

## Appendix A

### Governance Institute of Australia Ltd

**A.B.N. 49 008 615 950**

### Education Committee Charter

#### 1 Purpose

- 1.1 The Education Committee (**Committee**) is a committee of the Board of Directors of Governance Institute of Australia Ltd (Governance Institute) established under clause 23(a) of Governance Institute's constitution to assist the Board in discharging its responsibilities by monitoring and advising on Governance Institute's education programs for students, members, subscribers and others.
- 1.2 The Committee also exercises such powers and performs such other functions as may be delegated to it by the Board from time to time.

#### 2 Membership

- 2.1 The Board appoints the members of the Committee and its Chair, and delegates the appointment of the student representative to the Education Committee.
- 2.2 Members of the Committee must be members of Governance Institute, hold an academic appointment, or in the case of the student representative, be a current student of a Governance Institute postgraduate course.
- 2.3 The Committee comprises a minimum of four (4) members and a maximum of eight (8) members.
- 2.4 Each Committee member is expected to:
- have and maintain a good working knowledge of:
    - issues which affect and are of interest to Governance Institute members; and
    - best practice and current trends in professional education programs and other aspects of Governance Institute's education programs; and
  - have the capacity to devote the required time and attention to prepare for and attend Committee meetings.
- 2.5 The National Director of Education and Training of Governance Institute is the Secretary to the Committee.
- 2.6 A student representative shall be appointed for the term of one year. Nominations are to be sought from the student cohort at the commencement of semester one of each year or as close as possible, and the final selection made by Education Committee. The student representative may participate in all aspects of Education Committee meetings but must leave the room during

discussion around results. Only current students actively studying Governance Institute postgraduate programs are eligible.

### **3 Meetings**

- 3.1 In any year the Committee must meet no less than four times with at least one meeting being held face-to-face.
- 3.2 Any Committee member may, and the Committee Secretary, at the request of a Committee member must, convene a meeting of the Committee.
- 3.3 The agenda for Committee meetings is determined by the Committee Chair but must include any item of business of the member who requested the meeting under 3.2
- 3.4 The agenda shall be provided to Committee members by the Committee Secretary at least seven (7) days in advance of each meeting. Supporting papers should be provided at the earliest opportunity they become available and may be presented at the meeting with the permission of the committee Chair.
- 3.5 Meetings and the proceedings of the Committee are governed by the provisions of the constitution of Governance Institute regulating meetings and proceedings of the Board.
- 3.6 A Committee meeting may be called or held using any technology consented to by each member. The consent may be a standing one.
- 3.7 A quorum for any meeting is any three (3) members of the Committee.
- 3.8 In the absence of the Committee Chair (or their properly appointed delegate), the members will elect one of their number as Chair of that meeting.
- 3.9 The Committee may invite other people including employees of Governance Institute and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.
- 3.10 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 Committee and the Committee agrees that the employee or other person may be present. A Committee member with a material personal interest in a matter shall not vote on that matter.
- 3.11 Decisions of the Committee may be made:
- at a duly called and constituted meeting; or
  - by a resolution in writing notified to all members of the Committee and approved by at least 75% of the members of the Committee 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.

### **4 Minutes**

- 4.1 Minutes are to be prepared for each Committee meeting.
- 4.2 The draft minutes of each Committee meeting are to be reviewed by the Committee Chair and circulated to all Committee members by the Committee Secretary as soon as practicable but no later than the distribution date for the papers for the next Committee meeting.
- 4.3 A copy of the minutes once they have been reviewed by the Committee Chair must be included in the papers for the next Board meeting.
- 4.4 The Committee shall consider and adopt the minutes of each Committee meeting at its next meeting (or the next practicable meeting if the minutes are not available at the next meeting).

## **5 Responsibilities**

In performing its role, the responsibilities of the Committee include, but are not limited to:

- 5.1 Providing strategic advice to the Board of Governance Institute of Australia Ltd on policy matters in relation to:
  - Governance Institute's postgraduate and other education programs; and
  - the educational requirements for membership of ICSA and GIA; and
  - educational and other developments that may impact upon the implementation of ICSA's International Qualifying Scheme in Australia.
- 5.2 Acting as an Academic Board with respect to the academic oversight of the three postgraduate courses, Graduate Diploma of Applied Corporate Governance, Graduate Certificate of Applied Risk Management and Graduate Diploma of Applied Risk Management and Corporate Governance, including the assessment of students and the approval of results.
- 5.3 The Committee has the responsibility and authority to establish, review and implement policies with respect to the teaching, delivery and assessment of Governance Institute's postgraduate education program. When acting in this capacity, the Committee has full autonomy in its academic decision-making.
- 5.4 Authorising the National Director of Education and Training to ascertain those students who have completed all requirements for the Graduate Diploma and to provide Governance Institute with the relevant particulars in order to enable the Board to resolve to award the requisite qualification to graduands.
- 5.5 Assisting in the promotion by Governance Institute of the postgraduate educational programs..
- 5.6 Assisting management of Governance Institute in identifying and taking advantage of technological developments in the delivery of education programs, including through Governance Institute's web site and through new technologies permitting more targeted interactions with and between students, members, subscribers and other stakeholders.
- 5.7 Assisting management of Governance Institute in identifying and accessing the technical expertise of members and subscribers of Governance Institute to assist in delivering Governance Institute's education programs.
- 5.8 Assisting and advising the management of risks to Governance Institute arising out of the provision of education programs to students, members, subscribers and others and ensuring that Governance Institute has in place appropriate systems and processes to manage and protect the intellectual property in its education programs.
- 5.9 Performing any other duties and undertaking or overseeing any specific projects as requested by the Board from time to time.

## **6 Assessment Review Panel**

- 6.1 The Committee must establish a sub-committee, to be called the Assessment Review Panel (ARP), to function in accordance with the terms of reference and guidelines for the Australian Division of ICSA prescribed by the International Qualifying Scheme.
- 6.2 The ARP must investigate and report to the Committee on the integrity of the assessment process, including the drafting and moderation of all assignments and examination papers, and make recommendations on assessment results.

## **7 Academic Misconduct and Assessment Appeals Committee**

- 7.1 The Committee must establish a sub-committee, to be called the Academic Misconduct and Assessment Appeals Committee (AMAAC) to function in accordance with the terms of reference and guidelines approved by the Committee.
- 7.2 The AMAAC must consider allegations of academic misconduct and appeals by students against the award of subject grades or marks.

## **8 Authority**

- 8.1 The Board has authorised the Committee, within the scope of responsibilities set out in this Charter, to perform the activities required to address its responsibilities and make recommendations to Governance Institute management and the Board; and have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter. This authorisation does not extend to expenditure or otherwise incurring obligations on behalf of Governance Institute unless expressly authorised by the Board.

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## **9 Reporting Responsibilities**

- 9.1 In addition to providing the Board with a copy of the minutes of its meetings the Committee will through its Chair, report to the Board at least annually and as appropriate make recommendations to the Board.

## **10 Evaluating performance**

- 10.1 In order to ensure that the Committee is fulfilling its duties, it will:
- Undertake an annual assessment of its performance against the requirements of this Charter and provide that information to the Board.
  - Provide any information the Board may request to facilitate its review of the Committee's performance and its members.
  - Obtain feedback from the Board on the Committee's performance on an annual basis and implement any agreed actions.

## **11 Review of the Committee Charter**

- 11.1 Any modifications to or replacements of this Charter must be approved by the Board.
- 11.2 The Board shall review the Charter every two (2) years or as required, after the annual performance assessment, or when confirming Committee members.