

Governance Charter

Monaro Education Pty Limited
Trading as Monaro Higher Education
(MHE)

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1 Governance Charter: purpose and framework

The Governance Charter defines the composition, role, functions and processes of Monaro Education Pty Ltd trading as Monaro Higher Education (MHE), including its Governance Framework and approach to effective governance.

The MHE Governance structure incorporates best practice guidelines of the Australian Institute of Company Directors (AICD), ASIC, ASX governance principles and recommendations and the requirements of the Tertiary Education Quality Standards Agency (TEQSA) Guidance Note - Corporate Governance (<https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>).

The Governance Framework consists of three key components: corporate governance; academic governance; and executive management, and their interrelationships. There are three structural bodies that oversee and monitor effective governance at MHE.

- 1) The **Board of Directors**, led by an independent, non-executive Chair, establishes and monitors the performance of overall Institute-wide decision making and governance activities. The Board of Directors sets overall strategic directions and the framework of policies and procedures necessary to achieve MHE's objectives and is ultimately responsible for the performance of MHE. The Board of Directors is accountable to shareholders and stakeholders for both corporate and academic outcomes. The Board of Directors assures that the organisation is financially viable and has the capacity to continue to utilise sufficient financial and other resources to maintain the viability of the entity and its business model, and to continue to meet the requirements of the Higher Education Standard Framework (Threshold Standard) 2021. The Board is accountable for all the operations in or from Australia, including the award of higher education qualifications and the accuracy and integrity of its representation directly to prospective students and/or through agents and other parties.
- 2) The **Academic Board**, appointed by the Board of Directors and led by an external Chair:
 - sets and oversees the policies and processes necessary to achieve the planned academic outcomes consistent with MHE's overall strategic directions;
 - sets academic standards and monitors academic outcomes;
 - is ultimately responsible for academic integrity and quality assurance; and,
 - is accountable to the Board of Directors.
- 3) The **Executive Management team (EMT)**, led by the CEO:
 - implements and monitors policies and procedures, focussing on operational matters, including staffing, budgets and infrastructure. Such decisions are guided by MHE's values, vision, mission and are aligned with MHE's Business Plan, Strategic Plan, Learning and Teaching Plan, Risk Management Plan and other academic and non-academic operational/ function plans;

- is ultimately responsible for operational quality assurance; and,
- is accountable to the Board of Directors for implementation of Board directions and achievement of both corporate and academic objectives.

The Board of Directors, the Academic Board and the Executive Management Team have some degree of interdependent and overlapping functions but at the same time, their principal roles and responsibilities are distinct and separate to ensure effective and sound governance. Formal delegations of authorities achieve appropriate levels of separation from the Board of Directors under its overarching responsibility for the performance of MHE. The delegations of Authority framework and policies approved and implemented by the Board of Directors, define the roles and authorities of the Academic Board and the Executive Management Team.

2 The Board of Directors: Composition and Role

2.1 Composition

The Board of Directors consists of members appointed to the Board by transparent and structured procedures:

- The number of directors will comprise not less than three and no more than six and include both Non-Executive Directors and Executive Directors
- The independent Chair is a Non-Executive Director
- The majority of the members should be Non-Executive Directors

2.2 Tenure

Members of the Board of Directors shall be appointed for a tenure of two (2) years but are eligible to be reappointed for additional terms.

2.3 Role of the Board

The Board of Directors sets overall strategic directions and the framework of policies and procedures necessary to achieve MHE's objectives, including strict adherence to TEQSA's Higher Education Standards Framework (Threshold Standards) 2021. The Board of Directors is ultimately responsible to all stakeholders, principally shareholders, employees, and students, for the achievement of effective corporate and academic outcomes. The Board oversees MHE's overall performance, including development, approval and implementation of strategies, risk frameworks and policies to effectively govern and guide MHE in achieving its objectives consistent with the appropriate legal, legislative and regulatory requirements. The Board may delegate day-to-day operations, management, and accountability for MHE's performance to the Executive Management Team (EMT). The Board of Directors will regularly monitor the performance of the EMT and provide ongoing support and guidance to the Team as required.

Furthermore, the Board of Directors is responsible for the overall compliance of MHE with the necessary legislative, legal and regulatory guidelines to ensure that MHE develops and implements systems to enable it to adhere to higher education standards and to comply with its legal and policy obligations, under the: CW Corporations Act 2001; Tertiary Education Quality and Standards (TEQSA) Act 2011; Higher Education Standards Framework (Threshold

Standards) 2021; Education Services for Overseas Students Act 2000; National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code 2018); and Higher Education Support Act 2003.

2.4 Key Functions of the Board of Directors

The Board must consider and is responsible for the approval of the following matters:

- terms of references and charters of the Boards and committees, including Academic Board
- recommendations of the Academic Board and other Boards and committees
- the financial statements and accounting procedures used in their compilation
- the Company's corporate plan and any performance-based contracts
- selection and appointment of the external auditor
- risk framework
- selection, appointment, performance evaluation and removal of the CEO
- the Company's Directors' and Officers' insurance program. All other insurances will be approved by the Audit, Risk and Compliance Committee within parameters determined by the Board from time to time
- Institute policies and procedures
- board membership admission criteria
- all matters relating to the establishment and regulation of Divisions, Businesses, Campuses and Branches

2.5 Board Skillset:

Members of the Board of Directors will require some or all, of the following:

- Strategic expertise – the ability to set and review strategy through constructive planning, questioning, suggestion and guidance
- Accounting/Financial literacy – the ability to read and comprehend the accounts and the financial material presented to the Board, in addition to understanding financial reporting requirements
- Legal skills – the ability to understand and oversee compliance with numerous laws
- High-level academic skills - experience in high-level educational management and curriculum development
- Managing risk – experience in risk management and mitigation principles
- Human resource management – knowledge and experience in human resources
- Industry knowledge – experience in similar organisations or industries

2.6 Roles

2.6.1 Role of Independent, Non-Executive Directors

- Ensure that MHE is effectively governed. Maintain separation of responsibilities and good cooperation between the Board of Directors, Academic Board, and the Executive Management team
- Formulate MHE's strategic direction
- Recruit and monitor the performance of the CEO
- Review, approve and monitor the business plan and annual budget
- Contribute to the development of Board and organisational policies

- Comply with the directors' responsibilities
- Comply with legal and regulatory requirements
- Monitor and mitigate risks
- Identify skills required by the Board and potential candidates

2.6.2 Role of Executive Directors (Employed by MHE)

The role of the executive directors is similar to that of non-executive directors. However, they add value to the Governing Board through their:

- Deep knowledge of the business, its strategy and direction
- Well-developed understanding of the industry and the competitive pressures
- Technical expertise in their functional area, e.g., business, finance, accounting, law
- Greater access to company information
- Executive Directors shall not sit on the Audit, Risk and Compliance Committee

2.6.3 Role of the Chair, Board of Directors

An independent, non-executive director shall fill the role of Chair of the Board of Directors. The role of the Chair is to:

- Act as an important link between the Board and MHE without inhibiting direct access of fellow directors
- Establish and maintain an effective working relationship with the CEO
- Set the tone and culture for the Board, including the establishment of a common purpose
- Chair meetings efficiently and shape the agenda concerning goals, strategy, budget, and executive performance
- Encourage contributions by all Board members and seek consensus when making decisions
- Motivate board members and, where appropriate, deal with under-performance
- Establish the process for appraising Board members individually and the Board as a whole
- Oversee negotiations for the CEO's employment and evaluate the CEO's performance
- Assist with the selection of Board members.
- The Board Chair shall not sit on the Board's Audit, Risk and Compliance Committee

2.6.4 Role of Company Secretary (Employed by MHE)

The role of the Company Secretary can be external or from within the Company and is an ex-officio member of the Board. The Company Secretary plays a vital role in supporting the effectiveness of the Board of Directors by monitoring the Board of Directors' compliance with policy and procedures and coordinating the timely completion and dissemination of Board agendas and briefing materials, Board minutes, and monitoring the actions arising from decisions made by the Board. All Board directors have access to the Company Secretary. The Company Secretary is accountable to the Board of Directors on all governance matters.

2.6.5 Key management personnel – CEO role and responsibilities

The CEO is the head of the Executive Management Team and manages the organisation's day-to-day operations, people, and resources. The CEO is responsible for implementing and

monitoring the strategies approved by the Board and ensures that the organisation's structure and processes meet the strategic and cultural needs of the organisation.

The CEO is responsible for:

General Responsibilities:

- Provide management oversight and responsibility across the organisation to ensure the effective and efficient functioning of the organisation
- Provide strong, consistent and clear leadership internally to the organisation and its staff and externally to the organisation's stakeholders

With respect to Board accountability, the CEO should:

- Report to the Board on the status of policies, strategies, directions and plans (business and otherwise) set or approved by the Board
- Inform the Board of all events within, or which reasonably should be within, his/her knowledge or awareness, which may or do have a material impact on the organisation's activities or well-being
- Observe limitations of authority as set from time to time by the Board and,
- Regularly meet and consult with the Chair (as the lead representative of the Board) on all such matters.

With respect to leadership, the CEO should:

- Provide robust, ethical, culturally aware and transparent leadership to the organisation
- Ensure the organisation's code of conduct/values is a living document, regularly updated, monitored and communicated with ongoing training provided
- Provide internal leadership direction, goals and energy to the organisation's personnel
- Create and sustain a culture of innovation and enablement, underpinned by and expressing the values and philosophy of the organisation
- Monitor and interpret the external environment to position the organisation in its markets to best advantage
- Maintain awareness of political, governmental, business and industry components of the external environment on a local, national, and international level
- Participate in appropriate business and professional associations, networks, and activities relevant to the organisation's interests
- Ensure relationship building with external stakeholders.

With respect to overall management oversight and responsibility of the organisation, take responsibility in:

- The appointment and management of key executive and management personnel
- Establishing, maintaining, and reviewing the organisational structure, systems, policies, processes and procedures, to guide, support, inform, service and monitor the prime functions of the organisation
- Ensuring legal, ethical, and professional practices and boundaries consistent with the organisation's code of conduct/values are adhered to

- Ensuring financial activities are managed within agreed budgets and informing the Board in a timely manner should the CEO become aware of any material adverse movements to the budget
- Ensuring effective and efficient functioning of the organisation and all its operating divisions.

With respect to overall integrity, always behaving and conducting him/herself:

- Consistent with the organisation's code of conduct/values
- In such a manner so as not to bring the organisation into disrepute or disrespect

2.7 Misconduct, Removal and Resignation

In the event that the Chair of the Board of Directors becomes aware that a member of the Board may have engaged in misconduct, the Chair will issue a written notice to the member in question advising them of the nature of alleged misconduct and possible repercussions. Following this notice, the matter will be investigated by the Board of Directors, and the member in question has the right to respond to the accusation in a hearing. Misconduct may include, but is not limited to:

- i. Repeated failure to attend meetings.
- ii. Repeated failure to engage with discussion during meetings.
- iii. Criminal acts, including fraud and document falsification.
- iv. Unwarranted actions that damage the reputation of MHE.
- v. Unnecessary actions that harm the reputation of members of the Board of Directors.
- vi. Breaches of confidentiality.
- vii. Failure to disclose a conflict of interest.

Disciplinary action will be determined based on the severity of the misconduct and may include:

- i. Compulsory attendance to a meeting with the Chair of the Board clarifying the Board member's role and associated expectations.
- ii. Dismissal from the Board of Directors.

A member of the Board may resign from the Board of Directors by notice in writing to the Chair of the Board.

3 The Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee is a standing sub-committee of the Board of Directors and has no delegated operational powers. The Audit, Risk and Compliance Committee monitors and reports on institutional audit, risk and compliance management processes and ensures that adequate controls and risk management measures are maintained.

3.1 Terms of reference

- I. To oversee and monitor the governance, risk, control and compliance frameworks, and external accountability requirements of MHE

- II. Review and exercise oversight of risk management, internal controls and corruption and fraud prevention
- III. Review the internal audit coverage and annual work plan, ensure that goals are consistent with the MHE's risk profile and reporting arrangements are in place, and recommend approval to the Board of Directors
- IV. Review all internal audit reports and provide advice, where appropriate, to the Board on significant issues identified and action taken on issues raised, including identification and dissemination of better practice recommendations and management's implementation of internal audit recommendations
- V. Provide input and feedback on the audit coverage of the financial statements and plans proposed by the external audit.
- VI. Assess the performance of the external auditor annually and provide feedback to the auditor on the services delivered.
- VII. Review reports issued by external audit and recommend approval to the Board, monitor management's timely implementation of external audit recommendations and provide advice to the Board on action taken on significant issues raised by external audit
- VIII. Recommend to Board the approval of actions and consider reports on any commercial activities of MHE.
- IX. Consider regular reports from MHE and recommend actions as required to the Board.

3.2 Membership

- I. The Chair of the Audit, Risk and Compliance Committee is appointed by the Board of Directors and shall be an external member
- II. Member/s of the Board of Directors (External member)
- III. The CEO
- IV. The Audit, Risk and Compliance Committee shall comprise a minimum of four and maximum of seven members

3.3 Tenure

Up to two external members can be appointed by the Board. The external members are selected for a term of two years and will be eligible for re-appointment.

3.4 Board Skillset:

Members of the Audit, Risk and Compliance Committee will require some or all of the following:

- Accounting/Financial literacy – the ability to read and comprehend the accounts and the financial material presented to the Board, in addition to understanding financial reporting requirements
- Strategic expertise – the ability to set and review strategy through constructive planning, questioning, suggestion and guidance

- Managing risk – experience in risk management and mitigation principles
- Human resource management – experience in human resources
- Industry knowledge – experience in similar organisations or industries

3.5 Misconduct, Removal and Resignation

If the Chair of the Audit, Risk and Compliance Committee becomes aware that a member of the Committee may have engaged in misconduct, the Chair will issue a written notice to the member in question advising them of the nature of the misconduct and possible repercussions. Following this notice, the matter will be investigated by the Audit, Risk and Compliance Committee, and the member in question has the right to respond to the accusation in a hearing. Misconduct may include, but is not limited to:

- i. Repeated failure to attend meetings.
- ii. Repeated failure to engage with discussion during meetings.
- iii. Criminal acts, including fraud and document falsification.
- iv. Unwarranted actions that damage the reputation of MHE.
- v. Unnecessary actions that harm the reputation of members of the Audit, Risk and Compliance Committee.
- vi. Breaches of confidentiality.
- vii. Failure to disclose a conflict of interest.

Disciplinary action will be determined based on the severity of the misconduct and may include:

- i. Compulsory attendance to a meeting with the Chair of the Audit, Risk and Compliance Committee clarifying the Committee member's role and associated expectations.
- ii. Dismissal from the Audit, Risk and Compliance Committee.

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

4 Academic governance purpose and framework

The Board of Directors delegates the authority and responsibility to the Academic Board for ensuring that MHE fulfils its academic responsibilities as a Higher Education Provider. The Academic Board is responsible for academic policy development and monitoring, academic administration and oversight of the educational process, including course delivery and monitoring, student progression, and MHE's achievement of its overall academic strategic plan. (<https://www.tegasa.gov.au/latest-news/publications/guidance-note-academic-governance>)

The Academic Board in turn delegates responsibility to the following standing committees:

- I. Course Advisory Committee (CAC) convened for each course. The CAC provides advice on the development of new courses and reviews of existing courses. It will also provide advice on new course accreditation and re-accreditation of existing courses. The CAC will include external membership drawn from the relevant discipline areas of higher education, the professions and industry to assure the quality and relevance of the course.
- II. Learning and Teaching Committee (LTC) with responsibility for shaping and supporting the strategic direction for student academic experience, monitoring and reporting on quality assurance processes for learning and teaching and to ensure that day-to-day academic operations meet quality educational standards,

including those related to academic misconduct and academic integrity. The Learning and Teaching Committee provides input to the development of policy and practice related to the delivery of MHE's courses.

- III. Board of Examiner (BoE) with responsibility for overseeing student grades, moderation and the validation of assessment results, and advising and making recommendations to the Academic Board on these matters.

4.1 The Academic Board Composition and Role

4.1.1 Composition

The Academic Board shall consist of members appointed to the Board by transparent and structured procedures and processes:

- I. The Academic Board membership will be comprised of not less than three and no more than seven members comprising of Non-Executive Members and Executive Members
- II. The independent Chair will be a Non-Executive Member
- III. The majority of the Members should be Non-Executive Members

4.1.2 Tenure

Members of the Academic Board shall be appointed for a tenure of two (2) years but are eligible to be reappointed for additional terms.

4.1.3 Role of the Board

The Academic Board has delegated responsibility from the Board of Directors for the academic governance of MHE. This includes academic policy making, academic administration and oversight of learning and teaching processes. The Academic Board approves academic policy and has responsibility for the oversight of educational objectives of MHE's higher education courses.

The Academic Board members will include experienced higher education providers and professional practitioners. Once established it will include members of MHE's academic staff and representatives of the students and the alumni. The Dean represents management on the Academic Board.

The Academic Board operates independently of the ownership of MHE to assure academic integrity of MHE's courses and has responsibility for the achievement of MHE's educational mission and plans.

4.1.4 Academic Board Member Skills

Members of the Academic Board will require some or all of the following:

- I. Extensive Higher education experience (preferably in a range of settings)
- II. Disciplinary expertise in a particular field of education or range of disciplines
- III. Knowledge and experience in higher education curriculum development
- IV. Experience in high-level educational management and development
- V. Experience in similar organisations or relevant industries

4.1.5 Key Functions, Roles and Responsibilities

The Academic Board will:

- i. Oversee and monitor the quality assurance of all the academic functions of MHE.
- ii. Promote and protect free intellectual inquiry and ensure academic integrity.
- iii. Ensure a culture of scholarship and academic excellence is developed and nurtured throughout MHE.
- iv. Promote excellence in learning and teaching, and approve and review learning and teaching plans.
- v. Oversee all aspects of the development and accreditation and re-accreditation of courses, the admission of students, teaching, assessment and requirements for graduation, awards and scholarships.
- vi. Approve and review academic policies and ensure alignment of MHE procedures and practice with policy.
- vii. Delegate responsibility to a Course Advisory Committee to provide advice on new course proposals, report on applications for accreditation of new courses and re-accreditation of existing courses and review existing courses.
- viii. Delegate responsibility to the Learning and Teaching Committee to monitor and report on key matters related to student progression and quality assurance processes for teaching and learning
- ix. Delegate responsibility to the Board of Examiners to monitor and report on key matters related to student grades, moderation and the validation of assessment results
- x. Consider and recommend any matter referred to the Academic Board by the Board of Directors.
- xi. Approve the graduand list comprising those students who have satisfied the course requirements and are eligible for graduation

4.1.6 Membership

- i. Inaugural membership of the Academic Board shall consist of individuals appointed by the Board of Directors. Subsequently, the Board of Directors will appoint members on the recommendation of the Academic Board.
- ii. The MHE Board of Directors determines membership of the Academic Board based on expertise relevant to the operation of MHE as a higher education provider. Inaugural members will be appointed for a term of two years.
- iii. Members may be drawn from internal academic staff, representatives from alumni and students, academics from other higher education providers, industry practitioners and members of professional bodies or associations.
- iv. The Dean is a member of the Academic Board.
- v. The Academic Board must always have a majority of external members.
- vi. The number of members of the Academic Board shall be no fewer than four.
- vii. The Board of Directors will appoint one of the external members as the independent Chair of the Academic Board.
- viii. Once established, the Academic Board will have a student representative elected by the student body. The student representative will be appointed to Academic Board for 1 year.
- ix. The membership of the Academic Board will be reviewed at least every three years by the Board of Directors.

4.1.7 Addition and Replacement of Member

- i. The appointment of new members or replacement of a member of the Academic Board follows a process of candidate referral and nomination.
- ii. Any existing member of the Academic Board may nominate a new member to add to the Board or replace themselves on the Board.
- iii. Existing members may also nominate themselves for renewal of their term of service, if applicable.
- iv. If applicable, expressions of interest in becoming a member of the Academic Board should include details and evidence of relevant prior experience in similar roles, the highest level of education completed, academic expertise and scholarly track record. The nominated member's expression of interest and CV must be circulated at least five business days before the Academic Board meeting, at which the proposed membership will be considered.
- v. When the term of service for the Chair of the Academic Board is up for renewal, the above nomination process will be adhered to.

4.1.8 Misconduct, Removal and Resignation

In the event that the Chair of the Academic Board becomes aware that a member of the Board may have engaged in misconduct, the Chair will issue a written notice to the member in question advising them of the nature of alleged misconduct and possible repercussions. Following this notice, the matter will be investigated by the Academic Board, and the member in question has the right to respond to the accusation in a hearing. Misconduct may include, but is not limited to:

- i. Repeated failure to attend meetings.
- ii. Repeated failure to engage with discussion during meetings.
- iii. Criminal acts, including fraud and document falsification.
- iv. Unwarranted actions that damage the reputation of MHE.
- v. Unnecessary actions that harm the reputation of members of the Academic Board.
- vi. Breaches of confidentiality.
- vii. Failure to disclose a conflict of interest.

Disciplinary action will be determined based on the severity of the misconduct and may include:

- i. Compulsory attendance to a meeting with the Chair of the Academic Board clarifying the Academic Board member's role and associated expectations.
- ii. Dismissal from the Academic Board.

An Academic Board member may resign from the Academic Board by notice in writing to the Board Chairperson.

4.2 Key Management Personnel – Dean

The Dean is the designated academic leader and administrative officer responsible for the effective and efficient operation of the institution within the policies, directions and plans of MHE. The Dean is expected to establish and maintain a collegial work climate, cooperatively

leading the academic unit towards maintaining an outstanding student experience, improved productivity and relevancy, and ensuring the academic integrity and curricular coherence of all programs delivered by MHE.

The Dean is the public spokesperson on academic matters internal and external to MHE and shall exercise the authority commensurate with the following responsibilities expressly delegated to them. It is understood that the Dean may delegate some duties described below to course coordinators but is ultimately responsible for the effectiveness and quality of their implementation.

4.2.1 Role

- i. The Dean provides academic leadership, has significant authority in student matters from admission to graduation, and plays a leading role in academic quality assurance.
- ii. The Dean works collaboratively with academic staff to foster educational innovation, ensure academic quality, and promote awareness of and adherence to policy and procedures.
- iii. The Dean is a leading member of the Learning and Teaching Committee and Course Advisory Committee. In this capacity the Dean provides a key connection between the MHE's Learning and Teaching Committee, Course Advisory Committee, and the Academic Board.
- iv. The Dean works closely with the Chair of the Academic Board and the course coordinators to establish quality courses for MHE.

4.2.2 Responsibilities

The Dean play a leading role in academic quality assurance activities such as:

- I. oversight of admissions and enrolments, including the provision of course advice and training of course advisors
- II. moderation of assessment
- III. monitoring student unit evaluation outcomes
- IV. accreditation or recruitment of academic staff
- V. course modification
- VI. development, revision and approval of unit records.

5 Course Advisory Committee Terms of Reference

The Academic Board establishes a Course Advisory Committee (CAC) for courses within each discipline area. CACs provide industry and content-specific advice and guidance about developing, reviewing, accrediting and the performance of MHE's higher education courses.

The Course Advisory Committee will:

- i. Consider and advise the Academic Board on developing new courses and reviewing existing courses.
- ii. Seek expert advice to contribute to course development and planning.
- iii. Provide advice on course design and accreditation in the initial development of courses, re-accreditation, or significant review.

- iv. Review course specifications, including assessment protocols, to ensure that they meet standards of rigor and depth appropriate to the award and that course rationale, aims and contents are consistent and reflect best practice.
- v. Receive and comment upon new and revised outlines for units within existing courses.
- vi. Make recommendations regarding learning resources for higher education courses.
- vii. Provide advice to Academic Board on course accreditation documentation for new courses and re-accreditation of existing courses.
- viii. Ensure annual course reports and five-yearly course reviews and monitor outcomes and actions.
- ix. Consider matters referred to the Course Advisory Committee and generate reports and recommendations to the Academic Board.
- x. Draft formal recommendations on issues arising from its meetings and submit them to the Academic Board for consideration.

5.1 Membership

- i. Each Course Advisory Committee will include internal and external members relevant to the discipline, especially those with curriculum design and development expertise. These are drawn from the Academic Board, academic staff, other higher education providers, the professions and industry.
- ii. The Academic Board will appoint members of Course Advisory Committees.
- iii. The Chair shall be the Dean or nominee and will normally be an external member of the Academic Board.
- iv. Members are expected to declare any actual or perceived conflict of interest that might arise in their service on a Course Advisory Committee.

6 Learning and Teaching Committee Terms of Reference

The Academic Board convenes and delegates responsibility to the Learning and Teaching Committee to monitor, report and make recommendations on quality assurance processes for learning and teaching. The Learning and Teaching Committee provides advice on policy and practice and is responsible for implementing academic policies and procedures that ensure academic operations meet quality educational standards.

The Learning and Teaching Committee will:

- i. Initiate learning and teaching initiatives and processes to support excellence in all academic activities.
- ii. Monitor, review, and promote the effectiveness of learning, teaching, and assessment practices.
- iii. Ensure academic staff are appropriately qualified and skilled to deliver courses.
- iv. Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes.
- v. Review annual reports relating to course data.
- vi. Develop approaches for learning and teaching pedagogies at the MHE.
- vii. Provide input to and assist with the implementation of policies relevant to learning and teaching.
- viii. Provide advice to the Academic Board on any matter concerning learning and teaching.

- ix. Make recommendations to the Academic Board on changes to existing courses, including matters on delivery.
- x. Review and advise on learning and teaching facilities and make recommendations on learning resources needed to support MHE's courses delivery.
- xi. Receive reports and review statistics relating to the granting of credit, student appeals against assessment, grievances, discipline and misconduct.
- xii. Undertake benchmarking of course outcomes according to MHE's Benchmarking Policy
- xiii. Develop an annual Professional Development Plan for academic staff to support staff expertise and engagement in scholarly activity.
- xiv. Ensure the provision of regular opportunities for student feedback on units to support continuous improvement in the quality of teaching.
- xv. Monitor and review student support strategies implemented to ensure student success and develop plans to support quality student educational experience, student participation and success.
- xvi. Provide advice or recommendations to the Academic Board on strategic directions for the MHE for student academic experience, participation, and success.

6.1 Membership

The membership of the Learning and Teaching Committee will comprise:

- I. The Dean (Chair)
- II. Course coordinator(s)
- III. Academic Staff Members
- IV. External Members
- V. Student representative

7 Board of Examiners

The Board of Examiners has delegated power from the Academic Board to monitor and report on key matters related to student grades, moderation and the validation of assessment results. No students may be nominated to be a member of, attend, or take part in, any Board of Examiner proceedings.

Terms of Reference:

- I. Convene to recommend to the Academic Board the release of final unit marks and grades.
- II. Oversee the moderation of final marks and grades in accordance with MHE's policies and procedures.
- III. Review reports from unit coordinators for units identified for further monitoring.
- IV. Analyse and monitor grade distribution for courses, and units each term to ensure comparability with other higher education institutions.
- V. Determine student eligibility to graduate and recommend the award conferral list to the Academic Board.
- VI. Recommend the Dean's Merit Awards and awards for academic excellence to the Academic Board.

- VII. Approve the list of students identified for academic caution and at risk under the Course Progress and monitoring Policy.
- VIII. Monitor assessment policies and procedures to ensure alignment with current learning and teaching approaches
- IX. Prepare regular reports to the Academic Board on all matters relevant to these Terms of Reference.

7.1 Membership

The membership of the Board of Examiners Committee will comprise:

- I. The Dean
- II. The Course Coordinator(s)
- III. The Unit Coordinators
- IV. The Discipline Experts
- V. The Registrar

8 Senior Management Team

The Senior Management Team assists the CEO in the day-to-day running of MHE and implementation of institutional plans and strategies. The CEO convenes and is supported by the Senior Management Team.

The Senior Management Team will:

- i. Exercise executive decision-making and coordination aligned with MHE's plans.
- ii. Implement and monitor policies and procedures to enable the efficient running of MHE.
- iii. Ensure that MHE maintains a quality assured operational environment for all stakeholders, including students, educators and staff.

8.1 Membership

The following applies to the membership of the Senior Management Team:

- i. Membership of the Senior Management Team is aligned to key staff positions such as compliance manager, marketing manager, registrar.
- ii. The Chair of the Senior Management Team is the CEO.
- iii. The members of the Senior Management Team are obligated to preserve any commercial-in-confidence information.

8.2 Frequency of Meetings

The Senior Management Team meets at least monthly with a timetable of dates published annually. The CEO may convene a special meeting at any time with reasonable notice.

8.3 Review of Terms of Reference

The Senior Management Group may review and amend these Terms of Reference at any time. Amendments approved by the Senior Management Group must be submitted to the Board of Directors for ratification.

9 Frequency of Meetings

A calendar of meetings will be published annually. Meetings may occur using technology.

Board of Directors	There will be at least three meetings per year.
Audit, Risk and Compliance Committee	There will be at least three meetings per year.
Academic Board	There will be at least three meetings per year.
Learning and Teaching Committee	At least once each trimester
Course Advisory Committee	At least twice per year
Board of Examiner	At least three per year

10 Review of Terms of Reference of Committees

The Board of Directors may review and amend the Terms of Reference of Committees at any time. The Academic Board may also review and amend the Terms of Reference of the Academic Board and its standing Committees, the Learning and Teaching Committee and Course Advisory Committee and make recommendations to the Board of Directors. The Board of Directors must ratify amendments recommended by the Academic Board. Any changes in membership must meet the necessary regulatory requirements.

11 Standing Orders

Each governance Board or Committee is subject to the following standing orders with respect to the conduct of meetings.

11.1 Definition and Conditions of Membership

- i. Members must not make any public statement or political comment and shall not purport to speak on behalf of MHE.
- ii. Members are required to declare to the Chair any actual or perceived conflict of interest that might arise in their service.
- iii. Members must act in the best interests of MHE as a whole and its student body, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them.
- iv. Members must exercise appropriate care, act honestly and in good faith and must not misuse their position to gain an advantage for themselves or anybody else.

11.2 Convening of Meetings

- i. Meetings will be held by the meeting schedule indicated for the relevant Committee.
- ii. The agenda shall be circulated to each member at least seven days before the meeting. The Chair may permit additional business to be tabled at the meeting.
- iii. All agenda items, notices of motion, reports or other business must be submitted in writing to the committee secretary and chair, normally 7 days before the scheduled meeting. Matters submitted after this time may be accepted at the discretion of the Chair.
- iv. Where urgent action is required between scheduled meetings, the Chair may act executively on behalf of the Committee but will report all such activities to the next scheduled meeting of the Committee.

- v. The Chair may cancel the meeting if there is an insufficient business and inform members at least three days before the scheduled date of the meeting.
- vi. If a quorum is not present, the Chair may exercise discretion and allow the meeting to proceed informally and make recommendations to be ratified by a future meeting.
- vii. Where an urgent decision by the Committee is required, the Committee can transact this business out of session by circulating papers among the members with a resolution in writing approved in writing by most of the members, which can be taken as a decision of the Committee.
- viii. Meetings of a Committee can be undertaken using technology.

11.3 Order of Business

The normal order of business shall be:

- i. Acknowledgment of Country
- ii. Welcome and confirmation of agenda items.
- iii. Matters of material interest declarations
- iv. Confirmation of the minutes of the last meeting after any amendments.
- v. Business and actions arising from the minutes of the previous meeting.
- vi. Report from the Chair.
- vii. Reports from executive members.
- viii. Matters for discussion and decision.
- ix. Matters for noting.
- x. Other business.
- xi. Confirmation of next meeting date and time.

A Committee can choose to vary the normal order of business.

11.4 Quorum

A quorum will be 50% of the Committee membership.

11.5 The Chair

The Chair shall:

- i. Conduct meetings in the manner indicated by the standing orders and give all members present an opportunity to speak and vote on the business of the meeting.
- ii. Exercise discretion in all matters and ensure that the sense of the meeting is followed adequately about the business before the meeting.
- iii. Set motions and amendments to the vote and declare the result of the vote.
- iv. Maintain order in the discussions and debates of motions and amendments.
- v. Accept only motions and amendments which are expressed clearly.
- vi. Accept any amendments that are presented in proper form and relate to the motion under discussion.
- vii. Not adjourn a meeting to prevent it from coming to a decision.

11.6 Members

A member of the Committee may not, without the approval of the Chair, discuss with, or disclose to, a person not a member of the Committee:

- i. any matter listed as confidential on the business papers or in the minutes of the Committee
- ii. any matter concerning another member of the Committee
- iii. any business negotiation or other financial matter which might allow a person to profit
- iv. other issues which the Committee or the Chair may decide are sensitive to the image, reputation, or interests of MHE.

A member of the Committee shall:

- i. speak only to the matter before the meeting
- ii. not make offensive statements
- iii. obey the Chair on questions of order during the meeting and
- iv. not disclose how other members have voted on specific motions or amendments.

11.7 Rules of Debate

Unless ruled otherwise by the Chair or resolved by the Committee, the Committee will conduct its business as follows:

- i. Any member desiring to speak at a meeting shall gain the Chair's attention, and when called upon by the Chair shall address the Chair.
- ii. A member may speak more than once on any matter at the discretion of the Chair.
- iii. The proposer of a motion will speak to the motion.
- iv. A motion or amendment before the Chair shall not be withdrawn except by its mover and by leave of the meeting. No motion shall be withdrawn while any amendment is under discussion or after any amendment has been adopted.
- v. No member other than the proposer of a motion or an amendment shall speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the minutes.
- vi. In the absence of a member who has given notice of motion, a motion shall lapse unless another member present is prepared to move it.
- vii. Debate shall occur only on a formal motion before the Chair or an amendment to such a motion.
- viii. The Chair may participate in a debate before the right of reply has been exercised.
- ix. The Chair shall, as far as practicable, call on speakers for and against a motion or amendment alternatively, subject to the right of the seconder to speak immediately after the mover. If two consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or the amendment shall, subject, in the case of a motion, to the mover's right of reply, be put without further debate.
- x. The Chair will put any motion or amendment by show of hands or ballot once they are of the opinion that it has been discussed fully.
- xi. In the case of a tied vote the Chair has the casting vote.
- xii. No member may speak to a motion, except to raise a point of order, after it has been put by the Chair and the show of hands or ballot has been taken.
- xiii. An amendment that is a direct negative of the motion shall not be allowed.

- xiv. When an amendment is before the Chair, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.
- xv. If an amendment is carried, an amendment which is substantially the same as the original motion is out of order.
- xvi. If the amendment is defeated, an amendment that is substantially the same as that amendment is out of order.

11.8 Secretariat

MHE may appoint a committee secretary responsible for distributing agendas and papers to members before meetings and recording, preparing, and distributing the minutes of each meeting. Agenda and papers for meetings will be distributed to members at least two weeks before any meeting. Minutes of each meeting will be available for ratification by the Chair no later than 7 days after each meeting. Unconfirmed minutes will be distributed to members after approval by the Chair for approval at the next meeting.

11.9 Minutes

- i. The committee secretary will record the minutes of all meetings and distribute to members generally within two weeks of the Committee meeting.
- ii. The minutes will generally record the following details from each meeting:
 - a) The date, time and place of the meeting.
 - b) The names of the Chair, members present, apologies and any persons invited to the meeting.
 - c) A summary of the business conducted, including motions and amendments put, together with the results of each vote.
 - d) The date, time and place for the next meeting.
- iii. The minutes of each meeting shall be distributed prior to the following meeting: they shall be submitted for confirmation in terms of their accuracy. The meeting must agree on any amendments before the 'minutes are confirmed as amended'.
- iv. The Chair shall sign the confirmed minutes as a true and accurate record of the proceedings of the previous meeting.

12 Induction and Professional Development of Members

All Committees will establish a program of induction for members to build the Committee's expertise and ensure that all members are aware of the nature of their duties and responsibilities.

Each Committee will put in place a process to assess its performance at regular intervals and identify skills needed and expertise for the future.

13 Annual Self Review of Board of Directors and Academic Board

The Board of Directors and the Academic Board will undertake a self-review every year. The review will provide the Board of Directors and Academic Board with feedback on how they see themselves performing in relation to the effectiveness of Board of Directors and Academic Board and Compliance with the requirements of the Higher Education Standards.

14 Periodic Independent Review of Corporate and Academic Governance

Every 5 years an independent review of Board of Directors and Academic Board will be undertaken. The review will provide the Board of Directors with advice concerning the effectiveness of the Board of Directors and Academic Board and compliance with the requirements of the Higher Education Standards Framework.