



GOVERNANCE GUIDELINES

**PROTEUS TECHNOLOGIES PTY LTD
ACN 112 989 581**

trading as Ikon Institute of Australia (the Institute)

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GOVERNANCE STRUCTURE

Overview

This document provides the terms of reference for the Board of Directors (Board) and Academic Board as the corporate and academic governing bodies for Proteus Technologies Pty Ltd trading as Ikon Institute of Australia (the Institute) and their standing committees. The appendices provide the current membership details of the governing bodies.

The governance structure has evolved with the organisation and reflects current arrangements to meet the requirements of an Institute of Higher Education.

It is characterised by the following:

- separation of the governing bodies from day-to-day management
- separation of corporate and academic governance with a clear delegation of powers
- broad membership skills including experience in governance, strategic direction, financial expertise, academic sector experience and contemporary discipline knowledge and professional practice
- clear terms of reference including membership requirements
- a formalised approach to meetings and record keeping through agendas, papers and minutes.

The governance structure is depicted in Figure 1 overleaf.

Freedom of Intellectual Inquiry

The Institute is committed to free intellectual inquiry and the protection of academic quality and integrity.

As the corporate governing body, the Board is aware it is required to operate a successful business that optimises returns to shareholders and understands that the manner of its operation must guarantee the protection of academic quality and integrity. As such, the Board has delegated the authority for all academic decision making to the Academic Board.

The independence of the Academic Board is guaranteed by the Board of Directors. The Academic Board has been delegated the authority to make academic decisions and determine academic policy. The Board makes no attempt to influence either academic decisions of the Academic Board or its academic policy. It is expected that such matters shall be determined on their merits.

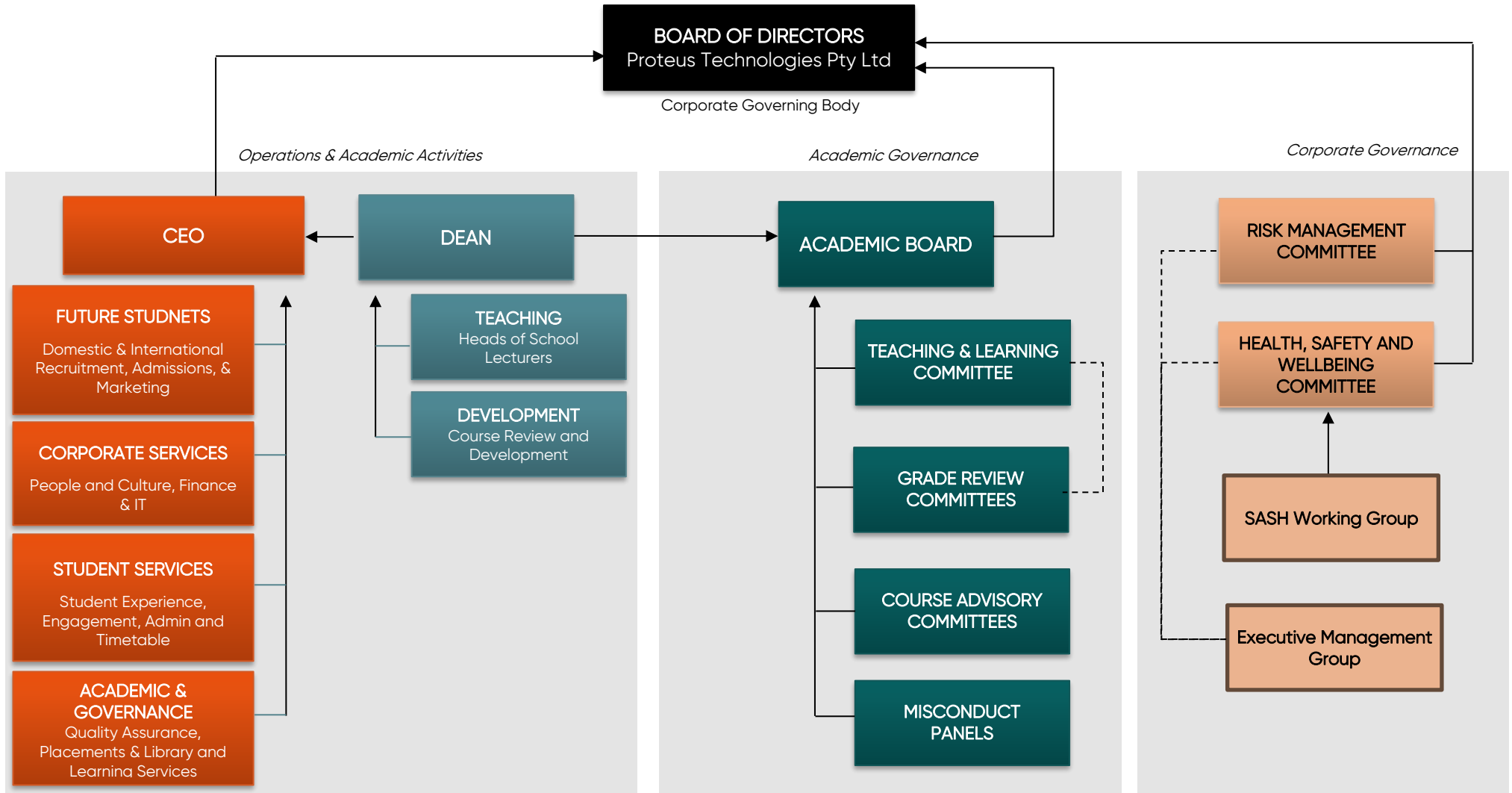
The Board guarantees that academic freedom prevails within the Institute. Academic freedom is taken to mean that a member of the academic staff has the right, within their field of expertise, to undertake scholarly activity, enter public debate, and prepare and implement content knowledge in courses. This right may be exercised without fear of discrimination or reprisal on the basis that the Institute's shareholders or the Board of Directors disagree with the content of the academic position espoused, subject only to restraints or burdens imposed under law and reasonable and proportionate regulation of conduct.

The Board and Academic Board are not liable for any idea or statement made by a member of academic staff who has expressed their view as an academic expert. In such situations, it is imperative that the member of staff indicates that they are expressing a personal view.

Membership

The membership of each Board or Committee is outlined in its respective Terms of Reference. If a casual vacancy occurs, a replacement shall be nominated by the Chair and members of the Board or Committee. A person appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the person's predecessor.

Figure 1: Governance Chart



Responsibilities of Members

The responsibilities of Board and Committee members shall include, but are not limited to:

- preparing for meetings to facilitate active engagement
- familiarising themselves with agenda items and associated documentation in preparation for active engagement
- requesting an amendment to the minutes on the grounds of accuracy
- acting in the best interests of the Institute as a whole
- acting in good faith, honesty and for a proper purpose
- exercising appropriate care, diligence, and confidentiality when required
- not improperly using their position to gain an advantage for themselves or anybody else
- disclosing in a timely way and actively avoiding any actual or perceived conflict of interest
- following up on assigned action items in a timely manner.

Responsibilities of the Chair

The responsibilities of the Chair shall include, but are not limited to:

- providing leadership to the respective Board or Committee
- ensuring the Board or Committee fulfils its responsibilities set out in the terms of reference
- promoting effective debate and the efficient organisation and conduct of Board or Committee functions
- setting and managing the business, activities and operations of the Board or Committee and delegation with the working groups
- approving the agenda, minutes and reports of the committee prior to distribution
- keeping informed of the activities and issues affecting the responsibilities of the Board or Committee
- facilitating the effective contribution and ongoing development of members
- promoting constructive and respectful relations between members and management
- induction of new Board or Committee members.

Cessation of Membership

A person ceases to be a member of the Board or Committee if that person:

- reaches the end of an appointed term of office and is not re-appointed
- resigns
- is removed in accordance with the Constitution or Terms of Reference
- in the case of a member holding office by virtue of their position, no longer holds the relevant position
- is absent from three consecutive meetings and is not, within six weeks of the last of those meetings, excused for his or her absence
- is unable to fulfil the TEQSA "Fit and Proper Persons" requirements
- passes away.

Governance Reviews

As part of the Institute's quality review processes, the following reviews of governance shall be conducted:

- an annual review by each Board or Committee of its Terms of Reference to ensure familiarity and focus.
- at least every three years a comprehensive review of the Governance Guidelines. This review shall be conducted by each Board or Committee, who shall make recommendations for amendments to the Board of Directors. The Board shall consider these recommendations when making decisions regarding revisions to the Guidelines.
- at least once every seven years, the Board shall arrange for an independent review of the effectiveness of governance at the Institute as noted within the Governance Guidelines. This review shall take account of evidence from agendas, minutes, action registers, and interviews of members from across all governance Boards and Committees. The outcomes of this review shall inform the Board of further developments of these Guidelines and associated governance activities.

CORPORATE GOVERNANCE

BOARD OF DIRECTORS

Purpose

The Board of Directors (Board) is the corporate governing body responsible for the strategic direction and operations of the Institute including financial viability, operational performance, appointment of the CEO, non-academic policy development, quality assurance and risk management, monitoring progress towards achieving those goals and ensuring compliance with regulatory requirements.

Terms of Reference

The principal responsibilities of the Board shall include, but not limited to:

- set the vision, mission and strategic direction of the Institute.
- ensure governance structures are in place and operating effectively, and implement an appropriate, documented, observed and reviewed system of delegation to ensure the effective discharge of these functions.
- approve the strategic plan, annual budget and financial forecasts, and monitor implementation and performance against key metrics.
- assure the financial viability of the Institute and sufficient funding and resources are applied to maintain viability, achieve objectives and sustain the quality of operations and educational courses.
- monitor the financial position, financial performance and cashflow, ensuring effective financial safeguards and controls are operating, and accounting standards are met.
- approve and monitor credible business continuity plans and adequately resources financial and tuition safeguards to mitigate disadvantage to students who are unable to progress in a course of study due to unexpected changes to Ikon's operations, including if Ikon is unable to provide a course of study, ceases to operate as a provider, loses professional accreditation for a course of study or is otherwise not able to offer a course of study.
- monitor the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents are monitored, and action is taken to address underlying causes.
- ensure lapses in compliance with the Higher Education Standards Framework are identified and monitored, and prompt corrective action is taken.
- oversee and monitor the identification, assessment and analysis of risk, including commercial undertakings, and ensure effective strategies are in place for ongoing risk management.
- approve and monitor commercial partnerships, financial agreements and relationships with third parties, with particular consideration given to the risks to students, the reputation of the Institute and compliance with legislation and regulations.
- approve new course proposals and other business initiatives in line with strategic direction.
- appoint and monitor the performance of the Chief Executive Officer.
- oversee and monitor the management, performance and compliance of Ikon Institute as an Institute of Higher Education.
- establish a policy and procedural framework to assure the quality of academic and operational activities, retaining responsibility for the approval and oversight of non-academic policy.
- confer qualifications in the name of Proteus Technologies Pty Ltd, on the recommendation of the Academic Board, upon candidates who have satisfied the requirements of an award.
- maintain a true record of the business of the Board.

- oversee and monitor educational policies and practices that support participation by Aboriginal and Torres Strait Islander people and sensitive to Aboriginal and Torres Strait Islander knowledge and cultures
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines

Membership

There shall be a minimum of three members and a maximum of five members. At least two members shall be independent external members.

Members shall be appointed to ensure the Board, as a whole, has the following range of skills:

- financial expertise
- legal expertise
- management and operations knowledge and experience
- corporate governance experience
- strategic and business planning knowledge and experience
- higher education experience

All members must meet satisfy the Fit and Proper Person requirements of the Tertiary Education Quality Standards Agency (TEQSA) and are required to sign a Fit & Proper Persons Declaration attesting to the same at their time of appointment or reappointment.

At least two members are to be ordinarily resident in Australia.

The Chair of the Academic Board is normally appointed as a member of the Board.

If the CEO is not a member of the Board, they shall attend meetings as an Invitee.

Members of the Board are appointed by the shareholders of the Institute. Shareholders have the power to remove members of the Board (s26 of the Institute's Constitution).

The current membership of the Board is provided in Appendix A to this document.

Invitees

Persons may attend meetings as "Invitees" by invitation of the Board Chair, either to observe or report on matters for which they are responsible. Invitees may attend an entire meeting or only for a particular agenda item. They do not have speaking rights during the meeting unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Board is the Head of Quality Assurance.

Meetings

The Board shall meet at least four times per year, or more frequently as deemed necessary.

BOARD STANDING COMMITTEES

RISK MANAGEMENT COMMITTEE

The Risk Management Committee is a standing committee of the Board.

Purpose

The Risk Management Committee is a standing committee of the Board convened to assist the Board in discharging its responsibility for monitoring the management of risk across the Institute. The Committee has been delegated the responsibility of overseeing that the Executive Management Group has assessed all identified risks that the Institute faces and has established a risk management framework capable of addressing those risks.

The Committee assists in the development and implementation of the institutional risk framework, provides an objective assessment of risk, monitors corporate activity within the scope of its remit, and makes recommendations to the Board in relation to the management of risk across the Institute.

Terms of Reference

The role of the Committee includes assisting the Board in the Institute's governance and exercising due care, diligence, and skill concerning risk assessment, treatment, and monitoring. Consistent with the Institute's determined risk appetite; it includes assisting the Board to understand risks which may:

- impede the Institute from achieving its goals and objectives
- impact on the Institute's performance
- threaten compliance with the Institute's regulatory and legal obligations
- affect the health, safety or wellbeing of students, employees and any third parties
- impact students, employees and community, and the environment in which the Institute operates
- impact on the Institute's reputation and that of its students and employees
- result in personal liability for directors and other Institute officers arising from the Institute's operations.
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines.

In performing its duties and responsibilities, the Committee has the authority to seek information it requires from students, employees, officers, directors, or relevant external parties. In addition, the Committee may consult with other Committees in its oversight of risk across the Institute.

The Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities.

The Risk Management Committee reports to the Board.

Membership

The Risk Management Committee shall comprise two or more Directors appointed by the Board, of which one must be an independent, non-executive Director, and one or more members of the Executive Management Group appointed by the Chair:

- an independent, non-executive Director appointed by the Board (Chair)
- CEO
- CFO

- General Manager, Academic and Governance
- Head of Quality Assurance

Additional independent, non-executive members may be appointed by the Board as required.

The current membership of the Risk Management Committee is provided in Appendix C of this document.

Invitees

By invitation of the Chair, persons may attend meetings as "Invitees", either to observe or to report on matters for which they are responsible. Regular invitees include members of the Executive Management Group. Invitees may attend an entire meeting or only for a particular agenda item. They do not have speaking rights during the meeting, unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Committee is the Quality Assurance Manager.

Meetings

The Committee shall meet at least 4 times per year, or more frequently as deemed necessary.

HEALTH, SAFETY & WELLBEING COMMITTEE

The Health, Safety & Wellbeing Committee is a standing committee of the Board.

Purpose

The Health, Safety & Wellbeing Committee is a standing committee of the Board convened to assist the Board in discharging its responsibility for monitoring the management of work health and safety risk across the Institute by observing, implementing and fulfilling the requirements under the Work Health and Safety Act 2011. The Committee has been delegated responsibility for overseeing the provision of a safe and supportive environment for students, staff, and all people involved in the Institute's activities.

Terms of Reference

The main function of the Committee is to actively promote the health, safety and wellbeing of everyone involved in the activities of the Institute and to facilitate the implementation of measures to improve safety in its work and learning spaces. Consistent with the Institute's risk appetite, it includes assisting the Board in understanding risks which may affect the health, safety or wellbeing of students, employees and third parties.

The principal responsibilities of the Health, Safety & Wellbeing Committee shall include, but are not limited to:

- support the implementation of the institutional health, safety and wellbeing framework through the development of health and safety standards, rules and procedures
- provide an objective assessment of health, safety and wellbeing related risks
- maintain oversight of the prevention and response to sexual assault and sexual harassment
- ensure a best practice and continuous improvement approach in relation to health, safety and wellbeing is adopted and applied consistently across campuses, including any third-party delivery sites
- monitor and continuously improve compliance with work health and safety legislation, standards, codes of practice, and policies and procedures
- contribute to the development and implementation of strategic and operational plans to ensure a proactive and cooperative approach to health, safety and wellbeing management practices
- review the circumstances surrounding work injuries, work-caused illnesses and dangerous events (critical incidents)
- make recommendations to the Board and management in relation to the management of health, safety and wellbeing related risks
- ensure the regular reporting of sexual assault and sexual harassment incident data to the Board
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines.

In performing its duties and responsibilities, the Health, Safety & Wellbeing Committee has the authority to seek information it requires from students, employees, officers, directors, or relevant external parties. In addition, the Committee may consult with other Committees in the course of executing its responsibilities.

The Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities.

The Health, Safety & Wellbeing Committee reports to the Board.

Membership

The CEO shall appoint the members of the Health, Safety & Wellbeing Committee, including members of the Executive Management Group, to ensure that decisions can be actioned and resources allocated within delegated authority. Members shall have a sound understanding of the Institute's business, operations, and affairs and be representative of organisational functions and campuses. The Committee may also be comprised of a Director, as determined by the Board. Consideration shall also be given to student representation.

The Committee Chair shall be the Head of People & Culture, or as otherwise as determined by the CEO.

Invitees

By invitation of the Chair, persons may attend meetings as "Invitees", either to observe or report on matters for which they are responsible. Invitees may attend for an entire meeting or only for a particular agenda item. They do not have speaking rights during the meeting, unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Committee shall be appointed by the Chair.

Meetings

The Committee shall meet at least 4 times per year, or more frequently as deemed necessary.

ACADEMIC GOVERNANCE

ACADEMIC BOARD

The Academic Board is a standing committee of the Board, with delegated authority over academic matters. It is responsible to the Board for the academic governance of the Institute and ensuring that all aspects of academic governance meet the relevant regulatory and legislative standards.

Purpose

The Academic Board has been delegated the authority to provide academic governance oversight in matters concerning academic outcomes, policy and process, adherence to academic standards, and the quality of teaching and learning activities.

Terms of Reference

The principal responsibilities of the Academic Board shall include, but are not limited to:

- provide advice and reporting to the Board on matters relating to its responsibilities
- review, monitor, manage, and report on academic risks, including matters of academic integrity, course delivery and course outcomes
- approve the Teaching & Learning Plan and monitor its implementation and performance against key metrics and the achievement of academic objectives
- establish and maintain academic governance oversight at an institutional level, consistent with the types and levels of higher education offered
- approve, monitor and review policies and procedures that govern student and academic operations, including delegations of academic authority
- advise and oversee the development of new course proposals, in light of regulatory and professional requirements and standards
- endorse new course accreditation applications and recommend to the Board for the approval to seek accreditation with the relevant government accreditation authority
- oversee the delivery of academic courses, including those by third parties, in accordance with relevant regulatory standards
- set and monitor practices relating to academic quality and continuous improvement, including course review, benchmarking, and scholarly activities to improve academic quality and outcomes
- monitor student performance data, and associated validation and moderation activities, and strategies for addressing identified risks
- monitor the outcomes of teaching and learning and strategies for improvement, and their impact on student satisfaction, retention, progression, course completion and graduate outcomes
- foster excellence in teaching and learning, and oversee quality assurance and the enhancement of good practice in respect of academic activities
- evaluate the quality and effectiveness of educational innovations or proposals for innovation
- endorse candidates who have satisfied the academic requirements of the award in which they are enrolled, for consideration by the Board for conferral of the award
- foster discourse on issues of higher education and the Institute's vision, values, intent, and strategic priorities
- approve recommended improvements to accredited courses arising from ongoing and comprehensive course reviews
- ensure adequate procedures for, and the effective operation of, student misconduct, grievances, and

academic progress appeals

- develop, approve, and undertake reviews of the Standing Committees of the Academic Board
- establish working groups, as required, to assist the Academic Board in fulfilling its responsibilities, to share detailed work, and to consider specific issues and functions in detail
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines

The Chair of the Academic Board shall report on its functions and activities at each meeting of the Board.

The Academic Board shall consider and report on all matters referred to it by the Board, exercise any powers, and perform any other duties as delegated to it by the Board.

Membership

All members are appointed by the Board on the recommendation of the Academic Board Chair. The Board also has the power to remove members.

There shall be a minimum of seven members consisting of three external members, three internal members and one student representative. Student members should be non-voting members or advisory members of the Academic Board.

Membership shall include:

- an independent, non-executive Director appointed as the Chair
- a minimum of 2 independent academics with high academic standing
- the General Manager, Academic and Governance
- the Dean
- one senior academic leader representative, as nominated by the Dean
- one academic teaching representative, as nominated by the Dean
- at least one student member selected by the Academic Board.

Independent members of the Academic Board shall be appointed for a term of 3 years, and may be reappointed by the Board to serve consecutive terms of a maximum of 3 terms (9 years).

The senior academic leader and academic teaching representatives shall serve a term of 1 year. Both representatives will normally be associated with different Schools and/or disciplines.

The student members shall serve for a period of 1 year.

The current membership of the Academic Board is provided in Appendix B of this document.

Invitees

By invitation of the Academic Board Chair, persons may attend meetings as "Invitees", either to observe or report on matters for which they are responsible. Regular invitees shall include the CEO and others as determined by the Academic Board Chair in consultation with the CEO. Invitees may attend an entire meeting or only for a particular agenda item. They do not have speaking rights during the meeting, unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Academic Board is the Head of Quality Assurance.

Meetings

The Academic Board shall meet at least 4 times per year, or more frequently as deemed necessary.

ACADEMIC BOARD STANDING COMMITTEES

TEACHING AND LEARNING COMMITTEE

The Teaching and Learning Committee (TLC) is a standing committee of the Academic Board.

Purpose

The key purpose of the Teaching and Learning Committee is to provide advice and make recommendations on operational planning, policy and quality assurance of teaching and learning, the conduct of assessment, the student academic experience, and the delivery of curricula. The TLC will also review the GRC reports and provide appropriate advice and recommendations as part of the Ikon continuous improvement process.

Terms of Reference

The TLC reflects on data and information made available to it regarding student performance and student achievement of learning outcomes and makes recommendations to the Academic Board for improvements to teaching and learning practices. Of primary importance to the TLC is the feedback of the academic staff and students: understanding their experiences with courses and delivery mechanisms, and seeking ways to support and improve them.

The principal responsibilities of the Teaching and Learning Committee shall include, but are not limited to:

- develop and implement the Institute's Teaching and Learning Plan, and monitor performance against key metrics and the achievement of academic objectives.
- access the quality of teaching activities and teacher performance, monitor and report on these, and implement strategies to address identified issues.
- foster a discourse on teaching and learning, education innovations and development, student engagement strategies, and determining strategies to enhance student outcomes.
- review, develop, and endorse academic-related policies and procedures.
- promote scholarship and professional development across academic staff, and establish mechanisms for documenting associated activities.
- monitor ongoing course review activities and endorse changes to subjects as a result of minor reviews, ensuring that all aspects of course design continue to meet accreditation standards.
- consider student assessment processes and results, including outcomes of assessment verification and moderation.
- monitor and review student support strategies implemented to ensure student success.
- review data relating to student academic grievances, appeals, and misconduct and ensure the implementation of strategies to address identified issues.
- oversee benchmarking across a range of academic parameters to compare and evaluate institutional performance, monitor standards, and make quality improvements.
- review student satisfaction survey results and address identified issues.
- review data regarding student participation, progression, attrition, retention, progression, and completion, and monitor the implementation of actions to improve identified issues.
- review teaching and learning facilities and provide advice regarding those to the Academic Board.
- develop and approve conduits that contribute to student access including recognition of prior learning and credit, and promote and facilitate work-readiness activities across courses.

- review and manage academic risks including matters of academic integrity and course delivery, and outcomes.
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines.

Membership

The Teaching and Learning Committee shall comprise a minimum of seven members, including the:

- Dean (Chair)
- Heads of School
- Academic Course Coordinators/ Program Coordinators
- Senior Learning Designer
- Head of Quality Assurance
- At least one Head or Manager from the Operations vertical, nominated by the General Manager, Student Services and Registrar
- At least one education or academic services staff member, nominated by the Dean
- Library and Learning Support Manager
- Student representatives, one from each School

The student representatives shall be appointed for a term of 1 year.

Invitees

By invitation of the Chair, persons may attend meetings as "Invitees", either to observe proceedings or to report on matters for which they are responsible. From time to time, external invitees representing academic and industry practice will also be invited to attend meetings as guests to provide expertise and independent advice, and to inform discussion and debate. Invitees may be invited for an entire meeting or only for particular agenda items. They do not have speaking rights during the meeting unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Committee shall be appointed by the Chair.

Meetings

The Teaching and Learning Committee shall meet at least once per trimester prior to the Academic Board meeting, and more frequently as deemed necessary.

Reporting

The TLC Chair prepares a report on the Teaching and Learning Committee's activities, which includes the TLC meeting minutes. This report and the meeting minutes are presented to the Academic Board.

GRADE REVIEW COMMITTEES

The Grade Review Committee (GRC) is a standing committee of Academic Board and reports to the Academic Board. There shall be one Grade Review Committee for each School. All the GRCs are standing committees of the Academic Board, and will follow the same standard guidelines, processes and Terms of Reference to ensure consistency across all the activities and reporting frameworks.

Purpose

Each Grade Review Committee oversees results and grades of subjects undertaken by students each trimester to ensure that student achievement of subject learning outcomes are fair, accurate and equitable.

Terms of Reference

The principal responsibilities of each GRC shall include, but are not limited to:

- oversight of the assessment moderation (internal & external), student results, special circumstances and extensions, supplementary assessments, and release of marks in each trimester.
- contributing to the overall outcome of student assessment and ensuring that student assessment processes and policies are accurate, consistent and fair.
- while assessment strategies, tasks, marking criteria and processes are established by the CAC and implemented by academic staff, the GRC also monitors the effectiveness of these, and provides feedback and recommendations for improvements based on student outcomes, and data and information available to it regarding assessment practices.
- the GRC ensures that matters or issues it manages are recorded in the Academic Registers, as relevant, to inform changes and continuous improvement.
- authorise the release of the final grade for each student enrolled in each subject.
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines.

Membership

Each Grade Review Committee shall comprise a minimum of six members, including the:

- Head of School (Chair)
- Academic Course Coordinators/ Program Coordinators
- One permanent academic teaching representative from each School, nominated by each Head of School
- Education or academic services staff member, nominated by each Head of School
- Work Placement Advisor

Invitees

By invitation of the Chair, persons may attend meetings as 'Invitees', either to observe proceedings or to provide expert advice. Invitees may be invited an entire meeting or only for particular agenda items. They do not have speaking rights during the meeting unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Committee shall be appointed by the Chair.

Meetings

The GRC of each School shall meet at least once in each study period to coincide with the finalisation and approval of grades.

Reporting

Each GRC Chair prepares a report on its activities for the Academic Board, which includes the GRC meeting minutes. This report and the meeting minutes are presented to the Academic Board.

COURSE ADVISORY COMMITTEES

The Course Advisory Committees are standing committees of the Academic Board.

Purpose

Each Course Advisory Committee is established by the Academic Board to provide advice on the development and accreditation of new courses and the review and improvement of accredited courses in response to internal and external reviews.

A Course Advisory Committee can cover multiple courses, but due to the expert nature of the discussions and advice, it should be limited to a single discipline or a set of related disciplines only.

Terms of Reference

The activities of each Course Advisory Committee shall include, but are not limited to, the provision of expert advice to:

- draw to the attention of the Academic Board current trends in the field of study, Government policy changes likely to impact on curriculum issues, employer expectations and job opportunities for graduates, and any innovative practices in teaching or learning
- provide curriculum-related advice on proposed courses or improvements to accredited courses, in accordance with relevant industry, professional, academic, and regulatory standards
- for existing courses, consider and provide feedback on the Annual Course Review, namely the overall quality of the course and its ongoing relevance, value, viability, and sustainability; the academic content and structure of the course; teaching, learning and assessment; feedback from students and graduates; student demand, progress rates and attrition rates; human, physical, IT resources, health, and safety issues; benchmarking to other providers and comparable courses
- for existing courses, endorse External Course Review reports and implementation plans arising from these reviews
- for new courses, advise on and endorse the course rationale, graduate opportunities, admission and selection criteria, course learning outcomes, and course design (including course structure, duration, modes of delivery, student workload), subject outlines (including description, learning outcomes, assessments, and readings)
- recommend teaching and learning resources and facilities for proposed and accredited courses
- act on any other references from the Academic Board
- undertake a review of governance as outlined in the 'Governance Review' section of these Governance Guidelines

The Chair of each Course Advisory Committee shall report on its functions and activities at each meeting of the Academic Board.

The Course Advisory Committee shall consider and report on all matters referred to it by the Academic Board and exercise any powers and perform any other duties delegated to it by the Academic Board.

Membership

Course Advisory Committees should have a co-opted membership profile that provides a suitable level of impartiality/objectivity, expertise in the relevant fields, experience in academic and/or quality assurance leadership, and ensures the inclusion of equity groups' voices. The Course Advisory Committee shall comprise the:

- Head of School for relevant discipline (Chair)
- Academic staff with relevant discipline expertise (1-2)

- Independent academics with relevant discipline expertise (1-2)
- Independent industry representatives (1-2)
- Student representative or alumni (1-2)

The Committee shall embrace the following expertise:

- academic course development, discipline content and teaching expertise
- professional practice expertise; and
- an understanding of regulatory and professional standards.

Independent members of the Course Advisory Committee shall be appointed by the Academic Board for a standard term of three years, which is renewable, with an overall term limit of nine years.

The student or alumni representative shall be appointed for a term of 1 year.

Invitees

By invitation of the Chair, persons may attend meetings as 'Invitees', either to observe proceedings or to provide expert advice. Invitees may be invited for an entire meeting or only for particular agenda items. They do not have speaking rights during the meeting unless invited to speak by the Chair. Invitees do not have voting rights.

Executive Officer

The Executive Officer of the Committee shall be appointed by the Chair.

Meetings

Prior to course accreditation, a Course Advisory Committee shall meet as determined by the Academic Board. After this, a Committee shall meet at least once a year to review existing courses.

GENERAL STANDING ORDERS

The Company's Constitution sets out the general standing orders for the Board of Directors. The following applies to all other Boards and Committees in Ikon's governance structure.

Each Board and Committee shall conduct its meetings and other business in accordance with its own rules of procedures and customary practice, allowing all reasonable discretion to its Chair. Customary practice refers to the process by which the Committee's business is conducted through the presiding member (normally the Chair) and proceeds on the basis of resolution. These guidelines do not mandate but suggest principles that are relevant in exercising the responsibilities of the academic board of a higher education provider.

Conflict of Interest

Members are required to bring to the attention of the Chair any conflict of interest or potential conflict they may have with any item on the agenda or any other item which would reasonably be expected to affect the Company. If the member is deemed to have a real or perceived conflict of interest in a matter that is being considered at a meeting, they will be excluded from discussions and any vote on that matter.

Independence of Action and Debate

In exercising their duties, the Committee must act in the best interests of the Company and remain independent from all influences. It is particularly important that members be well versed in the issues at hand so they can bring independent thought to decision making processes and contribute to relevant debate and discussion.

Quorum

A quorum for all other Boards and Committees is at least half of the appointed members. Should a meeting lack a quorum, no further business will be transacted. Items scheduled to be considered at the meeting will normally be held to the next meeting.

Decisions

Motions will not be considered passed without approval of all members present at the meeting. Unpassed motions may be brought back to the attention of the Board or Committee at a later meeting, after modification. There may be no proxy voting.

Ordinary Meetings

Ordinary meetings shall generally be held face-to-face with telephone or video conference capabilities for those participating remotely.

Special Meetings

A special meeting of a Board or Committee may be convened by the Chair or Executive Officer at the request of a Member, advising the purpose of the meeting and the time as determined by the Chair.

Out-of-Session Resolutions

When an issue arises that, in the opinion of the Chair, requires resolution before the next scheduled meeting, the Chair may seek an Out-of-Session Resolution as an alternative to calling a special meeting. An Out-of-Session Resolution will be determined where the following conditions have been fulfilled:

- written information about the matter, with a proposed resolution, has been distributed to all members.
- sufficient members to constitute a quorum have provided written approval of the proposed resolution

within five business days of delivery of the information.

- if a member does not provide a response within 5 (five) days, it will be considered an abstention.
- a resolution will be defeated if any member does not agree with the proposal, in accord with the standard process for decisions, and has negated the proposal within five business days of delivery of the information.

Agendas, Reports and Minutes

The Chair, in consultation with the Executive Officer, shall determine the agenda items for discussion having regard for the proposal of agenda items from all members. In general, agenda items which touch upon significantly common subject matter are grouped together on an agenda for efficiency in discussion and decision making and to avoid the possibility of adopting conflicting resolutions.

Written reports will be received from the nominated members of the Board or Committee when required and must be provided at least 10 days prior to the meeting.

Minutes are prepared for each meeting. Draft minutes of each meeting are to be reviewed by the Chair and circulated to all members by the Executive Officer within 10 days of each meeting. Approved minutes are authorised by the Chair as a true and accurate record, and an authorised electronic copy kept on file.

Confidentiality

Items on the agenda that are defined as confidential are presented as confidential and the relevant supporting documentation will be clearly marked to that effect.

Confidential items are dealt with at the beginning of the meeting, after which any student representative and observers will be admitted. If a confidential item emerges in the course of discussion after the student representative or observer has been admitted, then they will be requested to leave for the duration of that discussion. Any member who intends to bring a matter to the Board or Committee which might be ruled as confidential will inform the Chair of this intention before the meeting.

Tabling of Reports at a Meeting

In general, all matters coming before the Committee are considered first by the Chair. In exceptional circumstances, reports may be tabled and considered without having first been considered by the Chair in those cases where the Chair has determined a need for urgency.

Liability and Indemnity

The Company will seek to indemnify Board and Committee members for their actions undertaken in good faith, through the maintenance of adequate and appropriate insurance cover.

Policy Information & History

Policy Category	Corporate, Governance
Policy ID	GO001A
Approved by	Board of Directors
Date of Approval	17 September 2025
Effective Period	1 October 2025 -
Previous Versions	13 August 2024, 13 March 2024, 17 August 2023, 15 September 2022, 16 August 2022, 23 November 2021, 27 August 2021, 5 May 2021, 17 March 2020, 27 November 2019, 18 March 2016
Next Review Date	September 2028
Government Legislation	Tertiary Education Quality and Standards Agency Act 2011 Higher Education Standards Framework (Threshold Standards) 2021 Higher Education Support Act 2003 Education Services for Overseas Students Act 2000 National Code 2018 Australia Qualifications Framework
Responsible Officer	CEO

APPENDIX A MEMBERSHIP OF THE BOARD OF DIRECTORS

Member Details	Appointment & Term of Office			Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry	
Peter Mobbs Non-Executive Chair	30 Oct 2019	25 Oct 2022	-	Senior leadership and business expertise; specialist in private education operations. Non-Executive Director, EDU Holdings Limited. Previously Director of Operations, Study Group and Managing Director, Martin College. Prior to entering the education sector Peter worked as a lawyer in both the UK and Australia. He holds degrees in commerce and law and is admitted to practise in the Supreme Court of NSW. Peter is also a member of YPO (Sydney), the Law Society of NSW and is a graduate member of the Australian Institute of Company Directors.
Prof Andrew Flitman Independent	19 Oct 2022		-	Principal of iMORSE, subject matter expert in Higher Education for Price Waterhouse Coopers (Melbourne, Australia), and a Principal Advisor for Wells Advisory. An Honorary Professor of Torrens University Australia and Chair of their Academic Board. Previous roles include Deputy Vice-Chancellor (Research) at Swinburne University (2007-2012) and Adjunct Professor of the University of Melbourne (2012 - 2020).
Daniel Atkin Independent	17 Oct 2022		-	Senior Manager, Risk Policy & Frameworks, Australia Post and an independent director of higher education provider, Institute of Health & Management. Risk management experience includes regulatory risk, developing and implementing risk frameworks, undertaking risk assessments, risk maturity assessments and improvement plans, development and implementation of risk appetite statements and approaches, uplifting board, executive and management risk management skillsets.
Adam Davis CEO	24 Jul 2018	24 Jul 2021 13 Aug 2024	12 Aug 2027	Senior leadership and business expertise; specialist in corporate strategy and education business operations. Chief Executive Officer, EDU Holdings Limited. Former founder, Managing Director and Chief Executive Officer of ASX-listed Tribeca Learning Limited, which acquired and operated numerous education businesses servicing the financial services sector. Member of the Australian Institute of Company Directors.

Member Details	Appointment & Term of Office			Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry	
Lyndon Catzel CFO	30 Oct 2019	25 Oct 2022	-	Senior leadership and business expertise with over twenty-five years' financial, operational and strategic experience as a CEO, CFO and COO across numerous private and listed businesses in education, healthcare, financial services, software and wholesale distribution. Chartered Accountant and holds a Bachelor of Economics (Finance and Accounting) from the University of Sydney. Chief Financial Officer, EDU Holdings Limited.

APPENDIX B MEMBERSHIP OF THE ACADEMIC BOARD

Member Details	Appointment & Term of Office			Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry	
Prof Andrew Flitman Independent Chair	19 Oct 2022	19 Oct 2025	18 Oct 2028	Principal of iMORSE, subject matter expert in Higher Education for Price Waterhouse Coopers (Melbourne, Australia), and a Principal Advisor for Wells Advisory. An Honorary Professor of Torrens University Australia and Chair of their Academic Board. Previous roles include Deputy Vice-Chancellor (Research) at Swinburne University (2007-2012) and Adjunct Professor of the University of Melbourne (2012 - 2020)
Prof Alison Elliott Independent	2 Sep 2022	1 Oct 2025	30 Sep 2028	Professor of Education at CQUniversity Academic and professional background in early education and teacher education, with extensive research, development and policy experience in a range of higher education, early education and teaching contexts in Australia and internationally.
Prof Debra Dunstan Independent	28 Sep 2022	1 Oct 2025	30 Sep 2028	Adjunct Professor in Psychology at UNE. Experienced and collaborative higher education and research consultant. Provides research consultancy to NGOs in the health and human services sector. Held positions ranging from clinician and business owner to Head of School and Executive Strategy Advisor.
General Manager, Academic and Governance				Ex Officio. Governance and higher education expertise.
Dean				Ex Officio. Senior academic leadership and higher education expertise.
Senior Academic Representative	1 Oct 2025		30 Sep 2026	Ex Officio. Senior academic leadership and higher education expertise.

Member Details	Appointment & Term of Office			Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry	
Lecturer Representative	1 Oct 2025		30 Sep 2026	Ex Officio. Senior academic leadership and higher education expertise.
Lecturer Representative	1 Oct 2025		30 Sep 2026	Ex Officio Senior academic leadership and higher education expertise.
Student Representative 1	1 Jan 2025		31 Dec 2026	Student Representative
Student Representative 2	1 Jan 2025		31 Dec 2026	Student Representative
Student Representative 3	TBA		TBA	Student Representative

APPENDIX C MEMBERSHIP OF THE RISK MANAGEMENT COMMITTEE

Member Details	Appointment & Term of Office			Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry	
Daniel Atkin Independent Chair	17 Oct 2022		-	Non-Executive Director Senior Manager, Risk Policy & Frameworks, Australia Post and an independent director of higher education provider, Institute of Health & Management. Risk management experience includes regulatory risk, developing and implementing risk frameworks, undertaking risk assessments, risk maturity assessments and improvement plans, development and implementation of risk appetite statements and approaches, uplifting board, executive and management risk management skillsets.
Adam Davis CEO				Executive Director Chief Executive Officer
Lyndon Catzel CFO				Executive Director Chief Financial Officer
General Manager, Academic and Governance				Ex Officio
Head of Quality Assurance				Ex Officio