Governance Framework

1. GOVERNANCE SUMMARY

Acknowledge Education Pty Ltd is committed to governance practices that allow the company to effectively and efficiently meet its objectives and goals, to remain a challenging and relevant leader in the education sector and to continue to meet its regulatory and financial obligations and responsibilities.

Acknowledge Education's governance framework is defined by the core roles and responsibilities of the three principal bodies for institutional governance:

Board of Directors is the corporate governing body which sets overall strategic directions and the policies and processes necessary to achieve institutional objectives and performance targets and to sustain the quality of higher education that is offered. It is ultimately responsible to shareholders and stakeholders for both corporate and academic outcomes. The Board of Directors assures itself that the organisation is financially viable and has the capacity to continue to apply sufficient financial and other resources to maintain viability of the entity and its business model, to meet and continue to meet the requirements of the *Higher Education Standards Framework (Threshold Standards) 2015*. It is accountable for all of the operations in or from Australia, including accountability for the award of higher education qualifications and the accuracy and integrity of its representation directly or through agents and other parties.

Academic Board is the academic governing body which sets and oversees the policies and processes necessary to achieve intended academic outcomes consistent with Acknowledge Education's overall strategic directions. The Academic Board is constituted with independent members who provide independent academic advice for informed and competent decision making and direction setting. Academic Board sets academic standards and monitors academic outcomes. It is delegated responsibility by the Board of Directors and is accountable to the Board of Directors for academic outcomes. The meetings of the Academic Board are attended by elected student representative(s) to ensure that the student body has a voice and participates in the deliberative and decision-making process of the organisation.

Executive Management includes the Chief Executive Officer and other senior executives and managers, and the Dean. The Executive Management is responsible for implementing policies, programs and processes, including the making of decisions about staffing, budgets, infrastructure, etc. It is delegated responsibility by the Board of Directors and is accountable to the Board of Directors for effective implementation of both corporate and academic objectives. The Chief Executive Officer is ultimately responsible for the staffing in the organisation and may delegate decision making on staffing and budgeting to other members of the Executive Management.

2. GOVERNANCE PRINCIPLES AND OBJECTIVES

2.1 Objectives, goals and values

Acknowledge Education's operations are governed in adherence with the objectives, goals and values set out in the Mission and Goals Statement and elsewhere, and always with regard to the primary purpose of education.

2.2 Principles of governance

Governing bodies must be established, perform functions and exercise duties in accordance with Terms of Reference endorsed by the Board of Directors.

Terms of Reference of governing bodies must be regularly reviewed to ensure their continuing relevance to the operations of Acknowledge Education and their effectiveness in informing continuous improvement.

Members of Acknowledge Education's governing bodies and of senior management must act with integrity and diligence in accordance with their roles as the instruments by which the organisation may achieve its mission, objectives, goals and values.

Members of governing bodies and of senior management must at all times act in accordance with all relevant laws, educational industry standards, regulations and codes, principles of good governance, accepted community and ethical standards, and internally established policies and procedures.

2.3 Conduct and responsibilities of members of governing bodies and members of senior management

Members of governing bodies and members of senior management must be fit and proper persons. They are expected to comply with the spirit, as well as the letter, of the law and the principles of this governance framework.

Members of governing bodies and members of senior management must:

- act for Acknowledge Education's benefit
- act with skill, care and diligence
- fulfil their fiduciary duty to Acknowledge Education
- make appropriate enquiries to ensure Acknowledge Education is operating efficiently and legally to meet its objectives, values and goal
- undertake diligent analysis of all reports and proposals placed before them
- demonstrate commercial reasonableness in their decisions
- discharge their duties in good faith and honest
- give generously of their skill and expertise.

  Members of governing bodies and members of senior management must not:
- use the powers of their office for an improper purpose
- allow personal interests to conflict with Acknowledge Education's interests
- allow the interests of their associates to conflict with Acknowledge Education's interests
- engage in conduct likely to discredit Acknowledge Education or likely to bring Acknowledge Education or the sector in which it operates into disrepute
- make improper use of information gained through their position.

Members of governing bodies and members of senior management will act in a manner that best enables the effective and efficient functioning of the bodies to which they belong or performance of the office they occupy.

To this end during formal meetings and the conduct of business they must:

- accord other members of governing bodies, all staff members and students respect, and respect their view
- act in a professional manner
- actively raise and address issue
- not reproach others for expressing views or opinions
- minimise tangential conversation and chatter that detracts from operational conversations
- refrain from interruption or interjection
- employ good judgment, common sense and tact when discussing potentially sensitive or highly contentious issues.

2.4 Meetings of governing bodies

Meetings of governing bodies must be held regularly to allow members to obtain and exchange information with other members, obtain and exchange information with members of senior management and other governing bodies who may be present, and make formal decisions.

An agenda must be prepared for each meeting to efficiently lead discussion.

Any documents to be presented for review or approval of members of governing bodies should be prepared and presented a reasonable time in advance of meetings to enable informed decisions and discussion.

Minutes of meetings must be prepared, approved and kept.

2.5 Application, review and amendment

2.5.1 Application

This Governance Framework comes into effect immediately on ratification. This Framework applies until superseded by a subsequently ratified version.

This document supersedes any previous version and while in effect prevails over any conflicting document.

2.5.2 Internal Review

This Governance Framework must be reviewed on an ongoing basis to ensure continuing relevance to the operations of Acknowledge Education, ensure that the organisation meets and continues to meet the requirements of the *Higher Education Standards Framework* and effectiveness, and as a tool informing continuous improvement.

2.5.3 External Review

In addition to ongoing informal reviews, independent reviews of this Governance Framework must be conducted at least every seven years as required by Domain 6.1.3(d) of the Higher Education Standards Framework (Threshold Standards) 2015. It is to assess the effectiveness of the governing body and academic governance processes to ensure that the finding of the review is considered by the organization and that agreed actions are implemented.

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 |RTO 4112 |SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   3
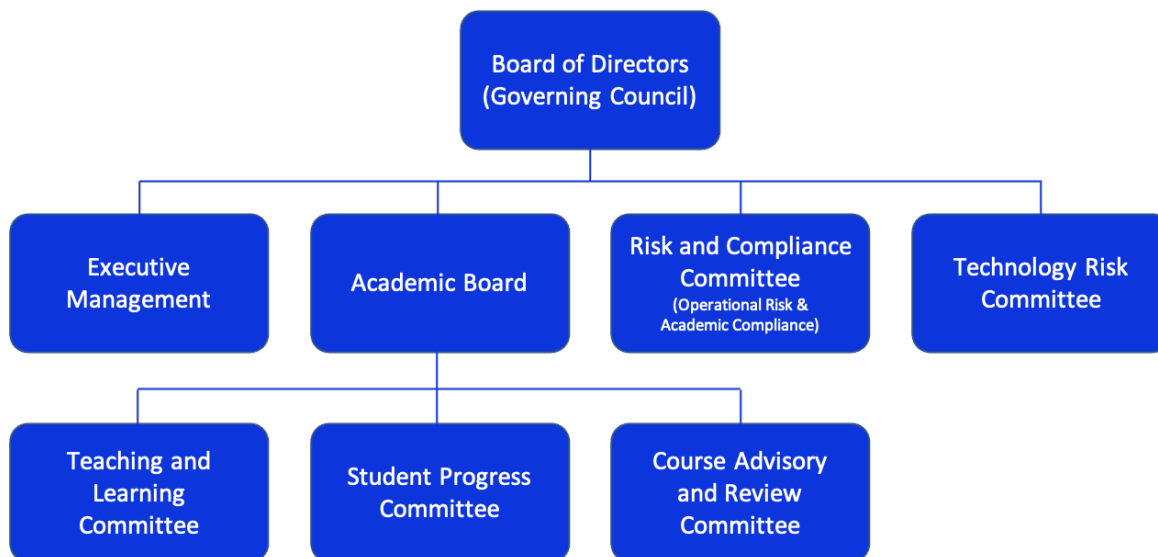
2.5.4 Amendment

This Governance Framework may be amended by approval of the Board of Directors.

Any amendment of this Governance Framework must comply with all relevant Commonwealth and State laws and regulations.

2.6 Diagram – governance structure

3. BOARD OF DIRECTORS - TERMS OF REFERENCE

3.1 Introduction

The Board of Directors takes ultimate responsibility to the shareholders and stakeholders for both corporate and academic outcomes. It bears overarching responsibility for the management and operation of Acknowledge Education.

The Board of Directors is composed to have access to the full range of skills and experience required for the effective governance of the organisation. The Board of Directors must comprise of persons who are fit and proper persons, and at least two members must be ordinary residents in Australia.

The composition includes independent members who provide independent corporate and academic advice for informed and competent decision making and direction setting.

The Board of Directors bears responsibility for:

- ensuring that Acknowledge Education is compliant with all relevant Commonwealth and State laws and regulations, and specifically that all members of the Board of Directors exercise all directors' duties established by the

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 RTO 4112 SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   4

Corporations Act 2001 (Cth) including the prevention of insolvent trading, to act in the best interests of the organisation, to act in good faith and to exercise care and diligence

- ensuring that Acknowledge Education is compliant with the *Higher Education Standards Framework* and identifying any lapses in compliance and initiate prompt corrective action to rectify

- ensuring compliance with other regulatory frameworks as become required by regulatory bodies, including the National Code 2018.

- Ensuring compliance with professional accreditation bodies, such as, the Australian Community Workers Association

- the long-term governance and strategic direction of the organisation, with the responsibility of setting directions, approve an effective strategic plan and periodically review how the organisation is progressing against defined targets and performance indicators

- Ensuring an environment in which free intellectual inquiry is upheld, staff and students are treated equitably, well being of staff and students is fostered and students have opportunities to participate in decision making processes

- Conferral of awards as recommended by the Academic Board

- Monitor complaints, misconduct and critical incidents and ensure action is taken to address underlying causes

- appointment and direction of the Chief Executive Officer

- development, approval, review and renewal of operational and governance policies and procedures

- overseeing finances, financial viability and budgeting

- monitoring, continually improving and assuring the quality of organisational performance

- the appointment of and discourse with the Academic Board

- ensuring compliance and implementing, managing and monitoring risk management programs

- any other duties incidental to the governance of the organisation.

The Board of Directors may establish and delegate power to governing bodies, sub-committees or management positions, which may govern, review, provide advice or make recommendations regarding any of Acknowledge Education's operations as the Board of Directors sees fit, including, without limitation, governance of the secondary schooling program.

3.2 Purpose

The Board of Directors is the principal governing body of Acknowledge Education. It bears ultimate responsibility for ensuring that Acknowledge Education is well managed and its operations are successful, having regard to the primary purpose of education.

3.3 Authority

In accordance with the powers vested in it by the Company Constitution the Board of Directors has ultimate authority to make decisions regarding Acknowledge Education's operations and the maintenance of the integrity and quality of Acknowledge Education activities.

The Board of Directors has delegated its authority for effective policy development and management for academic governance to the Academic Board. The Board of Directors monitors the implementation of the delegation through regular reports from the Academic Board which contains the minutes of the Academic Board meetings, recommendations and suggestions of the Academic Board; and internal audits conducted by the Chair of the Academic Board and the Dean to monitor implementation of policy and decision making, and to identify risks to higher education operations with the intent of managing and mitigating effectively the material risks. A member of the Board of Directors is to be a member of the Academic Board for the purpose of providing communication between the two bodies.

3.4 Membership

The Board of Directors shall comprise at least three and at most ten members. At least two members of the Board of Directors must be independent ordinary residents in Australia. The Chair must be an independent Director. All members must be fit and proper persons.

Members shall be appointed in accordance with the Company Constitution on the basis of relevant standing, experience and/or expertise in areas such as education, law, commercial management, and accounting and finance. Members should be appointed in such a way that ensures a balanced membership of the Board of Directors in terms of the skills and experience present.

On appointment members will receive information regarding the roles and responsibilities inherent in their office and a formal letter of appointment.

Members may be dismissed in accordance with the Company Constitution.

3.5 Functions and Responsibilities

3.5.1 Long-term governance and strategic direction

The Board of Directors is responsible for the establishment and formal leadership of strategic framework, setting goals and providing strategic direction.

Strategic plans prepared by the Board of Directors should be reviewed at least every three years.

3.5.2 Appointment of Chief Executive Officer

The Board of Directors is responsible for appointing a Chief Executive Officer, who may be a Director.

3.5.3 Policies and procedures

The Board of Directors is responsible for the development, review and approval of policies, procedures and other documents governing operations.

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 |RTO 4112 |SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   6

The Board of Directors must ensure or seek advice as to the compliance of policies, procedures and other documents with:

- Commonwealth and State legislation, regulations, codes and frameworks
- requirements of accrediting and regulating bodies
- industry-recognised best practices, Australian and International Standards, and quality indicators
- internal policy
- the Acknowledge Education's mission statement, values and objectives.

3.5.4 Finances and budgeting

The Board of Directors is responsible for management and review of the financial operations and performance of Acknowledge Education, including:

- Ensuring that financial reporting is materially accurate and meets the requirements of the Australian accounting standards
- Ensuring that effective financial safeguards and controls are operating and that financial statements are audited by an independent qualified auditor registered with ASIC
- maintaining financial viability – by regularly monitoring the organisation's financial position, financial performance and cash flows of Acknowledge Education
- the preparation and approval of annual budgets
- the preparation and approval of any long-term budget
- the assessment and approval of significant capital expenditure
- the assessment and approval of material expenditure outside budgets.

In compliance with the law, members of the Board of Directors exercise all directors' duties established by the Corporations Act 2001 (Cth) including the prevention of insolvent trading.

3.5.5 Quality assurance

The Board of Directors must establish and administer processes for the continuous improvement of administrative and governance practices.

The Board of Directors must conduct annual reviews and prepare reports of all aspects of Acknowledge Education's performance in meeting relevant strategic objectives, mission, goals and values. The annual review of Academic Governance includes an internal audit that is to be undertaken by the Chair of the Academic Board and the Dean.

3.5.6 Compliance and risk management programs

The Board of Directors bears responsibility for establishing and maintaining effective risk and compliance management oversight and associated programs to ensure compliance obligations are met and risks are mitigated.

The Board of Directors has established a:

3.5.6.1 **Risk and Compliance Committee** (Operational Risk and Academic Compliance)

to review, consider and make recommendations to the Board of Directors. See 3.6.1.

Compliance requirements include, but are not limited to, the Higher Education Standards Framework (Threshold Standards) 2015 and the ESOS National Code.

The suitability and effectiveness of compliance and risk management practices must be assessed by the Board of Directors on an annual basis.

All recommendations and changes implemented by the Board of Directors must strictly comply or must be made dependent on advice as to compliance with all relevant laws, standards and codes, principles of good governance and community and ethical standards.

3.5.6.2 **Technology Risk Committee**

to review information technology data security, risk and other similar matters and make recommendations to the Board of Directors. See 3.6.2.

While the Committee has the oversight responsibilities set forth in this Terms of Reference, management is responsible for designing, implementing and maintaining an effective technology and information security program.

3.5.7 Other duties

The Board of Directors must exercise any other function assigned to it by endorsed policy or procedure documents until such time as those duties are extinguished or incorporated into these terms.

3.6 Delegation of power and duties

The Board of Directors may delegate power and duties to other internal bodies, individual directors, the Chief Executive Officer, senior management, management teams, or other members of Acknowledge Education staff as it sees fit.

The Board of Directors may establish internal bodies or sub-committees to facilitate the efficient and diligent commission of its duties.

The Board of Directors is responsible for monitoring the actions of all bodies and sub-committees established pursuant to this term.

All bodies and sub-committees established pursuant to this term must report to the Board of Directors regularly.

The Board of Directors will review, consider and accept or decline the recommendations of bodies and sub-committees at the meeting of the Board of Directors which first follows receipt of the body or sub-committees' recommendations.

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 |RTO 4112 |SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.　　　8

3.6.1 The Risk and Compliance Committee (Operational Risk and Academic Compliance)

The Risk and Compliance Committee, as a standing Committee of the Board of Directors, will examine, review, make recommendations and report to the Board of Directors, on matters of risk and compliance.

3.6.1.1 Composition

The committee comprises no less than three members and must include:

- At least one independent member of the Board of Directors (excluding the Chair)
- A member of the Academic Board or external risk/governance expert
- The Risk and Compliance Officer
- The Dean of Education

3.6.1.2 Responsibilities

The Risk and Compliance Committee has delegated authority from the Board of Directors to undertake the following responsibilities:

- To monitor and review Acknowledge Education's performance against the higher education risk framework, proposing corrective action where required
- To monitor, review and provider advice on a regular basis, regarding the risk register
- To monitor the activities and outcomes of internal and external audits reviews
- To review internal and external audit reports to ensure recommendations and agreed actions are promptly implemented and enacted
- To oversee the effectiveness of Acknowledge Education's compliance Framework
- To monitor compliance with professional accredited bodies, such as, the Australian Community Workers Association and the Australian Association of Social Work.
- Referring key technology risk or cyber security issues to the Technology Risk Committee.

3.6.1.3 Meetings

Meetings of the Committee will take place not less than twice per year and otherwise as often as is necessary to fulfil its responsibilities.

3.6.1.4 Passing Motions

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 ￨RTO 4112 ￨SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.

9

The Committee may by a majority vote of members (and must include at least one independent board member) pass motions with regard to any of the functions and responsibilities described in or allowed by these terms.

3.6.2 The Technology Risk Committee

The Technology Risk Committee, as a standing Committee of the Board of Directors, has delegated authority from to examine, review, make recommendations and report to the Board of Directors, on matters of data security, cyber security, business continuity and other technology risks that could impair the ability of the company to sustain operations.

3.6.2.1 Composition

The committee comprises no less than three members and must include:

- At least one independent member of the Board of Directors (excluding the Chair)
- The CIO and Innovation Officer
- The Risk and Compliance Officer

3.6.2.2 Responsibilities

The Technology Risk Committee has delegated authority from the Board of Directors to undertake the following responsibilities:

3.6.2.2.1 Information Security

- Ensure there is a comprehensive information security program that has appropriate administrative, technical and physical safeguards and meets applicable regulatory requirements and industry standards.
- Receive updates regarding the cybersecurity threat landscape and the status of ongoing cybersecurity programs, events and planned initiatives.
- Annually review significant information security policies.

3.6.2.2.2 Data Protection

- Review the Corporation's policies and procedures with respect to protecting data.

3.6.2.2.3 Technology

- Monitor significant trends and events related to information security and technology risk.
- Evaluate significant technology risk management programs, including cyber- security.
- Review with executive management the performance of the Corporation's third- party technology risk oversight programs and applicable regulatory reports and findings.

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 ǀRTO 4112 ǀSCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   10

3.6.2.2.4 Other

2. Review and make recommendations to the Board in relation to the overall technology and cyber risk profile of the company.
3. Review the effectiveness of disaster recovery plans and disaster recovery testing (as a subset of overall Business Continuity planning) and reporting to the Board on the effectiveness of these plans and testing.
4. Advise the Risk and Compliance Committee of any technology or cybersecurity risks that may present significant operational, academic compliance or financial exposure to the Company.

3.6.2.3 Access to independent advice

The Committee may seek independent advice in connection with fulfilling its responsibilities (including by engaging and receiving advice and recommendations from appropriate independent experts or consultants) at AE's expense, subject to obtaining the prior written approval of the Chair of the Board (such approval not to be unreasonably withheld).

3.6.2.4 Meetings

Meetings of the Committee will take place not less than three times per year and otherwise as often as is necessary to fulfil its responsibilities.

3.6.2.5 Passing Motions

The Committee may by a majority vote of members (and must include at least one independent board member) pass motions with regard to any of the functions and responsibilities described in or allowed by these terms.

3.7 Relationship with the Academic Board

The Board of Directors delegates the authority for academic governance to the Academic Board, which performs its functions and exercises its duties in accordance with this Governance Framework.

The Board of Directors, having established the Academic Board and appointed its members in the interest of furthering Acknowledge Education's mission, goals and objectives and assuring the quality of academic practices, must allow the Academic Board to critically assess academic practices and make decisions in regard to academic governance.

The Board of Directors will receive, review and make recommendations on reports of the Academic Board at regular meetings.

3.8 Relationship with the CEO and senior management

The Board of Directors grants the CEO responsibility for short-term governance, day-to-day management and for the making of operational decisions which are consistent with the strategic plan, mission, values and objectives established and endorsed by the Board of Directors. The CEO may delegate the performance of these functions to members of senior management.

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 RTO 4112 SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   11

3.9 Passing resolutions

The Board of Directors may by a majority vote of members present at meetings pass binding resolutions with regard to any of the functions and responsibilities described in or allowed by these terms. All voting decisions require at least two independent members.

3.10 Agenda and minutes

Agendas must be prepared prior to each meeting of the Board of Directors. All related documents should be presented to all members at such time as to allow a reasonable time for their perusal.

Minutes of each meeting must be prepared and circulated within seven (7) days of meetings and must be approved at the next meeting.

3.11 Location and frequency of meetings

Meetings should be held with members in physical attendance where possible.

The Board of Directors shall meet in ordinary sessions at minimum intervals of three months.

Special meetings may be held as required.

4. ACADEMIC BOARD – TERMS OF REFERENCE

4.1 Introduction

The Board of Directors has delegated its authority for the governance of higher education academic operations of Acknowledge Education to the Academic Board.

The Academic Board is composed as an independent review, advisory and decision-making body to ensure quality, integrity and continuous improvement of all Acknowledge Education's Higher Education academic activities.

The Academic Board bears responsibility for:

- Governance oversight of academic quality and standards
- Ongoing compliance with academic quality and standards elements of the Higher Education Standards Framework (threshold Standards) 2021
- Ensuring compliance with professional accreditation bodies, such as, the Australian Community Workers Association and the Australian Association of Social Workers
- development, review and renewal of academic policies and procedures
- development, review and renewal of courses, and the establishment of Course Advisory and Review Committees
- monitoring, assessing and measuring student progress, performance and satisfaction with academic programs, and the establishment of Student Progress Committees
- monitoring academic staff professional development and scholarly activities
- management of academic resources
- determining academic grievances

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 |RTO 4112 |SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   12

- providing advice and reports to the Board of Directors
- any other duties incidental to the academic governance of the organisation.

4.2 Purpose

The Academic Board has responsibility for ensuring the quality and integrity of Acknowledge Education's academic programs through active academic governance and the promotion of high learning and teaching standards.

The Academic Board performs its functions and exercises its duties in accordance with the Acknowledge Education Governance Framework.

4.3 Authority

The Board of Directors has delegated its authority to the Academic Board for the management of academic policy and the planning, development and operation of all academic programs.

The Board of Directors and management of Acknowledge Education rely upon the Academic Board to provide independent advice and academic governance. This separation is vital to ensuring the consistency of business operations with the values and objectives of Acknowledge Education including the provision of education of the highest possible quality and integrity.

4.4 Membership

The Academic Board shall comprise at least six and at most twelve members.

Members may be appointed by resolution of the Board of Directors on the basis of relevant expertise, experience and/or standing.

Members may be dismissed by resolution of the Academic Board or on the basis of misconduct by resolution of the Board of Directors.

At no time may any more than one third of the Academic Board be composed of concurrent members of the Board of Directors.

The Academic Board comprises:

- an independent Chair
- at least two appointed independent members
- a student representative
- Ex Offico members:
  - The Dean of Education
  - Associate Dean
  - Head of Schools/Course Coordinators

An appointed member may be raised to the position of Chair by appointment of the Board of Directors following nomination by the members of the Academic Board.

The Chair of the Academic Board is responsible for governing the operations of the Academic Board, including by properly:

- convening and conducting meetings; and
- ensuring the Academic Board fulfils its duties and meets its purpose

The members of the Academic Board shall hold office for durations as follows:

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 |RTO 4112 |SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   13

- **Chair**

  At least two years, or as determined by the Board of Directors.

- **Appointed members**

  At least two years, or as determined by the Board of Directors.

- **Ex officio members**

  For the duration the office is held.

Members may resign from office before the expiry of their nominated term.

On appointment, members will receive information regarding the roles and responsibilities inherent in their office and a formal letter of appointment.

4.5   Functions and responsibilities

4.5.1   Academic policies and procedures

The Academic Board is responsible for the governance of academic quality and standards within the institute, including development and review of academic policies, procedures and other academic documents.

The Academic Board must advise the Board of Directors on the validity of academic policies, procedures and other documents, including advice as to their compliance with or adherence to:

- Commonwealth and State legislation, regulations, regulatory codes and frameworks as relevant to academic quality and standards.
- Academic quality and standards related requirements of accrediting and regulating bodies
- industry-recognised best practices, Australian and International Standards, and quality indicators
- internal policy
- Acknowledge Education's mission statement, values and objectives.

4.5.2   Development, review and renewal of courses

The Academic Board is responsible for overseeing the development, review and renewal of new and existing courses to ensure their academic quality, validity and relevance.

The Academic Board will hear reports and results of internal and external moderation conducted on cyclical and special bases and make, accept or decline recommendations.

Courses must be reviewed and renewed at a minimum interval of five years. More regular reviews may be appropriate for certain courses or course areas.

Reviews may be initiated by the Academic Board or at the request of the Board of Directors or Dean of Studies

Courses should be developed by specific committees established by the Academic Board comprising appropriate academic and management staff members, including senior members with relevant expertise, experience or standing.

Course development shall be initiated by the Board of Directors upon the

recommendation of senior academic staff or management.

4.5.3 Establishment of Course Advisory and Review Committees

The Academic Board may establish Course Advisory and Review Committees tasked with making recommendations as to course structure, content, and educational principles underlying the operation of individual courses.

Course Advisory Committees must:

- be formally established in writing by resolution at a meeting of the Academic Board;
- comprise no less than three and no more than seven members
- be composed of members appointed on the basis of relevant standing and experience as determine appropriate by the Academic Board and approved by the Board of Directors.

The functions of the Course Advisory Committees include:

- evaluating the performance of the course for which the Committee is responsible, during review and on an ongoing basis
- examining and evaluating the course for which the Committee is responsible to ensure its practicability and desirability to employers
- seeking opinions and conducting research in developing high quality industry-relevant academic programs;
- consulting with course coordinators regularly and openly
- tabling regular reports with the Academic Board reporting findings and making recommendations for changes.

Course Advisory Committees may also report and/or make recommendations directly to the Board of Directors on the Committee's initiative or on request of the Board of Directors.

The Academic Board must review, consider and accept or decline the recommendations of Course Advisory Committees at the meeting of the Academic Board which first follows receipt of the Course Advisory Committees' recommendations.

4.5.4 Student progress, performance and satisfaction

The Academic Board bears responsibility for assessing the progress and performance of students in all courses.

Student performance and satisfaction must also be assessed as part of the process of course review.

4.5.5 Establishment of Student Progress Committees

The Academic Board may establish Student Progress Subcommittees tasked with reviewing the academic performance of students in specific or across multiple courses.

Student Progress Subcommittees must:

- be formally established in writing by resolution at a meeting of the Academic Board
- comprise no less than two and no more than seven members

- be composed of members appointed on the basis of relevant standing and experience by the Academic Board

The functions of Student Progress Subcommittees include:

- evaluating the performance of individual students and initiating academic intervention strategies where none are yet in place
- evaluating the performance of classes and cohorts of students to assess as far as possible quality of teaching and consistency of assessment;
- undertaking moderation prior to reporting finalised results
- tabling regular reports with the Academic Board, reporting findings and actions taken.

4.5.6 Teaching and Learning Committee

The Teaching and Learning Committee, as a Standing Committee of the Academic Board, will collaborate with, and report to Academic Board to ensure high quality teaching and learning across the institution.

The committee comprises no more than ten members and must include:

- The Dean
- Risk and Compliance Manager

A course Coordinator or Head of Discipline

4.5.7 Additionally, membership would typically comprise:

- One academic representative per narrow field of education
- Librarian
- Student Support Manager or delegate
- Student Representative nominated in accordance with the Policy and Procedure on Student Representation and Participation

4.5.8 The committee may co-opt complementary expertise for specific tasks and issues. In addition, it may also nominate an Aboriginal and Torres Strait Islander academic representative to the Committee and/or in some cases, where required by external accreditation standards, the Committee's membership may also include relevant industry or consumer representatives.

4.5.9 Functions of the Teaching and Learning Committee

- To collaborate with and respond to Academic Board on the formulation and implementation of teaching and learning related policies and procedures;
- To provide regular reports to Academic Board on the progress of the implementation of matters delegated to it by Academic Board;
- To initiate, review and monitor compliance with relevant legislation, policies and procedures;
- To debate, advise and make recommendations to Academic Board regarding current and emerging issues in relation to teaching and learning, including:

- o Evaluation and improvement of teaching, assessment and moderation standards against internal and external standards, quality indicators and benchmarks;
- o Student progress, student attrition and student experience;
- o Professional development in all aspects of teaching and learning;
- o Scholarly activities and research outputs;
- o Development and implementation of AE's Teaching and Learning Plan;
- o Policies and procedures in relation to learning and teaching, including new education technologies and student engagement strategies;
- o Leadership in teaching and recognition of high-quality teaching
- o Coordinate distribution of student surveys

Meetings of the Committee will take place monthly.

4.5.10 Passing motions: The Committee may by a majority vote of members/or their proxy present at meetings, pass motions with regard to any of the functions and responsibilities described in or allowed by these terms

4.5.11 Academic staff

Regular reviews of academic staff performance must be conducted. The Academic Board may have reference to formal performance reviews, student results and outcomes and data collected from formal and informal student and staff surveys.

4.5.12 Academic resources

The Academic Board is responsible for reviewing and implementing effective resource allocation systems as they relate to the acquisition and use of academic resources.

4.5.13 Academic grievances

The Academic Board may be called upon to assess and review academic grievances formally lodged by students as an Appeal Panel where an Appeal Panel cannot be otherwise constituted or where a constituted Appeal Panel cannot reach a satisfactory decision.

4.5.14 Advice and reporting

The Academic Board is responsible for advising the Board of Directors on:

- academic policies and procedures
- academic plans and priorities
- academic quality assurance mechanisms
- teaching and research activities
- the outcomes of course reviews, including where relevant the findings and recommendations of Course Advisory Committees.

4.5.15 Reporting

The Chair, or a delegate of the Chair, shall attend meetings of the Board of

Directors and provide interim progress reports regarding the quality and integrity of Acknowledge Education's academic programs and the promotion of high learning and teaching standards.

The Academic Board must prepare an annual report for the Board of Directors which includes comprehensive information about the activities of the Academic Board in regard to its functions and responsibilities.

The Academic Board is responsible for considering and reporting on any other matter referred to it by the Board of Directors.

4.5.16 Other duties

The Academic Board must exercise any other function delegated to it by the Board of Directors so far as it is coherent with the purpose of the Academic Board and the principle of independence previously outlined.

The Academic Board must exercise any other function assigned to it by endorsed policy or procedure documents until such time as those duties are extinguished or incorporated into these terms.

4.6 Delegation of power and duties

The Academic Board may not validly delegate its duties to create and monitor sub-committees, review student and staff performance and provide advice and report to the Board of Directors.

4.7 Passing resolutions

The Academic Board may by a majority vote of members present and entitled to vote at meetings pass binding resolutions with regard to any of the functions and responsibilities described in or allowed by these terms of reference.

4.8 Agenda and minutes

Agenda must be prepared prior to each meeting of the Academic Board. All related documents should be presented to all members at such time as to allow a reasonable time for their perusal.

Minutes of each meeting must be prepared and circulated within seven days of meetings and must be approved at the next meeting.

4.9 Location and frequency of meetings

The Academic Board shall meet in ordinary sessions not less than three times each year.

Special meetings may be held as required.

The Academic Board must meet within two weeks of being given direction to do so by the Board of Directors.

4.10 Dispute resolution

4.10.1 Disputes between the Academic Board and the Board of Directors

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 RTO 4112 SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   18

The Board of Directors has ultimate primacy of governance over all Acknowledge Education's operations.

Notwithstanding 4.10.1, in the event of dispute between the Academic Board and the Board of Directors relating to an issue of academic governance the Academic Board's functions of independent assessment and decision-making in that area must so far as possible be preserved.

4.10.2 Resolving disputes

In the event of dispute between the Academic Board and the Board of Directors, attempt should first be made to resolve the dispute at a joint meeting of the Academic Board and the Board of Directors.

The Academic Board and the Board of Directors must cooperate in the conciliation and act in good faith and must make genuine attempts to reach resolution.

Disputes not able to be resolved by conciliation must otherwise be resolved by reference to the Acknowledge Education Pty Ltd Constitution, by which the Board of Directors has ultimate authority and responsibility.

5. Executive Management

5.1 Introduction

Executive management comprises the Chief Executive Officer appointed by the Board of Directors (the Chief Executive Officer is interchangeably referred to as the Managing Director) and senior management staff appointed by the Chief Executive Officer.

Members of senior management are delegated authority to manage the operational and academic practices of the organisation on a short-term basis according to the

Mission, goals, values and objectives established by the Board of Directors and in accordance with the Policies and Procedures approved and endorsed by the Board of Directors.

5.2 Responsibilities

Members of senior management are responsible for:
- administrative operations
- initiating policies and approving administrative policies and procedures and ensuring policies and procedures are adhered to by staff and students
- ensuring all aspects of quality assurance and management are practiced and effective
- ensuring compliance and risk management programs are practiced and effective;
- human resources management
- physical and academic resource management
- marketing
- short term management of finances;

- advising and reporting to the Board of Directors and the Academic Board as required
- any other duties incidental to the day-to-day management of the organisation as delegated by the Board of Directors or the Academic Board and/or that do not conflict with the Terms of Reference of the Board of Directors or the Academic Board.

6.   Definition of Independent Board/Committee Member

An independent member of a governing body is a person who is independent from management and who does not have (or intend to have) any material or significant dealings with the provider (or an associated entity) that could interfere with the exercise of independent judgement as a director[1].

The Member:

- has not had an employment relationship with the provider within the last three years
- has not had a business relationship or other material contractual relationship with the provider within the last three years
- does not have a direct or indirect material financial interest with the provider
- is not involved in the day-to-day management functions of the provider and not allied with the interests of management
- is sufficiently impartial and disconnected from provider's operations, such that they are in position to hold management to account and act in the organisation's best interests
- does not have a material personal interest (i.e., doesn't stand to gain, benefit or suffer a loss) in the outcome of a Board meeting
- is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, their capacity to exercise independent judgement
- has not been a director with the provider for such a period (e.g., ten years) that their independence may have been compromised.

Document approval

Endorsed by:	Board of Directors
Date endorsed:	
Effective date:	191217
Version number:	210818
Last amendment date/by:	18/08/2021
Review due date:	01/01/2023
Related documents:	Delegations Framework

[1] TEQSA Guidance Note: *Corporate Governance,* Appendix A, *Characteristics of an independent Member,* Version 2.4, 268/2019

HEAD OFFICE 168 Exhibition Street, Melbourne, Victoria 3000, Australia| acknowledgeeducation.edu.au | ABN 15 005 596 565 | CRICOS 00197D |PRV 12146 RTO 4112 SCHOOL 1997

This document is uncontrolled when saved or printed. For the latest version of this policy always check the Policy and Procedures Directory.   20

Responsibilities: Board of Directors, Academic Board, Executive Management

Contact: Logistics
             (e)
             (p) (03) 9663 3399

Change Log

Date	Version	Brief Description	By
14/12/2020	201214	Add AB member to Risk Committee	BS
10/08/2021	210818	Update Terms of Reference for the Risk and Compliance Committee and the Technology Risk Committee Updates to Academic Board Terms of Reference	BJ and TW