



GOVERNANCE FRAMEWORK

IIBIT AHE PTY LTD
trading as

GLOBAL HIGHER EDUCATION (GHE)

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1. Introduction

1. Global Higher Education (GHE) is a trading name of IIBIT AHE Pty Ltd (ACN 636 305 881) a company limited by shares registered in New South Wales under the *Corporations Act 2001*.
2. IIBIT AHE Pty Ltd is a wholly owned subsidiary of Infotech Professionals Pty Ltd (ABN 64 085 266 771), established for the sole purpose of delivering higher education courses.
3. IIBIT AHE Pty Ltd (trading as Global Higher Education) will promote free intellectual inquiry and ensure that its environment preserves and defends the principles of academic freedom for staff and students. Academic and scholarly activities will be undertaken without prejudice and with open-minded access to newly emerging theories, principles and practices.
4. Under provisions in the IIBIT AHE Pty Ltd Constitution, the Board of Directors is nominated as the corporate governing body appointed to oversee the higher education operations of the company.
5. For the delivery of higher education courses, this means the Board of Directors is accountable for the governance and performance of IIBIT AHE Pty Ltd (trading as Global Higher Education), including accountability for ensuring compliance with the *Higher Education Standards Framework (Threshold Standards) 2021*.
6. This document describes the governance structure of IIBIT AHE Pty Ltd (trading as Global Higher Education), the governance protocols for its boards and committees, the document hierarchy and purpose of all governance documentation, and contains the approved Terms of Reference for the Boards and Committees.
7. This Governance Framework is maintained by the Board of Directors.

2. Governance structure

Purpose and objective

8. The purpose of this section of the Governance Framework is to outline the governance structure of IIBIT AHE Pty Ltd (trading as Global Higher Education) and to explain the connections between components of the governance structure.

Scope

9. This section applies to all boards and committees.

Definitions

10. 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

11. IIBIT AHE Pty Ltd (trading as Global Higher Education), is committed to a governance structure that optimises Company performance and sustainability, retains separation between academic and corporate governance, promotes a positive risk culture, and facilitates positive change and innovation.

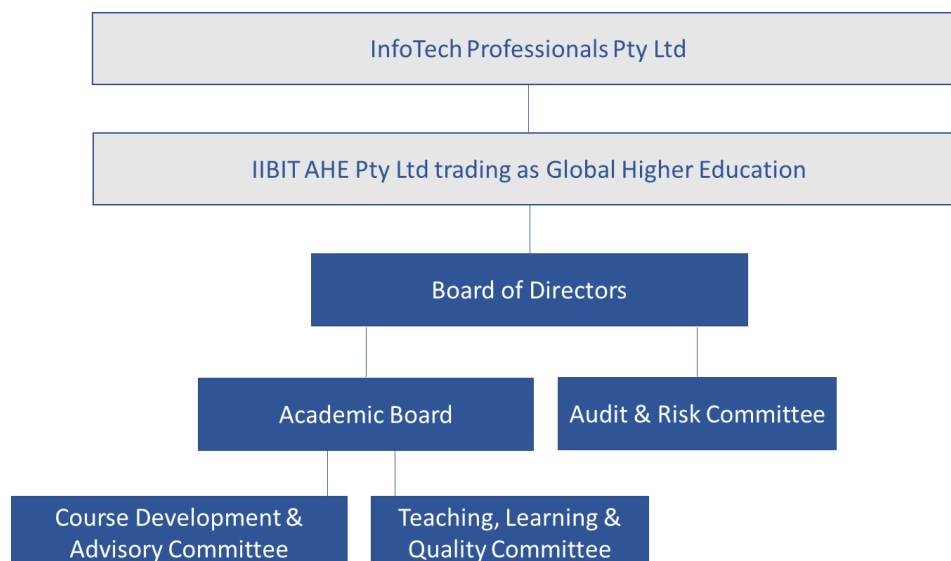
High-level authority

12. The Board of Directors is the governing authority of IIBIT AHE Pty Ltd (trading as Global Higher Education) and is responsible for the governance and management of the entity.
13. The Board of Directors delegates to the Chief Executive Officer (CEO) the authority for the management and operations of the entity.
14. The Board of Governance is responsible for monitoring the performance of the CEO according to the procedures defined in the **Human Resources Framework**.

Governance structure

15. Figure 1 illustrates the governance structure for IIBIT AHE Pty Ltd trading as Global Higher Education (henceforth known as 'the Company' in this document).

Figure 1 Company and Governance Structure



16. Overarching governance protocols for boards and committees, as outlined in Figure 1, include the appointment, initiation and conduct of board and committee members, the role of Chairs and Secretaries, the type and conduct of meetings and requirements for agendas and minutes and expectations in relation to communication between boards, committees and stakeholders.

17. Specific Terms of Reference are stand-alone, approved and controlled documents for all boards and committees. All Terms of Reference, as outlined in Figure 1, including membership, responsibilities, reporting lines, and frequency of meetings are also reproduced in the appendices to this document for completeness.

3. Governance protocols

Purpose and objective

18. The purpose of this section of the Governance Framework is to establish the rules, correct conduct and general accountability of governance boards and committees of the Company.

Scope

19. This section applies to all boards and committees.

Principles

20. The Company acknowledges that members of boards and committees are more likely to be effective in their roles when they have clarity in terms of expectations and responsibilities.

21. The Company actively seeks members of its boards and committees that bring an appropriate mix of skills, knowledge and experience to assist the group to meet its strategic goals and regulatory requirements.

22. The Company supports individual members of its boards and committee to take a prominent role in upholding ethical standards and conduct.

23. All boards and committees of the Company operate within a clearly delineated framework with defined terms of reference, strong linkages to organisational performance and an appropriate level of risk oversight.

24. The Company encourages the flow of information between its boards, committees, management and other stakeholders to encourage a culture of transparency and accountability and to aid decision-making at all levels of the group.

Appointment and induction of members to boards and committees

25. Where designated within the Terms of Reference (ToR) of boards and committees, membership is mandated by the position held within the Company (ex officio), rather than residing with an individual.
26. Appointment of other internal members should, where possible, reflect the mix of qualifications, seniority and experience suitable for the functions of the relevant board or committee.
27. Appointment of independent members will be dependent on the skill mix and level of seniority and experience suitable for the functions of the relevant board or committee.
28. The terms of appointment of members will be overseen by the board or committee Chair and be approved by the Board of Directors.
29. In order to develop an understanding of a board or committee and the way it operates, all new members will be required to meet formally with the Chair and Secretary to discuss relevant protocols and processes. A legal and compliance briefing will also be provided in relation to higher education provision within the Australian context.
30. All members will be provided with a Good Governance Manual as part of their induction.

Conduct of members of boards and committees

31. All members, whether internal or independent, must meet Fit and Proper Person requirements (see Section below) and the requirements of the **Corruption, Fraud and Mismanagement Policy**.
32. All members must disclose any Conflict of Interest prior to the relevant meeting in accordance with the **Conflict of Interest Policy**. If a Conflict of Interest only becomes evident during the course of the meeting it is incumbent upon the member to advise the Chair forthwith.
33. All members are required to advise the Chair or the Secretary of the board or committee of their intended attendance or absence at each meeting.
34. Independent members may resign by giving notice in writing to the board or committee Chair.
35. Board and committee members have the right to request the inclusion of an item on the agenda, provided that it is within the authority of the board or committee to deal with such matters and the item is received in an appropriate time frame (i.e. at least 10 working days prior to the meeting), request an amendment to the minutes on the grounds that they are inaccurate, or have their dissension, abstention or vote recorded in the minutes.
36. The Company may seek independent advice from external parties in order to assist individual boards and committees in carrying out their terms of reference.

Fit and Proper Persons

37. Under the *Tertiary Education Quality and Standards Agency Act 2011 (TEQSA Act 2011)* and the *Education Services for Overseas Students Act 2000 (ESOS Act 2000)*, all owners, board and committee members and high-level managerial staff that make decisions that affect the whole or a substantial part of the Company must be Fit and Proper.
38. *TEQSA's Fit and Proper Person Determination 2018* sets out requirements for Fit and Proper considerations.
39. All governance members and high-level managerial must complete a Fit and Proper Person Declaration at the start of their appointment.
40. It is incumbent on all persons that are required to complete a Fit and Proper Person Form to advise the Chair of the board or committee, their immediate supervisor, or where this is not appropriate, the Manager, Quality and Compliance, of any change to their status at their earliest opportunity.
41. If the person is no longer deemed fit to continue in their role as defined by legislative

instruments described above, they will be stood down from the relevant board or committee or from their decision-making role.

42. High-level managerial staff include:

- a) the CEO;
- b) the Academic Director;
- c) the Operations Director;
- d) the Manager, Quality and Compliance.

Role of the Chair and Secretary

43. The Chair has responsibility for:

- a) calling, cancelling or adjourning meetings;
- b) approving the agenda for dissemination to members;
- c) presiding over the meeting;
- d) approving the minutes;
- e) approving admission of observers and visitors;
- f) requesting motions;
- g) determining the vote on a particular motion;
- h) determining the vote on a particular motion by having a second or casting vote (when there is a tied vote).

44. The Secretary has responsibility for:

- a) drafting accurate and concise agendas and minutes;
- b) communicating decisions of the board or committee to all relevant stakeholders quickly and in the most effective manner;
- c) overseeing or undertaking associated administrative tasks related to the assembly and work of the board or committee.

Types of meetings

45. Official meetings of governance boards and committees are categorised as follows.

- a) *Ordinary meeting* - a meeting which is scheduled and convened on a regular basis at an agreed time.
- b) *Adjourned meeting* - a meeting which is convened to consider urgent business from an ordinary meeting which could not be completed at that ordinary meeting.
- c) *Extraordinary meeting* - a meeting which is convened between ordinary meetings to consider business which requires immediate or urgent attention.

46. Where there is one or a number of items of urgency requiring attention between board or committee meetings, the Chair may seek to obtain a decision from the board or committee by issuing a flying minute out of session. A flying minute should be disseminated by email and contain:

- a) background information on the issue(s) being considered;
- b) a form of motion proposed in relation to the matter(s) or the suggested outcome(s);
- c) a form of words to be returned by a deadline which states that members agree or disagree with the draft motion.

47. The agenda of the next ordinary meeting occurring after the transmission of the flying minute should include:

- a) an item which reports on the consultation of members by flying minute;
- b) outcome of that consultation;
- c) the motion as adopted by the committee as a consequence of responses to the flying minute.

Agendas and minutes

48. Agendas and associated documentation will be distributed at least five working days prior to the meeting, via email.
49. All papers for the attention of the board or committee must be submitted to the Secretary no later than eight working days prior to the forthcoming meeting.
50. Except with the express permission of the Chair, late papers will not be accepted, nor will the tabling of papers.
51. Items on the agenda should be unstarred where they are non-controversial and are to be approved or noted without discussion. The final decision on whether an item should be starred lies with the Chair.
52. Members of the board or committee may request that an item be unstarred by advising the Chair at the start of each meeting.
53. Minutes are to be prepared for each meeting. The draft minutes and action sheet for each meeting are to be reviewed by the Chair and circulated to all board or committee members by the Secretary within 10 days of the meeting.
54. The records of all boards and committees must be retained in accordance with the **Records and Data Management Policy**, with responsibility resting with the Secretary of the board or committee.

Quorum

55. The quorum requirements for each board or committee are as stated in the individual Term of Reference in appendices to this document.

Communication

56. Where deemed necessary by the Chair and/or Secretary a review meeting may be held to clarify the scope of a board or committee's deliberations and for determining the governance and management action that is required between meetings (i.e. what needs to be done and by whom).
57. The Secretary is responsible for notifying those with responsibilities of the actions required by them and the due date for reporting back to the board or committee.
58. Following each meeting of a board or committee an overview of all non-confidential items discussed and decisions reached will be prepared for review by the Chair and CEO for dissemination to staff.

4. Terms of Reference for boards and committees

Purpose and objective

59. The purpose of this section of the Governance Framework is to provide a consistent framework for the Terms of Reference, membership and reporting requirements of boards and committees of the Company.

Scope

60. This section applies to all formal boards and committees as defined in the section on Governance Structure within this document.

Principles

61. The Company recognises the importance of well-constituted boards and committees to the effective implementation of its corporate and academic governance requirements.
62. The Terms of Reference should succinctly define the purpose and structure of formal boards and committees to ensure a common understanding of their scope and function.

63. The Company acknowledges an ongoing obligation to review boards and committees including their systems, practices, and governance frameworks to ensure that they remain relevant to internal needs and external stakeholders.

Requirements of Terms of Reference documentation

64. All boards and committees must have current Terms of Reference and Membership.
65. It is the responsibility of the Chair of the board or committee to ensure that the Terms of Reference and Membership are reviewed as required and / or within the timeframe specified by the Terms of Reference and Membership.
66. The Terms of Reference and Membership of each board and committee are established as stand-alone documents approved by the relevant body and are attached in appendices to this Framework.

5. Delegation of authority

Policy

67. The provisions for the formal delegation of authority from the Board of Directors to boards, committees or persons are outlined in the **Delegation of Authority Policy and Schedule**.

6. Document hierarchy

Purpose and objective

68. The purpose of this section of the Governance Framework is to define and delineate governance document requirements and an associated hierarchy to ensure the consistency, quality and compliance of all governance documentation.

Scope

69. This section applies to all governance documentation as defined within this document.

Principles

70. The Company is committed to clarity of governance documentation. The aim is to facilitate understanding and consistency of application by staff and students and empower staff through a principles-based approach to governance without compromising conveyance of meaning or compliance with regulatory requirements.
71. All governance documents support:
- a) the Company's vision and mission;
 - b) ongoing compliance with regulatory and, where applicable, professional accreditation requirements;
 - c) institutional risk management and compliance with external legislation;
 - d) ongoing quality improvement;
 - e) equity and fairness;
 - f) accountability and responsibility for key governance requirements.
72. All governance documents:
- a) follow a common format;
 - b) are formally approved by the authorised body;
 - c) are administered by a designated document administrator;
 - d) are accessible to all relevant stakeholders;
 - e) are reviewed on a cyclical basis as part of the Company's quality assurance processes.

Figure 2 Governance Document Hierarchy



Governance document hierarchy

73. The **Governance Framework** is the preeminent governance document which prescribes the Company's governance structure and protocols, governance document requirements, and Terms of Reference (ToR) for boards and committees. The Governance Framework is developed and approved by the Board of Directors and is an important input for the seven-yearly governance review.
74. **Governance Reporting Tools** are the report specifications, guidelines and/or templates to guide the analysis and commentary for key governance reports.
75. **Governance Annual Work Plans** are the plans developed for each board or committee and which specify what reports are due, when, to which board or committee and the responsibility for reporting. Each work plan is developed by the Secretary of the board or committee and approved by the Board of Directors.
76. The **Strategic Plan** is the document which sets out the direction and goals for the Company, generally spanning a four-year horizon. It articulates the vision, mission and establishes key priorities, aims and objectives set for the planning period. It also outlines indicators for success. The Strategic Plan is developed by executive management, includes input from stakeholders such as industry, professional associations, staff and students and is approved by the Board of Directors.
77. The **Business Plan** generally spans a rolling one-year horizon. It articulates at an operational level the business imperatives, strategies, actions, responsibilities, and Key Performance Indicators (KPIs) to be met within the planning period. The Business Plan is developed by the Chief Executive Officer and approved by the Board of Directors.
78. **Enabling Plans** include, at a minimum, the Teaching and Learning Plan and the Marketing Plan, generally spanning a one-year horizon. Enabling Plans are developed with direct reference to the Strategic Plan and must include strategies, actions, responsibilities, and Key Performance Indicators (KPIs) to be met within the planning period. Enabling Plans (academic) are developed by management in conjunction with the relevant committee, approved by Academic Board and endorsed by the Board of Directors. Enabling Plans (corporate) are developed by management in conjunction with the relevant committee and approved by the Board of Directors.

79. **Policies** are statements of principles and direction, established to apply to members of boards and committees, staff and students. The associated **Procedures** provide instruction through a series of interrelated steps necessary to implement policy consistently and effectively. Procedures specify who does what, when and how. Detailed rules linked to a Policy or Procedure can be linked through a **Schedule**. Academic policy and procedures are developed by management in conjunction with the relevant committees, approved by the Academic Board and endorsed by the Board of Directors. Corporate policy and procedures are developed by management in conjunction with the relevant committee and approved by the Board of Directors. The requirements for the development, review, amendment and rescission of policy and procedures are provided in the **Policy Development Policy**.
80. **Subsidiary Documents** such as guidelines, templates, and forms provide more granular level instruction to guide specific parts of a procedure either via detailed instruction or via modelled documents such as report shells, forms or letters. Subsidiary documents are developed, approved, amended and rescinded as a function of management and noted by the Board of Directors.

Governance document amendment and rescission

81. Amendments to governance documents are classed as either minor or major.
82. A minor amendment is any change that does not change the overall intent of the document or impact on the intent or implementation of related or subsidiary documents. This includes, but is not limited to changes to position titles, changes to delegations, identified grammatical issues or superfluous actions/processes due to system changes. Minor amendments are made by the Policy Custodian, or delegate as outlined in the **Delegation of Authority Policy and Schedule** and reported to the next meeting of the relevant governance body.
83. A major amendment is any change that impacts the intent of the document, may impact on its effectiveness as a control for risk or compliance purposes, or has a significant impact on the intent or implementation of related or subsidiary documents. Approval of major amendments must follow the approval requirements set out under the section on *Governance document hierarchy* above.
84. The approving body for any document is also the rescinding authority.

7. Strategic and operational planning

Purpose and objective

85. The purpose of this section of the Governance Framework is to outline the principles and broad process for undertaking strategic and operational planning at the Company.

Components of plans

86. Strategic plans must include the Company's mission, vision and values, key priority areas and aims, and reference specific strategic enablers and key performance indicators.
87. Operational plans must reference the Strategic Plan and include key priority areas and aims, and reference specific strategic enablers and key performance indicators.

Strategic planning process

88. All plans must be data-informed with explicit referencing to outcomes from the quality cycle, risk assessments, and external benchmarking.
89. The Company's budget process must align with the major plans as outlined in the Governance Document Hierarchy section of this Framework.
90. Plans are developed, approved and reviewed in accordance with the Terms of Reference of the relevant boards and committees.

8. Regulatory reporting

Purpose and objective

91. The purpose of this section of the Governance Framework is to outline the broad process for material change and major change notification to regulatory authorities.

Material Change

92. Section 29(1)(a) of the *TEQSA Act 2011* and Section 17A of the *ESOS Act 2000* requires that a registered education provider notifies TEQSA where an event happens or is likely to happen that will significantly affect the provider's ability to meet the relevant Standards.

93. A material change also covers change of ownership requirements.

94. The notification must normally be given no later than 14 days after the day that the provider would reasonably be expected to have become aware of the event.

95. Where a material change is identified the CEO must advise the Chair of the Board of Directors within five working days of the day that the CEO would reasonably be expected to have become aware of the event.

96. The Manager, Quality and Compliance will work with the CEO and Chair of the Board of Directors to prepare the material change notification and submit it to TEQSA.

Associated information

Related Internal Documents	All policies and procedures IIBIT AHE Pty Ltd Shareholder Framework IIBIT AHE Pty Ltd Constitution Governance Framework Terms of Reference Board of Directors 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 Strategic Plan Teaching and Learning Plan Business Plan Marketing Plan Human Resources Framework Glossary of Terms
Related Legislation, Standards and Codes	<i>Corporations Act 2001</i> <i>Tertiary Education Quality and Standards Agency Act 2011</i> <i>Higher Education Standards Framework (Threshold Standards) 2021</i> TEQSA Guidance Notes: <i>Academic Quality Assurance, Version 2.2,</i> <i>Academic Governance, Version 2.3</i> <i>Education Services for Overseas Students Act 2000</i> <i>National Code of Practice for Providers of Education and Training to Overseas Students 2018</i> <i>Fit and Proper Person Determination 2018</i>
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Version Control	Version 1.3	
Change Summary	5-Jun-20	V1.0 Draft approved by Board of Directors 5-Jun-20.
	6-Jul-20	V1.1 update appendices to current version of ToR
	3-Nov-20	V1.1 added cl14 regarding the process for managing CEO performance
	9-Nov-21	V1.2 added ToR TLQC, updated for HESF 2021 compliance and added updated all ToR
	15-Aug-23	V1.3 administrative updates following TEQSA registration

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