

# Board of Directors Terms of Reference

## Purpose

1. IIBIT AHE Pty Ltd (the Company) is established under the IIBIT AHE Pty Ltd Constitution with educational activities as its principal purpose.
2. Under the IIBIT AHE Pty Ltd Constitution, the Board of Directors (“Board”) is delegated as the corporate governing body of IIBIT AHE Pty Ltd, trading as Global Higher Education (GHE), to deliver higher education courses.

## Definitions

3. Definitions for key terms are presented in the Glossary of Terms which may be accessed on the GHE website at <https://www.globalhe.edu.au/policy>

## Principles

4. The Board operates under this set of principles for good governance at all times as follows.
  - a) Strategic: The Board makes decisions and establishes strategies that support the purpose, objectives and values of the Company.
  - b) Accountable: The Board has responsibility and accountability to all stakeholders and is the ultimate authority for the Company’s higher education operations, its activities, and its performance. The Board takes action to ensure compliance, monitor targets, correct underperformance, and represent the Company’s activities fairly, accurately and truthfully.
  - c) Transparent: The Board ensures that its decisions and the reasons for its decisions are transparent and clear.
  - d) Seeks independent advice: The Board has mechanisms to ensure that there is separation of governance from ownership, governance from management, and that the Board has access to independent expertise and advice.
  - e) Fair and equitable: The Board takes steps to protect freedom of thought, that diversity and equity is promoted and that the wellbeing of stakeholders is ensured.

## Membership

5. The Board will comprise:

### Directors:

- a) No less than four and not more than ten Directors.
- b) An independent Chair of the Board.
- c) A majority of independent Directors, who must in combination possess skills and expertise in the following areas in line with the Board Skills Matrix:
  - i. academic governance, leadership and management
  - ii. legal, financial and business administration
  - iii. audit, risk and business continuity
  - iv. Australian regulatory frameworks.
- d) Two Shareholder representatives.

- e) At least two directors who meet the Australian residency requirements.

**Invitees:**

- f) The Independent Chair of the Academic Board.
- g) The Chief Executive Officer.
- h) Governance Officer and Company Secretary.

## **Appointment**

- 6. The Board is established by the Shareholder in line with the **IIBIT AHE Pty Ltd Shareholder Framework**.
- 7. Once established under the provisions set out in the Shareholder Framework, the Board is responsible for appointing Directors.
- 8. Protocols for the appointment, re-appointment, resignation and removal of Directors are governed by the **Board Appointment, Renewal and Removal Policy**.

## **Code of conduct**

- 9. All Directors must meet the 'Fit and Proper Persons Requirements' as required by the *Tertiary Education Quality and Standards Agency Act 2011* and the *Education Services for Overseas Students Act 2000*.
- 10. All Directors must declare any real or perceived conflict of interest through a declaration of interests and conflicts prior to their appointment, at every meeting and as an ongoing obligation.
- 11. All Directors must act in the best interest of the Company and perform their duties in line with its interests.
- 12. All Directors agree to undertake induction and professional development activities as agreed by the Board.

## **Terms of reference**

- 13. As the corporate governing body the Board will be responsible and accountable for the following.
  - a) Leadership, strategic direction, responsibility and oversight of the Company's operations including overseeing its ethical representation.
  - b) Development and approval of the Company structure.
  - c) Setting, approving and monitoring the strategic direction, business and enabling plans and performance targets for the higher education operations.
  - d) Setting, approving and monitoring resource and financial parameters via an annual budget.
  - e) Ensuring there are mechanisms for effective compliance with the regulatory and legislative frameworks that govern higher education in Australia.
  - f) Delegating such powers and establishing Boards and Committees as are necessary for efficient governance and management, including the appointment of Chairs.
  - g) Establishing competent academic governance including appointing an independent Chair of Academic Board.
  - h) Establishing effective reporting mechanisms and frameworks from delegates, monitoring delegations and endorsing decisions of delegates where relevant.
  - i) Appointing and monitoring the performance of the Chief Executive Officer to manage the Company's affairs.

- j) Financial oversight in accordance with Australian and other relevant accounting standards including monitoring, financial and cash flow forecasts, maintaining financial viability, adequate resourcing to meet strategic objectives and ensuring the Board has access to a qualified and independent auditor.
- k) Review and approval of the audited annual financial statements of the Company.
- l) Approving and monitoring the risk framework and management of risk including risk identification, risk mitigation and risk treatment of all risks including risks to regulatory compliance, academic quality and integrity.
- m) Approval and authorisation of the award of higher education qualifications on the recommendation of the Academic Board.
- n) Approval and review of corporate policies necessary for the Company to function effectively and the monitoring of implementation.
- o) Ensuring that all information relating to the marketing and recruitment of the Company is ethical, accurate and current.
- p) Approval of new course proposals and business cases for the development of new higher education courses.
- q) Monitoring complaints, critical incidents and any other identified risk to the safety and wellbeing of staff and students and take corrective action.
- r) Ensuring that there is a business continuity plan for any disruption to services and in the event that a higher education course is no longer offered.
- s) Final approval of all regulatory applications including applications for registration, accreditation and for CRICOS registration, submitted to the Tertiary Education Quality and Standards Agency, and other relevant applications to regulatory or statutory bodies.
- t) Undertaking periodic review of governance arrangements (at least every seven years) and undertaking an annual self-review.
- u) Ensuring there is a framework for the equitable treatment of staff and students, fostering the wellbeing of staff and students and supporting participation by Aboriginal and Torres Strait Islander people.
- v) Approval and accountability for any third party contracted to deliver any part of its accredited higher education courses.
- w) Approval of all external auditors.
- x) Maintaining a true record of meetings.
- y) Reporting to the Shareholder as set out in the Shareholder Framework.
- z) Receiving and reviewing the minutes and papers of the Board's committees.

## **Quorum**

14. A quorum is constituted by the presence of at least three Directors including the independent Chair.

## **Meetings**

15. A minimum of four meetings shall be held annually.
16. All meetings must be scheduled through an Annual Board Work Plan.
17. Meetings can take place via electronic / digital communication tools or face-to-face.
18. Board papers must be distributed at least 7 days prior to all meetings, although late papers may be circulated on a need's basis.
19. A dedicated minute taker must attend and take minutes at every meeting.

20. The Chair may appoint an acting Chair during an absence.

## Voting

21. All Directors are entitled to vote on matters before the Board for consideration.
22. In the case of a deadlocked decision, the Chair may exercise a casting vote to enable a decision to be made.

## Associated information

<b>Related Internal Documents</b>	IIBIT AHE Pty Ltd Shareholder Framework IIBIT AHE Pty Ltd Constitution Governance Framework Terms of Reference Audit and Risk Committee Terms of Reference Academic Board Terms of Reference Teaching, Learning and Quality Committee Terms of Reference Course Development and Advisory Committee Board Appointment, Renewal and Removal Policy Delegation of Authority Policy and Schedule Glossary of Terms
<b>Related Legislation, Standards and Codes</b>	<i>Corporations Act 2001</i> <i>Tertiary Education Quality and Standards Agency Act 2011</i> <i>Higher Education Standards Framework (Threshold Standards) 2021</i> <i>Education Services for Overseas Students (ESOS) Act 2000</i> <i>National Code of Practice for Providers of Education and Training to Overseas Students 2018</i> <i>Australian Qualifications Framework 2013</i>
<b>Date Approved</b>	22 October 2019
<b>Date of Effect</b>	22 October 2019
<b>Date of Review</b>	June 2026
<b>Approval Authority</b>	Board of Directors
<b>Policy Custodian</b>	Governance Officer
<b>PinPoint DocID</b>	2505

## Change history

<b>Version Control</b>	Version 1.4	
<b>Change Summary</b>	22-Oct-19	V1.0 approved by Board of Directors (BoD) 22-Oct-19
	29-Nov-19	V1.1 minor amendments approved by BoD 29-Nov-19
	28-May-20	V1.2 minor amendments (cl. 1, 2, 9, 13i) plus administrative updates
	25-Sept-20	V1.3 amendment to add cl 13k (approval of financial statements transfer from ARC) approved by BoD 25-Sept-20
	10-Oct-23	V1.4 administrative updates following TEQSA registration

Warning - Document uncontrolled when printed! The current version of this document is maintained on the GHE website at <https://www.globalhe.edu.au/policy>