

# Board Appointment, Renewal and Removal Procedure

## Purpose

1. This Procedure gives effect to the Board Appointment, Renewal and Removal Policy and outlines the formal processes for appointment of Directors to the Global Higher Education (GHE) Board of Directors (Board) and the protocols and processes for the renewal and removal of Directors.

## Scope

2. The Policy applies to the Board.

## 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>

## Suite documents

4. This Procedure is linked to the Board Appointment, Renewal and Removal Policy.

## Procedure

5. The Shareholder establishes the Board and appoints two Shareholder representatives, and an inaugural independent Chair of the Board as set out in the **Shareholder Framework**.
6. Shareholder representatives are renewed or replaced by the Shareholder every three years.
7. The inaugural and subsequent Chair(s) of the Board is appointed for a period of four years and shall not serve more than three consecutive terms unless a resolution is passed by the Board enabling that person to do so.
8. Subsequent Chairs shall be appointed by the Board in accordance with the **Chair of the Board Appointment Procedure**.
9. As per the Shareholder Framework, the Shareholder may appoint and remove the Board, usually via annual general meeting, or in the interim as required by resolution.
10. Once established by the Shareholder, the Board may appoint, renew and remove Directors via a quorum of the Board in line with the Board's Terms of Reference.
11. The Board's membership reflects a mix of professional and personal attributes, which enable it to fulfil its role effectively. Directors are appointed on the basis of skills, knowledge and expertise according to an approved Board Skills Matrix and on the basis of equity and diversity where relevant.
12. Directors are nominated by the invitation of the Board.
13. All Directors must declare any conflict of interest during the selection and nomination process. Any member with a conflict of interest will be excluded from the nomination decision-making process.
14. The Board requires a unanimous decision for the appointment of Directors and must adhere to the process outlined below.

15. All appointment (and renewal) decisions will have regard to:
  - a) the Board's current profile, composition and skills;
  - b) alignment with GHE's values;
  - c) succession planning to address current and future skills needs;
  - d) the Board's Skills Matrix;
  - e) the nominee's full CV and Fit and Proper Declaration.
16. Upon appointment, Directors complete an induction program to ensure they are fully informed of their responsibilities under the higher education regulatory framework including the *Higher Education Standards Framework (Threshold Standards) 2021* the *ESOS Framework* and any other relevant statutory or legislative requirements.
17. All Directors must continually satisfy fit and proper person requirements, disclose conflicts (real or perceived), and demonstrate commitment to their duties as a Director.
18. Directors are appointed for a period of three years and shall not serve more than three consecutive terms unless a resolution is passed by the Board of Directors enabling that person to do so.
19. The terms of appointment may be adjusted to ensure that positions do not become vacant at the same time. Such adjustments must be approved by the Chair.
20. The office of a Director becomes vacant if the Director:
  - a) resigns from office;
  - b) becomes of unsound mind;
  - c) becomes bankrupt;
  - d) is convicted of an indictable offence;
  - e) fails to attend more than three consecutive meetings without a leave of absence;
  - f) is removed via a resolution to dissolve the Board at the Annual General Meeting of the Shareholder.
21. The Board may remove a Director from office for a breach of duty, following a process that follows natural justice including the Director having been given a reasonable opportunity to reply to the motion to remove.

## Associated information

<b>Related Internal Documents</b>	IIBIT AHE Pty Ltd Constitution IIBIT AHE Pty Ltd Shareholder Framework Governance Framework Board Appointment, Renewal and Removal Policy Chair of the Board Appointment Procedure Conflict of Interest Policy Corruption, Fraud and Mismanagement Policy 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>
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<b>Policy Custodian</b>	Governance Officer
<b>PinPoint DocID</b>	2518

## Change history

<b>Version Control</b>	Version 1.3	
<b>Change Summary</b>	12-Dec-19	V1.0 Existing policy split into policy and procedure, administrative change with no change to content
	7-July-20	V1.1 administrative updates
	2-Jun-22	V1.2 amendments (amd cl. 5, 14; add, cl. 6-8, 19) to Terms of Appointment approved by the BoD plus administrative updates
	5-Oct-23	V1.3 administrative updates following TEQSA registration

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