

Academic Board (East) – Terms of Reference

Preamble

Study Group Australia Limited Board of Directors (SGA Board of Directors) is responsible for directing and controlling the commercial business of Martin Higher Education (Martin HE) including guiding and monitoring its strategy and business affairs, in accordance with the legal responsibilities of the Corporations Act 2001.

The SGA Board of Directors has delegated day to day business management of the operations of Martin Higher Education (Martin HE) and policy responsibility to the Executive Director - Higher Education Division.

The SGA Board of Directors has delegated all academic governance responsibilities to the Academic Board (East). The Academic Board (East) is responsible and accountable to the Study Group Australia Limited Board of Directors for the discharge of these academic responsibilities.

Academic Board (East) approves the academic and student related policies and procedures that underpin Martin HE's higher education compliance with regulatory obligations. Academic Board (East) reviews and monitors the performance of all academic areas of Martin HE to assist with quality management and ensure continual improvement of those operational processes.

The SGA Board of Directors has delegated the responsibility for operational policies to Executive Management.

The Chairperson of Academic Board (East) is also vested with the power to make executive decisions on behalf of Academic Board (East) should urgent and/or time-sensitive matters arise between meetings. Such decisions will be subject to ratification at a subsequent Academic Board (East) meeting.

Membership

As Martin HE is a growing higher education institution with online qualifications, membership of its Academic Board (East) may include members from around Australia in addition to those from relevant business and industry coaching professions.

In some instances of membership, a stipend may apply.

The Chairperson will be independent to Martin HE and is appointed by SGA Board of Directors for a two (2) year term. In appointing a Chairperson, the SGA Board of Directors will consider the following:

- considerable knowledge of and experience in senior positions in the higher education sector
- experience chairing academic councils, boards and similar committees
- academic qualifications, research and experience in the review of academic policy and procedure and with national regulatory frameworks
- academic status - (preferably) an Emeritus Professor or Professor.

The SGA Board of Directors will also invite other members to join and membership will be made up of the following:

- At least two (2) Professors, or other senior business industry leaders specialising in fields aligned to courses offered at Martin HE or in higher education pedagogy
- At least one (1) representative from a professional business organisation
- Up to two (2) Heads of Department (or Associate Heads of Department) from Martin HE academic staff

- One (1) Student Representative
- One (1) Alumni Representative
- Executive Director - Higher Education Division for Study Group Australia
- Director of Education, Martin HE (ex-officio)
- Director, Student Services and Retention, Higher Education Division (ex-officio).

Any casual vacancy in membership may be filled on nomination of a replacement by the remaining members of the Academic Board (East) until such time as the original position is up for renewal.

The Chairperson of the Academic Board (East) or the Executive Director – Higher Education Division can at any time invite other relevant guests (internal or external) to attend all or part of a meeting. These guests will not be counted in the calculation of a quorum. Where a guest has attended more than half of the Academic Board (East) meetings held since last review of the Terms of Reference, Academic Board (East) may consider at its next review the addition of that guest as a permanent member of the Academic Board (East).

The Chairperson of Academic Board (East) will liaise with the SGA Board of Directors on potential new members to the Academic Board by way of discussion at meetings of the Board of Directors.

By nature of the delegation of powers, any member of the SGA Board of Directors is eligible to attend a meeting of the Academic Board (East) with rights of audience and debate at the meeting. It is expected that the Chairperson of Academic Board (east) will be notified in advance of this attendance by that Director.

The maximum number of positions shall be twelve (12) and the minimum number shall be six (6).

Period of Office

Aside from staff and student positions, all Academic Board (East) positions shall be for a period of two (2) years. The maximum number of terms that can normally be served by these members consecutively is three (3) terms (each of two years), being a total of six (6) years.

Head of Department (or Associate) positions will be determined on an annual rotational basis across departments so that all departments are represented on Academic Board for at least one 12 month period every 3 to 4 years.

The student representative will be elected. The student must be currently enrolled in a Martin HE course of study and will attend Academic Board (East) as long as they remain a fully enrolled and active student (ie. not deferred or intermitted).

The alumni representative shall be invited to join the membership by the Academic Board (East) based on the skills mix in relation to other members and the representative's development in the field since graduation.

Quorum

The quorum for meetings of Academic Board (East) shall be half the membership holding office at the time plus one (providing it includes at least one independent member). Meetings may be held face to face, by other verbal medium (eg. teleconference or videoconference) or a combination of these mediums. Attendance by any of these means will be considered full attendance for the purposes of calculating a quorum.

Vacant positions are not counted in calculating the quorum. Co-opted committee members are not counted towards the quorum.

The Chairperson or Executive Director - Higher Education Division may, if the Academic Board (East) is inquorate, declare that the meeting will proceed 'in Committee' so that the business of Martin HE may continue in a timely manner. The record of its deliberations at that meeting will be reviewed at

the next quorate Academic Board (East) meeting.

Alternate Chairperson

In the absence of the Chairperson, the members will appoint a proxy Chairperson for the meeting, who shall assume the role and duties of the Chairperson. The proxy Chairperson will be an independent member of the Academic Board (East).

Roles of Academic Board (East) Members

All Academic Board (East) members are required to agree upon appointment:

- To act in accordance with this Academic Board (East) Terms of Reference
- To act in accordance with the interests of Martin HE as a whole
- To maintain confidentiality of all matters discussed at Academic Board (East) meetings or in other situations where they are representing the Academic Board (East).

In addition, the Chairperson will represent the Academic Board (East) at meetings of the SGA Board of Directors and will have rights of audience and debate at those meetings.

Accountabilities

The SGA Board of Directors has delegated the institution's academic governance duties to the Academic Board (East). Academic Board (East) shall only account and report externally to others (eg. regulators where Martin HE delivers accredited courses) in accordance with, and subject to, the directions, delegations and limitations provided by the SGA Board of Directors.

To facilitate this relationship, effective communication and strong working relationships are encouraged between the SGA Board of Directors, and the Academic Board (East) and its committees. Minutes (confirmed or unconfirmed) of the previous meeting of Academic Board (East) will be included with the SGA Board of Directors papers and listed as a standing agenda item for discussion and action.

Members are expected to attend meetings and to be accountable to the Academic Board (East) for non-attendance by providing apology when unable to attend. If a member is aware that they will miss a meeting, they are expected to seek an approved leave of absence from the Chair for up to two (2) consecutive meetings. If a member does not attend up to three (3) consecutive meetings of the Academic Board (East) (regardless of approval of leave of absence), the Academic Board (East) may seek to replace that member in their position on the Board.

Primary Responsibilities of the Academic Board (East)

Academic Board (East)'s primary responsibilities will include:

- Overseeing and reviewing the academic governance framework and structure, and recommending changes where necessary
- Overseeing major academic policy and procedural principles and reviews, consistent with legal and regulatory requirements and compliance obligations
- Overseeing and monitoring the academic standards, activities and outcomes of Martin HE within a quality and academic risk framework.

In undertaking its primary responsibilities the Academic Board (East) will determine, approve or advise on, any matters within its authority.

Functions of the Academic Board (East)

The Academic Board (East) holds authority over Martin HE's academic governance through the following functions:

- Review, approve and monitor academic policies and procedures for Martin HE to ensure that the quality of courses, processes and outcomes are maintained and compliance with all national registration and accreditation conditions is fulfilled
- Monitor and review the overall direction and academic mission of Martin HE and its implementation, including through regular Strategic Plan reviews
- Establish internal and external academic quality assurance, academic review and advisory mechanisms in order to monitor quality standards in academic staffing, scholarship, courses and outcomes, student participation and attainment, and academic practice (particularly in learning and teaching)
- Provide advocacy and support for Martin HE to the Higher Education sector, State and Commonwealth statutory authorities, where necessary for the purposes of submissions or responses to reports from these sectors
- Provide a forum to evaluate and transmit ideas and knowledge of the industry and its perception in the wider community, through communication with relevant peak professional bodies, alumni and current students
- Encourage further development of academic and industry-based knowledge through support of research and scholarship at Martin HE and through links with other research institutions or funding bodies
- Ensure a strong working relationship with sub-committees through written and oral reports from the Chairpersons and seek information or take advice on relevant matters, as necessary
- Receive, approve and evaluate new academic and/or research programs and amended academic and/or research programs (where the course structure has been changed), including ratifying submission to regulators for accreditation
- Recommend conferral of Higher Education awards for graduation, ensuring courses of study completed by graduands are consistent with approved courses
- Inform the SGA Board of Directors on any matters relevant to academic and/or research programs, standards, policies and procedures
- Annually evaluate and suggest revisions to the Academic Governance Framework for approval by the SGA Board of Directors.
- Consider and report on any matter referred to it by the SGA Board of Directors.
- Critically evaluating the quality and effectiveness of educational innovations or proposals for innovation

Meeting Schedule

The Academic Board (East) shall meet at least four (4) times per annum at least three (3) weeks prior to SGA Board of Directors meetings and, where possible, to coincide with calendar requirements for approval of higher education courses. Additional meetings may be scheduled on a needs basis to enable the Academic Board (East) to discharge its duties, to be scheduled at a time and date suitable to the majority of members.

Meeting Procedures

Members will be provided with a minimum of seven (7) days' notice of the scheduling of a meeting.

Academic Board (East) is empowered to seek advice and information as necessary from such other staff members and independent stakeholders of Martin HE as deemed appropriate. Such persons may be invited by the Chairperson of the Academic Board (East) or the Executive Director - Higher Education Division to be in attendance at meetings where appropriate.

Staff and independent stakeholders of Martin HE may request the opportunity to address the Academic Board (East) at any time and this request will be considered and approved by the Chairperson of the Board.

Secretarial Arrangements

The Executive Director - Higher Education Division shall nominate the Minute Secretary.

The Minute Secretary shall be in attendance at all meetings and shall have responsibility, as directed by the Chairperson and in consultation with the Executive Director - Higher Education, for the compilation and circulation of agendas and accompanying papers and the recording and circulation of minutes.

The Minute Secretary shall not have rights of debate or vote, but may be called upon throughout the meeting to provide clarity or context where relevant.

Agendas and Minutes

Minutes, agendas and supporting documents shall be distributed to members of the Academic Board (East) at least five (5) working days prior to the forthcoming meeting.

Except with permission of the Chairperson, late papers or agenda topics will not be accepted and included in the forthcoming meeting. All papers must be submitted to the Minute Secretary (or delegate) at least seven (7) working days prior to the forthcoming meeting.

Minutes, agendas and associated meeting papers may be distributed in hard copy or electronically.

Records, due to their nature, are subject to the requirements of regulatory and accreditation bodies and relevant State Acts and therefore must be retained in accordance with good record management practice. Responsibility for ensuring appropriate records management for the Board rests with the Minute Secretary under the direction of the Chairperson of the Academic Board (East). The Board shall keep minutes of each meeting. All documentation shall be retained in Martin HE's primary electronic management system.

The minutes and action list should be sent to the Chairperson of the Academic Board (East) within 10 working days of the conclusion of the meeting. The Chairperson of the Academic Board (East) will provide changes/feedback/confirmation of the minutes to the Minute Secretary within five (5) working days of receipt, for changing and dissemination by the Minute Secretary to all members within 17 working days of the meeting being held.

Induction Arrangements

Before the first scheduled meeting for the year, the Chairperson or their nominee will meet with any new Academic Board (East) members to brief them on the Terms of Reference and schedule of business. A copy of Martin HE Governance Induction Guidelines will be provided to all Academic Board (East) and sub-committee members.

Such a briefing will also be provided to any new member who joins the Academic Board (East), sub-committee or working party during the year, preferably before the new member attends a meeting.

Sub-Committees and Working Parties

As outlined above, the Academic Board (East) may also establish sub-committees to assist its work and functions or working parties to consider special issues. The Board of Directors will be advised when the Academic Board (East) establishes sub-committees or working parties.

Standing Sub-Committees of the Academic Board (East) will be:

1. Complaints and Appeals Committee (convened ad hoc when required)
2. Assessment Committee.

Other sub-committees may be established at any time according to the needs of the Academic Board (East).

The Academic Board (East) may co-opt persons deemed appropriate to serve on its sub-committees and/or working parties.

Sub-committees of the Academic Board (East) will normally be chaired by a member of the Academic Board (East) but may include other members who are not members of the Academic Board (East).

Reporting

In order to comply with the reporting requirements of the Board and the governance responsibilities, the following reporting shall occur:

- Minutes of meetings shall be submitted for consideration to the SGA Board of Directors
- Minutes of meetings shall be retained in Martin HE's primary electronic management system for use in regulatory reporting.

Review and Reference

Terms of Reference and the functioning of the Academic Board (East) shall be subject to review at least every two years by the SGA Board of Directors to ensure that it is operating effectively and fulfilling its functions and reviewed for continuing relevance. Each year the Academic Board (East) will undertake a self-evaluation of performance. Areas requiring further attention in the following year will be highlighted and recommended to the SGA Board of Directors.

SG Academic Board (East) Governance Structure

