

Governance Charter

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HESF (Threshold Standards) 2021	5.1.1; 5.1.2; 5.1.3; 6.3.1; 6.3.2; 6.3.3

1. Purpose

This Charter outlines the governance framework through which the Australian Institute of Higher Education Pty Ltd, trading as the Australian Institute of Higher Education ('the Institute' or 'AIH'), operates.

This Charter prescribes the Institute's governance structure and the roles and responsibilities of the Board of Directors and its key Committees, including the Academic Board and its sub-committees, in striving to ensure good governance and effective management of the Institute.

2. Principles

The key principles informing this Charter are the Institute's commitment to:

- establishing, maintaining, and promoting good governance;

- responsible and accountable management of all the Institute’s operations;
- ensuring that the Institute’s legal, regulatory, financial and social responsibilities are met;
- ensuring compliance with international, national and state legislation, corporate responsibilities, accountability frameworks, regulations, codes of practice and standards that are applicable to the Institute (together, the 'Relevant Regulations'), including:
 - the Higher Education Standards Framework (Threshold Standards) 2021 (“the Threshold Standards”, or “HESF 2021”), as established by section 58 of the Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act),
 - Education Services for Overseas Students Act 2000 (Cth) (ESOS Act),
 - Education Services for Overseas Students Regulations 2019 (Cth) (ESOS Regulations),
 - National Code of Practice for Registration Authorities and Providers of Education and Training to Overseas Students 2017 (Cth) (National Code),
 - Corporations Act 2001 (Cth) (Corporations Act),
 - Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS) requirements,
 - Australian Qualifications Framework (AQF);
- ensuring student representation within its deliberative and decision-making processes and encouraging students to participate in these processes.

3. Definitions

See the AIH Glossary of Terms for definitions.

4. Framework Details

4.1 Introduction

The governing body is the Institute’s Board of Directors established under the Constitution.

The Institute’s Board of Directors has ultimate responsibility for the financial viability and sustainability and registration of the Institute as a Higher Education Provider. The Board of Directors confers upon and delegates certain powers, authorities and discretions vested in the Board with respect to academic matters

to the Academic Board, including the power to further delegate as the Academic Board sees fit. The Academic Board has authority, by delegation from the Board of Directors, for oversight of academic governance. The Board of Directors retains ultimate responsibility for academic oversight.

After consultation with the Academic Board, and following any external review as appropriate, and at all times be aware and protective of the independence of the Academic Board on all matters in its terms of reference, the Institute's Board of Directors may approve, review and amend these terms of reference.

4.2 Board and Committee Membership

Background

This section assists the Institute's Board of Directors, the Audit and Risk Advisory Committee, and the Academic Board and its Standing Committees to fulfil their roles and responsibilities as outlined in their respective Standing Orders and Terms of Reference. It also describes the procedures that must be followed by members in performing their functions and duties.

Appointment and Skills of Committee Members

All members of the Board of Directors and the Academic Board must meet the fit and proper requirements for the purposes of the TEQSA Act, the ESOS Act and any other Relevant Regulations ('Fit and Proper') and submit Fit and Proper Person Declarations to the Board.

The Constitution requires that the Board of Directors will comprise of not less than two or more than ten Directors, of which at least two ordinarily reside in Australia and two are independent for the purposes of the Threshold Standards.

Membership of the Institute's Academic Board will include independent members who are ordinarily resident in Australia at all times.

Membership of the Academic Board is determined by the Institute's Board of Directors and will be reviewed at least once every two years to ensure that the balance and type of members is the optimum to achieve the Institute's educational philosophies and academic strategic priorities.

Membership of the Academic Board Standing Committees is determined by the Academic Board and will be reviewed at least once every two years.

The Chair of the Institute's Academic Board is an independent appointment and is appointed by the Institute's Board of Directors.

Internal member appointments to committees should broadly reflect the diversity of the student and staff population as well as the seniority and appropriate

experience suitable for the functions of the Committee and will be reviewed at least every two years.

A committee member may resign from the Committee by notice in writing to the Committee Chairperson.

A committee may co-opt members on the basis of their experience as necessary, as approved by the Chair of the committee.

At the discretion of the Institute's Board of Directors, independent members of the Institute's Academic Board and committees may be required to enter into a Deed of Confidentiality.

Membership of boards / committees will be reviewed every 2 years. If new members are required the Institute will seek recommendations from the board/committee which requires new members and the Board that delegated authority to the board/committee.

Recommended members will be assessed using the relevant Skills and Experience Matrix for the Academic Board and Board. Recommended members will be assessed on their ability to fulfil the duties detailed within this Framework for standing committees.

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

New appointments to academic standing committees are required to be approved by the Academic Board and new appointments to the Academic Board are required to be approved by the Board.

Criteria and Characteristics of Independent Members

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

- has not had an employment, business, or other material contractual relationship with AIH within the last three years;
- does not have a direct or indirect material financial interest in AIH;
- is not involved in the day-to-day management functions of AIH;
- is sufficiently impartial and disconnected from AIH's operations, and in a position to act in AIH's best interests;
- does not have a material personal interest in the outcome of a board/committee meeting;

- is free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence their capacity to exercise independent judgement; and
- has not been an Independent committee/board member of AIH for a period longer than ten years so that their independence may be compromised.

Induction

All new members will be asked to complete a ***Fit and Proper Person Declaration*** and sign a ***Confidentiality Agreement*** prior to formally joining the Board of Directors, Academic Board and/or any of its Standing Committees.

Before a new Committee member attends any Committee meetings, the Chairperson or their nominee will meet with the new members to brief them on the Terms of Reference and perform an induction. A copy of all relevant governance documents will be provided.

Existing members will be provided with induction material to refresh their understanding of the roles and responsibilities of the relevant board or committee every 2 years, or when there are significant changes to the environmental settings relating to academic or corporate governance.

Directors' Duties

The Institute's Directors must always:

- act in the best interests of Institute as a whole;
- act in good faith, honestly and for a proper purpose;
- exercise appropriate care and diligence;
- act in accordance with this charter, the Constitution and all applicable laws;
- actively participate in Board meetings (and meetings of any committees on which they serve) through attendance, discussion and review of minutes, papers and other documents;
- not improperly use their position (or information gained through their position) to gain an advantage for themselves or anybody else or cause detriment to the Institute; and
- avoid conflict of interest; or where there is any real, perceived or potential conflict of interest with any item on the Board's agenda, declare to the Chair.

Minutes

All Boards and Committees will be supported by a secretariat.

The secretary appointed by the Institute's Academic Board/Committees must minute all meetings and the Chairperson should sign the minutes within a reasonable time after the meeting if satisfied the minutes are accurate.

The Chairperson is responsible for ensuring the minutes are accurately recorded, prepared and distributed.

Minutes should 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 by the governing body in making its decision), as well as actions arising.

Minutes will be aligned with the Governance Institute of Australia and Australian Institute of Company Directors (2019) Joint Statement on board minutes.

Independent Advice

The Institute's Board of Directors may commission independent advice or assistance to assist the Institute's Academic Board/ Standing Committees in carrying out its terms of reference.

Quorum

The quorum will be three members except for the Appeals Committee and the Board of Directors which will have a quorum of two members. Vacant positions are not counted in calculating the quorum. Where a loss of quorum is identified, the meeting may be adjourned until a time the Chair determines.

In the case of a tied vote, the Chair has the casting vote.

Absence from meetings

In the absence of the Chairperson, the members present will elect a member to act as Chairperson.

Governance Calendar

A governance calendar will be published annually.

Period of Office

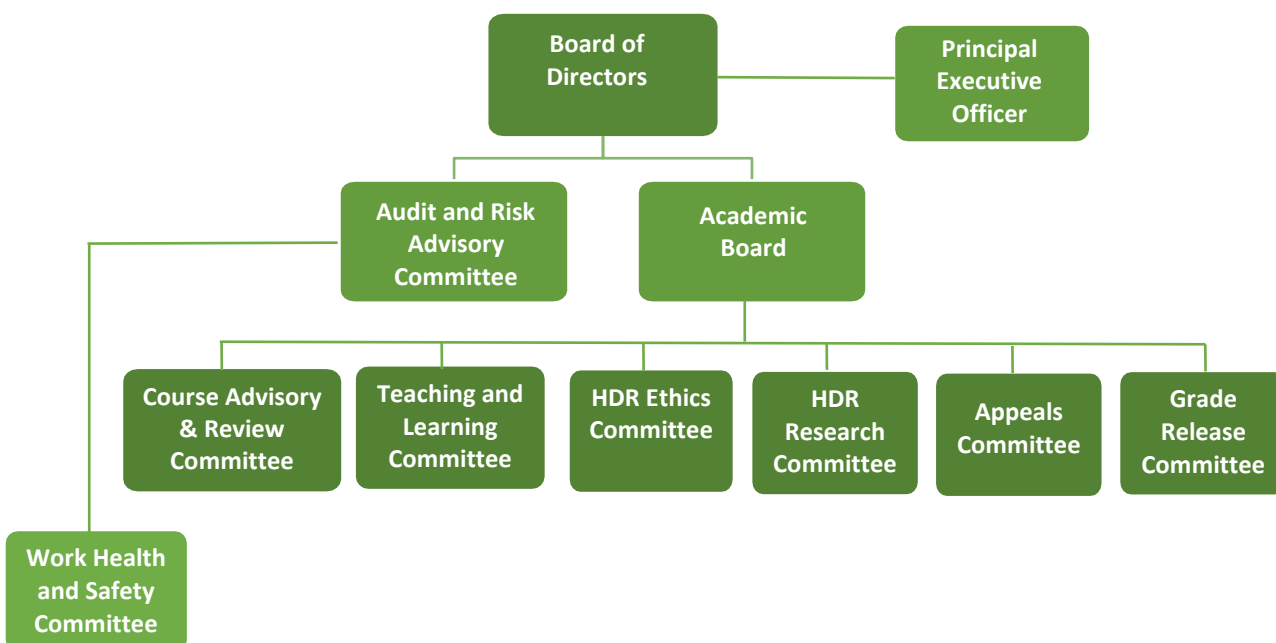
Aside from staff and student positions, all positions on the Institute's Board of Directors, Academic Board and/or any of its Standing Committees shall be for a period of three (3) years with renewable option.

Review Process

The Academic Board will participate in an Internal Compliance Review and receive reports regarding any reviews of the Standing Committees against the Threshold Standards and against this Framework every 2 years.

At least once every 5 years, a review of all Governance Committees will be conducted by an independent external auditor. The independent external auditor will determine the effectiveness of the governing body and academic governance processes. The findings of such reviews will then be reviewed by the Academic Board and the Board of Directors and actions agreed upon to address the findings. The agreed actions will be implemented and monitored regularly.

4.3 Governance Structure



Role of the Principal Executive Officer (PEO)

- Act as the executive officer to the Board, including advising and informing the Board in its governance role;
- Work with the Board to deliver agreed strategic and business outcomes within the applicable budgetary and financial frameworks;
- Manage all of the day-to-day affairs and activities of the Institute within the Board-endorsed strategic plan, policies, risk management systems and financial framework;

- As approved, attract, motivate and retain a suitably qualified team of managers and staff;
- Provide reports, analysis and recommendations to the board as required; and
- Implement Board decisions and directives.

4.4 Board of Directors (BoD)

Role

The Institute's Board of Directors has ultimate responsibility for the financial viability and sustainability and registration of the Institute as a Higher Education Provider. The Board of Directors confers upon and delegates certain powers, authorities and discretions vested in the Board with respect to academic matters to the Academic Board, including the power to further delegate as the Academic Board sees fit. The Academic Board has authority, as delegated by the Board of Directors, for oversight of academic governance. The Institute's Board of Directors has the overall responsibility to oversee successful governance and operations of the Institutes and assure compliance with Relevant Regulations.

The Board is responsible to the Institute's shareholders.

Responsibilities

The Board's responsibilities are:

Business Performance

- overseeing the implementation of the Institute's strategic plan and key performance indicators, policies, business plan, operating budget, major capital expenditures and financial delegations of authority;
- overseeing and monitoring the overall quality of the Institute's operations and services, and the management and performance of the Institute;
- approving, monitoring and reviewing collaboration agreements and arrangements with other institutions and organisations;
- ensuring the role and responsibilities are carried out in accordance with the Constitution;
- regularly monitor progress against targets and provide advice and actions to be taken to correct underperformance;

Risk Management

- overseeing and monitoring the assessment, management and control of risk and legislative compliance;

- ensuring measures are in place for monitoring the nature, frequency and effectiveness of addressing critical incidents, complaints and appeals, and staff misconduct and student academic or non-academic misconduct incidents;
- ensuring tuition safeguards are in place and appropriate to the student cohort;
- assuring that AIH continues to meet the Higher Education Standards Framework and the effectiveness of any corrective actions implemented;

Financial

- ensuring sound financial management of the Institute consistent with its objectives. This includes ensuring:
- ensuring that the Institute has the capacity to continue to apply sufficient financial and other resources to maintain the viability of the Institute and its business model, to meet and continue to meet the requirements under the Relevant Regulations;
- ensuring that the Institute's financial position, financial performance and cash flows are monitored regularly and understood, financial reporting is materially accurate, financial management meets Australian accounting standards, effective financial safeguards and controls are operating, and financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards; and
- approving credible business continuity plans and adequately resourced financial and tuition safeguards to mitigate disadvantage to students who are unable to progress in a course of study due to unexpected changes to the Institute's operations;

Quality Assurance

- approving higher education course accreditation and accreditation renewal applications as recommended by the Academic Board for submission for external accreditation consideration;
- monitoring and ensuring any lapses in regulatory compliance are promptly and appropriately addressed;
- conferring awards to qualified students as recommended by the Academic Board;
- assuring AIH's quality assurance framework is fit for purpose;

- reviewing the safety and well-being of all students and staff and associated policies;
- regularly reviewing AIH's diversity and equity approach to supporting students and staff from diverse backgrounds;
- initiating periodic external reviews (at least once during a registration period) of the Board and its standing committee's performance and effectiveness; and
- receiving internal review reports and consider included recommendations.

Delegations

The Board of Directors responsibilities and scope of delegations are outlined in the Delegations of Authority register which;

- Authorises the Board to delegate its powers, authorities and discretions to a committee or another person (including to establish the Academic Board).
- Requires monitoring of the implementation of delegations of authority that is necessary for effective governance, policy development and management.

Membership

The Board of Directors will include representatives as follows:

- Independent Director – Chair
- Non-independent Director
- Independent Director
- PEO (observer)
- Quality and Compliance Coordinator - Secretariat

The Constitution identifies in Clause 20 that at least two Directors must be –

- Independent Directors; and
- ordinarily resident in Australia.

A member of the Board will cease to occupy his or her office in certain circumstances in accordance with the Constitution.

Under Clause 2(h) of the Constitution an “Independent Director” means a Director who:

- is not an officer or employee of the Company (other than as a Director); and
- is not an enrolled student of the Company; and
- is not a member of the Company; and
- is free of any material or significant dealings with the Company that could interfere with the exercise of independent judgement as a Director and is otherwise an independent member for the purposes of the *Higher Education Standards Framework (Threshold Standards) 2021* (Cth).

Chair

The Chairperson is appointed by the Board and chairs the meetings of the Board.

The Board may appoint a Deputy Chairperson to chair the meetings of the Board of Directors in the Chairperson's absence. The Chairperson's term of office is three years, with option for renewal at the discretion of the Board.

The responsibilities of the Chairperson include:

- providing leadership to the Board and chairing the Board meetings;
- setting the agenda for each Board meeting in consultation with the PEO;
- ensuring the effectiveness of the Board meetings;
- approving the agendas and supporting materials to allow distribution of papers;
- ensuring that all new Board members undergo appropriate induction of the Institute's operations and strategy by the Chair and PEO;
- promoting the efficient organisation and conduct of the Board's functions;
- monitoring the performance of the Board;
- facilitating the effective contribution of all Board members; and
- ensuring the Board regularly meets to consider the Institute's performance and key issues facing it.

Frequency of Meetings

The Board of Directors meets at least four times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings at the request of the Chair.

4.5 Audit and Risk Advisory Committee (ARAC)

Role

The Audit and Risk Advisory Committee is an internal committee designed to identify existing and emerging Risks in the Institute's Regulatory and Business environment, and to bring those matters to the attention of the Board of Directors as relevant in a timely, structured and weighted manner.

Responsibilities

The Audit and Risk Advisory Committee assists the Board in the effective discharge of its responsibilities in the oversight of the Institute's statutory reporting, internal quality assurance, regulatory compliance, risk management and other control systems. The establishment of the Risk Committee does not relieve any Directors of their responsibilities for these matters.

- Assists the Board of Directors to ensure appropriate corporate governance and reporting is in place, particularly regarding higher education regulations;
- Considers the impact of the entity's culture on risk management, internal control, and compliance and ethical matters that may have a material impact on the performance and reputation of the Institute;
- Undertake special investigations initiated by the Audit and Risk Advisory Committee or upon request from the Board of Directors;
- Monitor and review AIH's operational and financial delegation policy and register;
- Identify emerging risks and advise on risk mitigation strategies;
- Review the effectiveness of internal controls, compliance systems, and processes to mitigate risks and ensure regulatory compliance;
- Review and, where appropriate, report to the Board of Directors the occurrence and nature of formal complaints (including whistle blowing and SASH), academic misconduct, code of conduct breaches, matters of fraud, strategic risk events, and other critical incidents; and monitor action taken to address the underlying causes of such incidents.

Functions

The Audit and Risk Advisory Committee serves to provide an unfiltered mechanism for early warning of emerging issues as well as any immediate threats especially those impacting student and staff welfare and the quality of the educational experience for the Institute's students.

Members will identify Risks, and the Board will approve the risk to be recorded on the Risk Register. Contribute to identification, assessment and prioritisation of risk across the organization, including alignment of identified Risks with the TEQSA and CRICOS Standards.

Assess organisational risks according to a traffic light rating system to indicate high to low risk to the Boards:

- **High Risk – Red** - is something that puts student progression or the Institute’s business viability at risk and requires urgent intervention.
- **Significant Risk – Orange** - is something which will or could possibly impair student progression or the Institute’s business viability and requires action.
- **Low Risk – Green** - is something in remission or emerging as a possible issue that could possibly impact student progression or the Institute’s business viability and requires monitoring.

Provide advice as to best interventions to prevent, mitigate or address risk in the organisation.

Membership

The Audit and Risk Advisory Committee will include representatives of all the Institute’s divisions.

- Head of Quality Assurance – Chair
- PEO
- Chief Financial and AI Officer
- Dean/Director of Teaching and Learning
- Registrar
- Head of Student Experience
- Academic Success Manager
- Admissions Manager
- Quality and Compliance Coordinator – Secretariat

Frequency of Meetings

The Audit and Risk Advisory Committee meets at least four times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings at the request of the Chair.

4.5.1 Work Health and Safety (WHS) Committee

Role

The Work Health and Safety (WHS) Committee is a standing sub-committee of the Audit and Risk Advisory Committee. It supports the Institute in meeting its obligations under applicable work health and safety legislation and promotes a safe and healthy environment for staff, students, contractors and visitors.

Responsibilities

The WHS Committee is responsible for:

- monitoring and advising on work health and safety risks and controls across the Institute;
- reviewing incidents, hazards, near misses and corrective actions;
- monitoring compliance with relevant WHS legislation, regulations and codes of practice;
- reviewing WHS policies, procedures and training needs;
- promoting consultation, communication and continuous improvement in WHS practices; and
- reporting significant WHS matters, risks and trends to the Audit and Risk Advisory Committee.

Reporting

The WHS Committee reports to the Audit and Risk Advisory Committee. Matters of significant risk or non-compliance may be escalated to the Board of Directors as required.

Membership

The WHS Committee will include representatives of all the Institute's divisions.

- Registrar – Chair
- Program Coordinator / Academic Representative
- Finance and Operations Representative
- Student Services Representative Melbourne
- Student Services Representative Sydney

- Wellbeing / Student Support Representative
- Assistant Registrar - Secretariat

Frequency of Meetings

The WHS Committee meets at least four times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings at the request of the Chair.

4.6 Academic Board (AB)

Role

The Institute's Academic Board, as the principal academic body of the Institute, governs and is responsible for all academic matters at the Institute. The Institute's Academic Board's key mandate is to ensure that the Institute's courses and outcomes, and student experiences and success, are of the highest quality. The Institute's Academic Board oversees all matters relating to teaching, learning, and scholarship within the Institute. The Institute's Academic Board operates independently of the ownership and management of the Institute to assure academic integrity and has responsibility for the achievement of the Institute's educational philosophies and plans. The Institute's Academic Board and its Committees develop, implement, endorse and review academic policies, and monitor the delivery of the Institute's courses and academic programs.

The Institute's Academic Board is an independent body of senior academics, industry practitioner(s) on an ad-hoc basis where considered, and a student representative, responsible for the academic governance of all the Institute's courses. The Institute's Academic Board has the delegated authority of the Institute's Board of Directors to provide advice and academic oversight of all courses delivered by the Institute including the conferral of its higher education awards and the delegation of academic governance to an appropriate body. The Institute's Academic Board advises the Institute's Board of Directors on matters relating to teaching, scholarship and academic governance.

The Institute's Academic Board delegates responsibility to:

- the Course Advisory and Review Committee to oversee the development and ongoing review of all the Institute's courses;
- the Grade Release Committee to approve results before publication and review and monitor assessment procedures and policies;
- the Appeals Committee to review students' academic appeals regarding admission, retention, dismissal and other academic matters such as

grade appeal and determine whether to grant or dismiss the application, and

- the Teaching and Learning Committee for monitoring and reporting on quality assurance processes for teaching and learning within the Institute in order to ensure that day-to-day academic operations meet quality educational standards.

Responsibilities

Using the powers established by this framework and/or delegated to it by the Institute's Board of Directors the functions of the Institute's Academic Board are to:

1. Establish and maintain academic leadership of the Institute's academic programs, advising the Institute's Board of Directors on academic matters, including academic outcomes, policies and practices, and providing effective academic oversight, consistent with the types and levels of higher education offered.
2. Monitor the academic management of the Institute and its performance as a higher education institution.
3. Provide guidance and direction to the Institute's Board of Directors on any measures to be taken to ensure that academic standards are comparable to those of other university and higher education institutions delivering similar courses and consistent and compliant with the Australian Qualifications Framework.
4. Ensure a culture of scholarship, critical and independent thought, and free intellectual inquiry is developed and nurtured within the Institute.
5. Oversee academic processes including admissions standards, recognition of prior learning and fair and reasonable grievance processes, and requirements for graduation, prizes, awards, and scholarships.
6. Monitor and review courses delivered by the Australian Institute of Higher Education (at least every seven years for accredited courses) and oversee course review processes to ensure continuous quality and viability and relevance of its academic programs.
7. Monitor the risks to academic quality or standards including monitoring of student performance data and outcomes (including student cohort analysis), and initiate action to ensure lapses in quality are promptly and appropriately addressed and promote continuous improvement.
8. Review academic risk, based on the Risk Register, at every meeting as a standing item.

9. Review and advise on matters relating to policies and procedures to ensure that they are appropriate and reflect higher education best practice while meeting the professional education needs of the relevant industries.
10. Review quality assurance mechanisms paying particular attention to assessment procedures and stakeholder feedback and determine appropriate strategies for benchmarking courses delivered against similar courses delivered by other universities and higher education institutions.
11. Critically evaluate the quality and effectiveness of proposals for changes to academic matters and educational innovations.
12. Recommend the conferral of educational awards accredited by relevant educational bodies and authorities to the Institute's Board of Directors for approval.
13. Endorse higher education course accreditation and accreditation renewal applications as recommended by the Course Advisory and Review Committee for approval by the Board of Directors.
14. Ensure that the Academic Board and its policies and procedures are reviewed on a regular basis, either in the form of a self-review or an external review.
15. Protect academic integrity within the Institute through development, approval, monitoring and review of effective policies and measures to:
16. Ensure the integrity of student assessment;
 - a) Ensure the integrity of research and research activity where this is carried out;
 - b) Prevent, detect and address academic misconduct by students or staff, including cheating and plagiarism;
 - c) Ensure they support participation by Aboriginal and Torres Strait Islander peoples and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures where applicable;
 - d) Ensure that academic staff are free to make public comments on issues that lie within their area of expertise.
17. Monitor the nature, frequency and effectiveness of addressing academic grievances and appeals and academic misconduct, including academic integrity breaches.
18. Ensure delegations of academic authority are clearly articulated and monitoring implementation of those delegations.

The Academic Board may further delegate these powers or functions from time to time.

Membership

- The Institute's Academic Board will be composed of no less than six and no more than ten members appointed by the Board of Directors.
- The indicative composition of the Board will include:
 - External member(s)
 - PEO
 - Dean/Director of Teaching and Learning
 - Associate Dean, Academic Operations & Partnerships
 - Head of Quality Assurance
 - Head of Learning Experience and Design
 - Student representative
 - Registrar
 - Quality and Compliance Coordinator – Secretariat

The Chair of the Institute's Academic Board is an external member and is appointed by the Board of Directors.

Chair

- The Academic Board Chairperson is appointed by the Board of Directors and chairs the meetings of the Academic Board.
- The Academic Board may appoint a Deputy Chairperson to chair the meetings of the Academic Board in the Chairperson's absence. The Chairperson's term of office is three years, with option for renewal at the discretion of the Board of Directors.

The responsibilities of the Chairperson include:

- providing leadership to the Academic Board and chairing the Academic Board meetings.
- setting the agenda for each Academic Board meeting in consultation with the CEO.
- ensure effective completion of meeting business.
- approving the agendas and supporting materials to allow distribution of papers.

- approve minor administrative amendments within the Academic Boards delegated authority where necessary.
- ensuring that all new Academic Board members undergo appropriate induction of the Institute's operations and strategy by the Chair and PEO.
- promoting the efficient organisation and conduct of the Academic Board's functions.
- monitoring the performance of the Academic Board and providing reports to the Board of Directors on the business of the Academic Board.
- establishing a welcoming and engaging environment that invites a variety of perspectives into the discussion.
- facilitating the effective contribution of all Academic Board members; and
- ensuring the Academic Board regularly meets to consider the Institute's performance and key issues facing it.

Frequency of Meetings

The Institute's Academic Board meets at least four times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings at the request of the Institute's Board of Directors or delegate (PEO).

Standing Committees

The following committees have delegated responsibilities as detailed in their Terms of Reference for assisting the Institute's Academic Board in its role as the principal academic advisory body of the Institute:

- Course Advisory and Review Committee
- Grade Release Committee
- Appeals Committee
- Teaching & Learning Committee
- Research Committee
- Research Ethics Committee

4.7 Course Advisory and Review Committee (CARC)

Role

The Course Advisory and Review Committee is a standing committee of the Institute's Academic Board with delegated authority to oversee the development

and monitor the review of all the Institute's higher education courses, prior to submission to the Institute's Academic Board.

Functions

The functions of the Course Advisory and Review Committee are to:

- Consider and provide advice to the Institute's Academic Board regarding all new course and course change proposals (including discontinuation of a course).
- Provide support and endorsement to Institute's Academic Board on all new course accreditation documentation and any amendments to current accredited courses.
- Provide curriculum guidance and support for the Institute.
- Ensure appropriate development, monitoring and review of programs that meets learning outcomes and aligns with industry.
- Scrutinising and evaluating new course proposals, course review processes and educational innovations to ensure the academic quality of the Institute's higher education courses.

Membership

- One external Academic Board member who will act as Chair of the Committee
- The membership evolves in response to changes to working parties during ongoing development of the program.
- Members should comprise of external academics and industry practitioners who are experts in the discipline/field of the course being reviewed
- PEO
- Dean/Director of Teaching and Learning
- Associate Dean, Academic Operations & Partnerships
- Head of Quality Assurance
- Program Directors
- Quality and Compliance Coordinator - Secretariat

The responsibilities of the Chairperson include:

- providing leadership to the CARC and chairing the CARC meetings;
- ensure effective completion of meeting business;

- approve minor administrative amendments within the CARC delegated authority where necessary;
- ensuring that all new CARC members undergo appropriate induction of the Institute's operations and strategy by the Chair and management;
- promoting the efficient organisation and conduct of the CARC's functions;
- monitoring the performance of the CARC and providing reports to the Academic Board on the business of the CARC;
- establishing a welcoming and engaging environment that invites a variety of perspectives into the discussion;
- facilitating the effective contribution of all CARC members; and
- ensuring CARC regularly meets to consider the Institute's performance and key issues facing it.

Frequency of Meetings

The Committee will meet at least once per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings as and when required, in particular with new course development in line with the *Course Design Policy* and *Course Design Procedure*.

4.8 Grade Release Committee (GRC)

Role

The Grade Release Committee (GRC) is a standing committee of the Institute's Academic Board and provides governance to ensure the integrity and validity of grades issued by the Institute for all units of study. The Institute's Academic Board recognises the responsibility of the PEO to oversee academic quality within the Institute and across different delivery locations to ensure compliance to relevant regulatory frameworks.

Prior to the GRC meeting, all grades are considered by lecturers and program directors during an internal moderation process. During the GRC meeting, program directors present final recommended unit results and grades to the Dean and PEO. Discussions are based on grade outcomes, improvements, failure rates, and progression, and results are further confirmed.

After the meeting, the official results are uploaded to the Student Management System. A comprehensive grades results report is presented to the Teaching & Learning Committee each Study Period.

Functions

The functions of the GRC are to:

- Liaise with Lecturers to determine reasons for anomalies in unit results.
- Grant supplementary assessment in accordance with the Institute's policy.
- Review grades, analyse results and recommend unit of study results.
- Recommend and approve changes to assessment structures outside the Assessment Policy Parameters.
- To oversee adherence and alignment to course learning and assessment processes.
- Approve unit of study results.
- Make recommendations to the Institute's Academic Board regarding teaching best practice initiatives, risk of non-compliance with the AQF, and Tertiary Education Quality Standards Agency (TEQSA) initiatives.
- Maintain secure and accurate records of all grades and Board of Examiners meetings.
- Amend final results in the event of an error
- Refer grades to the Academic Board for approval when the Board of Examiners cannot agree on academic results.

Membership

Membership of the GRC consists of:

-
- Dean/Director of Teaching and Learning - Chair
- Program Directors
- Registrar
- Assistant Registrar - Secretariat

Frequency of Meetings

The GRC will meet after each study period according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings in order to determine academic results.

4.9 Appeals Committee

Role

The Appeals Committee is a standing committee of the Institute's Academic Board and provides governance to ensure the integrity of the Institute's student academic appeal process. The Appeals Committee has the authority to determine the outcome of all student academic appeals.

Student Complaint and Appeal Procedure

The Institute's current process as per the Student Complaint and Appeal Policy and related Procedure is defined as –

Stage One – Formal Complaint

Formal complaints must be submitted by completing the Student Complaint Application Form and submitting to Student Services where it will then be investigated by the PEO or delegate. Written notification of the outcome or extension of investigation is provided to the Complainant within 20 working days.

Stage Two – Appeal

If a Complainant is dissatisfied with the outcome of their formal complaint, they may lodge an appeal by completing the **Notice of Appeal Form**.

- The PEO (or delegate) will take all reasonable measures to resolve the appeal as soon as practicable.
- The appeal must set out the grounds for the appeal and supporting evidence should be provided in addition to new information not previously provided in support of the complaint. In the case of an assessment appeal, the student must refer to one or more grounds stated in the Assessment Appeal Policy.
- Once the Chair of the Appeals Committee determines an outcome to the appeal application, the Chair or delegate will provide a written notification to the Complainant, advising the Complainant of the outcome of the appeal and outlining any further steps taken to address the complaint.
- The Complainant will be advised of their right to progress to Stage Three of the Complaint Procedure if they consider the matter unresolved.
- If the outcome of the Complaints and Appeals Process requires the suspension or cancellation decision to proceed, PRISMS will be updated once Stage One and Stage Two of the complaints and appeal process is concluded.

Stage Three – External Review

Domestic students:

If the Complainant is not satisfied with the outcome of their appeal, then an independent mediator can be requested through the Resolution Institute. Details of this process are identified in the Student Complaint and Appeal Procedure. The costs for this are shared between the Complainant and the Institute.

International students:

If an international student is dissatisfied with the outcome of their internal appeal, then they can access the external appeals process through the Overseas Students Ombudsman at no cost. The Overseas Students Ombudsman offers an independent service for overseas students who have a complaint or want to lodge an external appeal about a decision made by their higher education training provider. Details of this process are identified in the Student Complaint and Appeal Procedure.

Any recommendations decision in favour of the overseas student arising from the external review process will be actioned and implemented immediately on receipt of the outcome.

Further Action:

If a complaint still remains unresolved after the external dispute resolution process, the Complainant may decide to refer the matter to an external agency such as The Anti-Discrimination Board or The Office of Fair Trading.

For complaints relevant to the Institute's compliance with the Higher Education Threshold Standards or the TEQSA Act, students may wish to lodge a complaint with the Tertiary Education Quality and Standards Agency (TEQSA). For further information, please go to the TEQSA website:

<http://www.teqsa.gov.au/complaints>.

Functions

The functions of the Appeals Committee Chair or the Appeals Committee are to:

- Determine the general conduct of the appeal hearing and the procedures to be adopted, as it sees fit, based on general principles of natural justice and procedural fairness.
- Investigate the appeal, which may include; reviewing the available evidence, and/or seeking additional evidence or clarification on matters from staff or students, while ensuring appropriate confidentiality is maintained.

- Interview staff or students as required, including those against whom appeal is made and the appellant, ensuring all parties are offered the right to have their chosen support person in attendance at the interview.
- Document the outcome and reasons for the outcome of the appeal in writing and provide this to the Secretariat.

The Appeals Committee Chair has the power to:

- Review, uphold, dismiss or vary the determination of the complaint without convening the Appeals Committee.
- Refer the matter to the Appeals Committee if a determination cannot be made.
- Refer the matter back to the Institute for further inquiry and determination.

The Appeals Committee has the power to:

- Hear the appeal in relation to the determination of the appeal.
- Review, uphold, dismiss or vary the determination of the appeal.
- Refer the matter back to the Institute for further inquiry and determination.

Membership

Membership of the Appeals Committee consists of:

- Chair of the Academic Board (independent member) who will act as Chair of the Committee
- Dean/Director of Teaching and Learning
- Registrar
- Assistant Registrar - Secretariat

The responsibilities of the Chairperson include:

- providing leadership to the Appeals Committee and chairing the Appeals Committee meetings;
- ensure effective completion of meeting business and ensure that all parties are treated fairly;
- promoting the general principles of natural justice and procedural fairness through the organisation and conduct of the Appeals Committee;

- facilitating the effective consideration of grievances to attempt to find win-win outcomes for students and the Institute; and
- ensuring Appeals Committee meets when required to resolve grievances.

Frequency of Meetings

The Committee will be convened as and when required.

4.10 Teaching and Learning Committee (TLC)

Role

The Institute's Academic Board delegates responsibility to the Teaching and Learning Committee for monitoring and reporting on quality assurance processes for teaching and learning within the Institute to ensure that the day-to-day academic operations meet quality educational standards. The Chair of the Teaching and Learning Committee reports regularly to the Academic Board on all Teaching and Learning Committee functions, activities and undertakings.

Functions

The functions of the Teaching and Learning Committee are to:

1. Provide a forum for the discussion of teaching and learning trends, issues and challenges.
2. Encourage a culture of scholarship throughout the Institute and advise the Academic Board on procedures relating to teacher appointment and evaluation.
3. Ensure the implementation of academic policies relating to all teaching and learning processes.
4. Oversee the student assessment process is implemented (assessment validation and moderation).
5. Regularly review and report to the Institute's Academic Board on student's progress, attrition and completion rates; and surveys (Student Evaluation of Learning and Teaching Survey and Graduate Destination).
6. Receive and consider reports from the Board of Examiners and make recommendations accordingly.
7. Approve new units, and major changes to existing units, prior to implementation.

8. Monitor and review student support strategies implemented to ensure student success (language difficulties, academic support, intervention processes).
9. Receive reports and review statistics relating to student appeals against assessment, grievances, discipline and misconduct.
10. Ensure benchmarking activities are occurring.
11. Monitor annual Professional Development Plans for academic staff to ensure that professional and discipline-based expertise is current, that teaching skills are maintained and updated and that scholarly activity is undertaken.
12. Ensure there is a regular course review process, to improve the quality of teaching through regular use and review of subject/course evaluation surveys and report on any changes relating to the course structure or delivery methodology.
13. Review the alignment of learning outcomes, graduate attributes and assessment practices in relation to assurance of learning.
14. Develop and monitor the progress of a Teaching and Learning Plan.
15. Foster excellence in teaching and learning and develop in its students a capacity for lifelong learning.
16. Assure the quality of teaching and learning within the Institute and ensure a teaching and learning framework is in place.
17. Monitor that academic staff are employed with appropriate qualifications.

Membership

Membership of the Teaching and Learning Committee consists of:

- Dean/Director of Teaching and Learning/Chair
- One external Academic Board member
- Associate Dean, Academic Operations & Partnerships
- Head of Learning Experience & Design
- Academic Success Manager
- Program Directors
- Assistant Registrar
- Systems Administrator
- Student representative
- Quality and Compliance Coordinator - Secretariat

The responsibilities of the Chairperson include:

- providing leadership to the TLC and chairing the TLC meetings;
- ensure effective completion of meeting business;
- approve minor administrative amendments within the TLC delegated authority where necessary;
- ensuring that all new TLC members undergo appropriate induction of the Institute's operations and strategy by the Chair and PEO;
- promoting the efficient organisation and conduct of the TLC's functions;
- monitoring the performance of the TLC and providing reports to the Academic Board on the business of the TLC;
- establishing a welcoming and engaging environment that invites a variety of perspectives into the discussion;
- facilitating the effective contribution of all TLC members; and
- ensuring TLC regularly meets to consider the Institute's performance and key issues facing it.

Frequency of Meetings

The Committee will meet four times per year according to the Annual Governance Calendar and may be convened with reasonable notice for additional meetings.

4.11 Research Committee (RC)

Role

The Research Committee is a standing sub-committee of the Academic Board that oversees, promotes and assures the quality, integrity and strategic alignment of research across AIH.

Key functions

Develop and review research strategy and policy; assure compliance with institutional, national and international standards; monitor research integrity and training; endorse major research initiatives and partnerships; monitor HDR progression and outcomes; advise the Academic Board on research trends and risks.

Reporting & meeting frequency

Reports quarterly to the Academic Board and provides an annual report on performance, capacity building, compliance and risks; meets at least four times per year.

Composition (summary)

Minimum eight voting members including:

- Director of Research/Chair
- Dean/Director of Teaching & Learning
- Associate Dean, Academic Operations & Partnerships
- HDR Supervision Coordinator
- Two external research-active members
- One HDR candidate representative
- Quality and Compliance Coordinator - Secretariat

Appointments by the Academic Board. (See RES-HE-10 for detail.)

4.12 Research Ethics Committee (REC)

Role

A standing sub-committee of the Academic Board with delegated authority to approve, require amendment to, or reject human research proposals, ensuring compliance with the National Statement and related standards.

Key functions

Review higher-than-low-risk proposals; provide expedited pathways for negligible/low risk; monitor approved projects; manage adverse-event reporting; recommend suspension/ withdrawal if participant welfare cannot be assured; promote ethics education.

Reporting & meeting frequency

Reports quarterly to the Academic Board and provides an annual activity report; meets at least four times per year; urgent matters may be decided by circular resolution.

Composition (summary)

Minimum eight members including:

- Associate Dean, Academic Operations & Partnerships/Chair
- Dean/Director of Teaching & Learning
- Director of Research
- Program Director (ITS)
- Two external research-active members
- HDR Supervision Coordinator (Ethics Officer)
- Quality and Compliance Coordinator - Secretariat

Appointments by the Academic Board. (See RES-HE-08 for detail)

4.13 Student Representation

The Institute strongly values the contribution of students to the quality improvement of higher education at the Institute. For this reason, the Institute strongly encourages students to be involved as a student representative.

Formal and informal avenues for student representation

The Institute has a number of formal and informal avenues available for students to become actively involved in decision making. Students can:

- Become a member of the Academic Board
- Become a member of the Teaching and Learning Committee
- Participate in student feedback surveys
- Provide feedback informally or formally to a member of staff or a student representative

Role of student representatives on Academic Board and standing committees

The Academic Board and standing committees meet regularly throughout the year. Student representatives on these committees are required to:

- Abide by the member duties as outlined in this Framework Make considerable effort to attend all meetings with a minimum attendance of 80%,
- Make themselves known and available as a student representative committee member to the Institute's student community,
- Gather views from their peers regarding various aspects of their courses and/or study and to communicate these views to their respective committees,
- Make recommendations for changes for the benefit of the Institute's student community,
- De-identify and discuss their own or another individual's personal or academic progression problems when these raise more general concerns that might affect all other students.

Student representative eligibility criteria

In order to be eligible to become a student representative on a committee, students must:

- Be currently enrolled in a course at the Institute with no outstanding debts.
- Have at least 1 year remaining in their studies at the time of nomination.
- Be able to demonstrate active participation at the Institute through attending events, workshops and attendance of classes.
- Have made satisfactory academic progress in accordance with the Student Progression and Exclusion Policy and associated Procedure.

Student representative nomination and appointment process

Nominations for student representatives on committees will be called for at the commencement of each academic year or when a student representative is no longer able to fulfil their duties on a committee.

Students can be nominated to be a member on a committee by staff, other students or an individual may nominate themselves. Students must meet the required eligibility criteria to proceed to the next stage.

Once nominations have closed, any eligible nominees will be contacted and requested to attend an interview with a Selection Committee.

The Selection Committee will comprise of at least 3 members. Members may include:

- PEO
- Dean/ Director of Teaching and Learning
- Registrar
- An external member of the Academic Board

Once all nominees have been interviewed, the Selection Committee will take a vote on who should be appointed as a student representative member on the committee.

The successful nominee will be contacted and informed of their appointment as the student representative. The Student Representative will be required to undergo an induction and sign the required declarations/agreements.

Period of Office

A Student Representative can remain on a committee for a period of up to one (1) year. Any current Student Representatives at the time that elections are called can

choose to nominate again for the same or a different position to that being currently held.

5. Version Control

This Framework has been reviewed and endorsed by the Australian Institute of Higher Education Board of Directors as at March 2026 and is reviewed every 3 years. The Framework is published and available on the Australian Institute of Higher Education website <http://www.aih.edu.au/> under 'Policies and Procedures'.

Change and Version Control				
Version	Authored by	Brief Description of the changes	Date Approved:	Effective Date:
2016-1	Principal	New Document.	6 July 2016	7 July 2016
2017-1	Registrar	Added to new template. Included formal review procedure. Revised terms of reference for Appeals Committee. Updated Committee memberships.	4 August 2017	7 August 2017
2017-2	Registrar	Added a section for student representation.	13 September 2017	15 September 2017
2018-1	Registrar	Reviewed Committee membership and frequency of Academic Board meetings.	21 March 2018	22 March 2018
2018-2	Registrar	Added 6.4 Academic Board - responsibilities section for Monitor and Review of courses' Updated the Policy Owner and Responsibilities Owner Reviewed 6.5 Course Advisory and Review (CARC) frequency of meetings to ONE a year Rephrased 6.4 Academic Board role: Industry Practitioner (s) on an ad-hoc basis where considered	12 December 2018	13 December 2018
2019 - 1	Registrar	Policy owner and membership aligned with organisational chart.	28 March 2019	3 April 2019
2019 - 2	Principal	Included Board of Directors and Risk Committee. Updated Section 6.1 - 6.5. Updated titles.	22 November 2019	25 November 2019
2020-1	CEO/ Principal	Changes to numbering and format Amendment to Teaching & Learning Committee to include Academic Systems Administrator Changes to titles of staff members	24 September 2020	25 September 2020

Change and Version Control				
Version	Authored by	Brief Description of the changes	Date Approved:	Effective Date:
2022.1	CEO/ Principal	Complete review to meet compliance requirements of the Threshold Standards taking into account feedback provided by external Corporate and Academic Governance reviews (December 2021)	24/2/2022	24/2/2022
2022.2	CEO	Further review to meet compliance requirements of the Threshold Standards taking into account feedback provided by external Corporate and Academic Governance reviews (December 2021) Additional information included – Criteria of independent members; Role of CEO; Additional information on responsibilities of BoD; Responsibilities of Audit & Risk Advisory Committee; Amendments of responsibilities of AB; Add in role of Chair AB; Amendments to CARC and T&L’s responsibilities; delete Grade Ratification Committee and change role of Board of Examiners; further clarification of Appeals committee. Updated Higher Education Standards Framework [Threshold Standard] 2021	16 June 2022	17 June 2022
2022.3	CEO	Minor typing errors	30 June 2022	4 July 2022
2023.1	Compliance and Executive Officer	Reviewed to incorporate accepted recommendations of the External Governance Review and operational changes including: - Consistent references to the Delegations of Authority and terms of reference within the Institutional Quality and Governance Framework. - Establishment of the Executive Leadership Team as distinct from the Senior Management Team - Deletion of the Academic Board as one of two approving authorities and deletion of the reference to Contact Officer.	22 June 2023	29 June 2023

Change and Version Control				
Version	Authored by	Brief Description of the changes	Date Approved:	Effective Date:
		<ul style="list-style-type: none"> - Addition of relevant legislation to first table. - Additional of selection process and criteria for Academic Board and standing committees. - Addition of Chair responsibilities for CARC, TLC and Appeals Committee. 		
2024.1	Head of Quality Assurance	Reviewed to incorporate recommendations from Academic Board/Board of Directors, membership of governance committees reviewed and modified, Board of Examiners incorporated into the Grade Release Committee, minor additions to governance committee responsibilities.	18 April 2024	19 April 2024
2024.2	Head of Quality Assurance/ PEO	Reviewed to incorporate recommendations from external reviewer; grammatical updates; minor updates to governance committee memberships.	30 September 2024	1 October 2024
2025.1	Quality and Compliance Coordinator/ PEO	Added the Research Committee (RC) and Research Ethics Committee (REC) as Academic Board standing committees; replaced all references to “Head of Quality Assurance” with “Associate Dean, Academic Quality”; updated “Secretary” to “Quality and Compliance Coordinator”; updated “Program Manager(s)” to “Program Director(s)”; Associate Dean, Scholarship to Associate Dean, Scholarship and Research; and made minor consistency edits.	04 September 2025	05 September 2025
2026.1	Quality and Compliance Coordinator	General review and update, including updates to committee membership and meeting frequency, and clarification of the Work Health and Safety (WHS) Sub-Committee governance arrangements.	25 March 2026	26 March 2026