

AIM GOVERNANCE CHARTER 2024

Guidelines
for

Board and Committee Meeting
Membership, Scope and Conduct

Version	Changes approved by the Board	Meeting Date
1.0	Charter Redraft - Approved by Board of Directors	23 February 2017
2.1	Annual Update - Approved by Board of Directors	15 March 2018
3.0	Annual Update - Approved by Board of Directors	13 December 2018
3.1	Update of Charter – Approved by Board of Directors	07 March 2019
3.2	Update of Memberships & Inclusion of new committee	
4.0	Annual Update	05 December 2019
5.0	Update of Committee structures and annual update	22 February 2021
6.0	Annual Update	02 June 2022
7.0	Annual Update	24 February 2023
7.1	Updated to include Risk Review Committee	06 June 2023
8.0	Annual Update	07 December 2023



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AIM GOVERNANCE CHARTER

Institutional Background and Status:

The Australian Institute of Music Limited (AIM) is an Australian Public Company, Limited by Shares. Following business refinancing mid 2017, shareholders include:

- Ellimark Pty Ltd – 75%
- Mrs Athalie Calvo – 25%

The business was founded in 1968 and first incorporated in 1987 by the late Dr Peter Calvo, and registered under the name of *The Australian Institute of Guitar Limited, STEYMOY Pty Ltd* in 1989.

In 1991, the company changed its name to **The Australian Institute of Music Limited (AIM)**, incorporating the Australian Academy of Dramatic Art in 2006. Company details were last reviewed in 2013 under the Corporations Act (2001) prior to opening a campus in Melbourne in 2014 in addition to the long-running Sydney Campus.

AIM is registered with the Australian Securities & Investment Commission (ASIC):

- ACN: 003 261 112
- ABN: 89 003 261 112
- Registered Head Office: 66 Harrington Street The Rocks NSW 2000.

The Australian Institute of Music (AIM) Limited – hereafter known as ‘the Institute’ - is an independent:

- Non-self-accrediting, non-university, Institute of Higher Education (NUIHE) registered and accredited by the Tertiary Education Quality Standards Agency (TEQSA) – **Provider No. PRV 12050**
- Listed on the Commonwealth Register of Institutions and Courses for Overseas Students (CRICOS) enabling delivery of courses to international students studying in Australia on a Student Visa – **CRICOS Provider Code: 00665C:**
 - Diploma of Arts and Entertainment Management CRICOS Course Code: 109396C
 - Associate Degree of Arts and Entertainment Management CRICOS Course Code: 109395D
 - Bachelor of Arts and Entertainment Management CRICOS Course Code: 109394E
 - Diploma of Music CRICOS Course Code: 111594A
 - Bachelor of Music (Performance) CRICOS Course Code: 111575D
 - Associate Degree of Music (Performance) CRICOS Course Code: 111576C
 - Bachelor of Music (Musicology) CRICOS Course Code: 111577B
 - Associate Degree of Music (Musicology) CRICOS Course Code: 111578A
 - Bachelor of Music (Creative Technology) CRICOS Course Code: 111579M
 - Associate Degree of Music (Creative Technology) CRICOS Course Code: 111580G
 - Bachelor of Music (Composition) CRICOS Course Code: 111590E



- Associate Degree of Music (Composition) CRICOS Course Code: 111591D
- Bachelor of Music (Arts Management) CRICOS Course Code: 111592C
- Associate Degree of Music (Arts Management) CRICOS Course Code: 111593B
- Bachelor of Music Theatre CRICOS Course Code: 111595M
- Associate Degree of Music Theatre CRICOS Course Code: 111598H
- Bachelor of Entertainment Management CRICOS Course Code: 075863K
- Bachelor of Music (Arts Management) CRICOS Course Code: 075437F
- Bachelor of Music (Audio) CRICOS Course Code: 075438E
- Bachelor of Music (Classical) CRICOS Course Code: 075439D
- Bachelor of Music (Composition and Music Production) CRICOS Course Code: 075440M
- Bachelor of Music (Contemporary) CRICOS Course Code: 075441K
- Bachelor of Music (Music Theatre) CRICOS Course Code: 075442J
- Graduate Certificate in Music CRICOS Course Code: 113145K
- Graduate Diploma of Music CRICOS Course Code: 113143A
- Master of Arts and Entertainment Management CRICOS Course Code: 098130B
- Master of Music CRICOS Course Code: 113142B
- Foundation Program CRICOS Course Code: 0100863
- Undergraduate Certificate in Music Production
- Undergraduate Certificate in Music Theory and Practice
- Approved by the Australian Government Department of Education for participation in the income-contingent FEE-HELP loans scheme that assists eligible domestic fee-paying students to meet the cost for all or part of their tuition fees. As a private provider of higher education, AIM does not offer Commonwealth Supported Places (CSP)

The Institute has been a major player in Australian education for over 50 years. AIM prepares learners for portfolio careers of professional self-directed employment in the Australian music, performing arts and entertainment industries. With a focus on industry relevant performance, production, arts and entertainment management, AIM programs offer knowledge, skills, attitudinal and applied learning in classical and contemporary music, composition and production and music theatre across a range of separate and nested, externally accredited undergraduate and postgraduate qualifications at various Australian Qualification Framework (AQF) levels 5, 6, 7, 8 and 9 including the:

- Foundation Program
- Diploma of Arts and Entertainment Management
- Associate Degree of Arts and Entertainment Management
- Bachelor of Arts and Entertainment Management
- Diploma of Music
- Associate Degree of Music, specialising in:
 - (Performance)
 - (Musicology)
 - (Creative Technology)
 - (Composition)



- (Arts Management)
- Bachelor of Music, specialising in:
 - (Performance)
 - (Musicology)
 - (Creative Technology)
 - (Composition)
 - (Arts Management)
- Associate Degree of Music Theatre
- Bachelor of Music Theatre
- Master of Music
- Graduate Diploma of Music
- Graduate Certificate in Music
- Master of Arts and Entertainment Management
- Graduate Diploma of Arts and Entertainment Management
- Graduate Certificate in Arts and Entertainment Management

AIM also offers a number of short courses in the area of music and creative industries.

Study patterns include full time undergraduate (UG) studies offered over three years standard Bachelor delivery with an option for high calibre students to accelerate their studies on approval from the Chief Academic Officer and or Head/Associate Head(s) of Learning and Teaching (HoLT/AHoLT). Full time postgraduate (PG) studies are provided over two years. Part time equivalent undergraduate and postgraduate study options are also available.

Teaching staff with AQF +1 or equivalent academic qualifications are drawn from a long-standing network of renowned professionals working in industry. AIM campuses are located in the central business districts, adjacent to Circular Quay in Sydney and one block from Southern Cross Railway Station in Melbourne. Premises are appropriately equipped with specialist facilities including classrooms, ensemble rehearsal rooms, private practice rooms, music production studios, lecture halls and auditoria suitable for limited capacity public performances.

Governance Model:

A comprehensive restructure of the Institute in 2017 implemented a revised Governance Model to govern the Institute as a single higher education entity, and to inform business and educational decision-making via robust review and reporting processes that cover all aspects of corporate, academic, industry and institutional management.

In compliance with the Higher Education (Threshold) Standards Framework (HESF) 2021, and aligned with all other relevant legislation and regulations including Section 30-BA of the Income Tax Assessment Act 1997, the interrelated AIM Boards and Leadership arrangements are supported by various Subcommittees and Committees with specific functions. Each board and committee is focused on guiding, monitoring and coordinating institutional risk management by



implementing quality assurance cycles of review and reporting as articulated in specific Terms of Reference. This ensures that appropriate governance attention, action and accountability drives improved institutional and academic performance, in full compliance with Commonwealth and State Government requirements.

Routine Institute affairs are administered, monitored and reported to the relevant governance boards via committee and subcommittee work. Clear lines of accountability for committees and subcommittees are indicated on the AIM Board and Committee Structure 2024 chart (shown at Figure 2.) and all AIM boards and committees must abide by the Board and Committee Code of Practice provided in this Governance Charter.

Committees and subcommittees are:

- Constituted under the auspices of the Board of Directors (Board) for corporate governance and Academic Board (AB) for academic governance
- Scheduled according to an annual Governance Calendar
- Scheduled to occur broadly in line with student intake and academic course delivery across three study periods per year
- Correlated to coincide with a cycle of quality monitoring and periodic external reporting requirements.

Interrelated Board and Committee responsibilities:

1. The **Board of Directors (Board)** is the primary body responsible for Corporate Governance of the institution including setting the strategic direction, maintaining financial viability and sustainability, monitoring performance and accountability (HESF 6.1 – 6.2) supported by the,
 - Finance & Risk Committee (HESF 5 and 6.2) and its subcommittee
 - Risk Review Committee (HESF 5, 6.2)
 - Safety, Equity & Wellbeing Committee (HESF 1.3, 2.2, & 2.3)
 - Industry Advisory Committee (HESF 3.1, 3.3, 4.1 & 5.1)
2. The **Academic Board (AB)** operates under delegated Board authority and is responsible for Academic Governance (HESF 6.3) supported by the:
 - Learning and Quality Committee (HESF 1.4, 3 and 5.3) which is supported by the:
 - Academic Progression, Scholarships & Awards Subcommittee (HESF 1.3, 1.5, 5.3) and it's subcommittee
 - Examinations Review Subcommittee (HESF 1.5)
 - Learning Recourses Subcommittee (HESF 2.1, 3.2 & 3.3)
 - Curriculum Subcommittee (HESF 3.1, 5.3)
 - Research & Scholarship Subcommittee (HESF 3.1, 3.2, 4.1, 4.2 and 5.2)



3. **Leadership Group (LG)** supports the governance activities of the Board of Directors and Academic Board, under the delegated authority of the Chief Executive Officer, and is responsible for facilitating and implementing strategic advice and governance directives via coherent business planning and management. The LG addresses campus and academic operational resourcing and coordination across the student life cycle and provides high level divisional expertise, internal Quality Assurance and external compliance informed by:

- Risk
- Health & Safety
- Marketing & Recruitment
- Operations
- Technology & Communications
- Finance
- People & Culture

The following chart indicates the direct reporting and risk management relationships between all Institute Boards and Committees aligned to HESF (2021). LG divisional leadership under the CEO was reviewed September 2020 as part of a continuous improvement change management strategy to meet regulatory requirements.

AIM Board and Committee Structure 2024

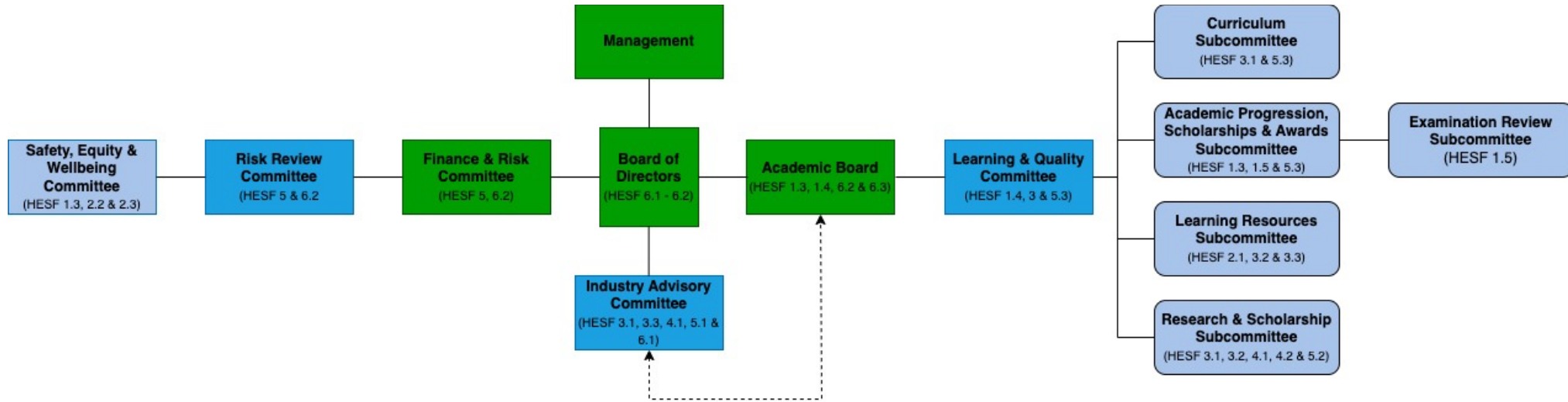


Figure 2: AIM Board & Committee Restructure Chart 2024

TERMS OF REFERENCE

1. Board of Directors & Subcommittees

Purpose:

The Board of Directors (Board) is the governing body for the Institute. The Board exercises overarching corporate and educational responsibility for organisational funding, strategic direction, business and risk management, supported by members of the Leadership Group and informed by the Academic Board under delegated authority. See TEQSA Guidance Note on corporate Governance <https://www.teqsa.gov.au/sites/default/files/guidance-note-corporate-governance-v2-4.pdf?v=1566788977>

Membership:

The Board of Directors (Board) composition was reviewed in 2019 to include:

- Five (5) external voting members including the Chair, Deputy Chair and two (2) shareholder representatives, and
- Two (2) internal non-voting ex-officio members the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO)/Company Secretary
- Board of Directors Secretary.

By-Laws

1.1 Responsibilities of the Board of Directors

- 1.1.1 Mission:** The Board will determine and periodically review the Vision, Mission, Values and Purpose of the Institute and approve mission-critical initiatives.
- 1.1.2 Strategic planning:** The Board will set, approve, review and annually update the strategic direction and priorities for the institute as specified in a long range Strategic Plan projected over 5 years.
- 1.1.3 Governance and Accountability:** The Board is responsible for ensuring the good governance of the Institute through a program of change management coupled with a comprehensive review of organisational structure, clear line management and accountability based on data analysis and performance appraisal at every level of the institution.
- 1.1.4 Integrity and Quality:** The Board will monitor and assure itself of institutional probity, academic integrity and educational quality of provision of its academic programs in compliance with all relevant Standards, including the Higher Education Standards Framework.
- 1.1.5 Resourcing:** The Board will ensure adequate provision is made for appropriate staffing, premises, equipment and supplies and will review and ratify major changes in institutional profile. This includes approval of the annual budget covering academic program delivery, upkeep and enhancement of the learning environment and other major initiatives or enterprises consistent with the mission, plans and regulatory obligations of the institute.
- 1.1.6 Corporate Culture:** Developing and influencing corporate culture through monitoring and ensuring processes are in place for professional development,

goal setting and research and scholarly activity consistent to AIM's commitment to quality higher education.

- 1.1.7 Financial Viability and Sustainability:** The Board shall be individually and collectively responsible for monitoring financial data, in order to make informed judgments about the financial health of the institution and its ability to carry out its educational mission - prior to giving approval for final budget decisions and acquittal of company accounts.
- 1.1.8 Finance & Risk Management:** Normally two (2) weeks prior to the Board meeting the **Finance and Risk Committee** will be convened three times throughout the year to review accounts receivable and payable in relation to recurrent expenditure and cash flow to report on financial viability and sustainability and to review and update the Risk Register.
- 1.1.9 Advocacy and Representation:** Board members will actively promote the interests of the Institute in all forums in relation to matters of organisational reputation and public policy, working cooperatively in consultation with the Chair and CEO and other responsible parties as the Board shall determine appropriate. Except for the Chair under approved circumstances, Board members may not act independently as a signatory, enter into negotiated arrangements, speak on behalf of, or otherwise purport to represent the Institute, formally or informally, without express authorisation from the full Board.
- 1.1.10 Performance of the Governing Body:** Every three (3) years there will be an independent external review of the governing body. Annually, normally in December of each year, the Board of Directors will undertake a self-review.
- 1.1.11 Employability and Graduate Outcomes:** On the advice of Board members, specialist discipline, industry and education experts, the Board Chair will work in collaboration with the CEO to invite eminent creative, performing and arts management representatives to be members of the **Industry Advisory Committee (IAC)**. The purpose of the IAC is to provide to the Board high-level insight into current developments and emerging trends in local, national and international creative career options and employer expectations to inform Graduate Outcomes and help in shaping and refining course design, curriculum renewal and business development.
- 1.1.12 Delegated Executive Management Authority:** The Board shall delegate executive management authority over institutional Operational and Internal Quality Assurance to the Chief Executive Officer (CEO) who will oversee efficient and effective Institute management via the Leadership Group.
- 1.1.13 Delegated Academic Authority:** The Board shall delegate authority for Academic Governance to the Academic Board of the Institute and receive recommendations for approval of lists of graduands, along with regular reports on academic integrity and the routine conduct and outcomes of academic committee activities.
- 1.1.14 Conferral of Awards:** Prior to each graduation ceremony, on recommendation from the **Academic Board**, the Board will provide formal approval for the conferral of AQF qualifications in the name of the Institute to students that have

successfully completed all academic requirements for the program of study in which they are enrolled.

1.2 Membership and Participation in Board of Directors Meetings

Membership: The membership of the Board shall be periodically reviewed and renewed via the Annual General Meeting (AGM) to ensure that Board members have an appropriate range of corporate and academic knowledge, skills, experience and qualifications. The intention is to provide for reasonable and relevant succession planning. Eligibility for Board membership is contingent upon each individual member of the Board satisfying the 'Fit and Proper Persons' requirements, as defined under Australian Government legislation as well as the requirements set out in the AIM Constitution.

1.2.1 Number: The Board will consist of five (5) to seven (7) members including major and minor shareholder representatives and a majority of external independent voting members. Ex-officio members of the Board employed by the Institute may facilitate discussion and otherwise participate in the normal business of the Board as approved and directed by the Chair.

1.2.2 Quorum and Mode of Attendance: A quorum of at least two (2) Directors must be in attendance for the whole Board meeting in order for it to proceed. If 15 minutes after the scheduled start time of the meeting no quorum is possible, the meeting will be postponed to another mutually agreeable date. Member attendance at Board meetings will normally be in-person, with remote participation permitted by means of audio or audio visual with the approval of the Chair and depending upon the availability and/or reliability of suitable technology by all parties. Board members must attend a majority of Board meetings to acquit their corporate responsibilities as Directors.

1.2.3 Tenure: Excepting for the prerogatives of shareholders to sit on the Board or nominate a representative, external Board members will normally serve a three-year term that may be renewed for up to three terms. An additional term of no more than three years may be agreed by all Board members. Where possible external Board places will be renewed on a rotational basis with vacancies filled by invitation through the annual general meeting as outlined in the AIM Constitution.

1.2.4 Duties and Obligations of Directors: Individually and collectively at all times, Board members are charged with responsibilities and are obliged under legislation to:

- **Exercise Care and Diligence** – Directors must act with the degree of care and diligence that a reasonable person might expect in relation to educational, financial and other statements issued by the company; and avoid causing the company by influence or omission to enter into risky transactions without any prospect of producing appropriate and relevant benefit to the Institute by properly informing the Board of matters which clearly should be brought to the Board's attention

- **Act in Good Faith** – Directors must act in good faith in the best interests of the Institute and for proper purposes, taking care to acknowledge and avoid conflicts of interest (as noted below 1.3). This duty of fidelity and trust, is known as ‘fiduciary duty’ imposed by common law and a duty required in the *Corporations Act 2001*
- **Not improperly use their Position** – Directors must not intentionally or unintentionally improperly use their position to gain an advantage for themselves or someone else, or to the detriment of the Institute
- **Not improperly use Information** – Directors must not intentionally or unintentionally use information gained in the course of their director duties to gain an advantage for themselves or someone else, or to the detriment of the Institute
- **Abide by other significant duties and responsibilities** – This includes not trading insolvent; maintaining complete financial and other records with up-to-date internal and external reporting and disclosure of directors’ interests; and lodgement of all required information with corporate and educational regulatory authorities.

Voting Rights: All Board resolutions require a vote, carried by simple majority whereby:

- Resolutions put to the vote in meetings or approved out of session by a Minute of Circular Resolution (MoCR) are of equal status as authorised decisions of the Board
- All votes from eligible Board members are of equal value in Board deliberations
- Only shareholders, or their nominated representatives and external Board members have rights to a single vote each on any Board resolution
- No single member has right of veto to disallow a vote of the Board
- Board members who are present and entitled to vote as a proxy on behalf of an absent member may only hold one (1) vote on any resolution, provided that a signed confirmation of proxy is provided in writing to the Chair prior to the start of the meeting
- Proxy votes must be declared and recorded in the minutes
- Where a vote on a particular motion is deadlocked, the Chairman of the meeting does not have a second or casting vote and the matter is decided in the negative.
- Ex-officio Board members have no voting rights with respect to Board resolutions.

1.3 Conflict of Interest of Board Members:

1.3.1 Conflict of Interest: Includes, but is not limited to, financial or business interests such as declared or undeclared prior and/or ongoing involvement with a lessor, contractor, supplier or competing educational institution or other entity that may have pecuniary interest in, compete with, or in any way relating inappropriately to, the proper conduct of Institute affairs. Members of the Board must declare all

actual and potential conflicts of interest by making the nature of this interest known to the Board. This is an obligation of Directors under the provisions of Corporate Law that requires the individual Board member to formally excuse themselves from Board deliberations on conflict of interest matters - noting that directors with a conflict of interest are ineligible to cast a vote in resolutions that related to this interest.

- 1.3.2** When such conflict of interest occurs, the matter, circumstances and the actions of the Board member concerned will be noted in the minutes.
- 1.3.3** Where a conflict of interest on behalf of member of the Board is apparent, persists and is deemed by a majority of directors to disrupt or interfere with the normal governance functions of the Board, the chair may exercise his or her authority to seek specialist independent advice, as either an interim or ongoing measure, to ensure board decision making remains adequately informed, prudent and objective in the best interests of the Institute.
- 1.3.4** All members of the Board will be required to provide and keep up to date a 'Fit and Proper Person Declaration' to be forwarded to TEQSA and to also sign a binding non-disclosure and confidentiality agreement.

1.4 Board Meeting Schedule:

- 1.4.1** The Board will normally meet seven (7) times per year which includes an Annual General meeting and a Strategic Review meeting. A draft calendar will be agreed annually prior to the end of the Academic year. Meetings will be correlated with and follow Academic Board meetings to approve recommendations for the conferral of awards and permit graduation ceremonies to proceed in a timely manner.
- 1.4.2** Coordinated Board and Committee meeting schedules ensure reports from Board Subcommittees and other relevant Board and Committee meetings are duly considered and regularly reviewed by the Board in relation to student intake and progression data, revenue, cash flow and equity that may impact institutional and divisional budgets.
- 1.4.3** A review of the Institute strategic priorities will be conducted twice during the calendar year, with the latter review coinciding with the planning process for the annual budget cycle for the following year.
- 1.4.4** Financial viability and sustainability will be reviewed with cumulative implications flagged in advance as required and monitored at each Board meeting.
- 1.4.5** Previous year accounts will be presented at a Board meeting in the first quarter of the calendar year.
- 1.4.6** Planning implementation and routine operational matters will be reported in summary at each Board meeting in order to review and revise directives to the CEO as deemed necessary by members.
- 1.4.7** Additional, unscheduled Board meetings may be called at any time by the Chair acting in consultation with the CEO and Board members or may be requested of the Chair by any other member of the Board giving notice in advance at a date convenient to a majority of directors. Unscheduled or special meetings may be

required to attend to priority business matters of the Institute deemed too urgent, complex, extensive or high risk to be delayed till the next meeting or reasonably dealt with out of session via a Minute of Circular Resolution. Business at such special meetings:

- May be conducted remotely via prearranged audio or audio visual communication, and
- Shall be confined to the purpose and scope stated in the agenda, and
- Must be appropriately minuted, with
- Outcomes and resolutions noted in the proceedings of the next scheduled Board meeting.

1.4.8 In case of extraordinary matters arising or emergency situations requiring immediate action, the CEO will consult with the Chair to take remedial decisions that will be either communicated out of session to other Board members if serious, or otherwise reported in writing at the next scheduled Board meeting.

1.5 Notice of Meetings and Minutes:

1.5.1 The Board will meet according to the annually agreed Governance calendar.

1.5.2 Minutes will be recorded at each Board meeting by the Board Secretary with a first draft provided to the Chair for feedback, correction and signing of a declaration of non-interference that notes external advice.

1.5.3 Final draft minutes will be circulated to Board members within two weeks post meeting.

1.5.4 All Board members have the right to place items on the Board meeting agenda and to request corrections to the minutes of the previous if such changes are supported by a majority of Board members as a true and accurate record of the previous meeting.

1.5.5 The Board Chair acting through the Secretary will call for Board papers three weeks prior to the next scheduled meeting.

1.5.6 The Agenda will be agreed between the CEO and Chair.

1.5.7 The Secretary to the Board will collate papers and attachments for electronic circulation to Board members at least one week in advance of the meeting.

1.5.8 Hard copy papers will be printed and bound for the meeting to record changes, acceptance of previous Minutes and approval of resolutions as proposed or amended that are to be signed by the Chair at the conclusion of the Board meeting.

1.6 Resignation or Removal of Board Members:

1.6.1 Approved Board members will be formally appointed for a set duration by letter signed by the Chair and CEO or other designated member of the Board.

1.6.2 Resignation from the Board would normally occur in writing sent to the Chair or CEO.

1.6.3 Board members may be removed by majority assent of the voting members of the Board (see paragraph 1.2.3 above – Quorum).

1.6.4 The reasons for removal may be, but are not limited to;

- a) persistent failure to attend meetings;
- b) conflict of interest (see paragraph 1.3 above);
- c) actual or alleged professional behaviour; or
- d) personal conduct that is judged detrimental to the good reputation of the Institute;
- e) violation of the trust inherent in Board membership; or
- f) becomes of unsound mind or physically or mentally incapable of performing the functions of that office.

The reasons for removal will be documented with notification of a change in Board membership as a 'material change' sent to TEQSA within 14 days.

1.7 Compensation:

- 1.7.1** Board members, except ex-officio members that are employees of the Institute, will be paid as specified in their contract with the Institute.
- 1.7.2** The Institute's travel expenses policy will apply to Board members for attendance at Board meetings or participation in other events approved in advance by the Chair, which are directly relevant to the corporate governance of the Institute.
- 1.7.3** The Board of Director members will ordinarily be resident in Australia.

1.8 Recruitment, Election or appointment of Officers, Entities and Delegation of Authority:

- 1.8.1** As and when required, ensuring prudent succession planning, the Board will externally recruit, invite or may elect a suitably qualified and experienced independent Chair who is a 'fit and proper person' from amongst external voting members to lead the Board. The Board may, by resolution, decide the period for which the Director holds the position of Chairman. To avoid conflict of interest and / or undue influence from vested interests, the election of Board Chair excludes shareholders or shareholder representatives as candidates for chair, because the Chair must be independent. The chairman will be engaged with the Institute in a full-time executive capacity, to be paid such remuneration and engaged on such terms as is time to time determined by the Institute by resolution.
- 1.8.2** Nominations for the position of Chair will be called, considered and approved by a simple majority of the full Board.
- 1.8.3** Potential provision may be made for a standing Deputy Chair at the discretion of the Board.
- 1.8.4** If with advanced notice the Chair knows they will be unavailable to attend a particular meeting, he or she may nominate another independent member of the Board to act in their stead.
- 1.8.5** In the event the Chairman is not present within 15 minutes without notice or is unexpectedly unable to preside over a scheduled meeting, the Board members in attendance may deputise one of their number to act in place of the Chair by consensus, ensuring that independence of the acting Chair is maintained. If no

consensus is reached regarding deputation of an Acting Chair, the meeting will be postponed and rescheduled to another date by mutual agreement.

1.8.6 The Board Secretary will be nominated by the CEO and approved by the Chair.

1.8.7 The Board Secretary (in liaison with the Company Secretary) shall ensure that the Board is informed and abides by all relevant legislative and regulatory requirements and acts in accordance with these by-laws, and that:

- By-law amendments are promptly made as necessary to maintain institute compliance
- Minutes of Board meetings are accurate and distributed to the Chair, the regulator, the CEO and all Board members in a timely manner
- Meetings are properly scheduled and Board members notified
- Board policy statements and other official records are properly maintained.

1.8.8 As and when required, ensuring prudent succession planning, the Board will commission an Executive Search for recruitment of a suitably qualified and experienced Chief Executive Officer (CEO) who is a 'fit and proper person', giving due consideration to the incumbent, where relevant.

1.8.9 The Chair will present information on suitable candidates to the full Board for pre-selection, interview and evaluation.

1.8.10 By simple majority the Board appoints, approves compensation and terms of employment or continuance of employment of the CEO.

1.8.11 The CEO is the chief adviser to and executive agent of the Governing Board.

1.8.12 The Board delegates such authority to the CEO to act on behalf of the Board as required to ensure reliable executive management of all the educational and managerial affairs of the Institute including, but not limited to:

- Leading the Institute in the execution of strategic plans approved by the Board
- Recruitment of academic and non-academic staff
- Financial management and budgeting
- Equipment and facilities deployment and maintenance to support learning and teaching requirements on delivery of accredited programs and other related initiatives as approved by the Board
- Implementing all governance and operational policies and procedures
- Keeping the Board informed on appropriate institutional legal, financial and other matters pertinent to good corporate governance
- Consulting with the Board in a timely manner on matters appropriate to its policy-making and other functions
- Serving as the key representative and spokesperson for the Institute
- Executing all documents on behalf of the Institute within the limits of delegated financial authority, consistent with the best interests of the institute
- Establishing academic and administrative structures to support the Institute in meeting its objectives
- Ensuring the integrity, quality and ongoing improvement of educational provision

- Meeting the responsibilities for all educational and managerial affairs in line with relevant institutional registration and course accreditation standards.
- 1.8.13** The Board delegates authority to the Academic Board for academic oversight and forward planning on:
- Academic policy and procedure approvals
 - Course design and development approvals
 - Generation and enhancement of learning and teaching resources
 - The provision of academic support
 - The maintenance and enhancement of academic integrity
 - Day-to-day management of quality learning, teaching and program delivery
 - Scholarly activities, research and research training
 - Review and recommendation of graduands for conferral of academic awards.
- 1.8.14** The Board delegates authority to the Leadership Group for operational forward planning and the day-to-day management of Academic Affairs, Quality & Compliance, Operations, Finance, Human Resources, Information Technology, Marketing & Recruitment and Health & Safety.
- 1.8.15** Together the Academic Board and Leadership Group implement strategic decisions, guide and direct institutional performance in the areas of policies and procedures, budget acquittal, business development, data analyses, reporting and continuous improvement relating to:
- Student participation and attainment
 - Learning environment and resourcing
 - Teaching, including resource allocation, curriculum development and professional development
 - Institutional quality assurance and compliance
 - Representation, information, information management and communication
 - Data collection, deployment and reporting.
 - Research & Scholarship
- 1.8.16** The Board shall establish a governance structure for the Institute and may selectively apportion responsibilities and appropriate delegated authority along with internal reporting requirements where relevant to such other academic, administrative or operational standing boards, committees, subcommittees and ad-hoc working parties as it deems appropriate to discharge its corporate and educational obligations. Each entity specified in the governance structure shall:
- Have a designated list of members reflecting relevant roles and responsibilities
 - Abide by written Terms of Reference outlining statements of purpose and primary responsibilities, rules of procedure or policy guidelines as it or the Board approves
 - Periodically review such statements for their appropriateness and adequacy, recommending changes to improve efficiency and effectiveness.

1.9 Indemnification of Board Members:

Within the limits of Company Directors under relevant legislation and regulations, the Board members are reasonably covered by indemnity insurance policies held in the name of the Institute.

1.10 Professional Development of Board Members:

In order to best ensure Board effectiveness, Board members will participate in activities to enhance their role as company Directors and to strengthen the governance functioning of the Board, including periodic external reviews.

1.11 Amendments:

- 1.11.1** To remain relevant, Board By-Laws will be annually reviewed and updated to maintain compliance and to improve governance efficiency and effectiveness.
- 1.11.2** Such updates in addition to any and all other amendments shall be presented to the Board in writing for consideration, agreement and adoption in the first meeting of each year.
- 1.11.3** Amendment approval will be by simple majority vote of Board members eligible to vote, and enacted immediately by the Secretary to the Board, who will monitor, inform and guide all members in respect of any resulting changes to meeting protocols, policies or procedures.
- 1.11.4** All members of the Board of Directors shall be governed by the AIM Code of Practice for Board and Committee Members.

Board of Directors Subcommittees

Board subcommittees include the:

- **Finance & Risk Committee (FRC)**, chaired by an external member of the Board of Directors.
 - **Risk Review Committee**, chaired by an internal AIM staff member.
 - **Safety, Equity & Wellbeing Committee**, chaired by an internal AIM staff member.
- **Industry Advisory Committee (IAC)**, chaired by a member of the Board of Directors

2. Finance and Risk Committee

- **Membership:** The Finance and Risk Committee (FRC) has five (5) sitting members drawn from the Board and LG who are eligible to vote;
 - Up to three (3) Board members one of whom will be elected as Chair (the Chair of Board cannot be the Chair of this committee).
 - Chief Financial and Operating Officer/ Company Secretary
 - Chief Executive Officer
 - Finance & Risk Secretariat
- **Frequency:** The FRC meets a minimum of three (3) times each year normally at least two (2) weeks prior to the Board meeting, with an option to call additional meetings at the discretion of the Chair or as directed by the Board.
- **Quorum and Voting Rights:** A simple majority of two (2) sitting members constitutes a quorum with and no provision to accept votes by proxy and the Chair having a casting vote in the case of deadlocked decisions. By prior agreement, the FRC Chair may deputise the CEO or another sitting member to act in his or her stead as chair and/or may invite such other non-voting persons to address or observe FRC proceedings as is deemed appropriate to acquit FRC business. In the case of an unanticipated absence of the Chairperson, sitting FRC members in attendance may choose a chairperson from one of their number to chair that particular meeting and provide a report to the Board following conclusion of the FRC meeting, noting that such verbal risk reporting will be recorded in the Board minutes.
- **Summary Terms of Reference:** The FRC is a subcommittee of the Board of Directors and is directly responsible and accountable for the exercise of its designated finance and risk related responsibilities, operating without executive powers, unless otherwise delegated to it by the Board. The primary purpose of the FRC is as a committee of review to assist the Board in discharging its corporate and educational oversight responsibilities as the governing body of The Australian Institute of Music.

The FRC will consider all matters relating to specific Australian company financial monitoring and reporting requirements. This is executed in conjunction with the maintenance of institutional financial viability and sustainability requirements

specified under the TEQSA Risk Assessment Framework and the Higher Education Standards Framework (HESF) 2021, including timely management of FEE-HELP financial and data collection obligations specified under the Higher Education Support Act (HESA) 2003, and associated corporate regulations and guidelines. In addition, the FRC will address any other financial matters referred to it by the Board of Director's or the Chief Executive Officer. The FRC will provide assurance, assistance and guidance in relations to AIM's risk control and compliance framework; and acquittal of the associated external reporting accountabilities. In particular, it will exercise due care, diligence and skill in relation to:

- a. Monitoring the adequacy of internal risk management and analysis control systems as reported by the Risk Review Committee (RRC);
- b. Ensuring compliance with applicable laws, rules and regulations, best practice guidelines and the Institute Code of Conduct;
- c. Advising on strategies and systems to identify, prevent and manage financial probity, corrupt conduct, maladministration and waste;
- d. Reviewing management representations and assurances regarding disclosure in compliance with legislative and regulatory obligations, submissions and statements;
- e. Reviewing litigious matters where feasible and practicable, which management believes may have a material effect on the affairs or reputation of the Institute;
- f. Monitoring the adequacy of the Institute's administrative, operating and data controls by investigating any aspect of the Institute's records as it deems desirable;
- g. Ensuring effective internal reviews and audits are conducted to provide an accurate and objective assessment of Institute activities and coverage of significant business and educational risks, reporting on these items to the Board;
- h. Advising and reviewing risk management policies, procedures, instruments and associated plans at least annually to ascertain the effectiveness of Institute strategic and operational risk management by considering:
 - whether a current and comprehensive risk management framework is documented, active, up-to-date and accountable,
 - whether a sound and effective approach has been followed in developing strategic risk management plans for major projects or undertakings;
 - the impact of the Institute's risk management framework on its control environment and insurance arrangements;
 - whether a sound and effective approach has been followed in establishing the Institute's business continuity planning arrangements, including disaster recovery plans; and
 - if the Institute has robust and reliable mechanisms in place to identify, capture and effectively investigate potential cases of professional negligence, misconduct, misrepresentation, misappropriation or fraud.
- i. Annual preparation of General Purpose Financial Statements including:
 - Statement of profit and loss and other comprehensive income

- Statement of financial position
 - Statement of changes in equity
 - Statement of cash flows
 - Notes to financial statements
 - Signed and dated responsible person's declaration about statements and notes
 - Signed and dated auditor's report
- j. Regular monitoring of:
- Profit Loss: Actual YTD vs Budget YTD
 - Commentary on items with more than \$30K variance YTD
 - Monthly Cash Flow Statement: Actual vs Budget
 - Balance Sheet: Actual
 - Statutory payment tracker
 - Revenue and Expenditure Risks and Opportunities Matrix
 - YTD Actual vs FEE HELP estimate variance reported at the end of each intake;
- k. Evaluating the efficiency and effectiveness of general business, financial and educational policies and procedures;
- l. Verifying the Institute 's finance management systems and reporting practices
- m. Ensuring effective internal financial reviews and external audits are conducted to provide an accurate and objective assessment of Institute's financial activities and standing, reporting on these items to the Board;
- n. Advising and reviewing the Institute's strategic and operational budgeting in relation to the effectiveness of financial management policies, procedures, instruments and associated plans at least annually;
- o. Ascertaining if the Institute has robust and reliable mechanisms in place to identify, capture and effectively investigate potential cases of financial negligence, misconduct, misrepresentation, misappropriation or fraud.
- p. Request information and discuss financial and or risk matters within the scope of its role and responsibilities (subject to non-interference, privacy and confidentiality considerations).

All matters discussed at FRC meetings together with all material provided to attendees are Commercial-in-Confidence and must not be otherwise discussed or distributed in any forum, medium or mode of communication except that which relates directly to the prerogatives and proper conduct of the Board.

2.1 Safety, Equity & Wellbeing Committee (SEWC)

- **Membership:** The **Safety, Equity & Wellbeing** Committee has thirteen (13) sitting members
 - Chair – Head of People & Culture
 - Deputy Chair – Head of Student Experience & Success
 - Student Wellbeing Manager
 - Chief Executive Officer

- Quality & Compliance Officer
- Student Experience & Success Team Leader
- Senior AV and Technical Facilities Manager
- Student Success Manager
- Two (2) Facilities Staff members (Sydney & Melbourne)
- An elected member of Academic Staff
- Two (2) Student Representatives (elected Melbourne & Sydney)
- SEWC Secretariat

SEWC membership will be reviewed at least every two years by the LG to ensure adequate whole of institute representation to maintain a healthy, safe, secure and inclusive environment. SEWC members will contribute and be provided with relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The SEWC meets three (3) times each year, with additional meetings convened at the request by the FRC or the SEWC Chair as may be required to safeguard security and wellbeing of students and staff, ensure diligent management and responsible maintenance of campus operations, facilities and assets 24 hours per day / 365 days per year.
- **Quorum & Voting Rights:** A simple majority of seven (7) sitting members constitutes a quorum with no provision to accept votes by proxy. The Chair has a casting vote in the case of deadlocked decisions and may approve or invite such other non-voting persons to address or observe SEWC proceedings as is deemed appropriate to acquit SEWC business. In the case of an unanticipated absence of the Chairperson or Deputy Chairperson, sitting SEWC members in attendance may choose a chair from amongst their number for that particular meeting. SEWC minutes will record attendance and provide the basis for reporting to the FRC.
- **Summary Terms of Reference:** The SEWC is a subcommittee of the FRC acting under delegated authority from the CEO to oversee safe, secure and inclusive functional learning and teaching environments for the delivery of Institute programs and associated educational administration and other approved activities as well as identify risks. The role of the SEWC is to oversee that both AIM campuses in Sydney and Melbourne operate efficiently and effectively to service and support the academic activities of the Institute. The SEWC coordinates the availability and preparation of well-appointed, relevant and conducive learning, teaching and administrative environments. It is responsible for anticipating, investigating and specifying the logistical needs associated with future events and activities; planning access to and maintenance of facilities and equipment whilst ensuring the ongoing health and safety of students, staff and visitors.

Key deliberations of the SEWC inform the student experience, wellbeing and safety of staff and students and the Health and Safety of the campus. The SEWC reports

into the Finance and Risk Committee of the Board in respect of risk management and alignment of practices with the Higher Education Standards Framework (HESF) 2021.

The function of the SEWC includes, but is not limited to:

- a) Providing advice on priorities and gaps within the Institute's safety, equity and wellbeing
- b) Promoting a culture of valuing safety, equity and wellbeing throughout the Institute and curriculum.
- c) Considering and recommending ways in which any present impediments to students and staff health, wellbeing and safety may be removed
- d) Monitoring and reviewing performance of the Institute in regard to the safety, equity and wellbeing of students and staff
- e) Monitoring equity across the staff and student body reviewing trends and recommending actions.
- f) Monitoring the management and support for sexual assault and sexual harassment

2.2 Risk Review Committee (RRC)

- **Membership:** The **Risk Review** Committee has nine (9) sitting members
 - Chair – Chief Executive Officer
 - Deputy Chair – Chief Financial and Operating Officer
 - Chief Academic Officer
 - Head of Learning & Teaching
 - Head of Student Experience & Success
 - Head of People & Culture
 - Head of Educational Engagement & Learning Design
 - Head of Marketing & Recruitment
 - Head of Melbourne
 - RRC Secretariat

RRC membership will be reviewed at least every two years by the Leadership Group to inform and make practicable recommendations about the nature of the matters under review. The RRC collectively requires a range of experience in relation to higher education, including insight into the scope of institutional risk and corporate implications for financial management.

- **Frequency:** The RRC meets two (2) times each year, with additional meetings convened at the request by the FRC or the RRC Chair as may be required.
- **Quorum & Voting Rights:** A simple majority of five (5) sitting members constitutes a quorum with no provision to accept votes by proxy. The Chair has a casting vote in the case of deadlocked decisions and may approve or invite such other non-voting persons to address or observe RRC proceedings as is deemed appropriate to acquit

RRC business. In the case of an unanticipated absence of the Chairperson or Deputy Chairperson, sitting SEWC members in attendance may choose a chair from amongst their number for that particular meeting. RRC minutes will record attendance and provide the basis for reporting to the FRC.

- **Summary Terms of Reference:** The RRC is a subcommittee of the FRC acting under delegated authority from the LG to monitor and review strategic, financial, logistical and operational information on advice from departmental managers. The purpose of this Committee is to plan, document, evaluate and manage routine, potential and extraordinary risks encountered by the Institute in the normal conduct of business including:
 - Reviewing implementation of the Risk Management Framework.
 - Assisting the Leadership Group identify and manage day-to-day risks in each delivery location.
 - Monitoring risks to the quality of business operations, educational delivery, academic performance and student experience.
 - Formulation, updating and recommending risk management plans, policies and procedures.
 - Maintaining a Risk Register to monitor and rate risk management status, strategies and actions against the Higher Education Standards 2021
 - Report to the Board of Directors via the Finance & Risk Committee on risk management processes, outcomes and implications in line with relevant Australian legislative, regulatory and corporate standards.

The RRC reports into the Finance and Risk Committee of the Board in respect of risk management and alignment of practices with the Higher Education Standards Framework (HESF) 2021.

The function of the RRC is to provide an up-to date risk profile involving:

- a) Current, new and potential business affiliations
- b) Academic reputation, recruitment and performance benchmarking
- c) Servicing of financial obligations, commitments and investments
- d) Monitoring of expenditure against revenue, budgets and forward projections
- e) Verification of Financial Viability and Financial Sustainability against the TEQSA Risk Assessment Framework reporting ratios.
- f) Due diligence on external auditing of financial statements and corporate reporting
- g) Upkeep of risk management policies and procedures
- h) Currency of contracts, leases and insurances
- i) Data integrity on internal and external record keeping and reporting
- j) Maintenance of property, systems and equipment
- k) Workplace Health and Safety
- l) Duty of care to students and staff, with focus on provision for the management and support of students under 18 years of age.

m) Continuous improvement and regulatory compliance in Australia.

3. Industry Advisory Committee (IAC)

- **Membership:** The Industry Advisory Committee has up to ten (10) sitting members
 - Up to 10 Representatives drawn from independent music, arts and entertainment business and specialist creative fields and agencies.
 - IAC Secretariat

IAC membership will be reviewed at least every two years by the Board to ensure adequate industry, discipline and academic representation across the range of programs under and specialisation offered by AIM to support review and/or new programs in development. IAC members will be provided with relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The IAC meets three (3) times each year according to the Governance Calendar, with additional meetings convened at the request of the Board or IAC Chair as may be required for the purposes of new course development and accreditation and the forging of new industry links.
- **Quorum and Voting Rights:** The Committee is advisory in nature, and no formal voting rights are conferred on members.
- **Summary Terms of Reference:** The IAC is a subcommittee of the Board acting under delegated authority to provide industry relevant and content specific advice and guidance in relation to the development and on-going development of the Institute's courses and its links and relationships with industry.

The function of the IAC is to:

- a) Inform the Institute, of current needs and changing trends within music, arts and entertainment specifically in relation to skills needs and creative and business practices in the performance, production and management industries.
- b) Provide advice on industry-based matters related to the Institute's music, arts and entertainment education operations
- c) Report on changing industry trends and suggest appropriate mechanisms and directions for the Institute to keep pace and accommodate these trends.
- d) Ensure recent developments and trends in industry are integrated into the Institute's courses on an on-going basis.
- e) Provide advice and guidance on the implications of changing government policy and procedures within the higher education sector and how these may relate to, or impact upon, the Institute's courses.
- f) Provide industry advice on strategic developments and directions for the Institute and on linkages between the institute, the creative community and business.

- g) Assist in seeking sponsorship for the Institute's work placement and research activity.
- h) Advise on potential areas of research and consultancy activity pertinent to the creative industries.
- i) Assist in the promotion of the activities of the Institute.
- j) Address any course development matter referred to it by the CS, LQC and/or AB.

TERMS OF REFERENCE

4. Academic Board & Subcommittees

Purpose:

AIM's goal of achieving excellence in education is led and supported by the Academic Board that operates under delegated authority at an appropriate level of autonomy from the Board of Directors, which is the Principal governing body of Institute. See TEQSA Guidance Note on Academic Governance <https://www.teqsa.gov.au/guides-resources/resources/guidance-notes/guidance-note-academic-governance> .

The Academic Board (AB) oversees the educational planning, delivery and review processes of the Institute. This includes assuring academic quality and mediating academic risk by monitoring the inputs, performance and outcomes of learning and teaching. The Academic Board has a particular focus on guiding and rigorously scrutinizing the design, delivery, assessment and ongoing improvement of Institute programs in relation to academic standards. The Academic Board broadly functions to:

- Act on behalf of, and provide leadership and advice to, the Board on all academic matters including those pertaining to student participation and attainment and teaching performance
- Contribute sector insight, expertise and academic leadership
- Approve new courses and changes to existing courses consistent with registration and accreditation requirements
- Benchmark courses and performance
- Monitor student performance across courses, levels and units including attrition, progression and completion
- Monitor and approve student results
- Recommend graduands for the conferral of awards upon course completion
- Monitor academic integrity, complaints & grievances
- Oversee and monitor the ongoing academic quality of programs and courses
- Initiate academic reviews and support academic improvement practices
- Develop, approve and implement academic policies and procedures
- Provide academically informed advice on professional development and scholarly activity
- Mediate academic risk and reporting requirements; and
- Act as the final internal arbiter of appeals and grievances in matters related to academic administration, assessment, admission of students to courses and requirements for graduation.

Membership:

Membership of the Academic Board is comprised of a mix of external independent academics and representatives of Institute staff and students. The Academic Board Chair is an eminent external academic that also sits as an external member on the Board of Director.

The Academic Board (AB) composition was reviewed in 2019 to include:

- A Chair (external) drawn from the Board of Directors
- Three (3) external members one of whom will be designated as a Deputy Chair,
- One (1) Alumni representative
- Chief Executive Officer
- Chief Academic Officer
- Head of Learning & Teaching
- Head of Student Experience & Success
- Associate Head of Learning & Teaching, Graduate Studies
- Head of Melbourne
- One (1) Industri Education Representative
- Two (2) elected members of Academic Staff (one each from Melbourne and Sydney campus)
- Two (2) student representative, providing a voice for the students (one each from Melbourne and Sydney campus)
- Academic Board Secretary (non-voting)
- Observers (non-voting).

The Chief Academic Officer (CAO) takes advice from and supports the AB Chair in relation to the facilitation of academic governance within the Institute. This includes bringing matters of priority to the Academic Board, acting to schedule and document program reviews and revisions, and overseeing the proper conduct of academic committee and reporting activities. In this capacity, the CAO provides a conduit between the Academic Board and the Leadership Group (LG) reporting on the implementation of academic scholarship, risk and quality improvement measures. The CAO has reciprocal obligation to the AB and the LG to proactively monitor the conduct of academic affairs. This includes, but is not limited to, benchmarking, analysing feedback from students and staff, interpreting data metrics and managing learning and teaching inputs and outcomes – in order to enhance student participation and attainment of graduate outcomes.

The Institute adopts an inclusive approach that encourages active participation of staff, students, alumni, affiliated academics and industry experts in its academic planning processes and the review of learning and teaching. The Academic Board advises the Board of Directors on matters relating to learning and teaching, scholarship and research within the Institute as well as Student Experience & Success. The Academic Board and its committees develop, implement and review academic policies and procedures, consider proposals for curriculum development and the renewal of academic programs and courses. The Academic Board receives recommendations from the Learning & Quality Committee (LQC) through the Curriculum Subcommittee to ensure that the Institute's higher education programs, curriculum design and academic outcomes are of the highest quality and uphold the reputation of AIM in industry and education.

By-Laws

4.1. Responsibilities of the Academic Board

Under delegated authority from the Board of Directors, the Academic Board is responsible for assuring the quality of academic governance for the Institute. This includes advising and monitoring the calibre of all aspects of the academic functions and performance in order to:

- 4.1.1** Enact and maintain ongoing academic compliance with the Higher Education Standards Framework (HESF) 2021.
- 4.1.2** Foster excellence in student and staff learning, teaching and research performance.
- 4.1.3** Report to the Board of Directors on all matters relating to learning, teaching, scholarship and research within or external to the Institute.
- 4.1.4** Assure the ongoing quality and improvement of learning and teaching preparation and delivery within the Institute.
- 4.1.5** Act as a forum for the debate of academic issues, taking such decisions as maybe required to abide by regulatory obligations and enhance academic and creative achievement.
- 4.1.6** Ensure a culture of scholarship is developed and nurtured within the Institute.
- 4.1.7** Review and advise on performance monitoring including attrition, progression, completion and student satisfaction across the institute's courses.
- 4.1.8** Consider and make decisions on all aspects of course review, including the development and accreditation or re-accreditation of higher education courses; the admission of students; learning, teaching and assessment and requirements for graduation, prizes, awards and scholarships.
- 4.1.9** Make recommendations to the Board of Directors for final ratification of approved courses
- 4.1.10** Recommend graduands to the Board of Directors for the conferral of awards upon confirmation of satisfactory course completion.
- 4.1.11** Formulate, coordinate, review and update academic policies and procedures.
- 4.1.12** Advise on the academic aspects of the Institute's strategic and business plans, fostering discourse on issues related to the quality improvement of higher education and the Institute's mission, vision, values, educational philosophies and strategic priorities.
- 4.1.13** Delegate academic operationalisation and monitoring to such committees as it may establish from time to time, with the purpose and membership listed separately in the Governance Charter for each committee and its subcommittee including but not limited to the:
 - Learning and Quality Committee (LQC)
 - Academic Progression, Scholarships & Awards Subcommittee (APSAS)
 - Examination Review Subcommittee (ERS)
 - Curriculum Subcommittee (CS)
 - Learning Resources Subcommittee (LRS)
 - Research & Scholarship Subcommittee (RSS)
- 4.1.14** Receive reports from all such committees to ensure that delegated responsibilities are discharged in accordance with approved policies and procedures, the Register of Delegated Authority and prevailing legislative and regulatory obligations.

- 4.1.15** Consider and make recommendations on any matter referred to the Academic Board by the Board of Directors.
- 4.1.16** In addition to such matters as are specifically referred to the Academic Board, the Academic Board may initiate projects and generate reports with recommendations for consideration and approval by the Board of Directors, including recommending new courses for development in line with the approved Strategic Plan and defined market opportunities.
- 4.1.17** Guide, facilitate and approve the Learning and Teaching Plan to ensure currency and monitor comparability, adequate preparation and accountability, and the continuous improvement of educational provision in respect of all campus locations, modes of delivery, articulation and other academic arrangements.
- 4.1.18** Monitor, review and make recommendations in respect of the recruitment, appointment, academic qualifications, performance management, promotion, professional development or disciplining of academic staff relevant to the Australian Qualifications Framework and all other legislation or regulations pertaining to academic employment in private education.
- 4.1.19** Consider and approve institutional and/or peak representative body responses to government and regulatory body consultations and request for information.

4.2. Membership and Participation in Academic Board Meetings

- 4.2.1.** Membership or restructuring of the Academic Board will be endorsed by the Board of Directors on the recommendation of the Academic Board Chair.
- 4.2.2.** The Academic Board will have a majority of members ordinarily resident in Australia.
- 4.2.3.** Prospective external members of the Academic Board are selected on the basis of their particular expertise in relation to the operation of Non-Self-Accrediting Higher Education Providers in Australia and the delivery of accredited higher education courses.
- 4.2.4.** The Board of Directors shall appoint to the Academic Board:
- A Chair who is independent and external to the Institute
 - A Deputy Chair who, is also independent of AIM
 - Relevant independent higher education academics with a depth and breadth of academic expertise
 - Other sitting members with appropriate academic knowledge, skills, experience and responsibilities as maybe required to provide academic governance to the Institute.
- 4.2.5.** Independent Academic Board members are drawn from:
- Academics from universities and other Higher Education Providers
 - Industry representatives and members of relevant professional bodies or associations.
- 4.2.6.** Internal Academic Board members shall include:
- The Chief Executive Officer
 - The Chief Academic Officer,
 - The Head of Learning & Teaching

- The Head of Student Experience & Success
 - Associate Head of Learning & Teaching, Graduate Studies
 - Elected Academic and Professional Staff members
 - Elected student representatives of the student body and/or the alumni.
- 4.2.7.** Ex officio representatives of the Institute may be invited to participate in Academic Board meetings as observers.
- 4.2.8.** Membership of the Academic Board will be reviewed at least every two years by the Board of Directors on advice from the Academic Board Chair for the purposes of membership renewal or rotation, where appropriate. Interim changes to Academic Board membership to fill casual vacancies will be at the discretion of the Academic Board Chair acting under Board delegation.
- 4.2.9.** The Academic Board will comprise members independent of the Institute's operations together with members representing various aspects of internal academic affairs.
- 4.2.10.** The Academic Board collectively or any individual member must not make any public statement or political comment on Academic Board or Institute matters, and they shall not purport to speak on behalf of the Institute in either public forums or in a private capacity in any oral, recorded, written or digital communication medium.
- 4.2.11.** Academic Board members are required to declare any actual or perceived conflict of interest that might arise in the course of their service on the Academic Board.
- 4.2.12.** At the discretion of the Board of Directors independent members of the Academic Board may be required to enter into a Deed of Confidentiality with the Institute.
- 4.2.13.** The number of members of the Academic Board may vary from time to time and shall be no less than nine and no more than sixteen.
- 4.2.14.** All members of the Academic Board shall be governed by the AIM Code of Practice for Board and Committee Members.

4.3. Quorum and Mode of Attendance

A quorum will comprise fifty percent (50%) of the membership, two of which must be external:

- 4.3.1.** In the case of a tied vote the Chair has the casting vote.
- 4.3.2.** Academic Board decisions taken out of session by a Minute of Circular Resolution (MoCR), a motion will be carried by simple majority with the Chair holding a casting vote in case of a tied vote on the basis of written responses from members received within the specified timeframe.
- 4.3.3.** Member attendance at Academic Board meetings will normally be in-person, with remote participation permitted by means of video link or teleconferencing with the approval of the Chair and depending upon the availability and/or reliability of suitable technology by all parties.
- 4.3.4.** Academic Board members must attend a majority of meetings to acquit their corporate responsibilities as members.

4.4. Academic Board Meeting Schedule:

- 4.4.1.** The Academic Board meets at least three times a year on a date and time according to the Annual Governance Calendar at least two weeks in advance of the corresponding Board of Directors meeting.
- 4.4.2.** The Academic Board may be convened with reasonable notice for additional meetings at the request of the Board of Directors or the Chair of the Academic Board.
- 4.4.3.** Academic Board determinations required between meetings may be approved by a Minute of Circular Resolution (MoCR) distributed digitally.

4.5. Notice of Meetings and Minutes:

- 4.5.1.** The Academic Board will meet according to the annually agreed calendar.
- 4.5.2.** The Secretary will work under the direction of the Chief Academic Officer (CAO) in conjunction with the Chair to schedule Academic Board meetings, prepare the agendas and compile the papers for distribution.
- 4.5.3.** All members have the right to place items on the Academic Board meeting agenda and to request corrections to the minutes of the previous if such changes are supported by a majority of members as a true and accurate record of the previous meeting.
- 4.5.4.** The Secretary to the Academic Board will call for papers three weeks prior to the next scheduled meeting.
- 4.5.5.** The Agenda will be agreed between the Chair and Chief Academic Officer (CAO) prior to distribution.
- 4.5.6.** The Secretary to the Academic Board will collate papers and attachments as advised by the CAO for electronic circulation to members at least one week in advance of the meeting.
- 4.5.7.** Papers will be available in soft and hard copy as requested.
- 4.5.8.** The chair will record changes, acceptance of previous Minutes and approval of resolutions as proposed or amended. The minutes will be signed by the Chair at the conclusion of the Academic Board meeting.
- 4.5.9.** Minutes will be recorded at each Academic Board meeting by the Secretary with:
 - First draft minutes provided no later than seven days after each meeting to the Chair for ratification and the CAO for review and feedback to academic committees in preparation for the next meeting.
 - Final draft minutes and actions arising from the previous meeting will be circulated to members following review by the Chair normally within 2 weeks of the meeting.
 - The Secretary will maintain a file of all minutes and documents considered by the Academic Board.

4.6. Review of Terms of Reference

- 4.6.1.** Initially these By-Laws are provided by the Board of Directors to inform terms of reference giving delegated authority to the Academic Board for managing and reporting on the conduct of Academic Governance at the Institute.

- 4.6.2.** Academic Board Terms of Reference may be augmented by policies and procedures for specific academic interactions, activities, monitoring, review and academic risk management purposes including the establishment of interrelated Terms of Reference for each Academic Committee that reports to the Academic Board.
- 4.6.3.** Interrelated Academic Board and Committee Terms of Reference included in the AIM Governance Charter will be periodically reviewed and correlated as standing orders, amended and updated in line with continuous improvement and regulatory requirements.
- 4.6.4.** Any amendments to the Academic Board Terms of Reference as agreed by the Academic Board will be recommended to the Board of Directors for ratification.

4.7. Correlated Academic Committee Standing Orders

The Academic Board has one (1) committee and five (5) subcommittees that report to it. In total there are six (6) academic reporting entities that include the:

- Learning and Quality Committee (LQC)
 - Academic Progression, Scholarships and Awards Subcommittee (APSAS)
 - Examinations Review Subcommittee (ERS)
 - Learning Resources Subcommittee (LRS)
 - Curriculum Subcommittee (CS)
 - Research & Scholarship Subcommittee (RSS)

The following generic academic committee standing orders have been designed for use by the Academic Board and its committees to facilitate the coordinated conduct of academic meeting and reporting requirements.

- 4.7.1.** Convening of committee meetings that report to the Academic Board shall:
- Meet at the times indicated in the Institute's Annual Governance Calendar as directed or approved by the Academic Board Chair.
 - Circulate agenda and business papers digitally to each member at least seven days prior to the meeting including links to SharePoint for viewing or downloading lengthy reports.
 - Permit additional business to be tabled at the meeting for consideration without notice where relevant and at the discretion of the Chair.
 - Allow the Chair to act on behalf of the Academic Board, or by Minute of Circular Resolution (MoCR), where urgent action may be required between scheduled meetings, provided all such actions are reported to the next scheduled meeting. In similar circumstances, with prior approval of the Chief Academic Officer (CAO), the chairs of academic committees may convene short extraordinary meetings to deal with specific issues requiring immediate attention.
 - Require any notice of motion, report or other business to be submitted in writing to the Secretary ten business days before the meeting for inclusion in the agenda, with other matters submitted or proposed to be raised after this time only accepted at the discretion of the Chair.

- Function such that, if after fifteen minutes of the scheduled starting time, a quorum for the Academic Board or committee is not present, the Chair may exercise discretion and allow the meeting to proceed, noting that any decisions from that meeting must be confirmed by Minute of Circular Resolution (MoCR) to all members.
- Conclude Academic Board or committee meetings at the end of a maximum four hours unless the members present vote for a continuation of not more than one hour.

4.7.2. Order of Business

The normal order of business at each ordinary Academic Board or committee meeting shall include the following items:

- Welcome and confirmation of Agenda items
- Approval of previous meeting minutes, after any amendments
- Business/actions arising from the minutes
- Report from the Chair
- Performance Report
- Reports on items from designated members
- Reports from the committees and any other working groups
- Sector Regulatory Updates
- Motions for which notice has been given
- Other business
- Confirmation of next meeting date, time and place

4.8. Chairing of meetings

The Chair of the Academic Board or committee shall:

- 4.8.1.** Conduct meetings in the manner indicated by the Standing Orders and give all members present an opportunity to speak and vote on the business of the meeting.
- 4.8.2.** Take care to give priority to addressing the business before the meeting.
- 4.8.3.** Follow the normal order of business unless otherwise agreed by members in response to reasonable requests to bring matters forward, defer matters or deal with other matters of urgency in a timely matter.
- 4.8.4.** Require motions to be provided in advance or tabled in writing, with amendments similarly recorded.
- 4.8.5.** Put motions and amendments to the vote and report the result of the vote.
- 4.8.6.** Maintain order in the discussions and debate of motions and amendments.
- 4.8.7.** Refuse to accept motions and amendments that are not expressed clearly.
- 4.8.8.** Not refuse any amendments that are presented in proper form and relate to the motion under discussion.
- 4.8.9.** Not delay or otherwise inhibit proper discussion or adjourn a meeting to prevent voting on a resolution or amendment and coming to a decision.
- 4.8.10.** Exercise discretion in all matters not elsewhere covered in these standing orders.

4.9. Quorum

A quorum shall be as described in the Terms of Reference of the relevant body.

4.10. Meeting Minutes

- 4.10.1.** If not taking the minutes, the Secretary will make prior arrangements for a competent minute taker to record the minutes of meetings for each body.
- 4.10.2.** Minutes will be recorded at each meeting of the Academic Board its committees and subcommittees and distributed to the chair of that body for review normally within seven days of the specific meeting
- 4.10.3.** Members will receive the minutes of the previous meeting normally two (2) weeks after the meeting.
- 4.10.4.** Papers will be distributed normally seven (7) days prior to the subsequent meeting.
- 4.10.5.** Minutes will normally record the following details from each meeting:
 - Board or committee title
 - Date, time and place of the meeting;
 - Nature of the meeting – ordinary, extraordinary or adjourned meeting;
 - Names of the Chair, members and observers present, apologies and any persons invited to that specific meeting;
 - Summary of the business conducted against each agenda item, including motions and amendments put, together with the results of each vote
- 4.10.6.** Minutes of each meeting shall be submitted to the following meeting for confirmation in terms of their accuracy, with any corrections agreed and confirmed.
- 4.10.7.** Confirmed meeting minutes shall be signed by the Chair as a true record of the proceedings of the previous meeting of that body.

4.11. Rules of Debate

Unless ruled otherwise by the Chair or resolved by the Academic Board, the Academic Board and committees will conduct business in each meeting as follows:

- 4.11.1.** A member may speak more than once on any matter at the discretion of the Chair.
- 4.11.2.** The proposer of a motion will give it to the Secretary or other minute-taker in writing and may explain its sense orally.
- 4.11.3.** The Chair may participate in debate before the right of reply has been exercised.
- 4.11.4.** The mover of a motion, but not an amendment, shall have the right of reply. This right of reply normally closes the debate.
- 4.11.5.** The Chair will put any motion or amendment by show of hands or ballot once he or she is of the opinion that it has been discussed fully.
- 4.11.6.** No member may speak to a motion, except to raise a point of order, after it has been put by the Chair and the show of hands or ballot has been taken.
- 4.11.7.** In the absence of a member who has given notice of motion, a motion shall lapse unless another member present is prepared to move it.
- 4.11.8.** A motion may be amended or withdrawn by the mover with the consent of the meeting.

- 4.11.9.** Any motion or amendment not seconded shall not be debated, except for a motion from the Chair.
- 4.11.10.** An amendment that is a direct negative of the motion shall not be allowed.
- 4.11.11.** Only one amendment may normally be accepted at one time.
- 4.11.12.** If an amendment is carried, an amendment, which is substantially the same as the original motion, is out of order.
- 4.11.13.** If the amendment is defeated, an amendment that is substantially the same as that amendment is out of order.

4.12. Statement of Principles for Members of the Academic Board and Committees:

- 4.12.1.** A member of the Academic Board, committee or subcommittee may not, without the approval of the Chair, discuss with, or disclose to, a person not a member of that body:
- Any matter listed as confidential on the business papers or in the minutes of the Academic Board, committee or subcommittee or which a reasonable person would consider was confidential
 - Any personal matter affecting individual members or persons including students, staff or others referred to in meeting papers
 - Any business negotiation or other financial matter which might allow a person to profit
 - Any matter concerning another member of the Institute
 - Any proposal that any person will be granted an honorary degree
 - Other matters, which the Academic Board or the Chair may decide, are, or which a reasonable person would consider was, confidential and sensitive to the image, reputation or the interests of the Institute.
- 4.12.2.** A member of the Academic Board shall:
- Speak only to the matter before the meeting
 - Not make offensive statements
 - Obey the Chair on questions of order during the meeting
 - Not disclose how other members have voted on specific motions or amendments
 - Disclose to the Chair any potential, perceived or actual conflict of interest and normally vacate the meeting when any matter relating to them personally is under consideration by the meeting
 - Not release to the general public or the mass media any specific information concerning the business of the Institute.

4.13. Amendment of Terms of Reference

These Terms of Reference may be reviewed from time to time, with any amendments agreed by the Academic Board recommended for ratification by the Board of Directors.

Academic Committees

The Academic Board (AB) meets three (3) times a year in March, July & October, in advance of each Board of Directors (Board) meeting. To enact academic governance, the Academic Board oversees the work of one (1) academic committee and five (5) of its subcommittees with delegated authority for monitoring and approving the decisions of academic middle management, and reporting the performance planning and outcomes of academic course design and delivery. Academic committees meet at different times in relation to the academic calendar and report directly to the Learning & Quality Committee (LQC) which reports directly to the AB.

Academic committees include the:

- **Learning and Quality Committee (LQC)**, chaired by the Head of Learning & Teaching, and reporting to the AB
- **Academic Progression, Scholarships & Awards Subcommittee (APSAS)**, chaired by Head of Student Experience & Success and reporting to the LQC
 - **Examinations Review Subcommittee (ERS)** chaired by the Associate Head of Learning & Teaching and reporting to the APSAS
- **Learning Resources Subcommittee (LRS)** chaired by the Head of Educational Engagement and Learning Design and reporting to the LQC
- **Research & Scholarship Committee (RSS)**, chaired by the Associate Head of Learning & Teaching, Graduate Studies and reporting to the LQC
- **Curriculum Subcommittee (CS)**, chaired by an External Academic and reporting to the LQC

5. Learning and Quality Committee (LQC)

- **Membership:** The Learning and Quality Committee has up to fifteen (15) sitting members:
 - Chair: Head of Learning & Teaching (drawn from Academic Board membership)
 - (Deputy Chair): An Associate Head of Learning & Teaching, as appointed by the Chair
 - All other Associate Heads of Learning & Teaching (4)
 - Chief Executive Officer
 - Chief Academic Officer
 - Head of Student Experience & Success
 - Head of Educational Engagement & Learning Design
 - Student Services Manager
 - Two (2) Elected Academic Staff representatives (Sydney & Melbourne)
 - Two (2) Industri Education representatives
 - Learning & Quality Committee Secretariat

LQC membership will be reviewed at least every two years by the AB to ensure adequate representation across all accredited programs and delivery locations. LQC members are provided with all relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The LQC meets three (3) times each year broadly according to the Governance Calendar, with an option to call additional meetings at the request of the Academic Board or LQC Chair.

Quorum & Voting Rights: A simple majority of seven (7) sitting members constitutes a quorum with no provision to accept votes by proxy and the Chair having a casting vote in the case of deadlocked decisions. By prior arrangement, the LQC Chair may deputise an Associate Head of Learning and Teaching or another sitting member to act in his or her stead as Chair and may invite such other non-voting persons to address or observe LQC proceedings as is deemed appropriate to acquit LQC business. In the case of an unanticipated absence of the Chairperson, sitting LQC members in attendance may choose a chairperson from one of their number to chair that particular meeting. Irrespective of who chairs the LQC meetings, LQC minutes will provide the basis for reporting to the AB.

Summary Terms of Reference: The Academic Board delegates responsibility to the LQC for oversight of learning and teaching practices on all accredited programs and course delivery locations and the maintenance of quality and standards. The role of the LQC is to quality assure processes for learning and teaching to ensure that day-to-day academic operations meet Australian quality education standards, which govern the delivery of accredited higher education programs. The LQC also has responsibility for advising on academic and associated policies, procedures and guidelines related to the maintenance and improvement of learning and teaching and quality and standards on all the Institute's courses.

The function of the LQC is to:

- a. Improve the quality of teaching through regular use and review of unit and course evaluations as a basis for continuous improvement.
- b. Recommend a schedule of course reviews to Academic Board.
- c. Implement cycles of quality review for all accredited programs including nested qualifications to enhance student participation and attainment of accredited course outcomes in accordance with institutional policy
- d. Debate and consider regulatory and compliance advice from the lead regulatory body (TEQSA).
- e. Review performance data including internal and external student satisfaction and unit reviews.
- f. Provide a forum for the discussion of learning and teaching issues by considering structures and strategies to support and improve learning and teaching outcomes within the Institute.
- g. Discuss, formulate and promote strategic initiatives that enhance the student experience as it relates to teaching and learning and which contribute to, and support attainment of, AIM's objectives.

- h. Oversee academic policies and procedures relating to all learning and teaching processes, including admissions, student progress, examinations and assessment, plagiarism and academic appeals.
- i. Evaluate the efficiency and effectiveness of established and alternate teaching and learning strategies in accredited course delivery modes.
- j. Coordinate prospective student eligibility and selection criteria in relation to course entry requirements and monitor the outcomes from admission processes.
- k. Monitor the efficacy of English language preparation and support, in conjunction with the development of academic intervention strategies designed to assist students deemed to be at risk of poor performance or failure.
- l. Oversee the processes by which students are assessed including assessment moderation and examinations.
- m. Monitor student progress, attrition and completion rates.
- n. Receive reports and review data relating to academic integrity, grievances and complaints and student appeals.
- o. Undertake benchmarking of course outcomes
- p. Make recommendations to the AB on matters pertaining to delivery of the Institute's courses.
- q. Act on any other learning and teaching matters referred to it by the AB.

5.1 Academic Progression, Scholarships & Awards Subcommittee (APSAS)

- **Membership:** The Academic Progression, Scholarships and Awards Subcommittee has eleven (11) sitting members
 - Chair – Head of Student Experience & Success
 - Deputy Chair –Head of Learning & Teaching
 - Six (6) Associate Heads of Learning & Teaching
 - Student Success Manager
 - Student Wellbeing Manager
 - One (1) Industri Education Representative
 - APSAS Secretariat

APSAS membership will be reviewed at least every two years by the AB to ensure adequate representation across all accredited programs and delivery locations. APSAS members are provided with all relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The APSAS meets three (3) times each year post ERS Meeting, with an option to call additional meetings at the request of the Academic Board, LQC or ERS Chair.

Quorum and Voting Rights: A simple majority of seven (7) sitting members constitutes a quorum with no provision to accept votes by proxy and the Chair having a casting vote in the case of deadlocked decisions. By prior arrangement, the APSAS

Chair may deputise a Head of Learning and Teaching or another sitting member to act in his or her stead as Chair to conduct specific meetings. Similarly, the Chair may approve a substitute academic to temporarily undertake the APSAS duties of a sitting member that may be on approved leave or otherwise committed. The Chair may also invite such other non-voting persons to address or observe APSAS proceedings as is deemed appropriate to acquit APSAS business. Provided there is a quorum, in the case of an unanticipated absence of the Chairperson, sitting APSAS members in attendance may choose a chairperson from one of their number to chair that particular meeting. Irrespective of who chairs or attends the APSAS meetings, APSAS minutes will record attendees and provide the basis for reporting to the LQC.

Summary Terms of Reference: The APSAS is responsible for the decisions regarding AIM students course progression, including probation and show cause and academic integrity as well as the approving of scholarships. The APSAS will receive and consider recommendations from the ERSC when reviewing decisions regarding course progress.

The function of the APSAS is to:

- a. Evaluate student's performance as a whole, in the light of the program outcomes and assessment requirements, deciding whether any special consideration might be allowed (as recommended by the ERS), due to failure to meet assessment criteria;
- b. Report to LQC on issues related to the course progression
- c. The APSAS confirms eligibility for receipt of an award. The APSAS approves and recommends prospective graduands to the Academic Board via the LQC. In turn, the Academic Board approves and recommends prospective graduands to the Board of Directors for conferral of awards on behalf of the Institute, and where appropriate other awarding bodies.
- d. Ascertain in accordance with current policies and procedures whether students have fulfilled the outcomes of their discipline-specific programs of study and have achieved an academic standard consistent with the national criteria for the award of a Foundation Program or AQF qualification.
- e. Make recommendations to the Academic Board via the LQC concerning the eligibility of students for the conferral of awards and any other academic matters arising.
- f. Report to the LQC on issues related to the relevance and integrity of examination and assessment processes.
- g. The APSAS confirms the eligibility of all student Scholarship applications and approves the eligible candidates.

Any appeals arising from the decisions of APSAS with respect to assessment and progression determinations will be reviewed by the Chief Academic Officer (CAO) in accordance with the *Appeals Policy and Procedure*.

5.1.1 Examinations Review Subcommittee (ERS)

- **Membership:** The Examinations Review Subcommittee has eight (8) sitting members
 - Chair – Associate Head of Learning & Teaching (Composition & Audio)
 - Deputy Chair – Associate Head of Learning & Teaching (Music Theatre & Classical Performance)
 - Three (3) other Associate Heads of Learning & Teaching
 - Head of Student Experience & Success
 - Student Services Manager
 - One (1) Industri Education Representative
 - ERS Secretariat

ERS membership will be reviewed at least every two years by the AB to ensure adequate representation across all accredited programs and delivery locations. ERS members are provided with all relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The ERS meets three (3) times each year broadly according to the Governance Calendar, with an option to call additional meetings at the request of the Academic Board, LQC, APSAS or ERS Chair.
- **Quorum & Voting Rights:** A simple majority of five (5) sitting members constitutes a quorum with no provision to accept votes by proxy and the Chair having a casting vote in the case of deadlocked decisions. By prior arrangement, the ERS Chair may deputise another Associate Head of Learning and Teaching or another sitting member to act in his or her stead as Chair to conduct specific meetings. Similarly, the Chair may approve a substitute academic to temporarily undertake the ERS duties of a sitting member that may be on approved leave or otherwise committed. The Chair may also invite such other non-voting persons to address or observe ERS proceedings as is deemed appropriate to acquit ERS business. Provided there is a quorum, in the case of an unanticipated absence of the Chairperson or Deputy Chair, sitting ERS members in attendance may choose a chairperson from one of their number to chair that particular meeting. Irrespective of who chairs or attends the ERS meetings, ERS minutes will record attendees and provide the basis for reporting to the APSAS.
- **Summary Terms of Reference:** The Learning and Quality Committee delegates responsibility to the ERS for oversight of assessment results in all units in all programs and course delivery locations. In accordance with the course assessment requirements specific to each accredited program, the role of the ERS is to quality assure processes for academic assessment by reviewing overall student performance and moderating assessment results, including any required adjustment to marks or grades, prior to consideration by the APSAS and publication each study period.

The ERS provides advice to APSAS on those individual students who have successfully completed all course components and fulfilled the learning and course outcomes to the required Foundation Program and AQF academic standards, by ratifying student achievement of the unit outcomes and standards.

The function of the ERS is to:

- a) Review assessment results each study period and compare results for units of study across locations to ensure that program assessment is consistent, fair and flexible, valid and reliable.
- b) Evaluate student performance by unit of study, applying discretion where necessary within the course requirements and taking reasonable adjustment into consideration where deemed appropriate;
- c) When necessary, make judgements on cohort marking and relative performance by moderating assessment results to maintain consistency and comparability within the unit requirements;
- d) Interpret assessment requirements for a unit of study, if difficulties arise, in the light of the Institute's policies, procedures and good academic practice in higher education;
- e) Make recommendations for review of units and lecturers with abnormal performance rates.
- f) Address any assessment matter referred to it by the LQC or AB.

5.2 Learning Resources Subcommittee (LRS)

- **Membership:** The Learning Resources Subcommittee has eight (8) sitting members
 - Chair – Head of Educational Engagement & Learning Design
 - Deputy Chair – Chief Financial and Operating Officer
 - Chief Executive Officer
 - Sound & Production Manager
 - Head of Learning & Teaching
 - Librarian
 - Head of Melbourne
 - IT Manager
 - LRS Secretariat

LRS membership will be reviewed at least every two years by the AB to ensure adequate representation across all departments and delivery locations responsible for the learning resources of the Institute.

- **Frequency:** The LRS meets three (3) times each year prior to the LQC Meeting, with an option to call additional meetings at the request of the LQC or LRS chair.

Quorum & Voting Rights: A simple majority of five (5) sitting members constitutes a quorum with no provision to accept votes by proxy and the Chair having a casting

vote in the case of deadlocked decisions. By prior arrangement and in the absence of the Deputy Chair, the LRS Chair may deputise another sitting member to act in his or her stead as Chair to conduct specific meetings. Similarly, the Chair may approve a substitute to temporarily undertake the LRS duties of a sitting member that may be on approved leave or otherwise committed. The Chair may also invite such other non-voting persons to address or observe LRS proceedings as is deemed appropriate to acquit LRS business. Provided there is a quorum, in the case of an unanticipated absence of the Chairperson or Deputy Chair, sitting LRS members in attendance may choose a chairperson from one of their number to chair that particular meeting. Irrespective of who chairs or attends the LRS meetings, LRS minutes will record attendees and provide the basis for reporting to the LRS.

Summary Terms of Reference: The LRS is a subcommittee of the LQC and is responsible for recommending learning and teaching resources for the delivery of Institute programs. The role of the LRS is to ensure that both AIM campuses in Sydney and Melbourne have adequate resources, they are up to date and accessible when needed by students. It is responsible for anticipating, investigating and specifying the logistical needs associated with future programs, as well as monitoring and maintaining current resources.

The function of the LRS is to:

- a. Provide information on the day to day operations of the Library, IT and institutional resources including how they contribute to and support teaching, learning and research.
- b. Review and benchmark AIM's systematic approach to blended learning, encompassing traditional face-to-face classroom methods and online technologies
- c. Make recommendations to ensure that learning resources are appropriate to the courses on offer and are available to students as and when required
- d. Review and advise on learning and teaching facilities, which provide a physical environment conducive to the study of accredited courses in all delivery locations.
- e. Make recommendations regarding textbooks, deployment of digital technologies and other learning resources supporting delivery of the Institute's courses.

5.3 Curriculum Subcommittee (CS)

- **Membership:** The Curriculum Subcommittee has nine (9) sitting members:
 - Two (2) External Academic Representatives (one of whom will be elected as a chair)
 - Head of Learning & Teaching
 - Head of Educational Engagement and Learning Design
 - Two (2) elected Associate Heads of Learning and Teaching (Sydney & Melbourne)
 - Associate Head of Learning & Teaching (Graduate Studies)

- Two (2) Elected Academic Staff Representative (Sydney & Melbourne)
- CS Secretariat

CS membership will be reviewed at least every two years by the AB to ensure adequate discipline and academic representation across all accredited programs and delivery location. CS members will be provided with relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The CS meets three (3) times each year according to the Governance Calendar, with additional meetings convened at the request of the AB, LQC or CS Chair as may be required for the purposes of new course development, unit amendments, accreditation or as required by the AB.
- **Quorum and Voting Rights:** A simple majority of five (5) sitting members constitutes a quorum with no provision to accept votes by proxy. The Chair has a casting vote in the case of deadlocked decisions and may approve or invite such other non-voting persons to address or observe CS proceedings as is deemed appropriate to acquit CS business. By prior arrangement and in the absence of the Deputy Chair, the CS Chair may deputise another sitting member to act in his or her stead as Chair. In the case of an unanticipated absence of the Chairperson and the Deputy Chair, sitting CS members in attendance may choose a chair from amongst their number for that particular meeting. CS minutes will record attendance and provide the basis for reporting to the AB.
- **Summary Terms of Reference:** The CS is a subcommittee acting under delegated authority from the Learning & Quality Committee and the Academic Board. The CS is responsible for quality assuring the continuous improvement of Institute course curricula and unit outlines. In accordance with course accreditation and maintenance standards this includes timely acquittal of curriculum review and development work in line with the strategic plan of the Institute.

The function of the CS is to:

- a) Consider proposal for new courses.
- b) Oversee the development of new courses prior to submission to Academic Board for approval prior to their submission to TEQSA for accreditation.
- c) Establish academic working parties as required to inform the efficient design, development and accreditation of new curricula, as approved by the AB taking account of relevant sector benchmarking and industry advice
- d) Review and recommend to the AB approved amendments to course outlines that enable ongoing achievement of learning outcomes and ensure accredited course content, delivery, assessment and resources are kept up-to-date for the duration of the accreditation period

- e) Receive and recommend new and revised unit outlines within existing courses to the LQC and AB.
- f) Consider and approve proposals for non-accredited short courses.
- g) Review current accredited courses to ensure that the structure, rationale, aims, content, learning and graduate outcomes are consistent with the Australian Qualification Framework (AQF) and reflect best academic and industry practice in the specialist field.
- h) Identify pedagogical innovations that actively encourage improved student recruitment, engagement, retention, progression and completion.
- i) Review and recommend program enhancements, content development and learning & teaching resources that promote the use of available learning, teaching and other relevant discipline-specific or communication technologies to improve face-to-face, blended and online learning engagement by both students and teachers in accordance with accreditation requirements.
- j) Provide advice to LQC & AB and address any academic development matter referred to it by the LQC and or AB.

5.4 Research & Scholarship Subcommittee (RSS)

- **Membership:** The Research and Scholarship Subcommittee has eight (8) sitting members
 - Chair – Associate Head of Learning & Teaching, Graduate Studies
 - Deputy Chair – A senior academic as appointed by the RSS Chair
 - Head of Learning & Teaching (representing both CAO and CEO)
 - Two (2) Elected Academic Staff Representatives from MMus (Sydney & Melbourne)
 - One (1) elected Academic Staff Representative from MAEM
 - One (1) postgraduate student representative (MAEM)
 - One (1) Postgraduate Student Representative (MMus)
 - RSS Secretariat

RSS membership will be reviewed at least every two years by the Academic Board to ensure adequate discipline and academic representation. RSS members will be provided with relevant information prior to meetings and are obliged to preserve confidential information.

- **Frequency:** The RSS meets three (3) times each year broadly according to the Governance Calendar, with an option to call additional meetings at the request of the Academic Board, LQC or RSS Chair.
- **Quorum and Voting Rights:** A simple majority of five (5) members constitutes a quorum with no provision to accept votes by proxy. The Chair may invite such other persons to address or observe RSS proceedings as appropriate. By prior arrangement and in the absence of the Deputy Chair,

the RSS Chair may deputise another member to their stead as Chair. In the case of an unanticipated absence of the Chairperson and the Deputy Chair, sitting RSS members in attendance may choose a chair from amongst their number for that particular meeting. RSS minutes will record attendance and provide the basis for reporting to the LQC.

- **Summary Terms of Reference:** The Academic Board has delegated responsibility to the RSS for monitoring, reporting directions and evaluation of scholarly and research and activities within the Institute. The RSS also has responsibility for advising on research policies, procedures and guidelines related to student and staff scholarship and research.

The RSS is concerned with developing, promoting and monitoring the Institute's research and scholarship strategy. This includes maintaining academic and ethical standards that underpin and encourage a culture of scholarly activity within the Institute. Staff and professional development will be provided covering research methodologies and to ensure that staff are supported in developing advanced scholarship and research at AIM. The goal is to enable and support postgraduate students and academic staff to engage in research and scholarly activity by providing support, academic guidance and opportunities to pursue relevant, creative, discipline-specific and other practice-based, industry oriented and applied theoretical research. The function of the RSS is to:

- a) Develop a Research and Scholarship Plan for the Institute in line with strategic priorities.
- b) Provide a forum for the discussion of research and scholarship issues by considering structures and strategies to develop and support research scholarship within the Institute.
- c) Promote research initiatives and research training within the Institute through, for example, establishing a research and scholarship fund.
- d) Advise and formulate recommendations and provide information to the AB on research policy, procedures and guidelines.
- e) Identify opportunities to develop key research areas for the Institute to support and inform industry relevant learning and teaching.
- f) Establish, review and make recommendations on the allocation of funding for specific research projects through establishment of a research and scholarship fund to support small scale initiatives.
- g) Encourage staff to apply for research and scholarship grants and engage in collaborative projects as maybe available and take up academic conference and/or publication opportunities.
- h) Oversee the review all research proposals for both academic staff and postgraduate students to ensure ethical standards are met, and provide approval as may be required.

- i) Provide mentoring for new staff and other opportunities to support those seeking to begin participating in research activities, including the provision of guidance in preparation of quality research proposals and papers suitable for presentation in a public forum.
- j) Identify appropriate journals for publication and conferences participation by postgraduate student and staff.
- k) Inform the Institute community on research issues through the dissemination of minutes of meetings and/or reports or other appropriate methods, to ensure that all research activities are utilised to inform and enhance teaching activities.
- l) Promote active staff engagement in research and other scholarly activities to improve learning and teaching outcomes.
- m) Encourage a culture of scholarship throughout the Institute.
- n) Develop an annual Professional Development Plan for academic staff to ensure that professional and discipline-based expertise is current, that teaching skills are maintained and updated and that scholarly activity is undertaken.

TERMS OF REFERENCE

6. Leadership Group (LG)

Purpose:

The Chief Executive Officer (CEO) is responsible to the Board of Directors for efficient and effective institutional management to order to maintain the viable and sustainable conduct of Higher Education Provider (HEP) business with quarterly reporting of outcomes. Acting under delegated authority from the Board of Directors to assist in this regard, the CEO chairs the Leadership Group (LG) as one of four governance entities within the Institute.

The Board of Directors sets AIM's Mission, Vision and Values and develops the strategic directions enacted by the LG. The LG provides coherent and accountable executive management across the institutions divisions and departments functioning as the primary management body for the Institute. As such, the LG develops and implements interrelated educational plans and initiatives, operational priorities and efficiencies in accordance with Board directives and the requirements of relevant legislation and regulations, utilising internal and external risk management protocols and reporting to ensure high quality academic delivery of accredited programs of study.

Membership:

Leadership Group was reviewed in 2019 and has the following members:

- CEO as Chair
- Chief Academic Officer
- Chief Financial and Operating Officer
- Heads of Department
- Leadership Group Secretariat
- Other Staff as appointed by the CEO

By-Laws

6.1 Responsibilities of the Leadership Group

Taking direction from, and action in support of the CEO, the Leadership Group (LG) is required to:

- 6.1.1** Exercise executive authority to manage and coordinate Institute business.
- 6.1.2** Determine and implement operational policies and procedures to manage the efficient running of the Institute.
- 6.1.3** Review progress against the strategic plan.
- 6.1.4** Operationalise the strategic and risk management plans, priorities and efficiencies to ensure that the Institute maintains a quality assured teaching and learning environment for all stakeholders including students, academic and professional staff.
- 6.1.5** Critically analyse and act responsibly in relation to current and potential business opportunities, which include maintaining financial viability, improving infrastructure

and enhancing operations and change management implementation requirements to achieve continuous quality improvement.

- 6.1.6** Ensure consistency of quality management, IT and operational systems across all campuses.
- 6.1.7** Nurture a culture of continuous improvement throughout the Institute.
- 6.1.8** Ensure compliance with all legislative and regulatory requirements related to the Institute educational operations in Australia and overseas.

6.2 Membership and Participation in Leadership Group Meetings

The protocols for membership of the LG are as follows:

- 6.2.1** Membership of the Leadership Group is approved by the CEO and determined by employment in particular executive staff positions and those staff remain members of the Leadership Group for the term of their employment.
- 6.2.2** LG positions correspond with the senior appointee managing the executive divisions of the Institute as determined by the CEO, which may vary from time to time depending on the expertise and range of responsibilities exercised by the incumbent. Heads/Associate Heads of Departments and the Principal ASSC are appointed to assist directors/CEO.
- 6.2.3** The permanent Chair of the LG is the CEO, acting under delegated authority on behalf of the Board.
- 6.2.4** Members of the LG are obligated to act in the best interests of the Institute at all times including maintaining respect for and preservation of commercial-in-confidence prerogatives of the Institute associated with any and all executive management decisions and other incidental matters or privileged information arising from their position on the LG.
- 6.2.5** Any person may be invited to attend Leadership Group meetings to report on specific matters or attend as an observer but shall not be entitled to vote at such meetings, at the discretion of the CEO.
- 6.2.6** With the exception of the CEO, the LG or any member must not make any public statement or political comment and shall not purport to speak on behalf of the Institute.
- 6.2.7** LG members are required to declare any actual or perceived conflict of interest that might arise in the course of their management position or as an LG member.
- 6.2.8** At the discretion of the CEO, LG members may be required to enter into a Deed of Confidentiality with the Institute.
- 6.2.9** All members of the LG shall be governed by the Code of Practice for Board and Committee Members.

6.3 Quorum and Mode of Attendance:

A quorum will comprise fifty percent (50%) of the membership:

- 6.3.1** In the case of a tied vote the Chair has the casting vote.
- 6.3.2** If LG decisions are required to be taken out of session by a Minute of Circular Resolution (MoCR), a motion will be carried using the same principles that apply

to a quorum in a normal meeting constituted as written responses from members received within a specified time.

6.3.3 LG meetings, member attendance will normally be in-person, with remote participation permitted by means of video link or teleconferencing with the approval of the Chair and depending upon the availability and/or reliability of suitable technology by all parties.

6.3.4 LG, members must attend a majority of meetings to acquit their corporate responsibilities as members.

6.4 Leadership Group Meeting Schedule:

6.4.1 The LG formally meets a minimum of once a month on dates and times according to the annual Governance Calendar.

6.4.2 The LG may be convened with reasonable notice for additional meetings at the request of the CEO.

6.4.3 LG determinations that are required between meetings may be approved by a Minute of Circular Resolution (MoCR) distributed digitally.

6.5 Notice of Meetings and Minutes:

6.5.1 The Secretary will work under the direction of the CEO to schedule LG meetings, prepare the agendas and compile the papers for digital access via SharePoint.

6.5.2 All members have the right to place items on the LG meeting agenda and to request corrections to previous meeting minutes if such changes are supported by a majority of members as a true and accurate record of the previous meeting.

6.5.3 The Secretary to the LG will call for papers one week prior to the next formal scheduled meeting.

6.5.4 The Agenda will be confirmed by the CEO prior to distribution.

6.5.5 The Secretary to the LG will collate papers and attachments as advised by the CEO for electronic access by members in advance of the meeting.

6.5.6 Minutes will be recorded at each formal or informal LG meeting by the Secretary with:

- First draft minutes provided no later than seven days after each meeting to the CEO for review and feedback in preparation for the next meeting
- Papers will normally be circulated five (5) days prior to the meeting.

6.5.7 The Secretary will maintain an evidentiary file of all minutes and documents considered by the ELG.

6.6 Review of Terms of Reference

6.6.1 Initially these By Laws are provided by the Board of Directors to inform Terms of Reference giving delegated authority to the CEO and the LG to managed the Institute.

6.6.2 Terms of Reference accepted by the LG may be augmented by policies and procedures for specific monitoring, review and risk management purposes including where relevant the establishment of interrelated terms of reference for working parties of the LG.

6.6.3 LG Terms of Reference are included in the AIM Governance Charter and will be periodically reviewed, correlated, amended and updated in line with regulatory requirements.

6.6.4 Any amendments to the LG Terms of Reference as agreed by the LG will be recommended by the CEO to the Board of Directors for ratification.

6.7 Order of Business

6.7.1 The normal order of business at each ordinary meeting shall be:

- Welcome and confirmation of Agenda items
- Approval of previous meeting minutes, after any amendments
- Business and actions arising from the minutes
- Report from the Chair
- Reports from designated members
- Reports from any working parties
- Risk Management updates
- Health & Safety Update and Report
- Consideration of strategic items
- Other business
- Confirmation of next meeting date, time and place.

6.7.2 The Chair of the LG shall:

- Conduct meetings in the manner indicated by the Standing Orders and give all members present an opportunity to speak and vote on the business of the meeting.
- Take care to give priority to addressing the business before the meeting.
- Follow the normal order of business unless otherwise agreed by members in response to reasonable requests to bring matters forward, defer matters or deal with other matters of urgency in a timely matter.
- Requires papers and any motions to be provided in advance or tabled in writing, with amendments similarly recorded
- Put motions and amendments to the vote, as required, and report the result of the vote.
- Maintain order in the discussions and debate of motions and amendments.
- Refuse to accept motions and amendments that are not expressed clearly.
- Not refuse any amendments that are presented in proper form and relate to the motion under discussion.
- Not delay or otherwise inhibit proper discussion or adjourn a meeting to prevent voting on a resolution or amendment and coming to a decision.
- Exercise discretion in all matters not elsewhere covered in these standing orders.

6.8 Meeting Minutes

6.8.1 If not taking the minutes, the Secretary will make prior arrangements for a competent minute taker to record the minutes of meetings.

- 6.8.2** Minutes will be recorded at each meeting of the Leadership Group and distributed to the Chair for review normally within seven days of the specific meeting.
- 6.8.3** Members will receive the minutes of the previous meeting with papers distributed normally five (5) days prior to the subsequent meeting.
- 6.8.4** Minutes will normally record the following details from each meeting:
- Board title
 - Date, time and place of the meeting;
 - Nature of the meeting – ordinary, extraordinary or adjourned meeting;
 - Name of the Chair, members and observers present, apologies and any other invited persons;
 - Summary of the business conducted against each agenda item, including any motions and amendments put, together with the results of each vote and actions pending
- 6.8.5** Minutes of each meeting shall be submitted to the following meeting for confirmation in terms of their accuracy, with any corrections to be agreed by the meeting before the minutes are confirmed.
- 6.8.6** Confirmed meeting minutes shall be signed by the Chair as a true record of the proceedings of the previous.

6.9 Amendment of Terms of Reference

These Terms of Reference may be reviewed from time to time, with any amendments agreed by the LG recommended for ratification by the Board of Directors.

CODE OF PRACTICE FOR BOARD AND COMMITTEE MEMBERS

Introduction

This Code is intended as a guide, to the standards of conduct and accountability and the legal and ethical duties, which are expected of all members of the Boards and Committees of the Australian Institute of Music (referred to as the 'Institute'). This Code is aimed at promoting effective, well informed and accountable governance of the Institute and is not intended to be a definitive or authoritative statement of the law.

In addition to this Code, Board and Committee members should be mindful of the principals involved in dealing with an organisation that operates within a public arena. These are:

- knowledge
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership

This Code applies to every Board, Committee or working party of the Institute and to any subsidiary company or joint venture of the Institute in which the Boards and Committees are involved.

1. Interpretation

In this code:

- i) 'Board' or 'Committee' means a nominated group of members that has been established for the purpose of conducting or advising the Institute;
- ii) Words imparting gender impart any gender;
- iii) 'Regulatory Authority' – means any government, legal or regulatory authority that exercises statutory control or influence on the Institute.

2. Duties

- i) Board and Committee members have a fiduciary duty to the Institute as a Higher Education Provider registered and accredited in Australia. This means that they should show the highest loyalty and act in good faith in the best interests of the institution. Each Board and Committee member should act honestly, diligently and independently. The actions of Board and Committee members should promote and protect the good reputation of the Institute and the trust and confidence of those with whom it deals.
- ii) Decisions taken by Board or Committee members at meetings of a Board or Committee should not be for any improper purpose. Decisions taken should always

be for the benefit of the Institute, its students and staff, and where relevant, be taken with a view to safeguarding public funds.

- iii) Board and Committee members should comply with any 'Standing Orders' to ensure that the Board or Committee conducts itself in an orderly, fair, open and transparent manner.
- iv) Board and Committee members should also have regard to the different, but complementary responsibilities given to the CEO of the Institute. Board and Committee members should work together so that the Board or Committee and the CEO of the Institute perform their respective roles effectively.

3. Skill, Care and Diligence

- (i) A Board or Committee member should, in all his/her work for the Institute, exercise such skill as he/she possesses and with such care and diligence as would be expected from a reasonable person in these circumstances. This will be particularly relevant when Board or Committee members act as agents of the Institute, for example, if functions are delegated to a Committee by a Board or to the Chair of a Board or Committee.
- (ii) Board and Committee members should be careful to act within the approved terms of reference of any Board or Committee on which they serve.

4. Conflicts of Interest

- i) Board or Committee members should seek to avoid putting themselves in a position where there is a conflict (actual, perceived or potential) between their personal or professional interests and their duties to the Institute. They should not allow any conflict of interest to arise that might interfere with the exercise of their independent judgement.
- ii) If an interest is likely, or would at a later stage be perceived as being likely, to interfere with the exercise of a Board or Committee member's independent judgement, then the interest (financial or otherwise) should be fully disclosed to the Board or Committee before the matter giving rise to the interest is considered.

5. Collective Responsibility

- i) A decision of a Board or Committee, even when it is not unanimous, is a decision taken by the Board or Committee members collectively and each individual Board or Committee member has a duty to stand by it whether or not they were present at the meeting when the decision was taken.
- ii) If a Board or Committee member disagrees with a decision taken by the Board or Committee, the disagreement should be discussed and minuted.

6. Confidentiality

- i) It is important that each Board and Committee have full and frank discussions in order to take decisions collectively. To do so there must be trust between Board and Committee members with a shared corporate responsibility for discussions. Board and Committee members should keep confidential any matter, which by

reason of its nature, the Chair or members are satisfied should be dealt with on a confidential basis.

- ii) Board or Committee members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or Committee.
- iii) It is unethical for Board or Committee members to publicly criticise, canvas or reveal the views of other Board or Committee members, which have been expressed at meetings of the Board or Committee.
- iv) Only the Chair of the Board, CEO or their nominee can make statements to the press or media on any matters relating to the Board or Committees.

7. Timing of and Attendance at Meetings

- i) Meeting dates should be planned in advance to allow all Board and Committee members maximum opportunity to attend the meeting.
- ii) A high level of attendance at meetings of each Board and Committee is expected so that members can perform their functions properly.

8. Governance Development

- i) In order to promote effective governance, Board and Committee members will carry out an annual review of the performance of any Board or Committee of which he or she is a member, as part of a continuing and critical process of self-assessment.
- ii) Items to assist in the continuing professional development of Board and Committee members should be drawn to the attention of the Secretary of a Board or Committee for attention at a later meeting.