in the Executive Leaderhsip Team and membership of Governing Boards and Committees, together with some small edits to reflect adjustments to the governance structure and governance processes and the interface between governance and executive management functions. Changes to the Board of Directors Skills Matrix and to Schedules to include recent legislation, regulatory requirements and changes to titles of Officers with particular delegations. Further Amendment on 24 May 2026: removal of NED Ms Serena Lee from Director Skill Matrix – no change in document version number required.

Appendix 1 – ACPE Vision, Mission, Philosophy and Values

ACPE Vision

ACPE seeks to be the specialist independent higher education provider of choice in the domains of Sport, Health, Fitness, Education and Dance. It aims to connect motivated and well-equipped students with fulfilling careers in their chosen fields.

ACPE aspires to:

- Have an impeccable reputation as a knowledge hub that serves the industry and the broader community through scholarly activity, innovation and education.

- To be a transformative and inclusive academic community that celebrates critical thinking, promotes debate and is committed to democracy, human rights and social justice with an outward, international and future focus.

- Having an impact on the social, and educational and well-being of the sporting community.

- Be a sustainable institution in economic, social and environmental terms.

ACPE Mission

ACPE is committed to the provision of a transformative, personalised and supportive learning environment that nurtures potential and promotes academic excellence and scholarly activity. The College strives for excellence in everything it does and promotes health and wellbeing as a holistic approach to developing resilience.

To realise its vision, the College commits to:

- Position ACPE as a values-driven institution, striving to make a difference, through pursuit of knowledge and innovation in the core disciplines.

- Create a scholarship-based teaching and learning environment that will encourage students to reach their full potential, that is supportive of students from disadvantaged backgrounds, and that will produce critical, capable and skilled graduates who can adapt to changing environments.

- Develop, educate and empower well-rounded career ready graduates through quality collaborative teaching-learning and industry engagement.

- Provide an attractive, safe and well-equipped environment that is conducive to good scholarship and collegiality.

- Provide a safe and nurturing student support system as well as a diverse array of opportunities that will foster the all-round development of our students and the College.

- Attract and retain staff of the highest calibre and to provide development programmes for staff at all levels.
- Strive for excellence and to promote quality assurance in all its activities.
- Nurture close relationships with its stakeholders through engagement, collaboration and beneficial partnerships.
- Aspire to be recognised as a well-managed and innovative institution.
- Maintain a student and quality focus, by creating an enabling environment.
- Create a financially viable institution able to adapt to change.
- Be a learning organisation that strives to influence and contribute to positive changes in society whilst itself being responsive to and embracing change.

ACPE Philosophy and Values

The College is an organisation dedicated to the development and education of people – both its students and staff.

Our Core Values are at the heart of our business. Our values are founded on a proud legacy of more than 100 Years in Education and Sport with a sustainability and future focus as expressed in Diagram 1 below. They define who we are, how we work and guide how we act with each other and with other stakeholders. They're our organizational DNA. All of the values are equally important, are interconnected and inform the ACPE Code of Conduct for Staff and Students.

As an institution we value Academic Freedom to pursue independent thinking with due regard to the standards of academic integrity and relevance. We are a close-knit community and we value working together and with the wider society, harnessing our diversity to create a rich social, cultural and intellectual space that facilitates a sense of belonging for all.

We value innovation and encourage critical thinking, creativity and initiative to pursue opportunities. We believe in empowering each other and our students to grow, contribute, challenge and make a difference.

Underpinning these values is the principle of integrity with due regard and respect for the freedom, equality and dignity of all. We acknowledge that we are answerable to each other, our Board of Directors and ultimately, Australian society for the decisions we make and the actions we take.

We are committed to openness and transparency in our governance, our decision-making and in the execution of our responsibilities and we are committed to demonstrating courage in confronting those who violate the values for which we stand.

Appendix 2 - Independence Guidelines - Board of Directors

Each Independent Director of ACPE must regularly provide to the Board all information relevant to their compliance with the Independence Guidelines detailed below. Independence will be assessed regularly by the Board of Directors.

The following points encompass a selection of characteristics that are seen to be indicative of the 'independence' of a Director.

The person:

i. has not had an employment relationship with the provider within the last three years

ii. has not had a business relationship or other material contractual relationship with the provider within the last three years

iii. does not have a direct or indirect material financial interest with the provider

iv. is not involved in the day-to-day management functions of the provider and not allied with the interests of management

v. is sufficiently impartial and disconnected from provider's operations, such that they are in position to hold management to account and act in the organisation's best interests

vi. does not have a material personal interest (i.e. doesn't stand to gain, benefit or suffer a loss) in the outcome of a Board meeting

vii. is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, their capacity to exercise independent judgement

viii. has not been a Director with the provider for such a period (e.g. ten years) that their independence may have been compromised[8].

[8] https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-1-11-mem-director-tools-bc-non-executive-directors_a4_web.ashx

Appendix 3 - Skills Matrix of the present Board of Directors

	Chairperson	Independent Director	Independent Director	Independent Director	Executive Director	Shareholder Director
Name	Em Prof Peter Lee	Em Prof Jenny Graham	Matt Carroll	Simon Barrie	Justin Montgomery	Kevin Kalinko
Gender	Male	Female	Male	Male	Male	Male
Director - medium organisation (10 – 99 employees)	4	4	4	4	3	4
Director - large organisation (100+ employees)	4	4	4	4	3	4
Financial Literacy	3	3	3	3	3	4
Strategic Thinking / Planning from a governance perspective	4	4	4	4	4	4
Executive Performance Management	4	4	4	4	4	3
Governance related risk management experience	4	4	3	4	3	4
Compliance Focus	3	3	4	4	3	3

	Chairperson	Independent Director	Independent Director	Independent Director	Executive Director	Shareholder Director
Name	Em Prof Peter Lee	Em Prof Jenny Graham	Matt Carroll	Simon Barrie	Justin Montgomery	Kevin Kalinko
Gender	Male	Female	Male	Male	Male	Male
Profile / Reputation	4	4	4	4	4	4
AICD Directors Course Completed	Yes	No (Prior membership only)	No	No	Yes	Yes
Public Provider Higher Education Experience	4	4	1	4	1	1
Independent Provider higher Education Experience	4	4	1	3	2	4
Knowledge of TEQSA/AQF/ESOS requirements	4	4	1	4	2	2
Sport / Dance Connections	2	2	4	2	3	3
Knowledge of broad public policy direction	3	3	3	3	2	2
Understanding of government legislation / legislative process	3	3	4	3	3	3
Accounting / Finance	3	3	3	3	3	4

	Chairperson	Independent Director	Independent Director	Independent Director	Executive Director	Shareholder Director
Name	Em Prof Peter Lee	Em Prof Jenny Graham	Matt Carroll	Simon Barrie	Justin Montgomery	Kevin Kalinko
Gender	Male	Female	Male	Male	Male	Male
Academic	4	4	3	4	2	3
Marketing / PR	3	4	4	3	4	4
Legal	3	3	3		3	3
Information Technology, cybersecurity, data protection	4	3	3	3	3	3
Human Resource Management	3	4	4	4	4	3
CEO / Senior management Experience	4	4	4	4	4	4
Strategy Development and Implementation	4	4	4	4	4	4
Nature of connection to other Board Members	Professor Jenny Graham previously reported to me. No other prior connections.	Prior reporting relationship (14 years ago) to Professor Peter Lee. Prior relationship with Kevin Kalinko (Shareholder/Ow	None	None	None	Prior relationship as Shareholder/Owner of IEFT/Banksia with Em Prof Jenny Graham (NED BoD and AcB

	Chairperson	Independent Director	Independent Director	Independent Director	Executive Director	Shareholder Director
Name	Em Prof Peter Lee	Em Prof Jenny Graham	Matt Carroll	Simon Barrie	Justin Montgomery	Kevin Kalinko
Gender	Male	Female	Male	Male	Male	Male
		ner IEFT/Banksia) as NED IEFT/Banksia (BoD and AcB)				IEFT and Banksia)

Appendix 4: Roles And Duties Of The Chair Of The Board Of Directors

1. Overview and Objectives of the Position

The Chair of the Board of Directors of the Australian College of Physical Education (ACPE / also referred to as the Company) is a pivotal role in defining and strengthening the Company's approach to good governance, negotiating the demands of entrepreneurship, corporations law and the requirements underpinning entities operating in Australia's higher education sector.

2. Appointment

The appointment as [Chair of the Board of Directors] is for an initial term of [xxx years] (subject to termination). The maximum tenure for the position is ten years.
The appointment and any continuation of the appointment is at the sole discretion of the Shareholder Director.

3. Roles and Responsibilities

The position of Chair of the Board of Directors is subject to the Australian College of Physical Education (ACPE) Constitution and the Governance Charter as amended from time to time. Subject to those documents, the Chair of the Board of Directors is expected to show leadership including:

1. facilitating the proper information flow to the Board, as the primary contact between the Board and the Chief Executive Officer and management;
2. facilitating the effective functioning of the Board, including managing the conduct, frequency and length of Board meetings; and
3. communicating the views of the Board.

The Board of Directors as a whole is collectively responsible for the success of the Company (ACPE / the College). In that context, the Board's role is to:

1. provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
2. set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and
3. set the Company's culture, values and standards and ensure that its obligations to TEQSA and to its shareholders and others are understood and met, all in accordance with the Company's Constitution and the College's Governance Charter.

The Chair has the same general legal responsibilities to the Company that applies to all Directors (Shareholder, independent non-Executive, and Executive members). This includes performing their duties (whether statutory, fiduciary or common law) faithfully,

diligently and to a standard commensurate with the function of the role and their knowledge, skills and experience.

As an independent non-Executive director, the Chair must:

(1) Exercise their powers in the role having regard to relevant obligations under prevailing law and regulation, including the Corporations Act 2001 (Cth).

(2) Have regard to the general duties of directors, including the duty to promote the success of the Company and act in a way that, in good faith, would be most likely to promote the success of the Company as a whole. In so doing, as a director the Chair must have regard to (among other matters):
   a. The likely consequences of any decision in the long term.
   b. The interests of the Company's employees.
   c. The need to foster the Company's business relationships with suppliers, students, customers and others.
   d. The need for the Company to comply with all regulations and government policies, particularly those relevant to the Company's business as a Higher Education Provider.
   e. The impact of the Company's operations on the community, the broader education sector and the environment.
   f. The desirability of the Company maintaining a reputation for high standards of business conduct.
   g. The need to act fairly as between the members of the Company.

The Chair has particular responsibilities that reflects the leadership role of the position. These include:

   a. constructively challenging and helping develop proposals on strategy;
   b. scrutinising the performance of management in meeting agreed goals and objectives and monitoring the reporting of performance;
   c. satisfying yourself with the integrity of financial information and that financial controls and systems of risk management are robust, defensible and sufficient to keep the Board appropriately informed of performance and any developments that may have a material impact;
   d. seeking to ensure the Board as a whole has the opportunity to maintain adequate understanding of the Company's financial position, strategic performance, operations generally, and the opportunities and challenges facing the Company;
   e. facilitating open and constructive communications among Board members, managing conflict where necessary and encouraging their contributions to Board deliberations;
   f. taking responsibility for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning;

g. ensuring time is devoted to developing and refreshing your personal knowledge and skills;
h. upholding high standards of integrity and probity and support the non-executive directors and executive directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond, including on matters relating to actual or potential conflicts of interest;
i. satisfying yourself on the integrity of academic information and that appropriate academic controls and systems of risk management are robust and defensible;
j. ensuring compliance with the TEQSA Threshold Standards, as varied from time to time by TEQSA;
k. setting the agenda for matters to be considered by the Board and insisting on receiving high-quality information sufficiently in advance of Board meetings;
l. taking into account the views of shareholders and other stakeholders where appropriate;
m. seeking to ensure that communication with stakeholders and the public are accurate and effective;
n. overseeing and facilitating Board, committee and Board member evaluation reviews and succession planning;
o. liaising with and counselling, as appropriate, other Board members, such as managing conflict or dealing with underperformance;
p. establishing and maintaining an effective working relationship with the Chief Executive Officer.
q. making sufficient time available to discharge your responsibilities effectively;
r. exercising relevant powers under, and abide by, the Constitution;
s. disclosing the nature and extent of any direct or indirect interest you may have in any matter being considered at a Board or committee meeting and, except as permitted under the Constitution you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest;
t. immediately reporting your own wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company of which you become aware to the Company Secretary;
u. exercising your powers as a director in accordance with the Company's policies and procedures; and
v. not doing anything that would cause you to be disqualified from acting as a director.

The Chair may also be required to serve on one or more Board of Directors committees, including selection committees for the Chief Executive Officer or other executive management positions if required. The relevant terms of reference will be provided

4. Termination

Either party may terminate the appointment by giving the other a minimum of one month's written prior notice.

Where the appointment is not continued or the office-holder retires from office under the Constitution or Charter, the terminates automatically and without further compensation. All property must be returned to the Company and all records / information which relates to the Company's business securely destroyed or electronically deleted.

The Company may terminate your appointment with immediate effect if you have:

1. committed a material breach of obligations agreed as part of the appointment;
2. committed any serious or repeated breach or non-observance of obligations to the Company (which include an obligation not to breach statutory, fiduciary or common-law duties);
3. been guilty of any fraud or dishonesty or acted in any manner which, in the Company's opinion, brings or is likely to bring the appointment-holder or the Company into disrepute or is materially adverse to the Company's interests;
4. been convicted of an arrestable criminal offence other than a road traffic offence for which a fine or non-custodial penalty is imposed;
5. been declared bankrupt or have made an arrangement with or for the benefit of creditors, or if you have a court administration order made against the office-holder;
6. been disqualified from acting as a director; or
7. the office-holder fails to meet the College's independence guidelines from time to time.

5. Time Commitment

The office-holder will be expected to devote such time as is necessary for the proper performance of your duties. This will include attendance at Board of Directors meetings, graduation ceremonies, dinners, meetings with the Directors, participation in any selection processes, updating and training meetings. Unless urgent and unavoidable circumstances arise, it is expected the Chair will attend the meetings outlined in this section (either face-to-face or remotely).

In addition, the incumbent will be required to consider all relevant papers before each meeting and support the College Secretary and CEO in developing the agenda for each meeting.

6. Outside Interests

While it is expected that a chair is likely to have business interests other than those of the Company, these will need to disclose these interests to the Shareholder Director at and during the terms of the appointment (if additional interests develop).

All further or potential conflicts of interests that may arise in relation to matters before the Board of Director must be disclosed to the Shareholder Director and College Secretary prior to each meeting. Depending on the nature of the conflict of interest, the Chair may be required to stand aside from chairing responsibilities while the matter is being considered by the Board.

7. Confidentiality

All information acquired during the appointment is confidential to the Company. It must not be released, communicated or disclosed to third parties or used for any reason other than in the interests of the Company either during the appointment or following termination without prior clearance from the Shareholder Director.

The office-holder will be required to hold and retain Company information (paper and electronic formats) under appropriately secure conditions.

Nothing in this section prevents the incumbent from disclosing information that is in the public domain or when required by law to disclose.

8. Training

The Company may arrange training to develop and refresh your skills and knowledge. Officeholders are encouraged to make themselves available for any relevant training sessions which may be organised.

9. Fees and Expenses

The Company will pay the office holder the agreed meeting rate and travel and accommodation expenses as outlined in the letter of appointment.

Appendix 5: Roles And Duties of Independent Non-Executive Directors

1. Overview and Objectives of the Position

The Board of Directors of the Australian College of Physical Education (ACPE / also referred to as the Company) help define the Company's approach to good governance, entrepreneurship, corporations law and the requirements underpinning entities operating in Australia's higher education sector.

2. Appointment

The appointment as an independent non-Executive member on the Board of Directors is for an initial term of 4 years (subject to termination). The maximum tenure for the position is usually ten years.

The appointment and any continuation of the appointment is at the sole discretion of the Shareholder Director.

2. Roles and Responsibilities

Independent non-Executive members holding office on the Board of Directors is subject to the Australian College of Physical Education (ACPE) Constitution and the Governance Charter as amended from time to time.
The Board of Directors is collectively responsible for the success of the Company (ACPE / the College). In that context, the Board's role is to:

1. provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
2. set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and
3. set the Company's culture, values and standards and ensure that its obligations to TEQSA and to its shareholders and others are understood and met, all in accordance with the Company's Constitution and the College's Governance Charter.

All Directors have the same general legal responsibilities to the Company. This includes performing their duties (whether statutory, fiduciary or common law) faithfully, diligently and to a standard commensurate with the function of the role and their knowledge, skills and experience.

As an independent non-Executive director, the office-holder must:

(3) Exercise their powers in the role having regard to relevant obligations under prevailing law and regulation, including the Corporations Act 2001 (Cth).

(4) Have regard to the general duties of directors, including the duty to promote the success of the Company and act in a way that, in good faith, would be most likely to promote the success of the Company as a whole. In so doing, as a director the Chair must have regard to (among other matters):

a. The likely consequences of any decision in the long term.
b. The interests of the Company's employees.
c. The need to foster the Company's business relationships with suppliers, students, customers and others.
d. The need for the Company to comply with all regulations and government policies, particularly those relevant to the Company's business as a Higher Education Provider.
e. The impact of the Company's operations on the community, the broader education sector and the environment.
f. The desirability of the Company maintaining a reputation for high standards of business conduct.
g. The need to act fairly as between the members of the Company.

Independent non-Executive Directors are also required to:

w. constructively challenge and help develop proposals on strategy;
x. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
y. satisfy yourself with the integrity of financial information and that financial controls and systems of risk management are robust, defensible and sufficient to keep the Board appropriately informed of performance and any developments that may have a material impact;
z. take responsibility for assessing appropriate levels of remuneration of executive directors and contribute to the appointment of, and where necessary, removal of senior management and in succession planning;
aa. ensure time is devoted to developing and refreshing your personal knowledge and skills;
bb. uphold high standards of integrity and probity and support colleagues in instilling the appropriate culture, values and behaviours in the boardroom and beyond, including on matters relating to actual or potential conflicts of interest;
cc. satisfy yourself on the integrity of academic information and that appropriate academic controls and systems of risk management are robust and defensible;
dd. satisfy yourself on compliance with the TEQSA Threshold Standards, as varied from time to time by TEQSA;
ee. participating in Board, committee and Board member evaluation reviews and succession planning;

ff. make sufficient time available to discharge your responsibilities effectively;
gg. exercise relevant powers under, and abide by, the Constitution;
hh. disclose the nature and extent of any direct or indirect interest you may have in any matter being considered at a Board or committee meeting and, except as permitted under the Constitution you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest;
ii. immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company of which you become aware to the Company Secretary;
jj. exercise your powers as a director in accordance with the Company's policies and procedures; and
kk. not do anything that would cause you to be disqualified from acting as a director.

Independent non-Executive Directors may also be required to serve on one or more Board of Directors committees, including selection committees for the Chief Executive Officer or other executive management positions if required. The relevant terms of reference will be provided in relation to such committees.

3. Termination

Either party may terminate the appointment by giving the other a minimum of one month's written prior notice.

Where the appointment is not continued or the office-holder retires from office under the Constitution or Charter, the terminates automatically and without further compensation. All property must be returned to the Company and all records / information which relates to the Company's business securely destroyed or electronically deleted.

The Company may terminate your appointment with immediate effect if you have:

8. committed a material breach of obligations agreed as part of the appointment;
9. committed any serious or repeated breach or non-observance of obligations to the Company (which include an obligation not to breach statutory, fiduciary or common-law duties);
10. been guilty of any fraud or dishonesty or acted in any manner which, in the Company's opinion, brings or is likely to bring the appointment-holder or the Company into disrepute or is materially adverse to the Company's interests;
11. been convicted of an arrestable criminal offence other than a road traffic offence for which a fine or non-custodial penalty is imposed;
12. been declared bankrupt or have made an arrangement with or for the benefit of creditors, or if you have a court administration order made against the office-holder;

13. been disqualified from acting as a director; or
14. the office-holder fails to meet the College's independence guidelines from time to time.

4. Time Commitment

The office-holder will be expected to devote such time as is necessary for the proper performance of your duties. This will include attendance at Board of Directors meetings, other required events, and updating and training meetings.

5. Outside Interests

While it is expected that an independent non-Executive Director is likely to have business interests other than those of the Company, these will need to disclose these interests to the Shareholder Director at and during the terms of the appointment (if additional interests develop).

All further or potential conflicts of interests that may arise in relation to matters before the Board of Directors must be disclosed to the Shareholder Director and College Secretary prior to each meeting. Depending on the nature of the conflict of interest, the office-holder may be required to stand aside while the matter is being considered by the Board.

6. Confidentiality

All information acquired during the appointment is confidential to the Company. It must not be released, communicated or disclosed to third parties or used for any reason other than in the interests of the Company either during the appointment or following termination without prior clearance from the Shareholder Director.

The office-holder will be required to hold and retain Company information (paper and electronic formats) under appropriately secure conditions.

Nothing in this section prevents the incumbent from disclosing information that is in the public domain or when required by law to disclose.

7. Training

The Company may arrange training to develop and refresh your skills and knowledge. Office-holders are encouraged to make themselves available for any relevant training sessions which may be organised.

8. Fees and Expenses

The Company will pay the office holder the agreed meeting rate and travel and accommodation expenses as outlined in the letter of appointment.

Appendix 6: Role and Responsibilities of Risk and Audit Committee members

Whilst members of the Risk and Audit Committee are ultimately accountable for governance of risk and audit matters as Directors on the Corporate Board, in their role as Members of the Risk and Audit Committee, they have further specific roles relevant to oversight of Risk and Audit. The Chair also has particular leadership roles. These roles are articulated below.

The role of a Risk and Audit Committee member is to:

i. provide high-level oversight to ensure adequate and effective arrangements are in place for risk management, control and governance;
ii. review the arrangements in place to promote economy, efficiency and effectiveness;
iii. oversee the appointment of the external auditors;
iv. review the audit aspects of the College's financial statements together with the external auditor's management letter;
v. review internal audit reports on selected corporate and academic matters, and seek assurance that recommended management actions are dealt with satisfactorily;
vi. ensure that effective management strategies, policies and plans are in place to manage statutory and regulatory compliance;
vii. ensure that the College's insurance coverage for its various operations is adequate and cost-effective;
viii. monitor the need for legal expertise in relation to Risk and Audit Matters and advise the Board accordingly; and
ix. support the Board in ensuring a good understanding of the College objectives, risks, structure and culture, as well as the legal framework governing the College, alongside a good understanding of the higher Education sector and the topical challenges it faces.

Key Skills required:

i. Proven interpersonal, communication and people skills, including critical listening, the ability to question intelligently and debate constructively.
ii. The ability to demonstrate sound judgement and integrity and earn the respect and trust of other Committee members and the Board.
iii. The ability to participate effectively in meetings and confidence to challenge and hold to account
iv. the University's executive and representatives of internal and external audit.
v. The ability to work within a framework of collective decision-making in the best interests of the College and within the terms of reference of the RAC.
vi. Understanding of the need to balance conflicting factors and make objective

decisions.

vii. Appreciation of the importance of confidentiality.

viii. Excellent analytical skills and the ability to interrogate and interpret complex information.

ix. An appreciation of the role of the higher education sector to provide high quality teaching and research and to provide economic, social and cultural value to society.

x. An understanding of the external pressures in the higher education sector and the challenges facing Colleges to overcome them.

Accountability

Members of the RAC are accountable to the Chair of the RAC and the Board of Directors.

They are required to demonstrate their commitment to high standards of governance and probity and the ability to operate in accordance with Commonwealth and State law, regulatory requirements, professional accreditation and registration conditions, higher education standards, nationally and internationally recognised codes of governance, and community expectations for ethical, social and environmental responsibility.

Members are required to routinely disclose any material relationships or circumstances that could affect (or appear to affect) their judgment as a Committee member.

Appendix 7: Role and Responsibilities of the Chair of the Risk and Audit Committee

Whilst members of the Risk and Audit Committee are ultimately accountable for governance of risk and audit matters as Directors on the Corporate Board, in their role as Members of the Risk and Audit Committee, they have further specific roles relevant to oversight of Risk and Audit. The Chair also has particular leadership roles. These roles are articulated below.

The role of the RAC Chair, beyond those outlined for all RAC members, is to:

i. at the commencement of each calendar year, produce a draft Annual Program for consideration by Members and regular attendees (CEO, Finance and Operations Manager, Chair Board of Directors, and Chair Academic Board), as a guide to workflow for the year;
ii. with the support of the Secretary, ensure the Committee is acting within its powers and terms of reference, in compliance with the College's Governance Charter;
iii. contribute to the process of appointing Members to the Committee and extending invitations to Attendees, to ensure that the skills mix and experience is appropriate to the business under discussion;
iv. ensure that the flow of communications between the RAC and the Board of Directors, Academic Board and College Senior Management enables timely problem-solving and resolution;
v. approve the agenda and draft minutes of each RAC meeting, and determine who is entitled to attend the whole meeting or relevant part thereof;
vi. chair meetings effectively with clarity of purpose and outcome, inspiring confidence, trust and respect of other Members, and the College Board of Directors, Executive Leadership Team (ELT), and External Auditors;
vii. at meetings, allow and encourage debate to flow freely between Members and Attendees, before finalising resolutions and further action;
viii. undertake individual discussions as deemed appropriate with the Chair, Board of Directors, Chair, Academic Board, CEO, Finance and Operations Manager, and/or other Members of the College Executive Leadership Team, and external auditors;
ix. play a key role, in consultation with the Shareholder/Director, in the process of appointing new internal and external auditors;
x. clearly and concisely report on the decision-making, business and activities of the Committee to the Board of Directors;
xi. with the support of the Secretary, undertake annually Committee effectiveness reviews;
xii. provide support and direction to RAC members and attendees to ensure their contribution is relevant and effective;
xiii. with the support of the Secretary, be visible within the College and be approachable; and
xiv. undertake other duties consistent with the role of the Committee Chair to ensure the effective functioning of audit and internal controls.

Appendix 8: Role and Responsibilities of the Chair of the Academic Board

Pursuant to the Constitution and this Charter, the Board of Directors delegates responsibility for the academic governance of the College to the Academic Board. This delegation encompasses academic policy development, academic administration, and oversight of the educational process. The Academic Board is entrusted with establishing academic policies and ensuring the achievement of the educational objectives of the College's courses. Members of the Academic Board are expected to perform their duties (whether statutory, fiduciary, or common law) faithfully, diligently and to a standard commensurate with the functions of the role, knowledge, skills and experience.

The Chair of the Academic Board assumes a critical leadership role in maintaining the College's academic governance, ensuring academic quality and standards, and fostering alignment with the College's strategic objectives. The specific duties of the Chair are as follows:

i. Ensure, with the support of the Secretary, that the Academic Board operates within its powers and terms of reference and complies with the College's Governance Charter.
ii. Uphold compliance with the Higher Education Standards Framework and regulatory requirements, including TEQSA standards.
iii. Facilitate the appointment of Academic Board members and extend invitations to attendees, ensuring an appropriate mix of skills and experience relevant to the matters under discussion, and with due consideration of gender and cultural representation.
iv. Review and approve the agenda and draft minutes for each Academic Board meeting.
v. Chair meetings effectively, with a focus on purpose, outcomes, and compliance, fostering confidence, trust, and respect among members, the College Board of Directors, academic staff, and regulatory bodies.
vi. Encourage open, respectful and robust discussion among members and attendees during meetings before finalizing resolutions and actions, ensuring clarity in resolutions, actions and accountability for implementation.
vii. Provide strong academic leadership, driving continuous improvement in academic governance and quality assurance processes.
viii. Monitor and address academic risks, reporting on these to the Board of Directors and the Risk and Audit Committee.
ix. Conduct individual discussions as needed with key stakeholders, including the Chair of the Board, members of the Board of Directors, the CEO, the Dean, and others.

x. Provide concise and accurate reports on the decisions and activities of the Academic Board and the Learning and Teaching Committee to the Board of Directors.
xi. Provide strong academic leadership and oversee the effective operation of the Academic Board, including initiatives for continuous improvement and quality assurance.
xii. Ensure the Academic Board fulfills its primary responsibility of assuring the Board of Directors of the College's academic quality and standards.
xiii. In the spirit of continuous improvement, strengthen academic governance processes by engaging with members, senior executives, and the broader College community.
xiv. Attend meetings of the Board of Directors and the Risk and Audit Committee to ensure these bodies are well-informed about academic matters and the activities of the Academic Board.
xv. Stay informed and actively engaged with issues pertaining to academic quality and standards.
xvi. Monitor and ensure regular reviews of academic frameworks, policies, procedures, and guidelines.
xvii. Monitor academic integrity reports ensuring practices are aligned with Policy and best practice to protect the integrity of the College's awards.
xviii. Recommend to the Board of Directors the submission to TEQSA of completed applications for accreditation of new courses and/or reaccreditation of existing courses.
xix. Monitor student success, progression, candidature and attrition trends, and recommend evidence based actions to address concerns.
xx. Monitor and review grade distribution data, the Examiners' Committee reports and Unit Evaluation feedback, ensuring appropriate action is taken to address identified issues.
xxi. Recommend to the Board of Directors the conferral of awards to eligible candidates as confirmed by the Examiner's Committee.
xxii. Receive reports, monitor and review (applying institutional benchmarks for academic quality and outcomes) and provide guidance and constructive feedback on the work undertaken.
xxiii. Critically evaluate the quality and effectiveness of educational innovations or proposals for innovation.
xxiv. Represent the Academic Board at the annual graduation ceremony.
xxv. Support student participation in discussions and debates on relevant academic matters.

This delineation of responsibilities underscores the chair's pivotal role in maintaining the College's academic integrity, governance, and alignment with strategic objectives.

Appendix 9: Roles and Responsibilities of Members of the Academic Board

Members of the Academic Board have a responsibility to:

i. Familiarise themselves with the agenda prior to meetings
ii. Critically read all meeting documents before each meeting.
iii. Attend meetings and actively contribute to constructive debate on matters before the Academic Board.
iv. Participate as members of working parties or sub-committees as required.
v. Act in the interests of the whole college at all times.
vi. Exercise appropriate care and diligence in decision-making.
vii. Disclose and avoid potential conflicts of interest.
viii. Conduct themselves in a collegial manner.
ix. Deal with confidential matters appropriately – not disclosing any confidential information to a third party except when authorised to do so by the Chair of the Academic Board or the CEO.

Appendix 10: Statement on ACPE Board of Directors Induction, Professional Development and Performance Review

1. Introduction

The Voluntary Code of Best Practice for the Governance of Australian Universities recommends that a program of induction and professional development be made available to governing bodies and committee members to ensure that members are aware of the nature of their duties and responsibilities and to build the expertise of the governing body.

The Australian College of Physical Education (ACPE), as a private higher education provider (registered as an "Institute of Higher Education") has adapted the Voluntary Code for the purposes of its governance framework as set out in this Statement.

The Statement applies to independent non-executive directors and executive directors appointed to the Board of Directors. The Statement will apply to the Shareholder Director as appropriate.

This Statement sets out expectations for:

- the induction of new members of the Board of Directors (ACPE's principal Governing body);
- professional development of members of the Board of Directors; and
- the performance review of the Board of Directors.

The program has been designed primarily for the benefit of the members of the Board of Directors, recognising their particular responsibilities as members of the governing body. However, aspects of the program may be of interest or benefit to members of the Board's standing committees and will be adapted accordingly.

2. Induction

As soon as practicable following their appointment, new members of the Board of Directors will receive:

- a welcome letter from the Chair of the Board of Directors; and
- an induction letter and pack from the Company (College) Secretary.

2.1 Induction pack

All new members will be provided with:

i. ACPE Constitution
ii. The Governance Charter
iii. [A copy of/access] to the agenda papers and minutes for the previous meeting of the Board of Directors

iv. Board of Directors meeting dates
v. A list of all members of the Board of Directors and contact details
vi. Relevant important ACPE publications including the Strategic Plan, Operational Plans and policy frameworks.
vii. ACPE Risk Registers and Risk and Audit Management Framework
viii. Governance Charter
ix. Delegations of Authority and Authority Limits Policy
x. Map of the ACPE campus
xi. An ACPE email address if required
xii. Information about Director Remuneration.

Members will be offered a Protection Deed / Deed of Indemnity, and Insurance.
Members will be required to complete the following forms to ensure ACPE's compliance with various legislation:

i. TEQSA Fit and Proper Person Requirement Declaration
ii. Disclosure form for directorships
iii. Deed of Confidentiality

Information packs, adapted as appropriate, will be provided to external members (if appointed) of the Board's Standing Committees.

2.2 Induction Briefing

An Induction Briefing will be held for all new members of the Board of Directors.
[Note: Briefings for new members of Standing Committees will be adapted from the framework set out in this Statement.]

The briefings for Board of Director members will comprise:

i. A meeting with the Chair of the Board of Directors about the role and function of the Board, key issues facing the Board / ACPE, and the duties and responsibilities of members of the Board.

ii. A meeting with the Chief Executive Officer about the ACPE: its organisation, location and size; its strategic plan; community engagement; financial performance; introduction to legal matters and risks associated with ACPE, current issues; compliance briefings; major projects; and ACPE's role in the higher education sector.

iii. A briefing from the Company Secretary on Board of Director structure and meeting procedures, the governance structure of ACPE, how to access resource and Board of Directors' materials and role of the Company Secretary.

iv. A briefing on the roles and functions of the Academic Board and other subcommittees of the Board of Directors may be provided (that is, the arrangements for academic governance at ACPE).

- A tour of the ACPE campus can be arranged upon request.

v. All new independent non-executive Board of Director members must attend the Induction Briefings before their first Board of Directors or Standing Committee meeting in accordance with s.5 of the Voluntary Code of Best Practice for the Governance of Australian Universities:
   - Each governing body must make available a programme of induction and professional development for members to build the expertise of the governing body and to ensure that all members are aware of the nature of their duties and responsibilities.

vi. In addition, the Company Secretary will coordinate meet and greet sessions with ACPE Executives to support an undertaking of their roles and priorities.

2.3 Mentors

The Chair of the Board of Directors may assign a mentor (from amongst the experienced members) to a new member of the Board. The mentor will be available to provide informal advice and guidance during the new member's first six months of sitting on the Board.

3. Professional Development

It is expected that members will undertake professional development to maintain a current knowledge of the ACPE, the higher education environment, contemporary governance and if necessary corporate practices in accordance with the requirements of the Australian Institute of Company Directors.

Additionally, Board members will be invited to events and graduation ceremonies. Board members may request a briefing on ACPE activities / community engagement priorities. In addition, any member of the Board may contact the Chair of the Board of Directors or the Company Secretary to discuss any particular needs they may have for professional development.

4. Board Of Directors Performance

The performance of the Board and its members is to be reviewed [no later than] every four years.

The Chair of the Board of Directors, with the support of the Company Secretary, has the responsibility for organising this assessment process and using external resources when required. The process will assist in assessing the governance system as a whole (including

its effectiveness and efficiency) and identifying areas of strength and areas of improvement.

At the first meeting of Board of Directors in the year in which a review will take place, the Chair of the Board of Directors will propose the mechanism and the timeframe for the review of performance to be conducted during the year.

Each review may include:

i. a review of the attendance and contribution of each Board member
ii. a survey of each member as to his or her perception of the performance of the Board, the Chair and any aspects of the duties and functions of Board members
iii. a survey of Board members views on what upgrading of knowledge and skills should be undertaken.

Results will be reported to the Board at the first meeting following the completion of the review.

References

1. Voluntary Code of Best Practice for the Governance of Australian Public Universities (as amended at the Universities Australia and University Chancellors Council joint meeting 15 May 2018) Available at https://ucc.edu.au/university-governance-in-australia [accessed July 2024]

2. University of Adelaide, Council Induction, Institutional Knowledge, Professional Development and Performance Review. Available at https://www.adelaide.edu.au/policies/924/%27 [accessed July 2024]

3. University of Canberra, Council Induction, Professional Development and Performance Policy. Available at https://www.canberra.edu.au/policies/PolicyProcedure/Index/42 [accessed July 2024]

Appendix 11: Model Code on Academic Freedom

The ACPE Board of Directors guarantees that academic freedom will prevail within the institution in accordance with the *Model Code on Academic Freedom* recommended by the Minister of Education in March 2019[9].

Under the draft model code, Academic Freedom comprises:

i. "the freedom of academic staff to teach, discuss, and research and to disseminate and publish the results of their research;

ii. the freedom of academic staff and students to engage in intellectual inquiry, to express their opinions and beliefs, and to contribute to public debate, in relation to their units of study and research;

iii. the freedom of academic staff and students to express their opinions in relation to the higher education provider in which they work or are enrolled;

iv. the freedom of academic staff, without constraint imposed by reason of their employment by the College, to make lawful public comment on any issue in their personal capacities;

v. the freedom of academic staff to participate in professional or representative academic bodies;

vi. the freedom of students to participate in student societies and associations.

vii. the autonomy of the higher education provider in relation to the choice of academic courses and offerings, the ways in which they are taught and the choices of research activities and the ways in which they are conducted."

In addition, in accordance with the principles of the code every member of the staff and every student at the College enjoys freedom of speech exercised on College land or in connection with the College subject only to restraints or burdens imposed by:

- law;
- the reasonable and proportionate regulation of conduct necessary to the discharge of the College's teaching and research activities;
- the right and freedom of others to express themselves and to hear and receive information and opinions;
- the reasonable and proportionate regulation of conduct to enable the College to fulfil its duty to foster the wellbeing of students and staff;
- the reasonable and proportionate regulation of conduct necessary to enable the

[9] Adapted from: https://docs.education.gov.au/node/52661

College to give effect to its legal duties including its duties to visitors to the College.

Therefore, every member of the academic staff and every student enjoys academic freedom subject only to prohibitions, restrictions or conditions:

- imposed by law;
- imposed by the reasonable and proportionate regulation necessary to the discharge of the College's teaching and research activities;
- imposed by the reasonable and proportionate regulation necessary to discharge the College's duty to foster the wellbeing of students and staff;
- imposed by the College to enable the College, the Directors, the executives and staff each to meet their respective legal duties;
- imposed by the College by way of its reasonable requirements as to the courses to be delivered and the content and means of their delivery.

The exercise by a member of the academic staff or of a student of academic freedom, subject to the above limitations, shall not constitute misconduct nor attract any penalty or other adverse action.

In entering into affiliation, collaborative or contractual arrangements with third parties and in accepting donations from third parties subject to conditions, the College shall take all reasonable steps to minimise the restrictions or burdens imposed by such arrangements or conditions on the freedom of speech or academic freedom of any member of the academic staff or students carrying on research or study under such arrangements or subject to such conditions.

Schedule A – Glossary of Terms

Academic Board	the ACPE Academic Board, as defined in this Governance Charter
ACPE (or the College)	ACPE Ltd trading as the Australian College of Physical Education
Appeals Committee	the ACPE Appeals Committee, an ad hoc committee of the ACPE Academic Board, as defined in this Governance Charter
ASIC	the Australian Securities and Investments Commission
Board and Board of Directors	the ACPE Board of Directors, as defined in this Governance Charter
CEO	the Chief Executive Officer of ACPE
Chair	a short form of reference to the Chairperson of a Board or a Committee
College's Minute Records	the record maintained by ACPE of the minutes of all the College's Board and Committee meetings kept in accordance with the Corporations Act and the ACPE Constitution
Course Advisory Committee (CAC)	refers to an ACPE Course Advisory Committee, an ad hoc committee of the ACPE Academic Board, of which there may be one or several, as defined in this Governance Charter
CRICOS	refers to The Commonwealth Register of Institutions and Courses for Overseas Students. It is an Australian government register that lists all Australian education providers offering courses to people studying in Australia on student visas and the courses offered.
Director	A member of the ACPE Board of Directors
ESOS or ESOS Act	the Education Services for Overseas Students Act 2000, or ESOS Act, establishes legislative requirements and standards for the quality assurance of education and training institutions offering courses to international students who are in Australia on a student visa. ESOS also provides tuition fee protection for international students.
ESOS National Code	the *National Code* is a set of nationally consistent standards that governs the protection of international students and delivery of courses to those students by providers registered on the Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS).
Examiners Committee	the ACPE Examiners Committee, a standing committee of the ACPE Academic Board, as defined in this Governance Charter

Framework	refers to an ACPE document which outlines a governance and/or management model and modus operandi for a particular ACPE function, for instance Risk and Audit Framework
Governance	as defined in this Charter and refers to the framework of rules, relationships, systems and processes by which the College is directed, controlled and held to account and whereby authority is exercised and maintained, encompassing authority, accountability, stewardship and leadership, and direction and control.
Governance Charter	the ACPE Governance Charter June 2020, as updated or replaced by the Board from time to time
Grade Point Average (GPA)	The numeric measure used to summarise the academic achievement of a student at their particular stage of studies in an ACPE course
Higher Education Standards	refers to the *Higher Education Standards Framework*, *which* is the basis for the regulation of higher education providers and courses by the Tertiary Education Quality and Standards Agency (TEQSA)
Independent non-executive Directors	directors on the Board of Directors who are not employees of ACPE and who meet the criteria for 'independence' as defined in Appendix B of this Charter
Initial Teacher Education (ITE) Program	An Initial Teacher Education program is accredited by demonstrating evidence against the nationally agreed Accreditation Standards and Procedure. All Australian ITE programs are accredited by state and territory teacher regulatory authorities using these nationally agreed Standards and Procedures.
Learning and Teaching Committee	the ACPE Learning and Teaching Committee, a standing committee of the ACPE Academic Board, as defined in this Governance Charter
HEP	Higher Education Provider in Australia
NESA	the NSW Education Standards Authority, which specifies standards that must be met by higher education courses that produce teachers for work as teachers in NSW Schools and which is responsible for teacher accreditation
Professional Standards	the standards of any professional body which provides professional accreditation for graduates in the disciplines/professions represented by ACPE courses (for instance: the Australian Health Practitioner Regulation Agency (AHPRA), which provides accreditation through its various Boards for a range of health practitioners; Exercise & Sports Science Australia (ESSA), which provides accreditation for Sport and Exercise Scientists and Exercise Physiologists; the Australian Strength and Conditioning Association (ASCA), the peak national body for strength and conditioning professionals in Australia; and the Australian Institute for Teaching and School Leadership (AITSL), which determines the standards for teachers in schools nationally.

Policy on Delegations of Authority and Authority Limits	the ACPE Policy of the same name, initially approved June 2020, as updated or replaced by the Board from time to time
Relevant Legislation	all relevant Acts of Parliament (Federal and state) which relate to the students and staff and operations of ACPE in the conduct of its business
Risk and Audit Committee	the ACPE Risk and Audit Committee established by the Governance Charter with a mandate to oversee risk governance and management at ACPE and to report to and advise the Board in respect of risk and risk management
Risk and Audit Framework	ACPE's Risk and Audit Framework June 2020, as updated or replaced by the Board from time to time.
Senior Executive	a senior manager of ACPE, involved as a member of the Executive Team
Executive Team	the Executive Team as described in the Governance Charter
Shareholder Director	the director on the Board representing ACPE's sole shareholder
Strategic Plan	the ACPE Strategic Plan 2019-2021, Strategic Priorities and Tactical Initiatives as approved by the Board in April 2019 as updated or replaced by the Board from time to time
Terms of Reference	the Terms of Reference in this Governance Charter for and as applicable to the Board, the Risk and Audit Committee, the Academic Board and its subcommittees (Learning and Teaching Committee, Examiners Committee, Appeals Committee and Course Advisory Committees) and the Executive Team
TEQSA	the Tertiary Education Quality and Standards Agency, which registers Higher Education Providers in Australia and accredits their courses

Schedule B – Major Applicable Acts, Regulations, Standards, Guidelines and Awards

Though not exhaustive, the following are the main legal instruments that have a significant role in the management and functions of ACPE.

The Executive Leadership Team member(s) primarily responsible for ensuring compliance with each is also shown.

Act, Regulation, Standard, Guideline or Award	Responsible Executive Leadership Team (ELT) Member(s)
Higher Education	
• Tertiary Education Quality and Standards Agency Act (2011) (Cwth) (and the Higher Education Standards Framework (Threshold Standards) 2021 made under that Act)	CEO

• Education Services for Overseas Students Act (2000) (Cwth) (and the National Code of Practice for Providers of Education and Training to Overseas Students 2018 made under that Act)
  ○ Changes to the ESOS Act (2025)
  ○ Changes to the National Code (2026)
	CEO
	Registrar
	Governance and Compliance Officer

• Higher Education Support Act (2003) (Cwth) (and the Higher Education Provider Guidelines 2012 made under that Act) ○ Support for Student Policy (2025)	Registrar
• Higher Education Support (HELP Tuition Protection Levy) Act (2020) (Cwth)	Registrar
• Legislation to establish the Australian Tertiary Education Commission (ATEC)- 31 March 2026	CEO
Overarching General Laws	
• Corporations Act (2001) (Cwth)	CEO
• Competition and Consumer Act (2010) (Cwth)	CEO
• Copyright Act (1968) (Cwth)	Head Librarian
• Electronic Transactions Act (2000) (NSW)	Senior Finance and Operations Manager

Employees, contractors and the workplace	
• Fair Work Act (2009) (Cwth)	CEO
• National Student Ombudsman (2024)	
• National Higher Education Code to prevent and respond to Gender-based Violence (2025)	CEO
• Positive Duty (Sexual Abuse and Sexual Harassment (SASH) 2022	CEO
• Educational Services (Post Secondary Education) Award 2010	CEO
• Work Health and Safety Act (2011) (NSW) (and the Workplace Health and Safety Regulations 2011 (NSW) made under that Act)	Chair of WHS Committee / HR
• Workers Compensation Act (1987) (NSW)	CEO
• Workplace Injury Management and Workers Compensation Act (1988) (NSW)	Student Connect and Engagement Manager
• Employees Liability Act (1991) (NSW)	CEO
• Environmentally Hazardous Chemicals Act (1985) (NSW)	Head of Dept – Health Sciences

Privacy	
• Privacy Act (1988) (Cwth) (including Schedule 1 - Australian Privacy Principles)	CEO
• Workplace Surveillance Act (2005) (NSW)	CEO
• Health Records and Information Privacy Act (2002) (NSW)	CEO

Equity and diversity	
• Anti-Discrimination Act (1977) (NSW)	Student Connect and Engagement Manager
• Equal Employment Opportunity (Commonwealth Authorities) Act (1987) (Cwth)	CEO
• Disability Discrimination Act (1992) (Cwth) (and the Disability Standards for Education 2005 made under that Act)	Student Connect and Engagement Manager
• Racial Discrimination Act (1975) (Cwth)	CEO
• Sex Discrimination Act (1984) (Cwth)	CEO
• Human Rights and Equal Opportunity Commission Act (1986) (Cwth)	CEO

Finances and accounting	
• Income Tax Assessment Act (1936) (Cwth)	Senior Finance and Operations Manager
• Income Tax Assessment Act (1997) (Cwth)	Senior Finance and Operations Manager
• Fringe Benefits Tax Assessment Act (1986) (Cwth)	Senior Finance and Operations Manager
• Superannuation Guarantee (Administration) Act (1992) (Cwth)	Senior Finance and Operations Manager
• A New Tax System (Goods & Services Tax) Act (1999) (Cwth)	Senior Finance and Operations Manager
• Payroll Tax Act (2007) (NSW)	Senior Finance and Operations Manager

Immigration	
• Migration Act (1958) (Cwth)	Registrar

Children	
• Children and Young Persons (Care and Protection) Act (1998) (NSW)	CEO
• Child Protection (Working with Children) Act (2012) (NSW)	CEO

Schedule C – TEQSA Guidance Notes

https://www.teqsa.gov.au/guides-resources/resources/guidance-notes#current-guidance%20notes

Statements of Regulatory Expectations (SREs):

Compliance with Workplace Obligations

https://www.teqsa.gov.au/how-we-regulate/statements-regulatory-expectations/statement-regulatory-expectations-compliance-workplace-obligations

Student Grievance and Complaints Mechanisms

https://www.teqsa.gov.au/how-we-regulate/statements-regulatory-expectations/statement-regulatory-expectations-student-grievance-and-complaint-mechanisms

Guidance Notes:

https://www.teqsa.gov.au/guides-resources/resources/guidance-notes

https://www.teqsa.gov.au/guides-resources/resources/guidance-notes#current-guidance%20notes

Guidance note	Last updated (as of 5 April 2026)
Academic Governance	30 November 2023
Academic and Research Integrity	2 February 2024
Academic Leadership *(beta version)*	18 June 2019
Academic Monitoring, Review and Improvement	19 March 2024
Academic Quality Assurance	11 October 2017
Admissions (coursework)	4 May 2022
Changes in a Course of Study that may lead to Accreditation as a New Course	6 March 2017
Corporate Governance	26 August 2019
Course Design (including Learning Outcomes and Assessment)	11 October 2017
Credit and Recognition of Prior Learning	7 July 2023
Delivery with Other Parties	7July 2023

Guidance note	Last updated (as of 5 April 2026)
Determining Professional Equivalence – [full title: *Determining Equivalence of Professional Experience and Academic Qualifications]*	11 October 2017
Diversity and Equity	11 October 2017
Facilities and infrastructure	30 November 2023
Financial Assessment	11 April 2019
Financial Standing	11 April 2019
Grievance and Complaint Handling	22 February 2019
Joint and Dual Awards	11 October 2017
Learning resources and educational support	11 June 2025
Monitoring and Analysis of Student Performance *(beta version)*	6 January 2020
Nested Courses	13 August 2019
Research and Research Training	11 December 2024
Research Requirements for Australian Universities	30 April 2024
Scholarship	4 May 2022
Staffing	11 June 2025
Technology-Enhanced Learning	11 April 2019
TEQSA and the Australian Qualifications Framework	27 August 2019
Transnational Higher Education - Inbound [full title: *Transnational Higher Education into Australia (including international providers seeking to offer higher education in Australia)*]	11 October 2017
Varying a Period of Registration or Accreditation	26 August 2019
Wellbeing and Safety	8 January 2018
Work-Integrated Learning	4 May 2022

Good practice hub/resources:

https://www.teqsa.gov.au/guides-resources

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub

(Revised 19 March) Academic integrity toolkit

https://www.teqsa.gov.au/guides-resources/protecting-academic-integrity/academic-integrity-toolkit

Generative artificial intelligence (gen AI)

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub/gen-ai-knowledge-hub

Teaching and learning

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub/teaching-and-learning

Assessment and academic integrity

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub/assessments-and-academic-integrity

Online teaching for practice-based subjects

https://www.teqsa.gov.au/guides-resources/online-learning-good-practice/online-teaching-practice-based-subjects

Welfare and wellbeing

https://www.teqsa.gov.au/guides-resources/online-learning-good-practice/welfare-and-wellbeing

Experts advice hub

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub/experts-advice-hub

Applications and forms

https://www.teqsa.gov.au/guides-resources/higher-education-good-practice-hub/experts-advice-hub