



ADELAIDE
INSTITUTE

of HIGHER EDUCATION

Council

Terms of Reference

1. Preamble

Pursuant to the constitution of the Institute the AIHE Board has chosen to delegate its powers to the Council in relation to the operation, management, and governance of the Higher Education business operated by the Institute on the terms and conditions of the deed of delegation of powers.

2. Council

The operation of the Higher Education Business of the Institute shall be managed and controlled by the Council and the Council Members will have the authority necessary to discharge his or her responsibilities competently, effectively and diligently with respect to:

- 2.1 the oversight and governance of all higher education operations of the Institute;
- 2.2 the setting of strategic directions, strategic plans and budgets of the Institute;
- 2.3 the monitoring of performance of senior management of the Institute;
- 2.4 the academic governance of the Institute; and
- 2.5 the corporate governance of the Higher Education Business of the Institute.

3. Terms of Reference

The Council must:

- 3.1 set overall strategic directions and the framework of policies and procedures necessary to achieve objectives of the Institute;
- 3.2 provide independent advice to the Board from time to time;
- 3.3 ensure the Institute meets the requirements of the Higher Education Standards Framework;
- 3.4 undertake periodic reviews of the effectiveness of the Council, the General Manager and the Academic Board;
- 3.5 ensure quality assurance arrangements are in place and operating effectively for the purposes of the Higher Education Business of the Institute;
- 3.6 ensure the Institute observes and complies with all the requirements of the Threshold Standards and any other statutory requirements;
- 3.7 ensure the Institute complies with its constitution;

- 3.8 ensure the Institute's future directions in higher education have been determined, realistic performance targets have been established, progress and performance targets are monitored, and action is taken to correct underperformance;
- 3.9 ensure the Institute is financially viable and applies, and has the capacity to continue to apply, sufficient financial and other resources to maintain the viability of the entity and its business model;
- 3.10 ensure all financial reporting is materially accurate and meets Australian accounting standards;
- 3.11 ensure financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards, if required by an applicable law;
- 3.12 ensure a true record of the business of the Institute is maintained;
- 3.13 monitor the financial position, performance and cash flows of the Institute from time to time;
- 3.14 identify, review, manage and mitigate risks (including material risks) to higher education operations from time to time;
- 3.15 ensure maintenance of a register of delegations and business continuity plans;
- 3.16 confer academic awards;
- 3.17 investigate the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and monitor critical incidents and take actions to address underlying causes; and
- 3.18 identify, monitor and take prompt corrective action with respect to lapses in compliance with the Higher Education Standards Framework.

4. Composition of Council

- 4.1 The Council shall comprise not more than ten (10) members, including:
 - Independent Chair appointed by Council
 - Up to six members appointed by Council
 - Chair Academic Board (ex-officio)
 - AIHE General Manager (ex-officio)
 - Shareholder representative or nominee (ex-officio).

4.2 Council Members will be appointed by the Council on terms to be determined by the Council.

4.3 The Council shall include independent members.

5. Eligibility to Become a Council Member

5.1 A Council Member must only be a natural person.

5.2 A Council Member must be a fit and proper person to conduct his or her delegated responsibilities and is obliged to furnish the Board with a Fit and Proper Person Requirements Declaration before his or her appointment.

5.3 A Council Member must be an Australian resident and has the permission to remain permanently in Australia before and during his or her appointment.

5.4 A Council Member may be an External Member of the Institute and must use a range of expertise required for the effective governance of the Higher Education Business of the Institute, including but not limited to conferral of the Institute's higher education awards, higher education expertise, and independent expertise.

5.5 A person is eligible for election as a Council Member only if the person has the experience or expertise relevant to the operation of the Higher Education Business.

6. Chair of the Council

6.1 The Council shall appoint one of the Council Members to be the Chair.

6.2 The Chair shall chair the meetings of the Council and set its agendas.

6.3 If there be no Chair at a meeting, or if he or she is unable or unwilling to act, or is not present at the commencement time of the meeting, the Council Members present may choose a Chair for that meeting.

7. Term of Appointment of Council Member

7.1 Unless otherwise determined by the Council, a Council Member will serve a term of two (2) years, up to but no more than a maximum of five (5) two (2) year terms.

8. Meetings

- 8.1 Any Council Member may call a Council meeting. On the request of any Council Member, the Chair must call a Council meeting.
- 8.2 Notice of a Council meeting must be given to each Council Member.
- 8.3 The notice must:
 - 8.3.1 specify the place, date and time of the meeting;
 - 8.3.2 state the business to be transacted; and
 - 8.3.3 be given at least five (5) days before the meeting, unless all Council Members otherwise agree.
- 8.4 Non-receipt of notice of a meeting, or failure to give notice of a meeting to a Council Member, does not invalidate anything done at the meeting if:
 - 8.4.1 the failure was accidental;
 - 8.4.2 the Council Member gives notice to the Council that he or she waives the notice or agrees to the thing done at the meeting; or
 - 8.4.3 the Council Member attends the meeting.
- 8.5 Notice may be given to a Council Member:
 - 8.5.1 personally; or
 - 8.5.2 by e-mail to the e-mail address of the Council Members. Notice by e-mail is deemed to be received on the day after dispatch.

9. Proceedings of the Meetings

- 9.1 The Council shall meet at least four times per annum.
- 9.2 The Council shall hold its meeting at such place as is determined by the Council from time to time.
- 9.3 No business must be conducted at a meeting of the Council unless there is a quorum present at all times during the meeting. If there are not enough Council Members in office to form a quorum, the Council Board may postpone a meeting.

- 9.4 Questions arising at any meeting of the Council Meeting shall be decided by a majority of votes cast, and in the event of equality of votes the Chair shall have a casting vote in addition to a deliberative vote.
- 9.5 A quorum for a meeting of the Council shall be four (4) Council Members.
- 9.6 The Council may pass resolutions without a meeting being held if all of the Council Members entitled to vote on the resolution sign a document indicating that they are in favour of the resolution set out in the document, or indicate as such by e-mail. Separate copies of a document may be signed by each Council Member for this purpose, and each Council Member may indicate agreement with a resolution by a separate e-mail message. A resolution will be taken to be passed upon the last Council Member indicating in agreement with the resolution in accordance with this rule. The resolution so passed will be recorded in the Minutes of the following Council meeting under "Matters Arising".

10. Disqualification of Council Member

The office of a Council Member shall become vacant:

- 10.1 if that Council Member:
- 10.1.1 resigns as a Council Member;
 - 10.1.2 is disqualified from being a Council Member by the Corporations Act;
 - 10.1.3 is expelled or ceases to be a Council Member under the deed;
 - 10.1.4 is permanently incapacitated by ill health;
 - 10.1.5 misses three (3) Council meetings in any twelve (12) month period without a valid reason (such as due to sickness or absence interstate or overseas), unless the Council resolves otherwise; or
 - 10.1.6 is removed by the Board as a Council Member.
- 10.2 if not less than three quarters of all of the Council Members on the Council vote in favour of a resolution to remove that Council Member from office.

11. Disclosure of Interest

- 11.1 A Council Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Institute must disclose the nature and extent of that

interest to the Council, and shall not vote with respect to that contract or proposed contract.

12. Review

12.1 The Board will review the composition and operation of the Council every twelve (12) months.

12.2 The effectiveness of the governing body and academic governance processes will be reviewed periodically.

12.3 The periodic reviews will:

12.3.1 be independent and will occur at least every seven years;

12.3.2 the findings of such reviews will be considered by a competent body or officer(s); and

12.3.3 the agreed actions arising from the findings will be implemented.

Date: -----

Signature: -----

Print Name: Don Chen

Position: AIHE Board

Document control

Version	Date	Key changes
1.3	30/10/2018	Clauses 12.2 and 12.3 added
1.4	20/06/2019	Amended per Council Item 4.1 Meeting 2/2019; Section 4 to specify membership and appointment of members and delete redundant provisions; and clause 9.1 to accommodate minor changes to Council meeting schedule
1.4.1	9/06/2021	Amended Section 4.1 Composition of Council to include 'or their nominee' to Chair of AIHE Board (ex-officio)
1.4.2	16/6/2022	Clause 4.1 amended to remove Chair of AIHE Board or their nominee and replace with Shareholder representative or nominee.

1.4.3	22/08/2023	The following sentence was added to Clause 9.6: <i>“The resolution so passed will be recorded in the Minutes of the following Council meeting under Matters Arising”</i> . <i>Updated reference to the Higher Education Standards Framework (Threshold Standards) 2021.</i>
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Note: These Terms of Reference are referenced from and aligned with the Higher Education Standards (Threshold Standards) Framework 2021.