

TERMS OF REFERENCE

BOARD OF DIRECTORS

The ACPE Board of Directors is committed to the goals of higher education as promulgated in the TEQSA Threshold Standards and to the efficient and effective delivery of quality higher education to a national and international clientele.

1. Role

The Board of Directors is to set 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.

2. Regulatory Requirements

ACPE, as a HEP, is subject to regulation by TEQSA and is required to comply with the HESF 2015, which came into force on 1 January 2017. ACPE enrolls international students (and as of 13 May 2019 has 10 international students) so compliance with 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) is also a legal requirement. ESOS/CRICOS has relatively few requirements in relation to governance but numerous standards, which relate to student support, infrastructure, facilities and learning and teaching, all of which are ultimately the responsibility of the corporate board.

The Board of Directors (BOD) is bound by the requirements of HESF 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, which in ACPE, is delegated to the Academic Board by the Board of Directors.

3. Functions

The functions of the Board of Directors are to:

- i. Set the mission and strategic goals of the College.
- ii. Approve and monitor the implementation of the College's plans and financial forecasts.

- iii. Ensure the College maintains financial viability and has sufficient funds for its ongoing operations.
- iv. Oversee and monitor the assessment and management of risk, via the Risk Management Committee and the Academic Board, and ensuring the College has strategies to mitigate risks that may eventuate.
- v. Oversee and review the management and performance of the College.
- vi. Establish and maintain an Academic Board to oversee the academic governance of the College, determining membership, appointing members and the Chair, and monitoring its activities.
- vii. Determine a quality assurance framework to guide the College and approving policies and procedures for the quality assurance of the College's operations consistent with legal and regulatory requirements and corporate social responsibility.
- viii. Maintain oversight of academic and research integrity via the Academic Board.
- ix. Reviewing 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.
- x. Award qualifications on recommendation of the Academic Board.
- xi. Appoint the Secretary for the College (if applicable).
- xii. Recommend to the shareholders the appointment of the external auditor for the College.
- xiii. Ensure the College meets its statutory obligations under the *Corporations Act 2001*.
- xiv. Implement an appropriate, documented, observed and regularly reviewed system of delegation to ensure the effective discharge of these functions.

4. Appointment

The protocols for appointment to the Board of Directors are:

- i. The Board of Directors may consist of a mix of shareholder representatives and independent and non-executive directors; however, membership should include a majority of independent and non-executive directors at all times.
- ii. Shareholder representative 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 above.
- 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 shall be in accordance with the College's Company Constitution.
- vi. The shareholder of the Company may elect an independent and non-

executive director as chairperson of Directors' meetings (Chair) and may determine the period for which the Chair will hold office.

- vii. The Composition of the Board of Directors shall be reviewed at least once every two years to ensure that the balance and type of directors is the optimum to further the College's interests.
- viii. At the discretion of the Board of Directors, independent and non-executive directors of the Board of Directors will 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 Chairperson to further assist the Board of Directors in carrying out its terms of reference.

5. Protection of Directors

Appropriate insurance will be put in place to protect members of the Board of Directors for matters or things done or omitted in good faith in carrying out their duties.

6. Induction and Professional Development of Members

The Board of Directors will establish a program of induction and professional development for members 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.

7. 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 Company Constitution.

8. Quorum and Voting

Subject to the College's Company Constitution, matters arising at a meeting of directors are to be decided by a majority of votes of the Directors present and voting and, subject to the Constitution, each director has one vote. At a meeting of Directors, a quorum is two independent directors unless the Company has only one independent director, when the quorum is that independent director and the executive director.

9. Review of Terms of Reference

The Board of Directors may review and amend these terms of reference at any time.

10. Board of Directors' Membership

As at the date of approving this Charter, the Board of Directors shall comprise of the following:

Position	Independent Director	Name
Independent Director and Chair	Yes	Emeritus Professor Ian C. Goulter
Independent Director	Yes	Mr Martin Przybylski
Shareholder's Representative	No	Mr Kevin Kalinko
Independent Director	Yes	Emeritus Professor Jenny Graham
Independent Director	Yes	Mr Gregory Will
Executive Director	No	Ms Debbie LeRax
Invited Attendees		
Emeritus Professor Elizabeth Deane - Chair of Academic Board Ms Kim Goode – Chair of Learning and Teaching Committee (Associate Dean- Programs & Quality)		

11. Chairperson

Under the ACPE Constitution the sole shareholder may appoint a person as chairman of the Directors and determine the period they are to hold office. The appointment may be from among existing Directors or may be a new Director. If there is no chairman so appointed, or if appointed, the chairman is not present at a meeting, or declines to act, or is disqualified from acting, the Directors must choose one of their number to be chairman

The ACPE Board has vested in the Chairperson of the ACPE Board the power and authority to approve and confer higher education qualifications as so recommended to the ACPE Board by the Academic Board.

12. Company Secretary

The Company Secretary (or their delegate) is appointed by the ACPE Board and is responsible for recording, preparing and distributing the minutes for annual general meetings of the ACPE Board. The CEO and Dean is the current appointed Company Secretary.

12.1 Secretariat

The Company Secretary, along with the Chair, will be responsible for the development of agenda items and collation of papers for each meeting. Agendas and papers for meetings will normally at least five (5) business days in advance of any meeting.

Minutes of each meeting will normally be available for to the Chair normally no later than fifteen (15) business days after each meeting for approval for circulation to the members. Minutes shall normally 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. Minutes will be distributed to members after approval by the Chair and confirmed at the next meeting. The Executive Officer will be responsible for maintaining the list of resolutions and actions resulting from the meeting.

13. Voting

Questions arising at any meeting of the ACPE Board must be decided by a majority of votes of Directors and a determination by a majority of the Directors is for all purposes deemed a determination of the ACPE Board.

In the event that a motion at a Board meeting is tied, the Chairperson has a second and casting vote. However, the Chairperson may choose not to exercise that right.

14. Committees/Subcommittees

The ACPE Board may establish standing and ad-hoc committees, by any title, and terms of reference, to assist in performing its role. The Chairperson of any such committee should be appointed by the ACPE Board. Committee decisions remain interim until ratified at a subsequent deliberative meeting of the ACPE Board, or as otherwise specified in the rules of the Committee established by the ACPE Board.

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