



Institute of Australia

GOVERNANCE GUIDELINES

PROTEUS TECHNOLOGIES PTY LTD
ACN 112 989 581

trading as Ikon Institute of Australia (Ikon)

23 November 2021

Table of Contents

GOVERNANCE STRUCTURE	1
Overview	1
Freedom of Intellectual Inquiry	1
Governance Chart.....	2
CORPORATE GOVERNANCE	3
Board of Directors	3
Purpose.....	3
Principal Responsibilities	3
Membership	4
Casual Vacancy	4
General Standing Orders	5
Delegations.....	7
Evaluation and Review	7
Liability and Indemnity	7
CORPORATE BOARD COMMITTEES.....	8
Risk Management Committee.....	8
Purpose.....	8
Principal Responsibilities	8
Membership	9
General Standing Orders	9
Liability & Indemnity	11
Health, Safety & Wellbeing Committee	12
Purpose.....	12
Principal Responsibilities	12
Membership	12
General Standing Orders	13
Liability & Indemnity	15
ACADEMIC GOVERNANCE	16
Academic Board.....	16
Purpose.....	16
Principal Responsibilities	16
Membership	17
Casual Vacancy	18
General Standing Orders	19
Delegations.....	21
Evaluation and Review	21
Liability and Indemnity	21
ACADEMIC BOARD COMMITTEES	22
Teaching and Learning Committee	22
Purpose.....	22
Principal Responsibilities	22
Membership	23
General Standing Orders	23
Liability and Indemnity	25
Course Advisory Committees	26
Purpose.....	26
Principal Responsibilities	26

Membership	26
General Standing Orders	27
Delegations.....	29
Liability & Indemnity	29
Benchmarking Committee Terms of Reference.....	30
Purpose.....	30
Principal Responsibilities	30
Membership	30
General Standing Orders	30
Liability and Indemnity	32
Scholarly Activities Committee.....	33
Purpose.....	33
Principal Responsibilities	33
Membership	33
General Standing Orders	33
Liability and Indemnity	35
DELEGATIONS OF AUTHORITY TO THE CEO.....	38
MEMBERSHIP OF THE CORPORATE GOVERNING BODY.....	32
Board of Directors	32
MEMBERSHIP OF THE ACADEMIC GOVERNING BODY	35
Academic Board.....	35

Appendices

Appendix A	Delegations of Authority to CEO.....	27
Appendix B	Membership of the Board of Directors	31
Appendix C	Membership of the Academic Board.....	34

GOVERNANCE STRUCTURE

Overview

This document provides the terms of reference for the Board of Directors and Academic Board as the corporate and academic governing bodies for Proteus Technologies Pty Ltd trading as Ikon Institute of Australia (the Company). The appendices provide a summary of delegations from the Board of Directors to the CEO, and 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 a dual-sector provider i.e. Higher Education (HE) and Vocational Education and Training (VET).

It is characterised by the following:

- a) separation of the governing bodies from day-to-day management
- b) separation of corporate and academic governance with a clear delegation of powers
- c) broad membership skills including experience in governance, strategic direction, financial expertise, academic sector experience and contemporary discipline knowledge and professional practice
- d) clear terms of reference including membership requirements
- e) 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 Company is committed to free intellectual inquiry and the protection of academic integrity.

As the corporate governing body, the Board of Directors 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 integrity. As such, the Board of Directors has delegated the authority to control all academic decision making to the Academic Board.

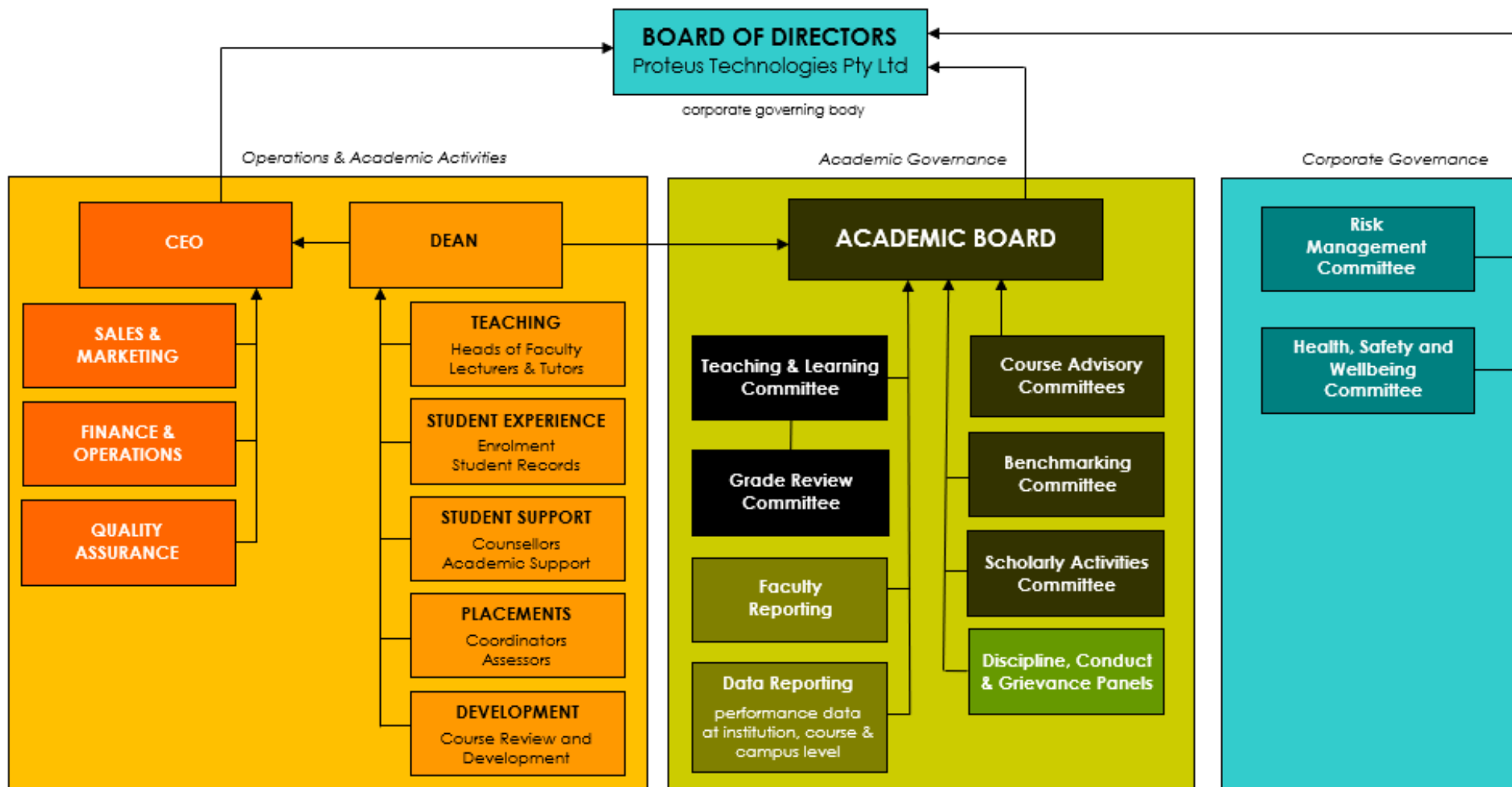
The independence of the Academic Board is guaranteed by the Board of Directors. The Academic Board has been delegated the authority to make academic decisions and determine academic policy. The Board of Directors makes no attempt to influence either academic decisions of the Academic Board or its academic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

The Board of Directors guarantees academic freedom prevails within the Company. Academic freedom is taken to mean that a member of the academic staff has the right, within their field of expertise, to publish papers, 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 Company'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 of Directors 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.

Governance Chart

Figure 1: Governance Chart



CORPORATE GOVERNANCE

Board of Directors

Purpose

The Board of Directors is the corporate governing body.

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

Principal Responsibilities

The principal responsibilities of the Board of Directors are to:

- Set the vision, mission and strategic direction of the Company.
- 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 Company and sufficient funding and resources are applied to maintain viability, achieve objectives and sustain the quality of operations and educational programs.
- Monitor the financial position, financial performance and cashflow, ensuring effective financial safeguards and controls are operating, and accounting standards are met.
- 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 Company 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 the Company 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.

Membership

There will be a minimum of three members and a maximum of five members. At least two members will be independent external members (Appointed Members).

Members will 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.

If the CEO is not a member of the Board of Directors, they will attend meetings in their role as CEO.

Members of the Board of Directors are appointed by the Directors of the Company. Shareholders have the power to remove members of the Board of Directors (s40 of the Company's Constitution).

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

Independent Chair

An independent Chair will be elected by the Board of Directors from amongst the Appointed Members. The term of office for the Chair will be ongoing for the term of their appointment unless otherwise decided by the Board.

In the absence of the Chair, members present will select one of their number as Chair for that meeting.

The Chair will have one member vote and, in the case of an equality of votes, a second or casting vote.

Executive Officer

The Executive Officer of the Board of Directors is appointed by the Chair, on recommendation from the CEO.

The Executive Officer is the keeper of the records of the board and its committees and assists in the filing, preparation and distribution of all documentation relating to business associated with the board and its committees including apologies, agendas, papers, minutes and reports as required. The Executive Officer acts as minute secretary and is responsible for all arrangements necessary to convene meetings.

Induction

All new members to the Board of Directors will receive an induction briefing from the Chair as soon as practicable after their appointment and prior to their first meeting. All members are encouraged to broaden their skills and knowledge about corporate governance, its principles and processes.

Casual Vacancy

A casual vacancy is a vacancy that occurs for any reason other than the expiry of a term of appointment.

The Board of Directors will look to fill a casual vacancy as soon as possible. The casual vacancy will be filled on nomination of a replacement by the remaining members of the Board of Directors. The person appointed to fill a casual vacancy will hold the position for the remainder of the term of office of the predecessor.

The Executive Officer will review the "Appointment & Terms of Office" as recorded in the Corporate Board Register at Appendix B annually and report to the Chair.

General Standing Orders

The Board of Directors conducts its meetings and other business in accordance with its rules of procedures and customary practice, allowing all reasonable discretion to its Chair. Customary practice refers to the process by which 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 relevant to the exercising the functions, powers, duties and responsibilities of a corporate governing body.

Independence of Action and Debate

In exercising their duties, members must act in the best interests of the Company and remain independent from all influences. Members must always:

- act in good faith, honestly and for a proper purpose;
- exercise appropriate judgement, care and diligence; and
- not improperly use their position to gain an advantage for themselves or anybody else

It is particularly important that members be well versed in the issues at hand so that they can bring independent thought to decision making processes and thus enhance the incisiveness of and relevance of discussion. Members require advanced knowledge of governance and leadership, and a clear understanding of the role of the Corporate Board within these contexts.

Members must allocate time to review board reports and other relevant documentation, attend meetings and contribute to activities requiring academic board participation.

Conflict of Interest

Members are required to bring to the attention of the Board of Directors, or 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.

Decisions

All members have the right to be heard on issues debated by the Board of Directors and have the right to cast a vote on resolutions proposed. Each member has one vote.

Decisions will be made by majority vote of the members present. In the event of a tied vote, the Chair has a second or casting vote. If the Chair elects not to exercise their casting vote, the motion is lost.

Quorum

A quorum for meetings is a majority of Appointed Members, or where the number of appointed members is even, half the Appointed Members.

If a quorum is not present after 10 minutes of the meeting's scheduled commencement, or lapses during the meeting, the Chair will carry over any matters requiring decision to:

- a) the next Ordinary Meeting
- b) a Special Meeting
- c) an Out-of-Session Resolution

If a meeting is declared inquorate, the Chair may proceed with the business of the meeting however no decisions or resolutions can be made. The Executive Officer will take notes during an inquorate meeting and circulate as Meeting Notes.

Attendance by any mode will be considered full attendance for the purpose of calculating a quorum.

Ordinary Meetings

The Board of Directors will meet at least four times per year. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely. It is the Company's preference, where possible, that members attend face-to-face.

Special Meetings

A special meeting of the Board of Directors may be convened by the Chair on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 via a Circular Resolution as an alternative to calling a special meeting. A Circular Resolution will be achieved where written information about the matter, with a proposed resolution, has been distributed to all members.

The Circular Resolution should contain the following information:

- Details of the motion
- Attach necessary supporting papers
- Instruction on how each board member should submit their vote on the motion
- Date by which a vote must be returned to be valid
- Signature lines

Circular resolutions require approval evidenced by the members' signatures, including electronic signatures, or email confirmation sent from an authorised email account. Votes on a Circular Resolution received after the date specified are not valid.

The outcome of a Circular Resolution will be formally recorded in the minute of the next ordinary meeting.

Adjournments

The Chair may adjourn a meeting of the Board of Directors in appropriate circumstances.

The Chair may not adjourn a meeting to prevent a motion or amendment being put, except with the approval of a majority of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

If a meeting is adjourned, the Chair will reconvene the meeting at a date and time approved by a majority of members present.

Attendance

All members are expected to attend meetings and are accountable for non-attendance by providing an apology to the Chair and Executive Officer in advance of the meeting. A member may seek a leave of absence from the Chair for up to two consecutive meetings.

A record of attendance is recorded in the minutes of the meeting. Membership will cease if a member is absent from three consecutive meetings and is not, within two weeks of the third missed meeting, excused for absence by the Chair. The Board of Directors may replace their position.

Agendas

The Chair determines the agenda, in consultation with the CEO and Executive Officer. Members may propose agenda items for the consideration of the Chair via the Executive Officer two weeks before the meeting date. In general, agenda items which touch on common subject matter are grouped together for efficient discussion and to avoid the possibility of the adoption of conflicting resolutions. Matters for decision will be identified.

Board Reports & Meeting Papers

Standing board reports will be provided by the CEO, CFO, Sub-Committees of the Board, and others as called by the Board of Directors. All reports and meeting documents must be provided in writing and submitted electronically to the Executive Officer at least ten calendar days prior to the meeting.

The Executive Officer will distribute meeting papers seven calendar days prior to the meeting. Except with permission of the Chair, late papers or agenda items will not be accepted at the meeting. 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.

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, as appropriate. Confidential items are dealt with at the beginning of the meeting, after which Observers will be admitted. If a confidential item emerges during discussion, after Observers have been admitted, then those Observers will be requested to leave for the duration of that discussion. Any member who intends to bring a matter to the Board of Directors which might be ruled as confidential must inform the Chair of this intention before the meeting.

Minutes

Minutes will be 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 two weeks. Approved minutes are signed by the Chair at the next meeting as a true and accurate record of the meeting and its decisions, and the signed copy kept on file.

Meeting Records

Meeting records are subject to the requirements of regulatory bodies and must be retained in accordance with good record management practice. Ensuring appropriate records management is the responsibility of the Executive Officer under the direction of the Chair of the Board of Directors. All documentation will be retained in the Quality Assurance electronic file management system.

Delegations

The Board of Directors may delegate its powers or functions to a member of the Board, a Committee of the Board or a member of staff. They may also establish Working Parties as ad hoc project-style teams to achieve discrete objectives and deliverables. Working party members may include individuals drawn from across the business.

Evaluation and Review

An external review of governance processes will be undertaken at least every seven years as required under the Higher Education Standards Framework (Threshold Standards) 2021 to evaluate performance and identify areas for improvement. The Board of Directors will ensure that the findings of such reviews are considered and that agreed actions are implemented.

Liability and Indemnity

The Company will indemnify the Board of Directors for their actions done in good faith, through the maintenance of adequate and appropriate insurance cover.

CORPORATE BOARD COMMITTEES

The Board of Directors has convened the following corporate committees to assist them discharge their duties:

- Risk Management Committee¹
- Health, Safety & Wellbeing Committee²

Other Committees as may be determined from time to time.

Risk Management Committee

Purpose

The Risk Management Committee is a committee of the Board of Directors convened to assist the Board discharge its responsibility for monitoring the management of risk across the Company. The Committee has been delegated responsibility for overseeing the Senior Management Group has assessed all identified risks that the Company 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 of Directors in relation to the management of risk across the Company.

Principal Responsibilities

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

- a) impede the Company from achieving its goals and objectives
- b) impact on the Company's performance
- c) threaten compliance with the Company's regulatory and legal obligations
- d) affect the health, safety or wellbeing of students, employees and any third parties
- e) impact students, employees and community, and the environment in which the Company operates
- f) impact on the Company's reputation and that of its students and employees
- g) result in personal liability for directors and other Company officers arising from the Company's operations

In carrying out its duties and responsibilities, the Risk Management Committee has the authority to meet with and seek information it requires from students, employees, officers, directors, or external parties. In addition, the Risk Management Committee may consult with other committees in overseeing risk across the Company.

The Risk Management 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 of Directors.

¹ Charter endorsed by the Board of Directors at their ordinary meeting of 17 March 2020

² Charter endorsed by the Board of Directors at their ordinary meeting of 24 June 2020

Membership

The Risk Management Committee will comprise two or more directors appointed by the Board of Directors, and members of the Senior Management Group at the discretion of the Board. Other members by virtue of their office may be invited at the discretion of the Committee Chair. Members will have a sound understanding of the business, operations and affairs of the Company and the sectors in which it operates.

A Committee Chair will be elected by the CEO from amongst the Committee Members. In the absence of the Committee Chair, members present will select one of their number as Chair at that meeting. The Chair will have one member vote and, in the case of an equality of votes, a second or casting vote.

Membership will be reviewed annually, and members are eligible for reappointment.

Executive Officer

The Committee Chair will appoint an Executive Officer. The Executive Officer is the keeper of the records of the Committee and assists in the filing, preparation and distribution of all documentation including apologies, agendas, papers, minutes and reports as required. The Executive Officer acts as minute secretary and is responsible for all arrangements necessary to convene meetings.

Induction

All new members to the Committee will receive an induction briefing from the Chair (or their nominee) as soon as practicable after their appointment and prior to their first meeting.

General Standing Orders

The Risk Management Committee conducts its meetings and other business in accordance with its rules of procedures and customary practice, allowing all reasonable discretion to its Chair. Customary practice refers to the process by which 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 relevant to the exercising the functions, powers, duties and responsibilities of a risk management committee.

Independence of Action and Debate

In exercising their duties, members must act in the best interests of the Company and remain independent from all influences. Members must always:

- act in good faith, honestly and for a proper purpose;
- exercise appropriate judgement, care and diligence; and
- not improperly use their position to gain an advantage for themselves or anybody else

It is particularly important that members be well versed in the issues at hand so that they can bring independent thought to decision making processes and thus enhance the incisiveness of and relevance of discussion.

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.

Decisions

All members have the right to be heard on issues debated by the Committee and have the right to cast one vote on resolutions proposed. Decisions will be made by majority vote of the members present. In the event of a tied vote, the Chair has a second or casting vote. If the Chair elects not to exercise their casting vote, the motion is lost.

Quorum

A quorum consists of half the members plus one, one of whom must be the designated Committee Chair.

If a quorum is not present after 10 minutes of the meeting's scheduled commencement, or lapses during the meeting, the Chair will carry over any matters requiring decision to:

- a) the next Ordinary Meeting
- b) a Special Meeting
- c) an Out-of-Session Resolution

If a meeting is declared inquorate, the Chair may proceed with the business of the meeting however no decisions or resolutions can be made. The Executive Officer will take notes during an inquorate meeting and circulate as Meeting Notes.

Attendance by any mode will be considered full attendance for the purpose of calculating a quorum.

Ordinary Meetings

The Risk Management Committee will meet at least four times per year. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely. It is the Company's preference, where possible, that members attend face-to-face.

Special Meetings

A special meeting of the Risk Management Committee may be convened by the Chair on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 via a Circular Resolution as an alternative to calling a special meeting. A Circular Resolution will be achieved where written information about the matter, with a proposed resolution, has been distributed to all members.

The Circular Resolution should contain the following information:

- Details of the motion
- Attach necessary supporting papers
- Instruction on how each board member should submit their vote on the motion
- Date by which a vote must be returned to be valid
- Signature lines

Circular resolutions require approval evidenced by the members' signatures, including electronic signatures, or email confirmation sent from an authorised email account. Votes on a Circular Resolution received after the date specified are not valid.

The outcome of a Circular Resolution will be formally recorded in the minute of the next ordinary meeting.

Adjournments

The Chair may adjourn a meeting of the Risk Management Committee in appropriate circumstances. The Chair may not adjourn a meeting to prevent a motion or amendment being put, except with the approval of a majority of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

If a meeting is adjourned, the Chair will reconvene the meeting at a date and time approved by a majority of members present.

Attendance

All members are expected to attend meetings and are accountable for non-attendance by providing an apology to the Chair in advance of the meeting. A member may seek a leave of absence from the Chair for up to two consecutive meetings.

A record of attendance is recorded in the minutes of the meeting. Members should advise the Chair and Executive Officer in advance if they are unable to attend and apologies will appear in the agenda.

Agendas

The Chair determines the agenda, in consultation with the Executive Officer. Members may propose agenda items for the consideration of the Chair via the Executive Officer two weeks before the meeting date. In general, agenda items which touch on common subject matter are grouped together for efficient discussion and to avoid the possibility of the adoption of conflicting resolutions. Matters for decision will be identified.

Meeting Papers

Risk assessment management activities will be recorded and reported via the Risk Assessment Register.

Risk Register Owners are responsible for recording and reporting on risks under their areas of responsibility. Where there are significant changes in risk, areas of risk outside risk tolerance levels or emerging risks, a cover report will be presented to the Risk Management Committee outlining the event, context, controls, proposed treatment plan and the residual risk rating.

The CEO has primary responsibility for ensuring the Risk Assessment Register is maintained.

The Committee Chair has primary responsibility for the written report to the Board of Directors attaching the minutes of the Risk Management Committee and the Risk Assessment Register.

All meeting papers and documents must be provided in writing and submitted electronically to the Executive Officer at least ten calendar days prior to the meeting. The Executive Officer will distribute meeting papers seven calendar days prior to the meeting. Except with permission of the Chair, late papers or agenda items will not be accepted at the meeting. 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.

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, as appropriate. Any member who intends to bring a matter to the meeting which might be ruled as confidential must inform the Chair of this intention before the meeting.

Minutes

Minutes will be 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 two weeks. Approved minutes are signed by the Chair at the next meeting as a true and accurate record of the meeting and its decisions, and the signed copy kept on file.

Meeting Records

Meeting records are subject to the requirements of regulatory bodies and must be retained in accordance with good record management practice. Ensuring appropriate records management is the responsibility of the Executive Officer under the direction of the Committee Chair. All documentation will be retained in the Quality Assurance electronic file management system.

Liability & Indemnity

Ikon will indemnify Risk Management Committee members for their actions done in good faith, through the maintenance of adequate levels of insurance cover by the Company.

Health, Safety & Wellbeing Committee

Purpose

The Health, Safety & Wellbeing Committee is a committee of the Board of Directors convened to assist the Board in discharging its responsibility for monitoring the management of work health and safety risk across the Company 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 activities of the Company.

Principal Responsibilities

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

The principal responsibilities of the Health, Safety & Wellbeing Committee are to:

- assist in 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
- ensure a best practice and continuous improvement approach 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

In carrying out its duties and responsibilities, the Health, Safety & Wellbeing Committee has the authority to meet with and seek information it requires from students, employees, officers, directors, or external parties. In addition, the Committee may consult with other committees in overseeing risk across the Company.

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 of Directors.

Membership

The CEO will appoint the members of the Health, Safety & Wellbeing Committee including members of the Senior Management Group to ensure that decisions can be actioned, and resources allocated within delegated authority. Members will have a sound understanding of the business, operations and affairs of the Company and be representative of organisational units and campuses. The Committee may also comprise a director as determined by the Board of Directors. Consideration will also be given to student representation.

A Committee Chair will be elected by the CEO from amongst the Committee Members. In the absence of the Committee Chair, members present will select one of their number as Chair at that meeting. The Chair will have one member vote and, in the case of an equality of votes, a second or casting vote.

Membership will be reviewed annually, and members are eligible for reappointment.

Executive Officer

The Committee Chair will appoint an Executive Officer of the Committee.

The Executive Officer is the keeper of the records of the Committee and assists in the filing, preparation and distribution of all documentation including apologies, agendas, papers, minutes and reports as required. The Executive Officer acts as minute secretary and is responsible for all arrangements necessary to convene meetings.

Induction

All new members to the Committee will receive an induction briefing from the Chair (or their nominee) as soon as practicable after their appointment and prior to their first meeting.

General Standing Orders

The Health, Safety & Wellbeing Committee conducts its meetings and other business in accordance with its rules of procedures and customary practice, allowing all reasonable discretion to its Chair. Customary practice refers to the process by which 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 relevant to the exercising the functions, powers, duties and responsibilities of a workplace health and safety committee.

Independence of Action and Debate

In exercising their duties, members must act in the best interests of the Company and remain independent from all influences. Members must always:

- act in good faith, honestly and for a proper purpose
- exercise appropriate judgement, care and diligence
- not improperly use their position to gain an advantage for themselves or anybody else

It is particularly important that members be well versed in the issues at hand so that they can bring independent thought to decision making processes and thus enhance the incisiveness of and relevance of discussion.

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.

Decisions

All members have the right to be heard on issues debated by the Committee and have the right to cast one vote on resolutions proposed. Decisions will be made by majority vote of the members present. In the event of a tied vote, the Chair has a second or casting vote. If the Chair elects not to exercise their casting vote, the motion is lost.

Quorum

A quorum consists of half the members plus one, one of whom must be the designated Committee Chair.

If a quorum is not present after 10 minutes of the meeting's scheduled commencement, or lapses during the meeting, the Chair will carry over any matters requiring decision to:

- a) the next Ordinary Meeting
- b) a Special Meeting
- c) an Out-of-Session Resolution

If a meeting is declared inquorate, the Chair may proceed with the business of the meeting however no decisions or resolutions can be made. The Executive Officer will take notes during an inquorate meeting and circulate as Meeting Notes.

Attendance by any mode will be considered full attendance for the purpose of calculating a quorum.

Ordinary Meetings

The Health, Safety & Wellbeing Committee will meet at least four times per year. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely. It is the Company's preference, where possible, that members attend face-to-face.

Special Meetings

A special meeting of the Health, Safety & Wellbeing Committee may be convened by the Chair on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 via a Circular Resolution as an alternative to calling a special meeting. A Circular Resolution will be achieved where written information about the matter, with a proposed resolution, has been distributed to all members.

The Circular Resolution should contain the following information:

- Details of the motion
- Attach necessary supporting papers
- Instruction on how each board member should submit their vote on the motion
- Date by which a vote must be returned to be valid
- Signature lines

Circular resolutions require approval evidenced by the members' signatures, including electronic signatures, or email confirmation sent from an authorised email account. Votes on a Circular Resolution received after the date specified are not valid.

The outcome of a Circular Resolution will be formally recorded in the minute of the next ordinary meeting.

Adjournments

The Chair may adjourn a meeting of the Health, Safety & Wellbeing Committee in appropriate circumstances.

The Chair may not adjourn a meeting to prevent a motion or amendment being put, except with the approval of a majority of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

If a meeting is adjourned, the Chair will reconvene the meeting at a date and time approved by a majority of members present.

Attendance

All members are expected to attend meetings and are accountable for non-attendance by providing an apology to the Chair in advance of the meeting. A member may seek a leave of absence from the Chair for up to two consecutive meetings.

A record of attendance is recorded in the minutes of the meeting. Members should advise the Chair and Executive Officer in advance if they are unable to attend and apologies will appear in the agenda.

Agendas

The Chair determines the agenda, in consultation with the Executive Officer. Members may propose agenda items for the consideration of the Chair via the Executive Officer two weeks before the meeting date. In general, agenda items which touch on common subject matter are grouped together for efficient discussion and to avoid the possibility of the adoption of conflicting resolutions. Matters for decision will be identified.

Meeting Papers

Health, safety and wellbeing incidents will be recorded and reported via the Critical Incident Register.

Where there are significant changes in risk, areas of risk outside risk tolerance levels, emerging risks or a critical incident, a cover report will be presented to the Health, Safety & Wellbeing Committee outlining the event, context, controls, proposed treatment plan and residual risk rating.

The CEO has primary responsibility for ensuring the Critical Incident Register is maintained.

The Chair has primary responsibility for the written report to the Board of Directors attaching the minutes of the Health, Safety & Wellbeing Committee and the Critical Incident Register.

All meeting reports, papers and documents must be provided in writing and submitted electronically to the Executive Officer at least ten calendar days prior to the meeting. The Executive Officer will distribute meeting papers seven calendar days prior to the meeting. Except with permission of the Chair, late papers or agenda items will not be accepted at the meeting. 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.

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, as appropriate. Any member who intends to bring a matter to the meeting which might be ruled as confidential must inform the Chair of this intention before the meeting.

Minutes

Minutes will be 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 two weeks. Approved minutes are signed by the Chair at the next meeting as a true and accurate record of the meeting and its decisions, and the signed copy kept on file.

Meeting Records

Meeting records are subject to the requirements of regulatory bodies and must be retained in accordance with good record management practice. Ensuring appropriate records management is the responsibility of the Executive Officer under the direction of the Chair of the Committee. All documentation will be retained in the Quality Assurance electronic file management system.

Liability & Indemnity

Ikon will indemnify Health, Safety & Wellbeing Committee members for their actions done in good faith, through the maintenance of adequate levels of insurance cover by the Company.

ACADEMIC GOVERNANCE

Academic Board

Purpose

The Academic Board is the academic governing body.

It is the principal academic advisory body to the Board of Directors and has been empowered to provide academic leadership in matters concerning academic outcomes, policy and process, adherence to academic standards, and the quality of teaching and learning activities.

The Academic Board operates independently of the Board of Directors.

Principal Responsibilities

The principal responsibilities of the Academic Board are to:

- Provide advice, make recommendations and report to the Board of Directors on matters relevant to the development, delivery and quality of education and innovation programs.
- Oversee academic risks and recommend strategies for effective treatment.
- Approve the Teaching & Learning Plan and monitor implementation and performance against key metrics and the achievement of academic objectives in line with the Strategic Plan.
- Approve, monitor and review policies and procedures that govern academic operations including delegations of academic authority and policies on student admission, course credit, academic progress, assessment, academic integrity and misconduct.
- Endorse new course proposals and report endorsement to the Board of Directors for approval to seek accreditation with the relevant governing authority.
- Oversee the development of new courses of study and course review, scrutinise course design in accordance with the Australian Qualification Framework and relevant accreditation standards; and approve the accreditation application for submission to the relevant governing authority.
- Oversee the delivery of academic programs, including those by third parties, in accordance with relevant regulatory standards.
- Establish and monitor practices relating to academic quality assurance and continuous improvement, including course review, external referencing and benchmarking activities, to improve academic quality and outcomes.
- Monitor and review student performance data and the achievement of learning outcomes.
- Monitor and review the quality of teaching and the scholarly activity of academic staff, including those of third parties, ensuring advanced knowledge and discipline expertise is integrated into learning activities and teaching skills are maintained.
- Oversee academic validation and moderation processes.
- Endorse candidates who have successfully completed the requirements of their course and report such endorsement to the Board of Directors for conferral of the award.

Membership

Membership of the Academic Board is by appointment of the Board of Directors on the recommendation of the Academic Board Chair. The Board of Directors also has the power to remove members.

There will be a minimum of seven members consisting of three external members, three internal members and one student representative.

The current membership of the Academic Board is provided at Appendix C to this document.

Appointed Members

The Appointed Members are external members in that they are independent of ownership and management.

There will be a minimum of three Appointed Members.

Appointed Members will include at least two senior academics experienced in higher education pedagogy and one discipline area expert. Appointed Members may also include industry experts where their skills and experience support the achievement of Academic Board responsibilities.

Appointed Members will have experience in at least three of the following areas:

- Higher education academic management and leadership
- Academic governance experience
- Experience with implementation of regulatory and legislative standards in the education sector
- Disciplinary knowledge related to the broad fields of education offered by the Company
- Experience in quality monitoring and academic administration
- Active in scholarship and academic research

All Appointed 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 the time of their appointment or reappointment.

Appointed Members will hold office for three years with the option of re-nomination and on-going appointment by three year periods, for a maximum of three terms.

Independent Chair

An independent Academic Board Chair will be elected by the Board of Directors from amongst the Appointed Members. The term of office for the Chair will be ongoing for the term of their appointment unless otherwise decided by the Board of Directors.

In the absence of the Academic Board Chair, members present will select one of their number as Chair for that meeting.

The Chair will have one member vote and, in the case of an equality of votes, a second or casting vote.

Official Members

The Official Members are internal members by virtue of their position within the Senior Academic Leadership Group. There will be a minimum of three Official Members drawn from the following positions:

- Dean
- Heads of Faculty
- Quality Assurance
- Registrar

Official Members hold office while they occupy their position.

Student Representative

The Student Member represents the voice of the student body.

The Student Representative will be selected by the Academic Board from students who nominate for the position and who are, at the time of nomination, actively enrolled in a course of study at Ikon.

The Executive Officer will call for nominations for the Student Representative by email (or other appropriate publication method). The nomination period will be for a minimum of 14 days.

The Student Representative will serve for a period of one year following selection and must remain actively enrolled for the term of their appointment to the Academic Board.

Observers

By invitation of the Academic Board Chair, persons may attend meetings as "Observers".

A maximum of three persons may be admitted as Observers to any single meeting. Any persons wishing to attend as an observer, or member wishing to nominate an Observer, must notify the Executive Officer to the Board in advance of the meeting. The Executive Officer will liaise with the Academic Board Chair to arrange an invitation as appropriate.

Observers will be asked to leave the room for confidential agenda items and may return once that discussion is concluded. Observers do not have speaking rights during meetings, unless invited to speak by the Chair.

Observers do not have voting rights.

Executive Officer

The Executive Officer of the Academic Board is appointed by the Chair, on recommendation by the Dean.

The Executive Officer is the keeper of the records of the Academic Board and its committees and assists in the filing, preparation and distribution of all documentation relating to business associated with the board and its committees including apologies, agendas, papers, minutes and reports as required. The Executive Officer acts as minute secretary for the Academic Board and its Committees and is responsible for all arrangements necessary to convene such meetings.

Induction

All new members to the Academic Board will receive an induction briefing from the Chair as soon as practicable after their appointment and prior to their first meeting. All members are encouraged to broaden their skills and knowledge about academic governance, its principles and processes.

Casual Vacancy

A casual vacancy is a vacancy that occurs for any reason other than the expiry of a term of appointment.

The Academic Board will look to fill a casual vacancy as soon as possible. The Executive Officer will call for nominations for the casual vacancy as soon as possible after the vacancy arises.

The casual vacancy will then be appointed by the Board of Directors on the recommendation of the Academic Board Chair. Where the casual vacancy is the position of Academic Board Chair, the Chair of the Board of Directors will appoint a replacement.

The person appointed to fill the casual vacancy will hold the position for the remainder of the term of office of the predecessor.

The Executive Officer will review the "Appointment & Terms of Office" as recorded in the Academic Board Register at Appendix C annually and report to the Chair.

General Standing Orders

The Academic Board conducts its meetings and other business in accordance with its rules of procedures and customary practice, allowing all reasonable discretion to its Chair. Customary practice refers to the process by which 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 relevant to the exercising the functions, powers, duties and responsibilities of an academic governing body.

Independence of Action and Debate

In exercising their duties, members must act in the best interests of the Company and remain independent from all influences. Members must always:

- act in good faith, honestly and for a proper purpose
- exercise appropriate judgement, care and diligence
- not improperly use their position to gain an advantage for themselves or anybody else

It is particularly important that members be well versed in the issues at hand so that they can bring independent thought to decision making processes and thus enhance the incisiveness of and relevance of discussion. Members require advanced knowledge of academic governance, academic leadership, teaching and learning, and scholarship and a clear understanding of the role of the Academic Board within these contexts.

Members must allocate time to review board reports and other relevant documentation, attend meetings and contribute to activities requiring academic board participation.

Conflict of Interest

Members are required to bring to the attention of the Academic Board, or 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.

Decisions

All members have the right to be heard on issues debated by the Academic Board and have the right to cast a vote on resolutions proposed. Each member has one vote.

Decisions will be made by majority vote of the members present. In the event of a tied vote, the Academic Board Chair has a second or casting vote. If the Chair elects not to exercise their casting vote, the motion is lost.

Quorum

A quorum consists of 50% of voting members plus one. A quorum must include at least one Appointed Members.

If a quorum is not present after 10 minutes of the meeting's scheduled commencement, or lapses during the meeting, the Chair will carry over any matters requiring decision to:

- a) the next Ordinary Meeting
- b) a Special Meeting
- c) an Out-of-Session Resolution

If a meeting is declared inquorate, the Chair may proceed with the business of the meeting however no decisions or resolutions can be made. The Executive Officer will take notes during an inquorate meeting and circulate as Meeting Notes.

Attendance by any mode will be considered full attendance for the purpose of calculating a quorum.

Ordinary Meetings

The Academic Board will meet at least four times per year. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely. It is the Company's preference, where possible, that members attend face-to-face.

Special Meetings

A special meeting of the Academic Board may be convened by the Academic Board Chair on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 via a Circular Resolution as an alternative to calling a special meeting. A Circular Resolution will be achieved where written information about the matter, with a proposed resolution, has been distributed to all members.

The Circular Resolution should contain the following information:

- Details of the motion
- Attach necessary supporting papers
- Instruction on how each board member should submit their vote on the motion
- Date by which a vote must be returned to be valid
- Signature lines

Circular resolutions require approval evidenced by the members' signatures, including electronic signatures, or email confirmation sent from an authorised email account. Votes on a Circular Resolution received after the date specified are not valid.

The outcome of a Circular Resolution will be formally recorded in the minute of the next ordinary meeting.

Adjournments

The Chair may adjourn a meeting of the Academic Board in appropriate circumstances. The Chair may not adjourn a meeting to prevent a motion or amendment being put, except with the approval of a majority of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

If a meeting is adjourned, the Chair will reconvene the meeting at a date and time approved by a majority of members present.

Attendance

All members are expected to attend meetings and are accountable for non-attendance by providing an apology to the Academic Board Chair and Executive Officer in advance of the meeting. A member may seek a leave of absence from the Chair for up to two consecutive meetings.

A record of attendance is recorded in the minutes of the meeting. Membership will cease if a member is absent from three consecutive meetings and is not, within two weeks of the third missed meeting, excused for absence by the Chair. The Academic Board may replace their position.

Agendas

The Chair determines the agenda, in consultation with the Dean and Executive Officer. Members may propose agenda items for the consideration of the Chair via the Executive Officer two weeks before the meeting date. In general, agenda items which touch on common subject matter are grouped together for efficient discussion and to avoid the possibility of the adoption of conflicting resolutions. Matters for decision will be identified.

Board Reports & Meeting Papers

Standing board reports will be provided by the Dean, Committees of the Academic Board, Heads of School, Registrar and others as called by the Board of Directors. All reports and meeting documents must be provided in writing and submitted electronically to the Executive Officer at least ten calendar days prior to the meeting.

The Executive Officer will distribute meeting papers seven calendar days prior to the meeting. Except with permission of the Chair, late papers or agenda items will not be accepted at the meeting.

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.

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, as appropriate.

Confidential items are dealt with at the beginning of the meeting, after which Observers will be admitted. If a confidential item emerges during discussion, after Observers have been admitted, then those Observers will be requested to leave for the duration of that discussion. Any member who intends to bring a matter to the Academic Board which might be ruled as confidential must inform the Chair of this intention before the meeting.

Minutes

Minutes will be 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 two weeks. Approved minutes are signed by the Chair at the next meeting as a true and accurate record of the meeting and its decisions, and the signed copy kept on file.

Meeting Records

Meeting records are subject to the requirements of regulatory bodies and must be retained in accordance with good record management practice. Ensuring appropriate records management is the responsibility of the Executive Officer under the direction of the Chair of the Academic Board. All documentation will be retained in the Quality Assurance electronic file management system.

Delegations

The Academic Board may delegate its powers or functions to a member of the Academic Board, a committee of the Academic Board or a member of staff.

The Academic Board may also establish Working Parties as ad hoc project-style teams to achieve discrete objectives and deliverables. Working party members may include individuals drawn from across the business and include academic and administrative staff and students.

Evaluation and Review

The Academic Board will undertake a self-assessment every two years to evaluate performance and identify areas for improvement. The Chair will present a report of findings to the Board of Directors.

An external review of the Academic Board and academic governance processes will be undertaken at least every seven years as required under the Higher Education Standards Framework (Threshold Standards) 2021.

Liability and Indemnity

The Company will indemnify the Academic Board members for their actions done in good faith, through the maintenance of adequate and appropriate insurance cover.

ACADEMIC BOARD COMMITTEES

The Academic Board has convened the following academic committees to assist them to discharge their duties:

- Teaching and Learning Committee³
- Course Advisory Committees⁴
- Benchmarking Committee⁵
- Scholarly Activities Committee⁶

Other Committees as may be determined from time to time.

Teaching and Learning Committee

Purpose

The Teaching and Learning Committee (TLC) is a delegated committee of the Academic Board and is the principal advisory and collaborative committee to the Academic Board for teaching and learning matters. It provides strategic advice to the Academic Board on the quality of teaching and learning to support and ensure high academic standards are maintained.

Principal Responsibilities

The principal responsibilities of the Teaching and Learning Committee are to:

- Develop and implement Ikon's Teaching and Learning Plan in conjunction with the Dean
- Monitor and report on quality assurance processes for teaching and learning to ensure that the day-to-day academic operations meet high quality educational standards
- Provide a forum for the discussion of teaching and learning trends, issues and challenges
- Collaborate with and respond to the Academic Board on the formulation and implementation of teaching and learning related policies and procedures
- Encourage a culture of scholarship in collaboration with the Scholarly Activities Circle
- Advise the Academic Board on procedures relating to teacher appointment and evaluation, professional development in all aspects of teaching and learning, and scholarly activities and research outputs.
- Assess and introduce methods to improve teaching and learning processes and systems and report to the Academic Board on their implementation and for guidance.
- Ensure through the medium of subject reviews and by collaboration with the QA team, that all aspects of course design continue to meet the ongoing standards of accreditation
- Ensure through the medium of subject reviews and by collaboration with the QA team, that student assessment is effective and student learning outcomes are achieved
- Oversee the student assessment process (assessment validation, moderation, examinations)
- Monitor and review student support strategies implemented to ensure student success.

³ Charter endorsed by the Academic Board at their ordinary meeting of 30 July 2021

⁴ Charter endorsed by the Academic Board at their ordinary meeting of 15 October 2018

⁵ Charter endorsed by the Academic Board at their ordinary meeting of 27 October 2021

⁶ Charter endorsed by the Academic Board at their ordinary meeting of 27 October 2021

- Receive reports and review statistics relating to student appeals against assessment, grievances, discipline and misconduct
- Undertake benchmarking of course outcomes
- Monitor and advise the Academic Board on national and local quality assurance, developments in relation to educational programs and teaching and learning
- Report to the Academic Board on student survey results of teaching staff
- Report to the Academic Board on the outcome of Teaching Quality Reviews
- Review teaching and learning facilities and provide advice regarding those to the Academic Board
- Respond to requests from the Academic Board about course accreditation/reaccreditation and other regulatory matters
- Respond to requests from the Academic Board about subject and course reviews including recommendations about relevant appointments to review panels

Membership

The Teaching and Learning Committee will comprise a minimum of 3 (three) members, with no upper limit, and shall include as a minimum, the:

- The Dean or their delegate;
- Heads of Faculty, for each faculty
- One academic teaching representative from each faculty, nominated by each Head of Faculty
- A member of the Quality Assurance team
- Student Experience Manager or delegate
- Student Wellbeing Co-ordinator
- One student representative enrolled at Ikon and nominated in accordance with the policy and procedure on student representation and participation.

The Committee may co-opt complementary expertise for specific tasks and issues. In addition, it may also nominate a First Nations academic representative to the Committee and/or in some cases, where required by external accreditation standards, the Committee's membership may also include relevant industry or consumer representatives.

The Chair of the Teaching and Learning Committee will be elected by the Committee. In the event the Committee is unable to determine a Chair, the Dean may appoint a current member to the role.

The Chair will be elected for a one-year period, with a limit of two consecutive periods, but with no maximum number of periods.

The Chair will be supported by an Executive Secretary, who will not be a voting member.

In the absence of the Chair at a scheduled meeting, members present will select one of their number as Chair at that meeting.

General Standing Orders

The Teaching and Learning Committee conducts 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. The 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 Teaching and Learning 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 meetings is a majority of appointed members, or where the number of appointed members is even, half the appointed members.

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 Committee at a later meeting, after modification. There may be no proxy voting.

Ordinary Meetings

The Teaching and Learning Committee will meet at least once each trimester and at other times as deemed necessary. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely.

Special Meetings

A special meeting of the Teaching and Learning Committee may be convened by the Chair, or by the Executive Secretary, on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 Secretary, determines the agenda items for discussion, but will have 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 the Committee adopting conflicting resolutions.

Written reports will be received from the nominated members of the Committee when required.

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 Secretary. Approved minutes are authorised by the Chair as a true and accurate record, and the authorised electronic copy kept on file.

All minutes of the Teaching and Learning Committee are circulated to the Academic Board at their next meeting.

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, as appropriate.

Confidential items are dealt with at the beginning of the meeting, after which the Student Representative and Observers will be admitted. If a confidential item emerges in the course of discussion after the Student Representative or Observers have 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 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 Teaching and Learning 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 indemnify the Teaching and Learning Committee members for their actions undertaken in good faith, through the maintenance of adequate and appropriate insurance cover.

Course Advisory Committees

Purpose

Course Advisory Committees are delegated committees of the Academic Board convened to be representative of industry, sector and discipline expertise as part of the course development and course review processes.

By virtue of their membership, Course Advisory Committees provide both external and internal expertise to monitor and assure academic currency, relevancy and quality and ensure alignment with regulatory standards, best practice and the directions of industry and professional bodies.

Course Advisory Committees are established to provide advice on:

- New course proposals, course design and curriculum
- Teaching and learning activities and resources relevant to the discipline and sector
- Existing course review
- Applications for accreditation and reaccreditation

Principal Responsibilities

The activities of Course Advisory Committees will include but not be limited to the provision of expert advice on:

- Course demand in the context of the directions of industry, professional bodies and workforce needs
- Course learning outcomes and alignment with the Australian Qualifications Framework, Ikon graduate qualities, professional bodies (as applicable) and relevant sector regulatory standards
- Course design including course structure, duration, modes of delivery, student workload
- Teaching and learning activities including curriculum content, methods of assessment, learning resources and work integrated learning
- Admission requirements, pathways and articulation arrangements
- Accreditation with relevant professional bodies

Membership

A Course Advisory Committee is appointed by the Academic Board for every program of study. Course Advisory Committees are established during the course development stage and remain operative across the lifecycle of the program for the purpose of course review, although the membership may change over time.

Membership will be reflective of the broad range of knowledge, skills, and/or attributes represented by the discipline areas and sector profiles. It should comprise primarily of external expert members and include staff representation and, where appropriate, student and/or alumni representation.

A Committee is chaired by the relevant Head of Faculty (or Academic Board nominee) and is supported by an Executive Officer.

The Executive Officer of the Academic Board is appointed by the Chair. The Executive Officer acts as minute secretary for the Committee and is responsible for all arrangements necessary to convene such meetings. As the keeper of the records, the Executive Officer assists in the preparation, distribution and filing of all documentation relating to the business of the Committee including apologies, agendas, meeting papers, minutes and reports as required.

The table below summarises the preferred membership of a Course Advisory Committee.

Role	Membership Description
Chair	Head of Faculty (or Academic Board nominee)
Executive Officer	Appointed by the Chair
External Expert Members	Between 3-6 external members appointed for terms of three years, or at the discretion of the Academic Board. Individuals will have qualifications and expertise in the discipline and/or sector of the particular program. Experience can be in professional and industry practice, or academic practice. Nominations put forward by senior academic management.
Internal Expert Members	Between 2-3 internal members from the academic staff of the program appointed at the discretion of the Dean and/or Head of Faculty.
Student Representative	Member from the body of current students and/or alumni of a program at the discretion of the Dean.

General Standing Orders

Independence of Action and Debate

In exercising their duties, members must act in the best interests of the Company and remain independent from all influences. Members must always:

- act in good faith, honestly and for a proper purpose
- exercise appropriate judgement, care and diligence
- not improperly use their position to gain an advantage for themselves or anybody else

It is particularly important that members be well versed in the issues at hand so that they can bring independent thought to decision making processes and thus enhance the incisiveness of and relevance of discussion. Members require advanced knowledge of academic leadership, teaching and learning and scholarship and the role of the Committee within these contexts as they relate to course development and course design.

Members must allocate time to review meeting papers and other relevant documentation, attend meetings and contribute to activities requiring Committee participation.

Conflict of Interest

Members are required to bring to the attention of the Committee, or 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.

Decisions

All members have the right to be heard on issues debated by the Committee.

Ordinary Meetings

Course Advisory Committees meet as required during times of course development, course review and course discontinuance, or at the call of the Dean. Meetings may be held face-to-face, by teleconference or video conference, or a combination. Participation via any of these mediums will be considered attendance for the purposes of determining a quorum.

A meeting may be held within ten business days after the receipt of the request referred to therein.

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 via a Circular Resolution as an alternative to calling a special meeting. A Circular Resolution will be achieved where written information about the matter, with a proposed resolution, has been distributed to all members.

The Circular Resolution should contain the following information:

- Details of the motion
- Attach necessary supporting papers
- Instruction on how each board member should submit their vote on the motion
- Date by which a vote must be returned to be valid
- Signature lines

Circular resolutions require approval evidenced by the members' signatures, including electronic signatures, or email confirmation sent from an authorised email account. Votes on a Circular Resolution received after the date specified are not valid.

The outcome of a Circular Resolution will be formally recorded in the minute of the next ordinary meeting.

Adjournments

The Chair may adjourn a meeting in appropriate circumstances. If a meeting is adjourned, the Chair will reconvene the meeting at a date and time approved by a majority of members present.

The Chair may not adjourn a meeting to prevent a motion or amendment being put, except with the approval of a majority of the members present. This discretion will not limit any other powers of the Chair to adjourn a meeting.

Attendance

All members are expected to attend meetings and are accountable for non-attendance by providing an apology to the Committee Chair in advance of the meeting. A record of attendance is recorded in the minutes of the meeting. Members should advise the Chair and Executive Officer in advance if they are unable to attend.

Membership will cease if a member is absent from two consecutive meetings and is not excused by the Chair. The Chair may replace their position.

Agendas

The Committee Chair determines the agenda in consultation with the Working Party and Executive Officer. In general, agenda items which touch on common subject matter are grouped together for efficient discussion and to avoid the possibility of the adoption of conflicting resolutions. Matters for decision will be identified.

Meeting Papers

All meeting papers and related documents must be provided in writing and submitted electronically to the Executive Officer at least ten calendar days prior to the meeting.

The Executive Officer will distribute meeting papers seven calendar days prior to the meeting. Except with permission of the Chair, late papers or agenda items will not be accepted at the meeting. 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.

Confidentiality

Items on the agenda, all supporting documentation and meeting discussions are commercial in confidence.

Minutes

Minutes will be prepared for each meeting as a formal record of the meeting. Draft minutes are reviewed by the

Chair and circulated to all members by the Executive Officer within two weeks. Approved minutes are signed by the Chair at the next meeting as a true and accurate record of the meeting and its decisions, and the signed copy kept on file.

Meeting Records

Meeting records are subject to the requirements of regulatory bodies and must be retained in accordance with good record management practice. Ensuring appropriate records management is the responsibility of the Executive Officer under the direction of the Chair. All documentation will be retained in the Quality Assurance electronic file management system.

Delegations

The Committee may also establish Working Parties as ad hoc project-style teams to achieve discrete objectives and deliverables. Working party members may include individuals drawn from across the business and include academic and administrative staff and students.

Liability & Indemnity

The Company will indemnify Course Advisory Committee members for their actions done in good faith, through the maintenance of adequate levels of insurance cover.

Benchmarking Committee Terms of Reference

Purpose

The Benchmarking Committee is the principal advisory and collaborative committee to the Academic Board for benchmarking matters. It provides strategic advice to the Academic Board and Board of Directors on the quality of benchmarking to support and ensure high academic and institutional standards are maintained.

Principal Responsibilities

The principal responsibilities of the Benchmarking Committee are to:

- Develop and implement Ikon's Benchmarking Plan
- Review external referencing and benchmarking
- Monitor and report on quality assurance processes for benchmarking to ensure that the day-to-day academic and operations meet high quality educational standards
- Provide a forum for the discussion of benchmarking trends, issues, and challenges
- Collaborate with and respond to the Academic Board on the formulation and implementation of benchmarking related policies and procedures
- Assess and introduce methods to improve benchmarking processes and systems and report to the Academic Board and Board of Directors on their implementation and for guidance
- Monitor and advise the Academic Board on national and local quality assurance developments in relation to benchmarking

Membership

The Benchmarking Committee comprises the:

- Dean or delegate
- Heads of School or Faculty Senior Lecturer delegate
- Quality Assurance
- Registrar

The Committee may co-opt complementary expertise for specific tasks and issues. In addition, it may also nominate a First Nations academic representative to the Committee and/or in some cases, where required by external accreditation standards, the Committee's membership may also include relevant industry or consumer representatives.

The Chair of the Benchmarking Committee will be elected by the Committee. In the event the Committee is unable to determine a Chair, the Dean may appoint a current member to the role.

In the absence of the Chair at a scheduled meeting, the members present will select one of their number as Chair at that meeting.

General Standing Orders

The Benchmarking Committee conducts 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. The 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 Benchmarking 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 meetings is a majority of appointed members, or where the number of appointed members is even, half the appointed members.

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 Committee at a later meeting, after modification. There may be no proxy voting.

Ordinary Meetings

The Benchmarking Committee will meet every trimester and at other times as necessary. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely.

Special Meetings

A special meeting of the Benchmarking Committee may be convened by the Chair, on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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, or;
- 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.
- 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 determines the agenda items for discussion but will have 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 the Committee adopting conflicting resolutions.

Written reports will be received from the nominated members of the Committee when required.

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 Secretary. Approved minutes are authorised by the Chair as a true and accurate record, and the authorised electronic copy kept on file.

All minutes of the Benchmarking Committee are circulated to the Academic Board for their next meeting.

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, as appropriate.

Confidential items are dealt with at the beginning of the meeting, after which the Student Representative and Observers will be admitted. If a confidential item emerges in the course of discussion after the Student Representative or Observers have 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 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 Benchmarking 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 the Benchmarking Committee members for their actions undertaken in good faith, through the maintenance of adequate and appropriate insurance cover.

Scholarly Activities Committee

Purpose

The Scholarly Activities Committee (SAC) is a delegated committee of the Academic Board and is the principal advisory and collaborative committee to the Academic Board for scholarship. It provides strategic advice to the Academic Board on the quality of scholarly activity to support and ensure high academic standards are maintained at Ikon.

Principal Responsibilities

The principal responsibilities of the Scholarly Activities Committee are to:

- Ensure a culture of scholarship is developed and nurtured within Ikon.
- Support ongoing staff professional development in teaching and learning by promoting excellence in scholarship.
- Provide advice on current knowledge and scholarship in relevant academic disciplines and emerging concepts that are informed by recent scholarship, current research findings and, where applicable, advances in practice.
- Assure the quality of scholarship and the progress of the *Teaching and Learning Plan*, and report on the progress of scholarship to the Academic Board.
- Formulate and review policies and procedures on scholarship

Membership

Membership of the Committee will comprise a minimum of 3 (three) members, with no upper limit, and shall include as a minimum, the:

- Dean
- Heads of School
- Faculty Senior Lecturers

The Committee may co-opt complementary expertise for specific tasks and issues. In addition, it may also nominate a First Nations academic representative to the Committee and/or in some cases, where required by external accreditation standards, the Committee's membership may also include relevant industry or consumer representatives.

The Chair of the Committee will be elected by the Committee. In the event the Committee is unable to determine a Chair, the Dean may appoint a current member to the role.

- The Chair will be elected for a one-year period, with a limit of two consecutive periods, but with no maximum number of periods.
- The Chair will be supported by an Executive Secretary, who will not be a voting member.
- In the absence of the Chair at a scheduled meeting, members present will select one of their number as Chair at that meeting.

General Standing Orders

The Committee conducts 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. The 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 meetings is a majority of appointed members, or where the number of appointed members is even, half the appointed members.

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 Committee at a later meeting, after modification. There may be no proxy voting.

Ordinary Meetings

The Committee will meet at least once each trimester and at other times as deemed necessary. Ordinary meetings will be held face-to-face with telephone or video conference capabilities for those participating remotely.

Special Meetings

A special meeting of the Committee may be convened by the Chair, or by the Executive Secretary, on written request setting out the purpose of the meeting being convened. The meeting may be held within ten business days after the receipt of the request referred to therein.

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 Secretary, determines the agenda items for discussion, but will have 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 the Committee adopting conflicting resolutions.

Written reports will be received from the nominated members of the Committee when required.

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 Secretary. Approved minutes are authorised by the Chair as a true and accurate record, and the authorised electronic copy kept on file.

All minutes of the Committee are circulated to the Academic Board at their next meeting.

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, as appropriate.

Confidential items are dealt with at the beginning of the meeting, after which the Student Representative and Observers will be admitted. If a confidential item emerges in the course of discussion after the Student Representative or Observers have 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 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 the 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	23 November 2021
Previous Versions	27 August 2021, 5 May 2021, 17 March 2020, 27 November 2019, 18 March 2016
Next Review Date	November 2024
Government Legislation	TEQSA Act 2011 Higher Education Standards Framework (Threshold Standards) 2021 ESOS Act 2000 National Code 2018
Responsible Officer	CEO
Major Amendments	23 November 2021
Description	Minor grammatical changes, update to expiry terms for Adam Davis and Leonie Clyne, requirement to provide FPP declarations at time of appointment and reappointment added, governance chart updated, and ToRs for the Benchmarking and Scholarly Activities Committees added.
Approved	Board of Directors
Responsible Officer	CEO

Appendix A

DELEGATIONS OF AUTHORITY

Schedule of authority delegated to the CEO by the Board of Directors

DELEGATIONS OF AUTHORITY TO THE CEO

Subject to the Company's constitution and the policies and budgets as determined by the Board of Directors, the Chief Executive Officer is authorised to act in the name of and on behalf of the Company in respect of the matters noted in the delegations below:

No.	Delegation	Notes
1.0	HUMAN RESOURCE MANAGEMENT DELEGATIONS	
1.1	To implement the human resources policies set by the Board of Directors	
1.2	To approve staff appointments and promotions	Board of Directors appoints CEO
1.3	To determine the quantum of staff salaries, wages and allowances	Board of Directors determines the CEO's salary package
1.4	To approve leave for staff	
1.5	To approve staff training and development	
1.6	To approve overtime and additional hours of work within budget limits	
1.7	To approve outside consultancies, secondments or exchange of staff	Value <\$100,000 if not in approved budget
1.8	To approve interstate and local travel for staff	
1.9	To authorise deductions from staff salaries for approved purposes (e.g. superannuation)	
1.10	To approve agreements with staff and unions on industrial matters	
1.11	To accept terminations, resignations and/or redundancies	
1.12	To conduct staff performance reviews	

Appendix A: Schedule of delegations of authority to the CEO (contd)

No.	Delegation	Notes
2.0	FINANCIAL DELEGATIONS	
2.1	To authorise payment of staff salaries, wages and allowances	
2.2	To allocate budgets	Board of Directors approves budget
2.3	To authorise expenditure on purchase of equipment, furniture, goods and services within budget allocations	
2.4	To accept tenders and quotations	Value <\$100,000 if not in approved budget
2.5	To approve purchases	
2.6	To approve travel expenses	
2.7	To authorise payments and sign cheques	
2.8	To recover debts by instalment	
2.9	To approve the reduction, waiver or refund of fees	
3.0	DELEGATIONS TO SIGN CONTRACTS	
3.1	To sign documents that protect, regulate, or commercialise any form of intellectual property in which the Company claims or may claim an interest	
3.2	To sign agreements or contracts relating to the construction, maintenance, or renovation of leased premises	Value <\$100,000 if not in approved budget
3.3	To sign legal arrangements relating to 'business as usual' commercial arrangements	

Appendix A: Schedule of delegations of authority to the CEO (contd)

No.	Delegation	Notes
4.0	PROPERTY & EQUIPMENT DELEGATIONS	
4.1	To sub-let surplus space to third parties	
4.2	To authorise the trade-in of assets	
4.3	To determine what assets are no longer required or fit for purpose and authorise their disposal	
4.4	To allocate space to departments and staff	
4.5	To write off assets and inventories that are lost or no longer serviceable	
4.6	To authorise construction and/or minor alterations to leased premises	Construction projects > \$100,000 require Board of Directors approval
4.7	To authorise use of equipment	

Appendix B

CORPORATE GOVERNING BODY

Membership

MEMBERSHIP OF THE CORPORATE GOVERNING BODY

Board of Directors

Member Details	Appointment & Term of Office			Contact Details	Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry		
Peter Mobbs Independent Non-Executive Chair	30 October 2019		29 October 2022	✉ peter@greyrock.com.au ☎ 0431 000 044	Chairperson. Senior leadership and business expertise; specialist in private education operations. Director, Proteus Technologies Pty Ltd. Non-Executive Director, UCW 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.
Adam Davis CEO	4 July 2018	4 July 2021	3 July 2024	✉ adam@ucw.com.au ☎ 0408 400 888	Senior leadership and business expertise; specialist in corporate strategy and education business operations. Director, Proteus Technologies Pty Ltd. Chief Executive Officer, UCW 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.

Appendix B: Membership of the Corporate Governing Body (cont'd)

Member Details	Appointment & Term of Office			Contact Details	Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry		
Lyndon Catzel CFO	30 October 2019		29 October 2022	✉ lyndon@ucw.com.au ☎ 0414 907 384	Senior leadership and business expertise; specialist in financial and operational management. 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. Director, Proteus Technologies Pty Ltd and CFO, UCW Limited.
Leonie Clyne OAM Independent Non-Executive	13 November 2019		12 November 2022	✉ leonie@cuttingedgeclothing.com.au ☎ 0417 818 908	Senior leadership and business expertise; specialist in higher education. Managing Director, Angus Clyne Australia Pty Ltd. Member, Flinders University Council; Chair, Academic Board, Proteus Technologies Pty Ltd; and a member of several other boards focusing on education and business. Former Deputy Chancellor of Flinders University for seven years. Medal of the Order of Australia (OAM) for service to tertiary and vocational education, and business. Awarded 'Prime Minister's Small Business of the Year' and 'South Australian Small Business of the Year' in 1999.

Appendix C

ACADEMIC GOVERNING BODY

Membership

MEMBERSHIP OF THE ACADEMIC GOVERNING BODY

Academic Board

Member Details	Appointment & Term of Office			Contact Details	Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry		
Dr Leonie Clyne OAM* External * <i>Chair</i>	19 Sept 2014	19 Sept 2021	18 Sept 2024	✉ leonie@cuttingedgeclothing.com.au ☎ 0417 818 908	Chairperson. Senior academic leadership and business expertise; specialist in higher education. Managing Director, Angus Clyne Australia Pty Ltd. Member, Flinders University Council. Former Deputy Chancellor, Flinders University. Medal of the Order of Australia (OAM) for service to tertiary and vocational education, and business.
Dr Adrian Bennett Ex Officio Dean	6 August 2019	--	--	✉ adrian.bennet@ikon.edu.au ☎ 0415 415 072	Senior academic leadership and higher education expertise. Dean, Ikon Institute of Australia. Fulbright scholar. Published author.
Dr Tra'ill Dowie Ex Officio Head of Faculty Counselling & Psychotherapy	6 August 2019	--	--	✉ tra-ill.dowie@ikon.edu.au ☎ 0439 494 633	Academic leadership and higher education expertise. Head of School (Counselling), Ikon Institute of Australia. Published author.
Julie Michlmayr Ex Officio Head of Faculty Education	11 Nov 2020	--	--	✉ julie.michlmayr@ikon.edu.au ☎ 0439 494 633	Academic leadership and higher education expertise. Head of School (Education), Ikon Institute of Australia.
Amon Broughton Ex Officio Academic Programme Manager	2 Mar 2020	--	--	✉ amon.broughton@ikon.edu.au ☎ 0431 885 310	Quality assurance experience across the higher education sector.

Appendix C: Membership of the Academic Governing Body (cont'd)

Member Details	Appointment & Term of Office			Contact Details	Function, Expertise & Experience
	Appointment	Reappointment	Term Expiry		
Vacant [@ 01/12/20] Student Representative					Student, Ikon Institute of Australia <i>previously</i> Susie Meagher [Appointed 10/02/18; Completed 2021]