



**EXCELSIA
COLLEGE**
— Sydney —

Objects of Excelsia College

Motivated by the Christian faith, as expressed by the Apostles' Creed and Nicene Creed, with fidelity to the Scriptures as the Word of God, the Objects of the College are the advancement of the Christian faith and higher education.

Document Number

GOV-01

Document Name

GOVERNANCE CHARTER

Document Status

Owner	Chief Executive Officer	August 2019
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1 Charter Statement

The Governance Charter is to be read in conjunction with the Excelsia College Constitution.

The purpose of this Governance Charter is to outline the governance framework through which Excelsia College (the College) achieves its vision and mission.

2 Principles

Excelsia College is a Christian college which is multi-denominational in make-up and exists to serve all students, whatever their beliefs.

The following principles underpin governance at the College.

2.1 Transparency

The governing documents and policies relevant to the College's governance are published on its website.

2.2 Strategy and Purpose

The College's purpose is higher education. All strategies approved by the Board are designed to support this purpose. The Board dedicates time to considering and reviewing all strategic decisions.

2.3 Accountability

The Board has ultimate authority for the College, its activities, and its ongoing performance. The Board takes action to monitor targets, correct underperformance, and represent the College's activities fairly, accurately and truthfully.

2.4 Independence

The Board separates the ownership and management of the legal entity from the College's operations. It provides independent higher education expertise and advice at the highest level of decision-making.

2.5 Fairness and Equity

The Board promotes diversity, inclusivity, and the equitable treatment of all stakeholders. Opportunities exist for student participation in the College's deliberative and decision-making processes through participation at the Academic Board and Student Representative Council.

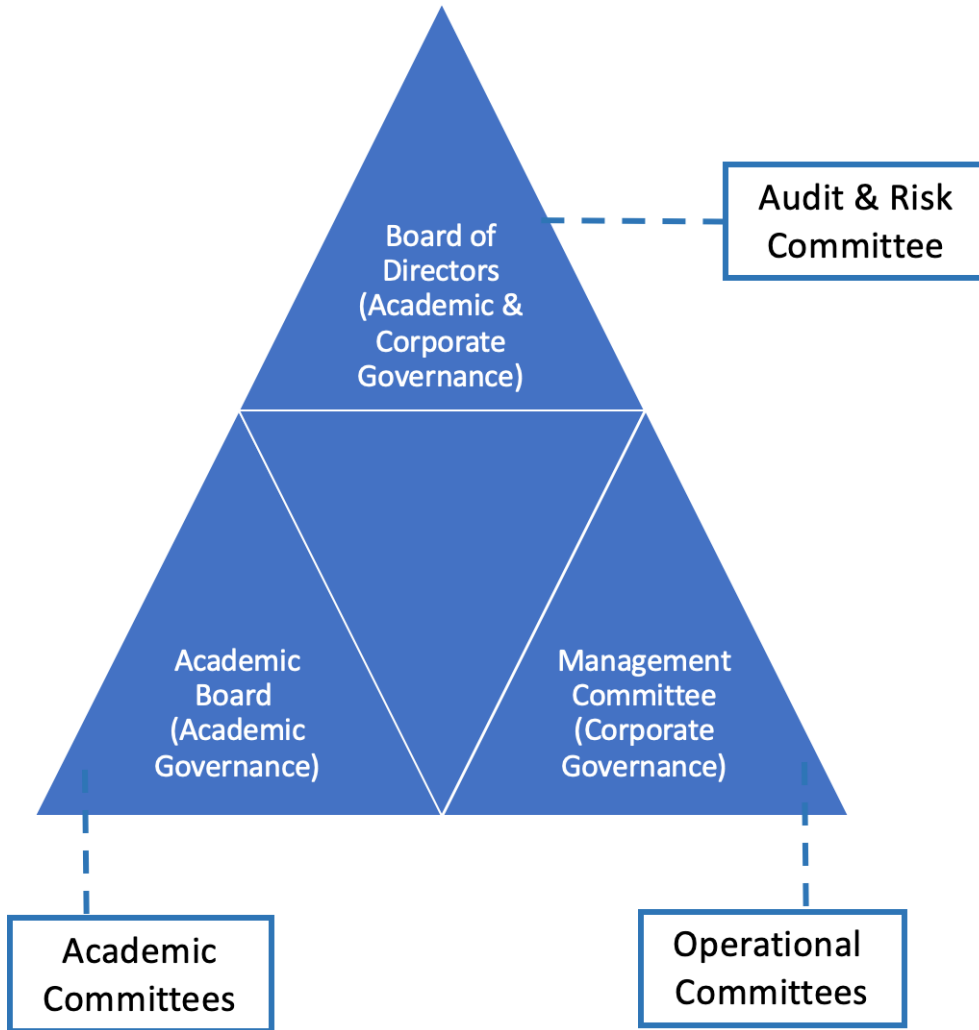
2.6 Compliance

The College continually meets the requirements of the Excelsia College Constitution, this Charter, the Corporations Act, and any other legislative and/or regulatory requirements that govern its operations, including but not limited to the Higher Education Standards (Threshold Standards) Framework 2021.

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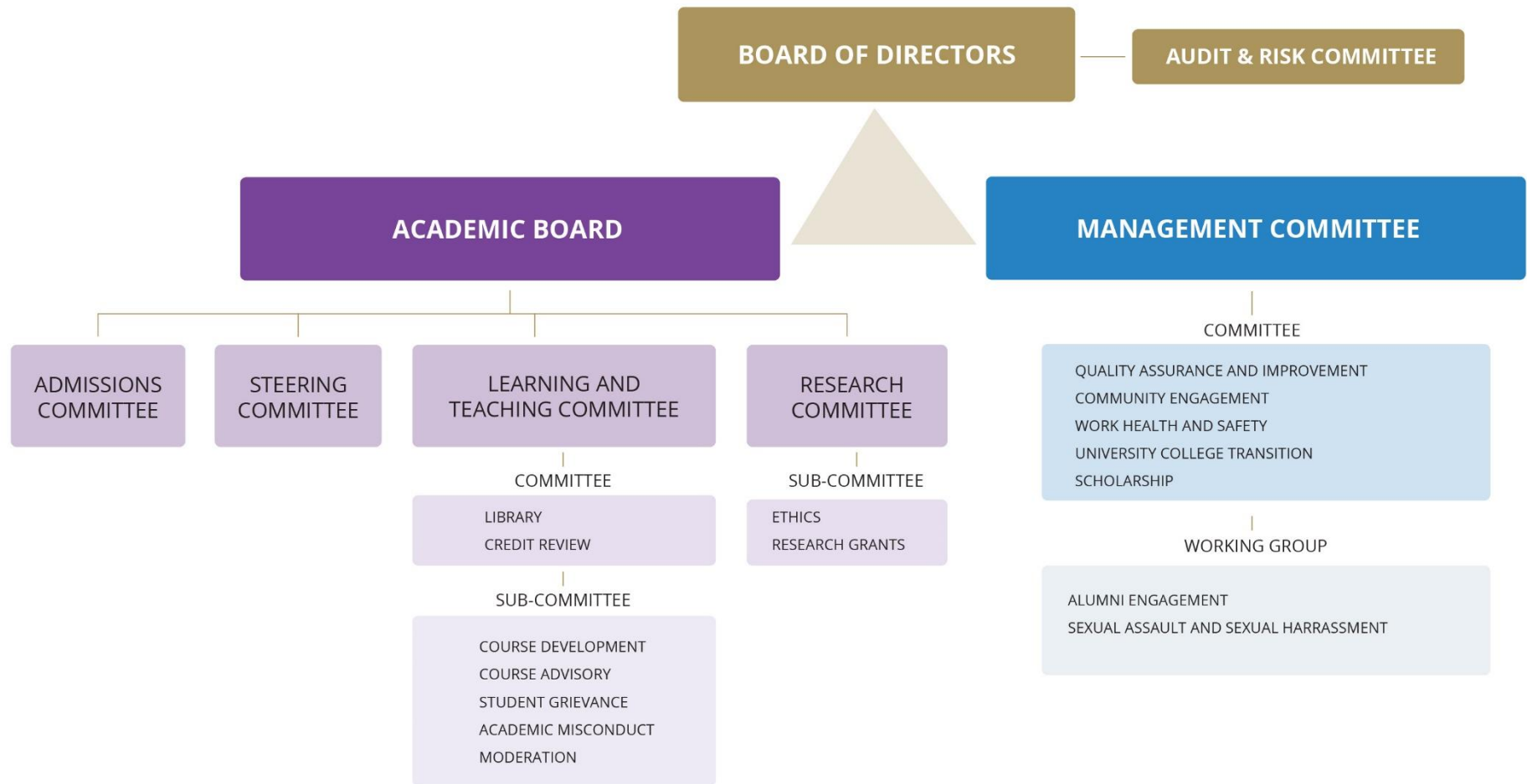
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Governance Structure



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4 Board of Directors

The Board is responsible for academic and corporate governance directed at achieving the vision and mission of Excelsia College.

4.1 The Terms of Reference

The Terms of Reference for the Board are the following:

- 4.1.1 Oversee the graduate outcomes and quality of the on-campus and distance education learning environment experienced by students to ensure that it is appropriate for the AQF level and nature of the awards offered by Excelsia College.
- 4.1.2 Oversee the quality of the research activities of Excelsia College and monitor the development and effectiveness of research policies and protocols.
- 4.1.3 Undertake forward planning in relation to the College and academic profile and provide advice regarding any staffing implications, including supervision capacity, qualifications, knowledge and expertise.
- 4.1.4 Approve and review policies, including their deployment in practice.
- 4.1.5 Ensure that there are adequate quality assurance systems in place for each course.
- 4.1.6 Oversee academic standards in terms of the quality of teaching, level of qualifications, educational pathways, admissions and assessment processes.
- 4.1.7 Determine the processes for the development of new courses and the revision of existing courses, particularly to ensure currency and relevance.
- 4.1.8 Approve new courses and authorise major changes to existing courses.

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Standing Orders and Rules of Procedure for the Board of Directors

4.2 Standing Orders

4.3 Rules of Procedure

- Section 4.3.1 Schedule of meetings of the Board
- Section 4.3.2 Duration of meetings
- Section 4.3.3 Quorum
- Section 4.3.4 Adjournments and maintenance of quorum
- Section 4.3.5 Adjourned meetings of the Board
- Section 4.3.6 Method of decision-making
- Section 4.3.7 Absence from meetings of the Board or its committees
- Section 4.3.8 Preparation of agendas
- Section 4.3.9 Items for inclusion on the agenda
- Section 4.3.10 Scheduling of Board business
- Section 4.3.11 Order in which agenda items shall be considered
- Section 4.3.12 Confidentiality
- Section 4.3.13 Tabling of reports
- Section 4.3.14 Motions without notice
- Section 4.3.15 Notice of motion
- Section 4.3.16 Tasks and decisions in between Board meetings
- Section 4.3.17 Standing committees of the Board
- Section 4.3.18 Minutes

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4.2 Standing Orders

The Board shall conduct its meetings and other business in accordance with its own rules of procedures and customary practice as established by Excelsia's Constitution. Customary practice here refers to the process by which the Board's business is conducted through the presiding member (normally the Chair) and proceeds on the basis of resolution. More formal rules and standing orders such as those described in formal meeting procedures and other widely available publications and general conventions of meetings may be used only as a general guide. Members should note that in the conduct of the Board meetings, the Chair is allowed all reasonable discretion.

4.3 Rules of Procedure

The following Rules of Procedure shall be implemented by the Board to facilitate the conduct of its business and may be varied by the Board from time to time, as appropriate.

4.3.1 Schedule of Meetings of the Board

Meetings of the Board shall be held quarterly, or more frequently as determined by the Board. The last meeting in any calendar year will formulate a work plan for the upcoming year.

4.3.2 Duration of Meetings

Meetings of the Board shall conclude at the end of 2 hours unless the members present vote for a continuation for a period to be determined by the Chair.

4.3.3 Quorum

A quorum shall be constituted with 50% + 1 of the members.

4.3.4 Adjournment of Meetings and Maintenance of Quorum

The Chair may adjourn an ordinary, an adjourned or a special meeting of the Board in appropriate circumstances. For example, the Chair may adjourn a meeting if it became apparent that a quorum might not be maintained; or that a long contentious item of business was about to be discussed and it seemed advisable that the Chair should therefore adjourn the meeting before commencing discussion on that item rather than cutting off discussion in mid-stream.

The Chair shall not adjourn a meeting to prevent a motion or amendment being put forward except with the approval of two thirds of the meeting present. This discretion shall not limit any other powers of the Chair to adjourn a meeting.

4.3.5 Adjourned Meetings of the Board

If a meeting of the Board is adjourned, the Chair shall:

- a. adjourn the meeting to the same day in the next week at the same time and place, or to such other day, time and place as the Chair may determine
- b. cancel the meeting. In such case the Chair may declare that any unfinished business on the notice paper for such meeting be the first priority business for the next ordinary meeting of the Board.

4.3.6 Method of Decision-making

Matters requiring approval of the Board will ordinarily be resolved on a consensus basis. However, if this

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cannot be achieved, then the respective matter will be decided by a vote of members. Decisions will be in accordance with the vote of the majority.

If at any time the Excelsia College members constitute a majority of members present, their votes in aggregate will be deemed to be equivalent to less than 50% of the votes cast.

The method of voting shall be by voices or, at the discretion of the Chair or on the request of any 2 members, by a show of hands.

In the absence of a majority the Chair will have the casting vote.

4.3.7 Absence from Meetings of the Board

4.3.7.1 Of the Chair: in the absence of the Chair the members present will elect another external member to act as Chair.

4.3.7.2 Of the members: the following policies and procedures for absence from Board meetings shall be followed:

- a. The Secretary records absences and apologies lodged by a member who is unable to attend a meeting.
- b. Internal members may seek leave of absence from Board meetings under special circumstances, such as normal absences arising from annual leave. Such application must be done in writing and provided to the Secretary prior to the meeting.
- c. External members may seek approval for leave at any time.
- d. As the Board meetings are held 4 times per year, the Secretary shall review and advise on more than 3 absences for any member.

4.3.8 Preparation of Agendas

All papers concerning items for consideration for inclusion on the agenda shall be received by the Secretary as soon as practicable, preferably at least 2 weeks prior to the scheduled date of a meeting.

The draft agenda and accompanying documents shall be considered and finalised, including determination of agenda items and of confidential items, by the Chair. The finalised agenda and papers shall be distributed by the Secretary within 7 days of the scheduled Board meeting. The default format for the agenda is soft copy.

4.3.9 Items for Inclusion on the Agenda

In general, agenda items which touch upon significantly common subject matter should be grouped together on an agenda to avoid the possibility of the Board's adopting conflicting resolutions.

Further, each agenda shall include the item "Declaration of Conflicts of Interest" to give members the opportunity to declare any personal issues of relevance that may have arisen since the last meeting of the Board.

4.3.10 Scheduling of Board Business

Board meetings will be held at least 4 times per year to correspond with significant dates in the calendar, such as examinations and endorsement of qualifications issuance and end-of-year reviews.

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4.3.11 Order in Which Agenda Items Shall be Considered

In exceptional circumstances, the Board may give consideration to a recommendation for the reordering of an agenda in order to ensure that major items are considered at a time when it is likely that attendance at the meeting is such that any resolution would reasonably represent the views of a significant proportion of the membership of the Board. Such items would normally be included in the agenda in such a position as to ensure that they are considered early in the meetings.

4.3.12 Confidentiality

The Secretary together with the Chair shall recommend which items on the agenda are to be presented as confidential and identify any item within a report as confidential, ensuring that the agenda and relevant documentation is clearly marked to that effect, as appropriate.

At the beginning of the meeting, agreement shall be sought for the recommendations of the Chair and the Secretary on which items are confidential.

Confidential items shall be dealt with at the beginning of the meeting, after which observers and other appropriate participants will be admitted.

If a confidential item emerges in the course of discussions, after observers and other appropriate participants have been admitted, then observers and other appropriate participants will be asked to leave the meeting.

Members of the Board should be aware that there are limits to the degree of protection they may claim in relation to defamation, maintenance of confidentiality and commercial in confidence items in discussion of Board matters.

4.3.13 Tabling of Reports

In general, all matters coming before the Board shall be considered first by the Chair and the Secretary.

4.3.14 Motions without Notice

The Board shall permit consideration of any item of business if a motion of prior notice has not been given. The item may be considered, provided that the majority of the voting members are present and that the Chair consents to discussion of the item and that permission be given at the commencement of the meeting.

4.3.15 Notice of Motions

4.3.15.1 The right of members to place motions on notice on Board agendas.

Any member of the Board may give notice of a motion, and the notice is to be supported by such additional material as agreed to by the Chair. Members should be aware of the time constraints involved, and of the procedure for providing the motion and additional material to the Secretary at least 2 weeks prior to the date of the scheduled meeting. The precise wording of the motion need not be finalised then, but the substance of the intended motion must be clear.

The Chair may rule a motion out of order and not allow it to be published with the agenda if, after discussions with the relevant member, the Chair was satisfied that the motion was seriously in breach of confidence within Excelsia or may be defamatory.

In all other situations the Chair would permit a notice of motion to be published even though

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the Chair might consider the motion to be out of order. In such situations the Chair could give notice on the agenda that a motion will be ruled to be out of order when it comes up for discussion. Such a ruling could of course be challenged at the meeting in the normal way.

In all situations where the Chair declined to have a notice of motion circulated in advance of a meeting, the Chair would report the matter at the commencement of the meeting.

The question of whether a motion on notice was in order, if contested, would in all cases be determined in the normal manner at the meeting of the Board, either at the commencement of the meeting or when the motion came up for discussion. If a motion is determined by the Board to be in order, then it should be discussed at a subsequent meeting as it is likely the wording will not have been finalised yet.

4.3.15.2 Conflicting agenda items

When a member of the Board submits a notice of motion, this action might well be taken without knowing what other matters were to be considered at the meeting.

The Secretary and the Chair, in the process of developing the agenda, may, in the first instance, discuss the conflict with the relevant members to determine the approval of the item.

The fact that a notice has bearing on another item on the agenda is no reason in itself for the motion to be declared out of order. This is because the notice might be intended to have a bearing on the other item, it might be intended to broaden the scope of discussions on a common subject matter, or it might be taken in lieu of an amendment to another motion.

To the extent, however, that a Board resolution on one agenda item and a motion on notice, if carried, might conflict, there would generally be practical advantages in considering the 2 items as a sequence in the meeting.

4.3.16 Ongoing Conduct of Business of the Board

If there are only 4 meetings scheduled for any one year, there may be tasks and decisions which the Board, under Excelsia's Constitution, may need to ensure are carried out.

In such circumstances, the Secretary will act in delegated responsibility for only those items that the Board specifically identifies. The carrying out of these delegated tasks and decision-making can only be done by the Board Secretary in direct discussions and advice from the Chair (by phone, email or other contact) and the Chief Executive.

4.3.16.1 If matters (considered by the Chair to be of moment) require urgent resolution they may be put to the members of the Board by circulation. The time allowed for the response will be at the discretion of the Chair.

Recommendations not approved by 100% of members who respond (subject to the Board's rules of quorum) will be held over to the next ordinary meeting of the Board.

4.3.16.2 To provide for ongoing good governance, in all other cases where the business cannot be reasonably held over to the next ordinary meeting of the Board, the Board shall:

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- a. delegate authority to conduct its business to the Board Executive
- b. always report business conducted and decisions taken in such manner to the next ordinary meeting of the Board.

4.3.16.3 The membership of the Board Executive shall consist of:

The Chair

1 external member

1 internal member (Chief Executive Officer or Company Secretary)

4.3.17 Standing Boards and Committees of the Board of Directors

The following committees have delegated responsibilities as detailed in the Constitution for assisting the Board in its role as the principal academic advisory body of Excelsia College:

- Academic Board
- Management Committee

4.3.18 Minutes

Minutes of Board meetings will be distributed to all members by email as soon as practicable after each meeting. The default format for the minutes is soft copy.

4.4 Delegations

The Board delegates such powers as are necessary for the efficient operation of the College and approves delegations in accordance with the terms and conditions set out in the Excelsia College Constitution. This includes:

- a. approving the delegations for financial and operational decisions to committees and the Chief Executive Officer
- b. defining roles and delegating authority to develop, manage, monitor, evaluate, and improve the effectiveness of the College's policy framework
- c. establishing a competent body or officer to consider the findings of the external governance review and implement agreed actions.

A delegation is to a position/body and not the individuals/directors.

The Board may qualify or attach conditions to any delegation of its functions, powers or responsibilities. This includes specifying controls to monitor, oversee and report on the operation of delegated powers.

Approved delegations for committees are recorded in associated Terms of Reference and distributed to delegated bodies in line with this Charter.

In addition, the Board may confer on an executive officer any powers, discretions and duties it thinks fit, and may resolve to delegate any powers, discretions and duties vested in or exercisable by the directors.

The Board may delegate certain functions and powers, but it may not delegate its power to:

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- a. approve the introduction of new courses or strands
- b. approve or vary the Strategic Plan for the College
- c. approve the College's annual budget or its Business Plan
- d. approve the annual reports of the College
- e. monitor commercial activities to ensure that they do not have any adverse impact on, or pose an unreasonable risk to, the College's finances and operations
- f. review and monitor the management of the College as a whole.

Delegations are reviewed by the Board annually and may be conferred, withdrawn, suspended or varied in accordance with the Excelsia College Constitution.

5 Academic Board

The Academic Board oversees academic governance in relation to the quality of teaching, learning, research and research training at the College.

5.1 The Terms of Reference for the Academic Board

The Terms of Reference for the Academic Board are the following:

- 5.1.1 Monitor the graduate outcomes and quality of the on-campus and distance education learning environment experienced by students to ensure that it is appropriate for the AQF level and nature of the awards offered by Excelsia College.
- 5.1.2 Monitor the quality of the research activities of Excelsia College; monitor the development and effectiveness of research policies and protocols; and oversee research integrity.
- 5.1.3 Undertake forward planning in relation to the academic profile and provide advice regarding any staffing implications, including supervision capacity, qualifications, knowledge and expertise.
- 5.1.4 Approve assessment results leading to Excelsia College qualifications, consider any unresolved student appeals, and recommend the conferring of awards.
- 5.1.5 Approve and review academic policies, including their deployment in practice.
- 5.1.6 Monitor quality assurance systems in place for each academic course.
- 5.1.7 Implement and monitor academic standards in terms of the quality of teaching, level of qualifications, educational pathways, admissions and assessment processes, and oversee academic integrity in all courses.
- 5.1.8 Monitor the quality of all accredited courses through review processes including benchmarking.
- 5.1.9 Monitor the processes for the development of new courses and the revision of existing courses, particularly to ensure currency and relevance.

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- 5.1.10 Recommend to the Board of Directors to approve new courses and authorise minor changes to existing courses.
- 5.1.11 Monitor and approve policies relating to students' safety, including sexual assault and harassment.
- 5.1.12 Establish standing committees, or ad hoc committees, with delegated functions, as deemed necessary to assist it in its deliberations.

5.2 The Composition of the Academic Board

For the Academic Board to function effectively as an independent body and make credible judgements about the nature of the matters it reviews, its members collectively require academic and discipline-based expertise in relation to higher education, and an understanding of the employment and vocational opportunities available to graduates.

To meet these requirements the composition of the Board will include:

- a mix of specialist, discipline-based knowledge and general academic expertise
- a balance of internal and external members
- some members familiar with the nature of the employment market relevant to College graduates
- an independent Chair
- student representation
- representatives of Excelsia College academic staff.

5.3 Criteria for selection of members

5.3.1 Chair:

- postgraduate qualifications, preferably a doctorate or equivalent professional standing
- senior management experience in higher education
- knowledge of teaching and learning trends in higher education
- experience in chairing boards and/or committees
- well-developed communication and analytical skills including the capacity to facilitate, interpret policy and make educational judgements drawing evidence from a range of sources.

5.3.2 Members – general requirements. All members are expected to:

- be able to demonstrate that they are actively committed to the Christian beliefs set out at the beginning of the Objects of the College in its Constitution while ever they remain a member of the Board
- have capacity to exercise judgement across a broad spectrum of academic policy issues in higher education
- have experience in board and/or committee processes and decision-making
- have experience in participating with others as part of a team to form balanced judgements and make impartial decisions.

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In addition to the general requirements listed above, discipline experts are expected to have:

- appropriate academic qualifications
- leading reputation in field of expertise
- knowledge of employment and vocational opportunities for graduates.

5.3.3 External members – in addition to the general requirements listed above, external members are expected to:

- be able to demonstrate that they have no conflict of interest in accepting the role.

5.4 Membership of the Academic Board

The membership of the Academic Board is as follows:

- The Chair – external academic nominated and appointed by the Board of Directors. The Chair will be appointed for a period of 2 years, after which time the incumbent may be re-appointed, or a new Chair appointed.
- External academics – at least 2 external, independent members will be nominated and appointed by the Board of Directors. External members will be appointed for an initial period of 2 years, after which time any or all members may be re-appointed, or one or more new members appointed to replace outgoing members for a period to be agreed by the external member and the Board of Directors. The Board of Directors may appoint additional external members at any time.
- Excelsia College Chief Academic Officer
- Provost
- Excelsia College Chief Executive Officer (ex officio)
- Excelsia College Director of Research (Scholarship, Performance and Engagement)
- Excelsia College Director of Mission and Director of Research (Graduate Programs)
- Excelsia College Chief Strategy Officer and Director of Quality
- Excelsia College Academic Registrar
- Excelsia College Director of Partnerships and Engagement
- Excelsia College Heads of School (ex officio)
- Excelsia College Student Representative (2)

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Standing Orders and Rules of Procedure Academic Board

5.5 Standing Orders

5.6 Rules of Procedure

- Section 5.6.1 Schedule of meetings of the Academic Board
- Section 5.6.2 Duration of meetings
- Section 5.6.3 Quorum
- Section 5.6.4 Adjournments and maintenance of quorum
- Section 5.6.5 Adjourned meetings of the Academic Board
- Section 5.6.6 Method of decision-making
- Section 5.6.7 Absence from meetings of the Board or its committees
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5.5 Standing Orders

The Academic Board shall conduct its meetings and other business in accordance with its own rules of procedures and customary practice, subject to resolutions of the Board of Directors and allowing all reasonable discretion to its Chair. Customary practice here refers to the process by which the Board's business is conducted through the presiding member (normally the Chair) and proceeds on the basis of resolution. More formal rules and standing orders such as those described in formal meeting procedures and other widely available publications and general conventions of meetings may be used only as a general guide. Members should note that in the conduct of the Academic Board meetings, the Chair is allowed all reasonable discretion.

5.6 Rules of Procedure

The following Rules of Procedure shall be implemented by the Academic Board to facilitate the conduct of its business and may be varied by the Board from time to time, as appropriate.

5.6.1 Schedule of Meetings of the Academic Board

Meetings of the Academic Board shall be held quarterly, or more frequently as determined by the Board. The last meeting in any calendar year will formulate a work plan for the upcoming academic year.

5.6.2 Duration of Meetings

Meetings of the Academic Board shall conclude at the end of 2 hours unless the members present vote for a continuation for a period to be determined by the Chair.

5.6.3 Quorum

A quorum shall be constituted with 50% + 1 of the members.

5.6.4 Adjournment of Meetings and Maintenance of Quorum

The Chair may adjourn an ordinary, an adjourned or a special meeting of the Academic Board in appropriate circumstances. For example, the Chair may adjourn a meeting if it became apparent that a quorum might not be maintained; or that a long contentious item of business was about to be discussed and it seemed advisable that the Chair should therefore adjourn the meeting before commencing discussion on that item rather than cutting off discussion in mid-stream.

The Chair shall not adjourn a meeting to prevent a motion or amendment being put forward except with the approval of two thirds of the meeting present. This discretion shall not limit any other powers of the Chair to adjourn a meeting.

5.6.5 Adjourned Meetings of the Academic Board

If a meeting of the Academic Board is adjourned, the Chair shall:

- a. adjourn the meeting to the same day in the next week at the same time and place, or to such other day, time and place as the Chair may determine
- b. cancel the meeting. In such case the Chair may declare that any unfinished business on the notice paper for such meeting be the first priority business for the next ordinary meeting of the Academic Board.

5.6.6 Method of Decision-making

Matters requiring approval of the Academic Board will ordinarily be resolved on a consensus basis. However, if this cannot be achieved, then the respective matter will be decided by a vote of members. Decisions will be in accordance with the vote of the majority.

If at any time the Excelsia College members constitute a majority of members present, their votes in aggregate will be deemed to be equivalent to less than 50% of the votes cast.

The method of voting shall be by voices or, at the discretion of the Chair or on the request of any 2 members, by a show of hands.

In the absence of a majority the Chair will have the casting vote.

5.6.7 Absence from Meetings of the Academic Board

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- a. The Secretary records absences and apologies lodged by a member who is unable to attend a meeting.
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- c. External members may seek approval for leave at any time.
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5.6.9 Items for Inclusion on the Agenda

In general, agenda items which touch upon significantly common subject matter will be grouped together on an agenda to avoid the possibility of the Academic Board's adopting conflicting resolutions.

Further, each agenda shall include, as the first item of business, the item "Declaration of Conflicts of Interest" to give members the opportunity to declare any personal issues of relevance that may have arisen since the last meeting of the Academic Board.

5.6.10 Scheduling of Academic Board Business

Academic Board meetings will be held at least 4 times per year to correspond with significant dates in the Academic Calendar, such as examinations and endorsement of qualifications issuance and end of year reviews.

5.6.11 Order in Which Agenda Items Shall be Considered

In exceptional circumstances, the Academic Board may give consideration to a recommendation for the reordering of an agenda in order to ensure that major items are considered at a time when it is likely that attendance at the meeting is such that any resolution would reasonably represent the views of a significant proportion of the membership of the Academic Board. Such items would normally be included in the agenda in such a position as to ensure that they are considered early in the meeting.

5.6.12 Confidentiality

The Secretary together with the Chair shall recommend which items on the agenda are to be presented as confidential and identify any item within a report as confidential, ensuring that the agenda and relevant documentation is clearly marked to that effect, as appropriate.

At the beginning of the meeting agreement shall be sought for the recommendations of the Chair and the Secretary on which items are confidential.

Confidential items shall be dealt with at the beginning of the meeting after which observers and other appropriate participants will be admitted.

If a confidential item emerges in the course of discussions, after observers and other appropriate participants have been admitted, then observers and other appropriate participants will be asked to leave the meeting.

Members of the Academic Board should be aware that there are limits to the degree of protection they may claim in relation to defamation, maintenance of confidentiality and commercial in confidence items in discussion of Board matters.

5.6.13 Tabling of Reports

In general, all matters coming before the Academic Board shall be considered first by the Chair and the Secretary.

5.6.14 Motions Without Notice

The Academic Board shall permit consideration of any item of business if a motion of prior notice has not been given. The item may be considered provided that the majority of the voting members are present and that the Chair consents to discussion of the item and that permission be given at the commencement of the meeting.

5.6.15 Notice of Motions

5.6.15.1 The right of members to place motions on notice on Academic Board agendas.

Any member of the Academic Board may give notice of a motion, and the notice is to be supported by such additional material as agreed to by the Chair. Members should be aware of the time constraints involved, and of the procedure for providing the motion and additional material to the Secretary at least 2 weeks prior to the date of the scheduled

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meeting. The precise wording of the motion need not be finalised then, but the substance of the intended motion must be clear.

The Chair may rule a motion out of order and not allow it to be published with the agenda if, after discussions with the relevant member, the Chair was satisfied that the motion was seriously in breach of confidence within Excelsia or may be defamatory.

In all other situations the Chair would permit a notice of motion to be published even though the Chair might consider the motion to be out of order. In such situations the Chair could give notice on the agenda that a motion will be ruled to be out of order when it comes up for discussion. Such a ruling could of course be challenged at the meeting in the normal way.

In all situations where the Chair declined to have a notice of motion circulated in advance of a meeting, the Chair would report the matter at the commencement of the meeting.

The question of whether a motion on notice was in order, if contested, would in all cases be determined in the normal manner at the meeting of the Academic Board, either at the commencement of the meeting or when the motion came up for discussion. If a motion is determined by the Academic Board to be in order, then it should be discussed at a subsequent meeting as it is likely the wording will not have been finalised yet.

5.6.15.2 Conflicting agenda items

When a member of the Academic Board submits a notice of motion, this action might well be taken without knowing what other matters were to be considered at the meeting.

The Secretary and the Chair, in the process of developing the agenda, may, in the first instance, discuss the conflict with the relevant members to determine the approval of the item.

The fact that a notice has bearing on another item on the agenda is no reason in itself for the motion to be declared out of order. This is because the notice might be intended to have a bearing on the other item, it might be intended to broaden the scope of discussions on a common subject matter, or it might be taken in lieu of an amendment to another motion.

To the extent, however, that an Academic Board resolution on one agenda item and a motion on notice, if carried, might conflict, there would generally be practical advantages in considering the 2 items as a sequence in the meeting.

5.6.16 Ongoing Conduct of Business of Academic Board

If there are only 4 meetings scheduled for any one year, there may be tasks and decisions which the Board, under its Terms of Reference, may need to ensure are carried out.

In such circumstances, the Secretary will act in delegated responsibility for only those items that the Academic Board specifically identifies. The carrying out of these delegated tasks and decision-making can only be done by the Academic Board Secretary in direct discussions and advice from the Chair (by

phone, email or other contact) and the Chief Executive.

5.6.16.1 If matters (considered by the Chair to be of moment) require urgent resolution they may be put to the members of the Academic Board by circulation. The time allowed for the response will be at the discretion of the Chair.

Recommendations not approved by 100% of members who respond (subject to the Academic Board's rules of quorum) will be held over to the next ordinary meeting of the Academic Board.

5.6.16.2 To provide for ongoing good academic governance, in all other cases where the business cannot be reasonably held over to the next ordinary meeting of the Academic Board, the Academic Board shall:

- a. Delegate authority to conduct its business to the Academic Board Executive
- b. Always report business conducted and decisions taken in such manner to the next ordinary meeting of the Academic Board.

5.6.16.3 The membership of the Academic Board Executive shall consist of:

- The Chair
- 1 external member
- 1 internal member (Chief Academic Officer)

5.6.17 Standing Committees of the Academic Board

The following committees have delegated responsibilities as detailed in their Terms of Reference for assisting the Academic Board in its role as the principal academic advisory body of Excelsia College:

- Learning and Teaching Committee
- Admissions Committee
- Credit Review Committee
- Student Grievance Sub-Committee
- Academic Misconduct Sub-Committee
- Moderation Sub-Committee
- Library Committee
- Course Development Sub-Committee
- Course Advisory Sub-Committee

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5.6.18 Minutes

Minutes of Academic Board meetings will be distributed to all members by email as soon as practicable after each meeting. The default format for the minutes is soft copy.

6 Management Committee

The Management Committee assists the Chief Executive Officer by providing strategic and operational in relation to corporate governance.

In advancing its Terms of Reference, the Committee will:

- follow a strategic agenda informed by the Strategic Plan and relevant internal and external frameworks
- seek consistency and common approaches where these are in the best interests of students and staff, while supporting diversity and variation where this is conducive to a positive student experience, meeting staff expectations, and to effective College functioning more widely
- periodically interact and exchange information with relevant boards/committees, and academic and student services, with respect to matters relating to Management, and
- liaise with specific managers and offices, particularly with respect to issues or instances where matters of academic policy intersect with management issues.

6.1 The Terms of Reference for the Management Committee

The Terms of Reference for the Management Committee are the following:

6.1.1 The Management Committee provides strategic and operational support to the Chief Executive in the daily life of the College. Matters may be referred to the Management Committee by the Board, the Academic Board, other committees, or managers.

Senior management support the Chief Executive in:

- workplace health and safety
- strategic planning
- financial planning and the oversight of financial management
- resource allocation and management
- oversight of daily operations
- facilitating the activities of the Departments and Schools

6.1.2 The Management Committee is responsible for:

- continuing compliance with the Higher Education Standards Framework
- benchmarking, institutional self-review and continuous improvement, and responses to external assessments and audits
- student services and community engagement
- finances
- physical and electronic facilities and resources

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- human resources
- marketing and student recruitment
- Lead and manage the efficient operation of the College, providing strategical and operational direction to the Board of Directors regarding Business Plan and Strategic Plan, whilst working closely with the Academic Board.
- Ensure a safe environment, and enhance and maintain good corporate and academic governance, sound business practices, effective decision making, and the capabilities of our staff, by reporting on Goal 3 of PLA-GEN-03 and through the Work Health and Safety Committee.
- Achieve and maintain financial viability and the capacity to achieve institutional and educational objectives, by reporting on Goal 4 of PLA-GEN-03.

6.1.3 The membership of the Management Committee is as follows:

- Chief Executive Officer (Chair)
- Chief Academic Officer
- Chief Financial Officer
- Chief Strategy Officer and Director of Quality
- Chief Global Engagement and Partnerships
- Chief Operating Officer
- Director of Mission and Director of Research (Graduate Programs)
- Provost

With the approval of the Chair any staff member may attend any of the Committee's meetings.

The Team Assistant will be responsible for ensuring the provision of secretariat support for the Committee.

Standing Orders and Rules of Procedure for Management Committee

6.2 Standing Orders

6.3 Rules of Procedure

- Section 6.3.1 Schedule of meetings of the Management Committee
- Section 6.3.2 Duration of meetings
- Section 6.3.3 Quorum
- Section 6.3.4 Adjournments and maintenance of quorum
- Section 6.3.5 Adjourned meetings of the Management Committee
- Section 6.3.6 Method of decision-making
- Section 6.3.7 Absence from meetings of the Management Committee or its committees
- Section 6.3.8 Preparation of agendas
- Section 6.3.9 Items for inclusion on the agenda
- Section 6.3.10 Scheduling of Management Committee business
- Section 6.3.11 Order in which agenda items shall be considered
- Section 6.3.12 Confidentiality
- Section 6.3.13 Tabling of reports
- Section 6.3.14 Motions without notice
- Section 6.3.15 Notice of motion
- Section 6.3.16 Tasks and decisions in between Management Committee meetings
- Section 6.3.17 Standing Committees of the Management Committee
- Section 6.3.18 Minutes

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6.2 Standing Orders

The Management Committee shall conduct its meetings and other business in accordance with its own rules of procedures and customary practice, subject to resolutions of the Board of Directors and allowing all reasonable discretion to its Chair. Customary practice here refers to the process by which Management Committee business is conducted through the presiding member (normally the Chair) and proceeds on the basis of resolution. More formal rules and standing orders such as those described in formal meeting procedures and other widely available publications and general conventions of meetings may be used only as a general guide. Members should note that in the conduct of Management Committee meetings, the Chair is allowed all reasonable discretion.

6.3 Rules of Procedure

The following Rules of Procedure shall be implemented by the Management Committee to facilitate the conduct of its business and may be varied by the presiding member from time to time, as appropriate.

6.3.1 Schedule of Meetings of the Management Committee

Meetings of the Management Committee shall be held at least once every two months, or more frequently as determined by the Chair. The last meeting in any calendar year will put forward a work plan for the upcoming academic year.

6.3.2 Duration of Meetings

Meetings of the Management Committee shall conclude at the end of 2 hours unless the members present vote for a continuation for a period to be determined by the Chair.

6.3.3 Quorum

A quorum shall be constituted with the Chair and three other members. If the Chair is not present, the Committee will appoint a member from the Committee to act as Chair for the meeting.

6.3.4 Adjournment of Meetings and Maintenance of Quorum

The Chair may adjourn an ordinary, an adjourned or a special meeting of the Management Committee in appropriate circumstances. For example, the Chair may adjourn a meeting if it became apparent that a quorum might not be maintained; or that a long contentious item of business was about to be discussed and it seemed advisable that the Chair should therefore adjourn the meeting before commencing discussion on that item rather than cutting off discussion in mid-stream.

The Chair shall not adjourn a meeting to prevent a motion or amendment being put forward save with the approval of two thirds of the meeting present. This discretion shall not limit any other powers of the Chair to adjourn a meeting.

6.3.5 Adjourned Meetings of the Management Committee

If a meeting of the Management Committee is adjourned, the Chair shall:

- a. adjourn the meeting to the same day in the next week at the same time and place, or to such other day, time and place as the Chair may determine
- b. cancel the meeting. In such case the Chair may declare that any unfinished business on the notice paper for such meeting be the first priority business for the next ordinary meeting of the Management Committee.

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6.3.6 Method of Decision-making

Matters requiring approval of the Management Committee will ordinarily be resolved on a consensus basis. However, if this cannot be achieved, then the respective matter will be decided by a vote of members. Decisions will be in accordance with the vote of the majority. The method of voting shall be by voices or, at the discretion of the Chair or on the request of any 2 members, by a show of hands. In the absence of a majority the Chair will have the casting vote.

6.3.7 Absence from Meetings of the Management Committee

6.3.7.1 Of the Chair: in the absence of the Chair the members present will elect another member to act as Chair.

6.3.7.2 Of the members: the following policies and procedures for absence from Management Committee meetings shall be followed:

- a. The Secretary records absences and apologies lodged by a member who is unable to attend a meeting.
- b. Members may seek leave of absence from Management Committee meetings under special circumstances, such as normal absences arising from annual leave. Such application must be done in writing and provided to the Secretary prior to the meeting.

6.3.8 Preparation of Agendas

All papers concerning items for consideration for inclusion on the agenda shall be received by the Secretary as soon as practicable, preferably at least one week prior to the scheduled date of a meeting.

The draft agenda and accompanying documents shall be considered and finalised, including determination of agenda items and of confidential items, by the Chair. The finalised agenda and papers shall be distributed by the Secretary within 6 days of the scheduled Management Committee meeting. The default format for the agenda is soft copy.

6.3.9 Items for Inclusion on the Agenda

In general, agenda items which touch upon significantly common subject matter will be grouped together on an agenda to avoid the possibility of the Management Committee adopting conflicting resolutions.

Further, each agenda shall include, as the first item of business, the item 'Declaration of Conflicts of Interest' to give members the opportunity to declare any personal issues of relevance that may have arisen since the last meeting of the Management Committee.

6.3.10 Scheduling of Management Committee Business

Management Committee meetings will be held once every two months to correspond with significant dates in the Academic Calendar.

6.3.11 Order in which Agenda Items Shall be Considered

In exceptional circumstances, the Management Committee may give consideration to a recommendation for the reordering of an agenda in order to ensure that major items are considered at a time when it is likely that attendance at the meeting is such that any resolution would reasonably represent the views of a significant proportion of the membership of the Academic Board. Such items would normally be included in the agenda in such a position as to ensure that they are considered early

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in the meetings.

6.3.12 Confidentiality

The Secretary together with the Chair shall recommend which items on the agenda are to be presented as confidential and identify any item within a report as confidential, ensuring that the agenda and relevant documentation is clearly marked to that effect, as appropriate.

At the beginning of the meeting agreement shall be sought for the recommendations of the Chair and the Secretary on which items are confidential.

Confidential items shall be dealt with at the beginning of the meeting, after which observers and other appropriate participants will be admitted.

If a confidential item emerges in the course of discussions, after observers and others have been admitted, then observers and other appropriate participants will be asked to leave the meeting.

Members of the Management Committee should be aware that there are limits to the degree of protection they may claim in relation to defamation, maintenance of confidentiality and commercial in confidence items in discussion of Committee matters.

6.3.13 Tabling of Reports

In general, all matters coming before the Management Committee shall be considered first by the Chair and the Secretary.

6.3.14 Motions Without Notice

The Management Committee shall permit consideration of any item of business if a motion of prior notice has not been given. The item may be considered provided that the majority of the voting members are present and that the Chair consents to discussion of the item and that permission be given at the commencement of the meeting.

6.3.15 Notice of Motions

6.3.15.1 The right of members to place motions on notice on Management Committee agendas.

Any member of the Management Committee may give notice of a motion, and the notice is to be supported by such additional material as agreed to by the Chair. Members should be aware of the time constraints involved, and of the procedure for providing the motion and additional material to the Secretary at least 2 weeks prior to the date of the scheduled meeting. The precise wording of the motion need not be finalised then, but the substance of the intended motion must be clear.

The Chair may rule a motion out of order and not allow it to be published with the agenda if, after discussions with the relevant member, the Chair was satisfied that the motion was seriously in breach of confidence within Excelsia or may be defamatory.

In all other situations the Chair would permit a notice of motion to be published even though the Chair might consider the motion to be out of order. In such situations the Chair could give notice on the agenda that a motion will be ruled to be out of order when it comes up for discussion. Such a ruling could of course be challenged at the meeting in the normal way.

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In all situations where the Chair declined to have a notice of motion circulated in advance of a meeting, the Chair would report the matter at the commencement of the meeting.

The question of whether a motion on notice was in order, if contested, would in all cases be determined in the normal manner at the meeting of the Management Committee, either at the commencement of the meeting or when the motion came up for discussion. If a motion is determined by the Management Committee to be in order then it should be discussed at a subsequent meeting as it is likely the wording will not have been finalised yet.

6.3.15.2 Conflicting agenda items

When a member of the Management Committee submits a notice of motion, this action might well be taken without knowing what other matters were to be considered at the meeting.

The Secretary and the Chair, in the process of developing the agenda, may, in the first instance, discuss the conflict with the relevant members to determine the approval of the item.

The fact that a notice has bearing on another item on the agenda is no reason in itself for the motion to be declared out of order. This is because the notice might be intended to have a bearing on the other item, it might be intended to broaden the scope of discussions on a common subject matter, or it might be taken in lieu of an amendment to another motion.

To the extent, however, that a Management Committee resolution on one agenda item and a motion on notice, if carried, might conflict, there would generally be practical advantages in considering the 2 items as a sequence in the meeting.

6.3.16 Ongoing Conduct of Business of Management Committee

If meetings are scheduled only once every two months, there may be tasks and decisions which the Committee, under its Terms of Reference, may need to ensure are carried out.

In such circumstances, the Secretary will act in delegated responsibility for only those items that the Management Committee specifically identifies. The carrying out of these delegated tasks and decision-making can only be done by the Management Committee Secretary in direct discussions and advice from the Chair (by phone, email or other contact) and the Chief Executive.

6.3.16.1 The Committee may interact electronically between meetings as is necessary to advance its business. If matters (considered by the Chair to be of moment) require urgent resolution they may be put to the members of the Management Committee by circulation. The time allowed for the response will be at the discretion of the Chair.

Recommendations not approved by 100% of members who respond (subject to the Management Committee rules of quorum) will be held over to the next ordinary meeting of the Management Committee.

6.3.16.2 To provide for ongoing good governance, in all other cases where the business cannot be reasonably held over to the next ordinary meeting of the Management Committee, the

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Management Committee shall:

- a. delegate authority to conduct its business to the Management Committee Executive
- b. always report business conducted and decisions taken in such manner to the next ordinary meeting of the Management Committee.

6.3.16.3 The membership of the Management Committee shall consist of:

- Chief Executive Officer (Chair)
- Chief Academic Officer
- Chief Financial Officer
- Chief Strategy Officer and Director of Quality
- Chief Global Engagement and Partnerships
- Chief Operating Officer
- Director Mission and Director of Research (Graduate Programs)
- Provost

With the approval of the Chair any staff member may attend any of the Committee's meetings.

The Team Assistant will be responsible for ensuring the provision of secretariat support for the Committee.

6.3.17 Standing Committees of the Management Committee

The following committees have delegated responsibilities as detailed in their Terms of Reference for assisting the Management Committee in its role as advisory body to the Chief Executive Officer:

- University College Transition Committee
- Work Health and Safety Committee
- Sexual Assault and Sexual Harassment Working Group
- Scholarship
- Quality Assurance and Improvement Committee
- Alumni Engagement Working Group
- Community Engagement

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6.3.18 Minutes

The Secretary keeps a written record (minutes) of Management Committee meetings and these will be distributed to all members by email as soon as practicable after each meeting prior to archiving. The default format for the minutes is soft copy.

7 Audit and Risk Committee

7.1 The Terms of Reference for the Audit and Risk Committee

The Terms of Reference for the Audit and Risk Committee are the following:

The Audit and Risk Committee (the Committee) is an advisory committee of the Board of Directors (the Board). It has no authority to make decisions on behalf of the Board.

The broad function of the Committee is to assist the Board in its governance of Excelsia College (the College) by monitoring and reviewing its audit and enterprise risk management system in relation to:

- a) compliance with legislative and regulatory requirements, internal policy and industry standards
- b) audited financial statements and their assessment of the College's financial performance
- c) financial processes and procedures of the College, including the performance of internal and external auditors
- d) annual budget
- e) insurance coverage for the College
- f) risk culture of the College
- g) risk identification and mitigation strategies
- h) effectiveness of record keeping and reporting to the College governing bodies

The primary role of the Audit and Risk Committee, guided by the Excelsia Strategic Plan 2020-2025, is to assist Board governance by developing policy, monitoring and reviewing College activity according to its remit, and advising the Board about relevant matters.

The work of the Committee is supported by the Chief Executive Officer and Director of Finance and Administration as required.

7.1.1 The Committee is responsible for monitoring, reviewing and making recommendations to the Board in relation to the following:

7.1.1.1 Financial Reporting

- Financial position of the College, including financial statements
- Compliance with financial reporting standards

7.1.1.2 External Audit

- Effectiveness of external audit functions and results
- Performance of the external auditor
- Reports presented to the Board, Management Committee, external auditors, and TEQSA

7.1.1.3 Internal Audit

- Effectiveness of internal audit functions and results

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- Performance of the internal auditor
- Internal controls established to ensure solvency of the College
- Reports presented to the Board, Management Committee, external auditors, and TEQSA

7.1.1.4 Internal Control and Risk Management

- Process for resolving conflicts of interest
- Enterprise risk management system including its policies and procedures, risk appetite, risk register and communication strategy
- Regulatory compliance review, fraud and misconduct
- Reports presented to the Board, Management Committee, internal and external auditors, and TEQSA, regarding risk management
- Protected disclosures
- Investigation of unethical or inappropriate conduct in the College within its terms of reference

7.1.2 The membership of the Audit and Risk Committee is as follows:

The Committee will consist of at least 3 members of the Board of Directors, excluding the Chairperson.

The Chair and following members have been appointed by the Board for a 3-year term:

- Board Director (Chair)
- Board Director
- Chief Executive Officer
- Chief Financial Officer (Secretary)
- Chief Academic Officer
- Provost

Membership of the Committee will be reviewed once every three years and confirmed by the Board of Directors.

Standing Orders and Rules of Procedure of the Audit and Risk Committee

7.2 Standing Orders

7.3 Rules of Procedure

- Section 7.3.1 Schedule of meetings of the Audit and Risk Committee
- Section 7.3.2 Duration of meetings
- Section 7.3.3 Quorum
- Section 7.3.4 Adjournments and maintenance of quorum
- Section 7.3.5 Adjourned meetings of the Audit and Risk Committee
- Section 7.3.6 Method of decision-making
- Section 7.3.7 Absence from meetings of the Audit and Risk Committee or its committees
- Section 7.3.8 Preparation of agendas
- Section 7.3.9 Items for inclusion on the agenda
- Section 7.3.10 Scheduling of Audit and Risk Committee business
- Section 7.3.11 Order in which agenda items shall be considered
- Section 7.3.12 Confidentiality
- Section 7.3.13 Tabling of reports
- Section 7.3.14 Motions without notice
- Section 7.3.15 Notice of motion
- Section 7.3.16 Tasks and decisions in between Audit and Risk Committee meetings
- Section 7.3.17 Minutes

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7.2 Standing Orders

The Audit and Risk Committee shall conduct its meetings and other business in accordance with its own rules of procedures and customary practice, subject to resolutions of the Board of Directors and allowing all reasonable discretion to its Chair. Customary practice here refers to the process by which Audit and Risk Committee business is conducted through the presiding member (normally the Chair) and proceeds on the basis of resolution. More formal rules and standing orders such as those described in formal meeting procedures and other widely available publications and general conventions of meetings may be used only as a general guide. Members should note that in the conduct of Audit and Risk Committee meetings, the Chair is allowed all reasonable discretion.

7.3 Rules of Procedure

The following Rules of Procedure shall be implemented by the Audit and Risk Committee to facilitate the conduct of its business and may be varied by the presiding member from time to time, as appropriate.

7.3.1 Schedule of Meetings of the Management Committee

Meetings of the Audit and Risk Committee shall be held quarterly, or more frequently as determined by the Chair. The last meeting in any calendar year will put forward a work plan for the upcoming academic year.

7.3.2 Duration of Meetings

Meetings of the Audit and Risk Committee shall conclude at the end of 2 hours unless the members present vote for a continuation for a period to be determined by the Chair.

7.3.3. Quorum

A quorum shall be constituted with 50% + 1 of the members.

7.3.4 Adjournment of Meetings and Maintenance of Quorum

The Chair may adjourn an ordinary, an adjourned or a special meeting of the Audit and Risk Committee in appropriate circumstances. For example, the Chair may adjourn a meeting if it became apparent that a quorum might not be maintained; or that a long contentious item of business was about to be discussed and it seemed advisable that the Chair should therefore adjourn the meeting before commencing discussion on that item rather than cutting off discussion in mid-stream.

The Chair shall not adjourn a meeting to prevent a motion or amendment being put forward save with the approval of two thirds of the meeting present. This discretion shall not limit any other powers of the Chair to adjourn a meeting.

7.3.5 Adjourned Meetings of the Audit and Risk Committee

If a meeting of the Audit and Risk Committee is adjourned, the Chair shall:

- a. adjourn the meeting to the same day in the next week at the same time and place, or to such other day, time and place as the Chair may determine
- b. cancel the meeting. In such case the Chair may declare that any unfinished business on the notice paper for such meeting be the first priority business for the next ordinary meeting of the Audit and Risk Committee.

7.3.6 Method of Decision-making

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Matters requiring approval of the Audit and Risk Committee will ordinarily be resolved on a consensus basis. However, if this cannot be achieved, then the respective matter will be decided by a vote of members. Decisions will be in accordance with the vote of the majority.

The method of voting shall be by voices or, at the discretion of the Chair or on the request of any 2 members, by a show of hands. In the absence of a majority the Chair will have the casting vote.

7.3.7 Absence from Meetings of the Audit and Risk Committee

7.3.7.1 Of the Chair: in the absence of the Chair the members present will elect another external member to act as Chair.

7.3.7.2 Of the members: the following policies and procedures for absence from Audit and Risk Committee meetings shall be followed:

- a. The Secretary records absences and apologies lodged by a member who is unable to attend a meeting.
- b. Members may seek leave of absence from Audit and Risk Committee meetings under special circumstances, such as normal absences arising from annual leave. Such application must be done in writing and provided to the Secretary prior to the meeting.

7.3.8 Preparation of Agendas

All papers concerning items for consideration for inclusion on the agenda shall be received by the Secretary as soon as practicable, preferably at least one week prior to the scheduled date of a meeting.

The draft agenda and accompanying documents shall be considered and finalised, including determination of agenda items and of confidential items, by the Chair. The finalised agenda and papers shall be distributed by the Secretary within 6 days of the scheduled Audit and Risk Committee meeting. The default format for the agenda is soft copy.

7.3.9 Items for Inclusion on the Agenda

In general, agenda items which touch upon significantly common subject matter will be grouped together on an agenda to avoid the possibility of the Audit and Risk Committee adopting conflicting resolutions.

Further, each agenda shall include, as the first item of business, the item 'Declaration of Conflicts of Interest' to give members the opportunity to declare any personal issues of relevance that may have arisen since the last meeting of the Audit and Risk Committee.

7.3.10 Scheduling of Audit and Risk Committee Business

Audit and Risk Committee meetings will be held quarterly to correspond with significant dates in the Academic Calendar.

7.3.11 Order in Which Agenda Items Shall be Considered

In exceptional circumstances, the Audit and Risk Committee may give consideration to a recommendation for the reordering of an agenda in order to ensure that major items are considered at a time when it is likely that attendance at the meeting is such that any resolution would reasonably represent the views of a significant proportion of the membership of the Audit and Risk Committee.

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Such items would normally be included in the agenda in such a position as to ensure that they are considered early in the meetings.

7.3.12 Confidentiality

The Secretary together with the Chair shall recommend which items on the agenda are to be presented as confidential and identify any item within a report as confidential, ensuring that the agenda and relevant documentation is clearly marked to that effect, as appropriate.

At the beginning of the meeting agreement shall be sought for the recommendations of the Chair and the Secretary on which items are confidential.

Confidential items shall be dealt with at the beginning of the meeting, after which observers and other appropriate participants will be admitted.

If a confidential item emerges in the course of discussions, after observers and others have been admitted, then observers and other appropriate participants will be asked to leave the meeting.

Members of the Audit and Risk Committee should be aware that there are limits to the degree of protection they may claim in relation to defamation, maintenance of confidentiality and commercial in confidence items in discussion of Committee matters.

7.3.13 Tabling of Reports

In general, all matters coming before the Audit and Risk Committee shall be considered first by the Chair and the Secretary.

7.3.14 Motions Without Notice

The Audit and Risk Committee shall permit consideration of any item of business if a motion of prior notice has not been given. The item may be considered provided that the majority of the voting members are present and that the Chair consents to discussion of the item and that permission be given at the commencement of the meeting.

7.3.15 Notice of Motions

7.3.15.1 The right of members to place motions on notice on Audit and Risk Committee agendas.

Any member of the Academic Board may give notice of a motion, and the notice is to be supported by such additional material as agreed to by the Chair. Members should be aware of the time constraints involved, and of the procedure for providing the motion and additional material to the Secretary at least 2 weeks prior to the date of the scheduled meeting. The precise wording of the motion need not be finalised then, but the substance of the intended motion must be clear.

The Chair may rule a motion out of order and not allow it to be published with the agenda if, after discussions with the relevant member, the Chair was satisfied that the motion was seriously in breach of confidence within Excelsia or may be defamatory.

In all other situations the Chair would permit a notice of motion to be published even though the Chair might consider the motion to be out of order. In such situations the Chair could give notice on the agenda that a motion will be ruled to be out of order when it comes up for

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discussion. Such a ruling could of course be challenged at the meeting in the normal way.

In all situations where the Chair declined to have a notice of motion circulated in advance of a meeting, the Chair would report the matter at the commencement of the meeting.

The question of whether a motion on notice was in order, if contested, would in all cases be determined in the normal manner at the meeting of the Audit and Risk Committee, either at the commencement of the meeting or when the motion came up for discussion. If a motion is determined by the Audit and Risk Committee to be in order, then it should be discussed at a subsequent meeting as it is likely the wording will not have been finalised yet.

7.3.15.2 Conflicting agenda items

When a member of the Audit and Risk Committee submits a notice of motion, this action might well be taken without knowing what other matters were to be considered at the meeting.

The Secretary and the Chair, in the process of developing the agenda, may, in the first instance, discuss the conflict with the relevant members to determine the approval of the item.

The fact that a notice has bearing on another item on the agenda is no reason in itself for the motion to be declared out of order. This is because the notice might be intended to have a bearing on the other item, it might be intended to broaden the scope of discussions on a common subject matter, or it might be taken in lieu of an amendment to another motion.

To the extent, however, that an Audit and Risk Committee resolution on one agenda item and a motion on notice, if carried, might conflict, there would generally be practical advantages in considering the 2 items as a sequence in the meeting.

7.3.16 Ongoing Conduct of Business of Audit and Risk Committee

If there are only 4 meetings scheduled for any one year, there may be tasks and decisions which the Committee, under its Terms of Reference, may need to ensure are carried out.

In such circumstances, the Secretary will act in delegated responsibility for only those items that the Audit and Risk Committee specifically identifies. The carrying out of these delegated tasks and decision-making can only be done by the Audit and Risk Committee Secretary in direct discussions and advice from the Chair (by phone, email or other contact) and the Chief Executive.

7.3.16.1 If matters (considered by the Chair to be of moment) require urgent resolution they may be put to the members of the Audit and Risk Committee by circulation. The time allowed for the response will be at the discretion of the Chair.

Recommendations not approved by 100% of members who respond (subject to the Audit and Risk Committee rules of quorum) will be held over to the next ordinary meeting of the Audit and Risk Committee.

7.3.16.2 To provide for ongoing good governance, in all other cases where the business cannot be reasonably held over to the next ordinary meeting of the Audit and Risk Committee, the

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Audit and Risk Committee shall:

- a. delegate authority to conduct its business to the Audit and Risk Committee Chair
- b. always report business conducted and decisions taken in such manner to the next ordinary meeting of the Audit and Risk Committee.

7.3.17 Minutes

Minutes of Audit and Risk Committee meetings will be distributed to all members by email as soon as practicable after each meeting. The default format for the minutes is soft copy.

8 Related Documents and References

This Governance Charter is to be read in conjunction with:

Australian Institute of Company Directors: Audit Committee Charter

Australian Institute of Company Directors: Risk Committee Charter

Business Plan 2021-2025

Corporations Act (2001)

Excelsia College Constitution

Higher Education Standards Framework

ISO 9001: Risk Management

PLA-GEN-03 Excelsia Strategic Plan 2020-2025

PLA-GEN-16 Structural Transition Plan

PLA-GEN-19 Quality Assurance and Improvement Plan

9 Mapped to HESF

The content of this policy is mapped to the HESF 6.

10 Document History

This Charter has been amended as follows:

Version	Amendments / Date / Notes
2	Transferred to new template, proofed, added related documents and references, mapped to the HESF, and document history.
3	Changed external membership of Academic Board from at least 3 to at least 2 external members

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