



**Governance
Academy**



Governance Institute of Australia Ltd ABN 49 008 615 950

Academic Board Charter

1 Purpose

The Academic Board is a committee of the Board of Directors of Governance Institute of Australia Ltd (**Governance Institute**) established under Rule 23(a)(i) of its Constitution to assist the Board in discharging its responsibilities for academic governance. The Academic Board oversees all academic activities and matters at Governance Institute and has the principal responsibility to oversee and maintain the highest standards in teaching, scholarship and research.

2 Aims and Objectives

- 2.1 The Academic Board is responsible for academic policymaking, academic management and oversight of learning and teaching to ensure Governance Institute's education objectives are met. The Academic Board will:
- a) provide quality assurance in relation to learning and teaching and higher education courses;
 - b) provide oversight of compliance obligations in relation to learning and teaching and higher education courses;
 - c) develop and provide oversight of:
 - i. academic policies, quality processes and regulations in relation to higher education courses;
 - ii. academic plans and related academic development and evaluation strategies;
 - d) receive and consider reports to be provided to external parties including without limitation, the Chartered Governance Institute (CGI) and the Tertiary Education Quality and Standards Agency (TEQSA);
 - e) consider and make decisions on all aspects of the development and accreditation or re-accreditation of higher education courses, the admission of students, teaching, assessment and requirements for graduation, prizes, awards and scholarships;
 - f) in respect of research and ethics, ensure that all research is conducted in accordance with the National Statement on Ethical Conduct in Human Research;
 - g) advise the Governance Institute Board on the academic aspects of Governance Institute's strategic and operational planning of education;
 - h) ensure a culture of scholarship and academic excellence is developed and nurtured within academic staff;
 - i) conduct regular reviews of its higher education courses; and
 - j) report to the Governance Institute Board as required.
- 2.2 The Academic Board will have oversight of the following through regular reporting from Management:
- a) academic profile;
 - b) development, maintenance and enhancement of high standards in learning and teaching, and governance community outreach;

- c) principles and guidelines for the conduct and enhancement of academic activities;
- d) improvement of the student learning environment and opportunities, including postgraduate supervision;
- e) development and review of standards for the appointment of academic staff;
- f) academic priorities and policies for consideration in planning for academic activities;
- g) development of quality and standards in the links and affiliations with other academic institutions or other organisations; and
- h) development of codes of academic conduct for students and staff.

2.3 The Academic Board is responsible for overseeing that Governance Institute, an 'Institute of Higher Education', complies with the Tertiary Education Quality and Standards (TEQSA) Higher Education Standards Framework (Threshold Standards) 2021, specifically Standard 6.3: Academic Governance:

- A. Processes and structures are established, and responsibilities are assigned that collectively:
 - a) achieve effective academic oversight of the quality of learning and teaching;
 - b) set and monitor institutional benchmarks for academic quality and outcomes;
 - c) establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered; and
 - d) provide competent advice to the corporate governing body and management on academic matters, including advice on academic outcomes, policies and practices.
- B. Academic oversight assures the quality of learning and teaching effectively, including by:
 - a) developing, monitoring, and reviewing academic policies and their effectiveness;
 - b) confirming that delegations of academic authority are implemented;
 - c) critically scrutinising and approving, or advising on approving, courses of study and their associated qualifications;
 - d) monitoring and initiating action to improve performance against institutional benchmarks for academic quality and outcomes;
 - e) critically evaluating the quality and effectiveness of educational innovations or proposals for innovations;
 - f) evaluating the effectiveness of institutional monitoring, review, and improvement of academic activities; and
 - g) monitoring and reporting to the corporate governing body on the quality of learning and teaching.
- C. Students have opportunities to participate in academic governance.

2.4 Subject to any direction from the Governance Institute Board, the Academic Board is also responsible for advising the Governance Institute Board on academic aspects of Governance Institute's strategic and operational planning in relation to education and training.

3 Policies

The Academic Board is responsible for policies including but not limited to:

- a) monitoring and reviewing key parameters and performance indicators for academic planning and academic quality improvement processes;
- b) courses and subjects;
- c) academic scholarships and prizes;
- d) academic awards, including minimum standards and credit points for subjects;
- e) admission, enrolment, assessment and examination of students;
- f) student progress;

- g) student academic discipline; and
- h) course structures, titles and component names

The Academic Board has authority to consider and approve certain policies as delegated under the Governance Institute of Australia Policy Framework from time to time.

4 Authority

The Governance Institute Board has authorised the Academic Board, within the scope of responsibilities set out in this Charter, to:

- a) perform the activities required to address its responsibilities and with the exception of those items where the Academic Board has decision making authority, make recommendations to the Governance Institute Board;
- b) select, engage, terminate and approve the fees and other terms and conditions of the engagement of special or independent experts and other advisors as it deems necessary to carry out its duties, capped at the level of the Chief Executive Officer's delegated authority, and if in excess, to be referred to the Governance Institute Board;
- c) have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.

5 Membership

5.1 The Academic Board consists of:

- a) appointed members (appointed, as specified herein);
- b) ex officio members (members appointed based on the positions they hold); and
- c) student representative members.

5.2 Appointed members of the Academic Board are:

- a) appointed by the Academic Board (except for the Chair who is appointed by the Board of Governance Institute);
- b) the Chair (Education Director);
- c) academic members who have expertise for governance and higher education and training, as specified in the Academic Board capability matrix, and are members of Governance Institute and/or hold an academic appointment; and
- d) able to devote the required time and attention to prepare for and attend Academic Board meetings.

5.3 Ex officio members of the Academic Board are:

- a) the Chair of Governance Institute;
- b) the Chief Executive Officer of Governance Institute; or
- c) representative nominated by the ex officio member to attend Academic Board meetings in their place.

5.4 Student representative members of the Academic Board who can represent the student perspective in all aspects of Academic Board business, excluding the consideration of student results, include:

- a) a current student of a Governance Institute postgraduate course nominated at the commencement of the academic year and appointed by the Academic Board; and
- b) a recent graduate of a Governance Institute postgraduate course nominated at the commencement of the academic year and appointed by the Academic Board.

5.5 The Company Secretary of Governance Institute is responsible for ensuring the smooth functioning of the Academic Board including general administration, minuting, and maintaining records.

- 5.6 Subject to clause 5.8, members hold office for a period of:
- a) Chair – whilst a member of the Board of Governance Institute;
 - b) academic members – three (3) years (eligible to re-nominate or be re-appointed);
 - c) student representatives – two (2) academic years; and
 - d) ex officio members – continue to be members while they remain in post.
- 5.7 The position of an appointed member of the Academic Board becomes vacant where the member:
- a) ceases to be qualified to hold the position to which they have been appointed; or
 - b) resigns by notice in writing to the Chair of the Academic Board (or the Board of Governance Institute in the case of the Chair); or
 - c) is absent from three (3) consecutive meetings of the Academic Board, without leave having been granted by the Academic Board; or
 - d) is removed from office by the Governance Institute Board.
- 5.8 If an appointed member requires a period of leave, a temporary replacement can be approved by the Academic Board.
- 5.9 If there is a casual vacancy in the office of an appointed member the following provisions apply:
- a) another person may be appointed to the position;
 - b) where a person is appointed to fill a casual vacancy, they hold office for the remainder of the term of office of the original member.

6 Meetings

- 6.1 The Academic Board will meet at least four (4) times per year. Urgent matters can be dealt with in between meetings by means approved by the Academic Board.
- 6.2 A quorum consists of 50% of the membership plus one.
- 6.3 The agenda and supporting papers are to be delivered to Academic Board members by the Academic Board Secretary at least seven (7) days in advance of each meeting. Late papers may be accepted only with the consent of the Academic Board Chair.
- 6.4 Meetings and the proceedings of the Academic Board are governed by the provisions of the constitution of Governance Institute regulating meetings and proceedings of its Board.
- 6.5 An Academic Board meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 6.6 In the absence of the Chair (or their properly appointed delegate), the members will elect one of their number as Chair of that meeting.
- 6.7 The Academic Board may invite employees of Governance Institute or external advisors to all or part of a meeting, as it deems necessary or appropriate.
- 6.8 Decisions of the Academic Board may be made:
- a) at a duly called and constituted meeting; or
 - b) by a resolution in writing notified to all members of the Academic Board and approved by at least 75% of the members of the Academic Board who are entitled to vote on the resolution. A member's approval may be evidenced by a hard copy or electronically scanned signature or by email.
- 6.9 If a person has a material personal interest in a matter that is being considered at a meeting, they must not be present for consideration of that matter unless the interest has been fully disclosed to the Academic Board and the Academic Board agrees that person may be present. An Academic Board member with a material personal interest in a matter shall not vote on that matter.

- 6.10 In voting to determine a matter, an absolute majority is required. All members of the Academic Board are entitled to vote including appointed members, ex officio members, and student representative members. In the event of a tied vote the matter can be further discussed, at the discretion of the Chair. If the vote remains tied, the Chair has a casting vote.
- 6.11 The Academic Board meetings have standing agenda items to ensure the Academic Board meets its obligation to assure the quality of learning and teaching, measured through key indicators including the TEQSA risk report and the Quality Indicators for Learning and Teaching (QILT) Student Experience and Graduate Outcomes surveys.

7 Minutes

- 7.1 Minutes are to be prepared for each Academic Board meeting.
- 7.2 The draft minutes of each Academic Board meeting are to be reviewed by the Academic Board Chair and circulated to all Academic Board members by the Academic Board Secretary as soon as practicable but no later than the distribution date for the papers for the next Academic Board meeting.
- 7.3 The Academic Board must confirm the minutes of each Academic Board meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).
- 7.4 A copy of the minutes once they have been reviewed by the Academic Board Chair must be included in the papers for the next Governance Institute Board meeting.

8 Reporting Responsibilities

In addition to providing the Governance Institute Board with a copy of the minutes of its meetings the Academic Board will through its Chair, report to the Governance Institute Board on its meetings and make appropriate recommendations for approval by the Governance Institute Board.

9 Evaluating Performance

In order to ensure that the Academic Board is fulfilling its duties, it will:

- a) undertake an annual assessment of its performance against the requirements of this Charter and provide that information to the Governance Institute Board;
- b) provide any information the Governance Institute Board may request to facilitate its review of the Academic Board's performance and its members; and
- c) obtain feedback from the Governance Institute Board on the Academic Board's performance on an annual basis and implement any agreed actions.

10 Subcommittees

- 10.1 The Academic Board may, on approval from the Governance Institute Board, establish subcommittees to assist it in the carrying out of its functions. The Academic Board must oversee and coordinate advice from its subcommittees by:
- a) receiving, considering and responding to regular reports from the standing subcommittees on their objectives and activities;
 - b) implementing academic policy and Academic Board decisions;
 - c) referring to standing subcommittees matters for their consideration and reporting back to the Academic Board;
 - d) prescribing, where practicable, procedures for the standing subcommittees' deliberations and reports; and
 - e) facilitating where appropriate, consultation among the standing subcommittees.
- 10.2 The terms of reference including the role, function, and membership categories of the subcommittees of the Academic Board are as approved and/or amended by the Academic Board from time to time.

10.3 The composition and Chair of each subcommittee will be determined by the Academic Board and the Chair must be an Academic Board member.

11 Review of the Academic Board Charter

11.1 Any modifications to or replacements of this Charter must be approved by the Board of Governance Institute.

11.2 The Governance Institute Board shall review the Charter at least every two (2) years or as required.

Approved by Governance Institute Board on 1 February 2024