

ICHM Governance Framework

1.0 Purpose

The purpose of this document is to outline the governance framework of ICHM Pty Ltd t/as ICHM ('ICHM' or Institution) and to define the roles and responsibilities of key bodies involved in institutional governance. This Framework ensures ICHM is appropriately governed in accordance with the regulations governing higher education providers. It aims to establish clear guidelines for decision-making, responsibilities, accountability, and compliance with regulatory requirements, while promoting and achieving ICHM's objectives and goals. The Framework is to be read in conjunction with the Company's Constitution, and where there are any inconsistencies, the Constitution will prevail.

2.0 Scope

The governance framework applies to all aspects of ICHM's operations and encompasses the roles and responsibilities of the Board of Directors, Academic Board, CEO, Risk and Compliance Committee, and other subcommittees within the organisation. It also includes guiding principles, objectives, and guidelines for meetings and reviews.

3.0 Governance Structure

ICHM's governance framework consists of principal bodies, each having core roles and responsibilities: the Board of Directors, the Academic Board, and the Risk and Compliance Committee.

3.1 Board of Directors (The Board)

ICHM Pty Ltd is a company established in accordance with the *Corporations Act 2001*. The Act specifies that the Board is ultimately responsible for all matters related to the running of ICHM.

Directors must always:

- act in the best interests of the Company as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing them;
- act in good faith, honestly, and for a proper purpose;
- exercise appropriate care and diligence;
- fulfil fiduciary duties;
- not improperly use their position to gain an advantage for themselves or anybody else;
- need to abide by the code of conduct as in Section 5.3; and
- disclose and avoid conflicts of interest.

The Board has the authority to determine the overall strategic direction, performance targets, policies, and processes necessary to achieve its objectives.

Moreover, the Board is accountable to both shareholders and stakeholders for the organisational performance and oversight of the risks as an educational institution.

ICHM's stakeholders include students, as well as regulatory agencies in higher education. It is the Board's responsibility to ensure that ICHM meets or exceeds all applicable educational standards and frameworks.

The Board is accountable for all operations in, or from, Australia, including the award of higher education qualifications and for the accuracy and integrity of its representation directly or through agents and other parties.

3.1.1 Delegations

At its discretion, the Board may delegate certain responsibilities to committees or persons as it sees fit. All delegations are made according to the Delegations Framework and listed in the Delegation of Authorities Register.

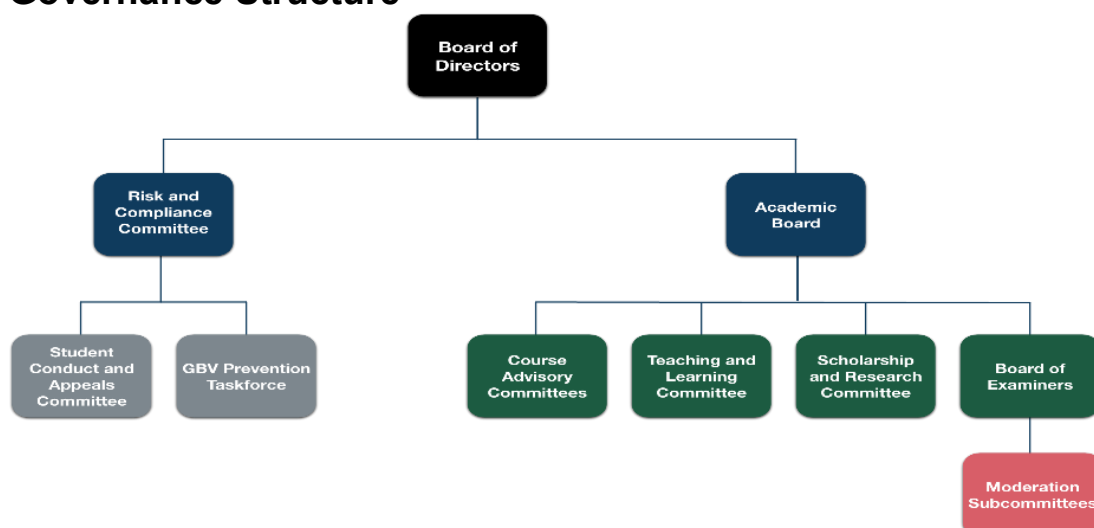
3.2 ICHM Academic Board

The Academic Board serves as the peak academic governing body. It establishes and monitors policies and processes that align with ICHM's strategic direction to achieve high-quality academic outcomes.

Composed of a mix of internal and independent members, the Academic Board provides expert academic advice to allow informed and competent decision making and direction setting by ICHM.

The Academic Board sets academic standards, monitors academic outcomes, operates under the delegated authority of the Board and is accountable for reporting academic outcomes. The Academic Board also serves as one of several forums where the student voice can be heard, and student participation is included in ICHM's deliberative and decision-making processes.

4.0 Governance Structure



5.0 Guiding Principles and Objectives

5.1 Objectives, Goals and Values

ICHM adopts and employs governance practices that allow the company to meet its objectives and goals effectively and efficiently, to remain a challenging, relevant and creative leader in the education sector and to continue to meet its regulatory and financial obligations and responsibilities.

5.2 Principles of Governance

- ICHM's governing body, the Board, is formally established as a legal instrument under the *Corporations Act 2001*.
- Principal bodies are established and function in accordance with Terms of Reference ('TOR') approved by the Board.
- TOR of the principal bodies are regularly reviewed to ensure their continuing effectiveness for driving continuous improvement.

5.3 Code of Conduct for Governing and Principal Body Members

- All members of ICHM's governing body and principal bodies must act with integrity and diligence, in accordance with their roles as the instruments by which the organisation may achieve its mission, objectives, goals and values.
- All members of ICHM's governing and principal bodies must comply with all relevant laws, educational industry standards, regulations and codes, principles of good governance, and established policies and procedures.
- All members are responsible for acting for the benefit of ICHM, exercising skill, care, and diligence, fulfilling fiduciary duty, ensuring efficient and legal operations, and conducting thorough analysis.
- All members must declare the existence or potential conflicts of interest(s) that may affect the business of ICHM.
- In their decision-making and discharge of duties, all members must demonstrate commercial reasonableness, good faith, honesty, and the generous contribution of their skill and expertise.
- Prohibited behaviours of members of governing and principal bodies include, but are not limited to:
 - using the powers of their office for an improper purpose.
 - allowing personal interests to conflict with ICHM's interests.
 - allowing the interests of their associates to conflict with ICHM's interests.
 - engaging in conduct likely to discredit ICHM or likely to bring ICHM or the sector in which it operates into disrepute.
 - making improper use of information gained through their position
- Members of governing bodies and members of senior management must act in a manner that best enables the effective and efficient functioning of the bodies to which they belong, or the performance of the office they occupy. To this end, during formal meetings and the conduct of business, they must:
 - act professionally and accord internal and external stakeholders of ICHM respect and respect the viewpoints and contributions of others.
 - actively raise and address relevant and pertinent issues.
 - ensure topics covered remain focused on relevant ICHM operations.
 - employ good judgment, common sense and tact when discussing potentially sensitive or highly contentious matters.
- Members of ICHM's governing body must comply with the TEQSA 'fit and proper person' determination and make a new declaration every year or as required.
- Members must declare their conflicts/potential conflict of interests. A register of interests will be maintained by the Quality Team.

5.6 Quorum

A quorum shall consist of the following:

- In the case of an even number of members, half of the members plus one.
- In the case of an odd number of members, the next highest whole number after half the number of the members.
- At least one independent member must be present as applicable to the membership of the board/committee.
- In the case of a tied vote, the Chair has the casting vote.
- If a quorum is not present, the meeting shall be adjourned, and decisions made in the absence of a quorum shall not be binding
- Ex officio members are entitled to full voting rights

5.5 Criteria and Characteristics of Independent Members

An Independent member is defined as a person who is neither an employee, shareholder, officer, nor owner of ICHM. To qualify as an Independent member, the following additional criteria will apply:

- Has not had an employment, business, or other material contractual relationship with ICHM within the last three years (other than in the course of engagement as an independent expert);
- Does not have a direct or indirect material financial interest in ICHM;
- Is not involved in the day-to-day management functions of ICHM;
- Is sufficiently impartial and disconnected from ICHM's operations, and in a position to act in ICHM's best interests;
- Does not have a material personal interest in the outcome of a board/committee meeting;
- Is free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence their capacity to exercise independent judgement; and
- Has not been an Independent committee/board member of ICHM for a period longer than nine years .

Independent appointments to boards and committees should complement internal appointments to ensure that the relevant boards and committees effectively conduct their business according to the respective terms of reference detailed within this Charter.

5.6 Memberships of the Board and Sub-committees

Role	Term of Appointment
Chair	Initial appointment – 2 years + may be appointed for 2 additional 3-year terms, maximum tenure 9 years
Independent Members	Initial appointment – 2 years + may be appointed for 2 additional 3-year terms, maximum tenure 9 years
Ex Officio	For the term that they hold the ex officio position

5.7 The Chair of the Board of Directors will:

- be appointed as in the Constitution;
- approve the Board of Directors meeting agenda;
- run and facilitate the effective functioning of Board meetings;
- encourage contributions by all Board members and seek consensus when making decisions;
- act as an essential point of contact between the Board of Directors and the CEO ;
- resolve and address the issues raised by the Directors;
- lead the appointment and induction processes for the CEO, Chair of the Academic Board and the Chair of the Risk and Compliance Committee upon their appointment;
- oversee the process for appraising Board members and the Board as a whole;
- lead the succession planning of the CEO.

6.0 Terms of Reference

6.1 Board of Directors (The Board) - Terms of Reference

6.1.1 Introduction

The Board bears ultimate responsibility to the shareholders and stakeholders for both corporate and academic outcomes, overseeing the management and operation of ICHM.

6.1.2 Purpose

The Board is the principal governing body of ICHM. It bears ultimate responsibility for ensuring that ICHM is well managed, and that its operations are successful, having regard to the primary purpose of education.

6.1.3 Responsibilities

The Board bears responsibility for:

- a. Ensuring ICHM's compliance with all relevant Commonwealth and State laws and regulations, including fulfilling all directors' duties established by the *Corporations Act 2001*, including the prevention of insolvent trading, acting in the best interests of the organisation, acting in good faith and exercising care and diligence¹.
- b. Determine and monitor the governance framework (roles, relationships, systems and processes) to achieve the provider's objectives and meet legislative and statutory obligations².
- c. Ensure the Board of Directors is appropriately constituted (including independent directors); members meet fit and proper person requirements and residency requirements³.
- d. Set the strategic direction by approving the values, vision, mission and Strategic Plan, and oversee the achievement of strategic objectives⁴.
- e. Set realistic performance targets, monitor progress against targets, and require timely corrective action where performance is off track⁵.
- f. Approve the annual budget⁶.
- g. Oversee financial viability and sustainability, including regular monitoring of financial performance, cash flows, reporting accuracy, safeguards and annual independent audit in accordance with Australian accounting standards⁷.
- h. Approve major plans and corporate policies⁸.
- i. Oversee significant new commercial activities⁹.
- j. Obtain and use the information and advice needed for informed, competent decision-making (including independent and academic advice where required)¹⁰.
- k. Define roles and delegate authority appropriately (including to standing committees) and regularly monitor that delegations are implemented and operating effectively¹¹.
- l. Establish the Academic Board and appoint the Academic Board Members¹² and appoint Chair of Risk and Compliance Committee

¹ *Corporations Act 2001 (Cth)* ss 180, 181, 588G; *HESF 2021 cl 6.2.1(a)*;

² *HESF 2021 6.1.3, 6.2.1*;

³ *HESF 2021 6.1.1-6.1.2; Corporations Act 2001 (Cth) s201A*;

⁴ *HESF 2021 6.1.3(a), 6.2.1(b)*;

⁵ *HESF 2021 6.2.1(b)*;

⁶ *HESF 2021 6.2.1(c)(d); Corporations Act 2001 (Cth) s180*

⁷ *HESF 2021 l 6.2.1(c)(d)*;

⁸ *HESF 2021 6.1.3(a)-(c), 6.2.1*;

⁹ *Corporations Act 2001 (Cth)* ss 180-181; *HESF 2021 cl 6.2.1(b)-(d)*;

¹⁰ *HESF 2021 cl 6.1.4*;

¹¹ *HESF 2021 cl 6.1.3(b), 6.3.2(b)*;

¹² *HESF 6.3.1, 6.3.2*

- m. Ensure the Institution's operations (including any delivery through third parties) are governed by institutional policies, and that operations are consistent with those policies¹³.
- n. Oversight of the engagement of third parties and representations of the Institution, including agents and other parties¹⁴.
- o. Oversee provider risk management, ensuring material risks are identified, managed and mitigated effectively, and that risk controls remain effective¹⁵.
- p. Ensure credible business continuity planning and appropriate financial/tuition safeguards to mitigate disadvantage to students if operations change unexpectedly or cease¹⁶.
- q. Monitor trends in formal complaints, misconduct, integrity breaches and critical incidents, and ensure action is taken to address underlying causes and prevent recurrence¹⁷.
- r. Assure ongoing compliance with the Higher Education Standards Framework (HESF) 2021, National Code of Practice for Providers of Education and Training to Overseas Students 2018, and other regulatory requirements including identifying compliance lapses, ensuring prompt corrective action, and evaluating the effectiveness of actions taken¹⁸.
- s. Undertake periodic independent governance reviews (at least every seven years) of the Board and its sub-committees, including their effectiveness; consider the findings, and ensure agreed actions are implemented and documented¹⁹.
- t. Foster an institutional environment that upholds equity and supports the wellbeing of students and staff²⁰.
- u. Ensure qualifications are awarded legitimately and that qualification conferral and secure issuance controls are effective²¹.

6.1.4 The Board Membership

6.1.4.1 Composition

The Board is structured to include members with the diverse range of skills and experience necessary for effective governance. The Board must consist of individuals who annually meet the criteria to be deemed fit and proper persons, as per TEQSA requirements, with at least two members being ordinary residents in Australia. Independent members form part of the composition, offering impartial independent corporate and academic advice to facilitate informed and competent decision making and direction setting. This composition ensures that the Board has access to a comprehensive pool of expertise to fulfill its governance responsibilities.

Members	Term of Office
1. Chair	Initial term of 2 years (maximum 9 years)
2. Independent Directors (up to 3)-includes Chair of Academic Board, Chair of Risk and Compliance Committee	Initial term of 2 years (maximum 9 years)
3. Executive Directors (up to 3)	As determined by the Board

¹³ HESF 6.1.3(c); 5.4.

¹⁴ HESF 7.1.1, 7.1.4, 7.1.5; NC 2018 Standard 1 & 4;

¹⁵ HESF 6.2.1, 5.2;

¹⁶ HESF 6.2.1(i); ESOS Act 2000 (tuition protection/provider default obligations); TPS framework;

¹⁷ HESF 6.2.1(j); HESF 2.4 & 5.2; NC 2018 Std 10;

¹⁸ HESF 6.2.1(k); NC 2018, ESOS framework;

¹⁹ HESF 6.1.3(d);

²⁰ HESF Std 2.2, 2.3, 6.1.4;

²¹ HESF 1.5 and 6.2.1(h);

The CEO, Provost and the Head of Quality & Risk will be in attendance. The Chair can from time-to-time invite any other Senior Leadership Team members as required.

6.1.4.2 Appointment

- Members shall be appointed in accordance with the Company Constitution, taking into consideration relevant standing, experience and/or expertise in areas such as education, law, commercial management, and accounting and finance.
- Members should be appointed in such a way that ensures a balanced membership of the Board in terms of the skills and experience present.
- On appointment, members will receive information regarding the roles and responsibilities inherent in their office and a formal letter of appointment.
- The Board will appoint the Academic Board members and the Chair of Risk and Compliance Committee.

6.1.4.3 Dismissal

- Members may be dismissed from their positions in accordance with provisions outlined in the Company Constitution, or their respective letter of appointment.

6.1.5 Passing Resolutions

The Board may, by a majority vote of members present at meetings, pass resolutions regarding any of the functions and responsibilities described in or allowed by these terms.

6.1.6 Meeting Documentation

- Agendas must be prepared prior to each meeting of the Board. All related documents should be presented to all members at such time as to allow a reasonable time for their perusal.
- Minutes of each meeting must be prepared and circulated within seven (7) days of meetings and must be approved at the next meeting.
- The Board shall meet in ordinary sessions at minimum intervals of three months.
- Special meetings may be held as required.
- The Quality team will provide secretariat support for all Board of Directors meetings.
- The Quality team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.1.7 Standing Committees

The Board of Directors will maintain the following standing committees:

- The Academic Board
- The Risk and Compliance Committee

6.2 The Risk and Compliance Committee – Terms of Reference

The Risk and Compliance Committee ('RCC') is established as a standing committee of the Board. The RCC's primary role is to examine, review, make recommendations and report to the Board on matters of risk and compliance related to higher education. The Chair of RCC reports to the Board at least quarterly. The Board has ultimate primacy of governance over all ICHM's operations including risks.

6.2.1 Purpose

The RCC is responsible for assisting the Board in establishing and maintaining effective compliance and risks management programs to ensure ICHM meets its obligations and effectively mitigates risks.

6.2.2 Responsibilities

The RCC has delegated authority from the Board to undertake the following responsibilities:

- a. Monitor and review risks against the Risk Management Framework/ Policy, proposing improvements and corrective actions where required.²²
- b. Monitor, review, and provide advice to the Board on a regular basis regarding risks, including reporting on risk registers and compliance with relevant legislation and regulations (Higher Education).²³
- c. Monitor and review the activities and outcomes of internal and external audits, and ensure recommendations and agreed actions are promptly implemented and enacted.²⁴
- d. Monitor and oversee risks related to discrimination, Gender based Violence and Sexual Assault, and Sexual Harassment.²⁵
- e. Review the complaints and conduct patterns and report the risks to the Board.²⁶

6.2.3 Meetings

- Meetings of the RCC will take place once a quarter.
- Resolutions regarding the RCC's functions and responsibilities may be passed by a majority vote of members, including at least one independent board member.
- Agendas must be prepared prior to each RCC meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Quality team will provide secretariat support for all RCC meetings.
- The Quality team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.2.4 Membership

Members	Term of Office
1. Chair (Independent)- also an Independent Director	Initial term of 2 years (maximum 9 years)
2. Chair of Academic Board	Invited
3. CEO	Ex officio
4. Head of Quality and Risk	Ex officio
5. Provost	Ex officio

²² HESF 6.2.1(b), 6.2.1(e), 6.2.1(k);

²³ HESF 6.1, 6.2.1(e);

²⁴ HESF 6.1.3(d), 6.2.1(d);

²⁵ HESF 2.3.2, 2.3.4; National Code 6.1, 10.1;

²⁶ HESF 2.4.1, 2.4.2, 6.2.1(j); National Code 10.1;

The Chair can from time-to-time invite any other Senior Leadership Team members as required.

6.3 Academic Board (AB)– Terms of Reference

The Board has delegated its authority for the governance of the higher education academic operations of ICHM to the Academic Board. The Chair of the Academic Board provides advice and reports to the Board of Directors. The Board has ultimate primacy of governance over all ICHM's operations.

6.3.1 Purpose

The Academic Board has responsibility for ensuring the quality and integrity of ICHM's Higher Education academic programs through active academic governance and the promotion of high standards of learning, teaching, and scholarship.

6.3.2 Authority

The Board has delegated authority to the Academic Board for the management of academic policy and the planning, development, and operation of all academic programs. The Board and management of ICHM rely upon the Academic Board to provide independent advice and academic governance. This separation is vital to ensuring the consistency of business operations with the values and objectives of ICHM including the provision of education of the highest possible quality and integrity. The Board appoints the Academic Board members. The Academic Board appoints the members of the AB sub-committees.

Where urgent action is required between scheduled meetings of the Academic Board, the Chair of the Academic Board, in consultation with the Provost, may act on behalf of the Academic Board, and will report all such actions to the Academic Board for ratification at its next meeting.

6.3.3 Responsibilities

The Academic Board has delegated authority from the Board to undertake the following responsibilities:

- a. Lead and provide effective oversight of academic governance through a clear framework of academic policies, systems and processes.²⁷
- b. Approve academic policies and key academic plans (including Learning and Teaching Plan, Scholarship and Research Plan, Gen AI Plan) and strategies and monitor their implementation and effectiveness.²⁸
- c. Review delegations of academic authority and confirm delegations are applied appropriately.²⁹
- d. Foster a culture in which academic autonomy, freedom of speech and free intellectual inquiry are upheld.³⁰
- e. Foster a culture of scholarship and oversee scholarly activity, including scholarship, research and research training.³¹
- f. Maintain oversight of academic and research integrity, including monitoring risks and ensuring appropriate mitigation strategies are in place.³²
- g. Review, monitor and approve preventative actions in relation to academic risks, including risks to students, course quality and graduate outcomes.³³
- h. Provide input on academic risk to the Risk and Compliance Committee.

²⁷ HESF 6.3.1a

²⁸ HESF 6.3.2a

²⁹ HESF 6.3.2b

³⁰ HESF 6.1.4

³¹ HESF 3.2.3a

³² HESF 6.3.2d; 5.2.1-5.2.4

³³ HESF 6.3.2d; 5.3.2; 1.3.4

- i. Provide academic oversight of the quality of learning and teaching, scholarship, and research.³⁴
- j. Set, monitor and ensure that appropriate academic services, facilities and infrastructure are provided to support all courses delivered.³⁵
- k. Monitor and review the academic workforce plan to ensure student to staff ratio and academic leadership align with the levels of awards offered.³⁶
- l. Critically monitor, review and academically approve projects relating to course development, course renewal and, where appropriate, course discontinuation.³⁷
- m. Ensure all accredited courses of study undergo periodic comprehensive review (at least every seven years or as directed by the Academic Board), incorporating external referencing and benchmarking.³⁸
- n. Review and assess relevant academic elements of applications for (re)registration and (re)accreditation to be assessed by external regulators and professional bodies.³⁹
- o. Set, monitor and oversee institutional benchmarks for academic quality and outcomes.⁴⁰
- p. Review course review reports and associated student outcome data to assure performance meets institutional benchmarks.⁴¹
- q. Ensure annual course monitoring, review and improvement activities include internal and external referencing of graduate success, student satisfaction, and cohort performance against comparable courses, including:
 - i. analysis of progression, attrition, completion times and completion rates, grade distributions and comparisons across delivery locations; and
 - ii. review of assessment methods and grading to confirm achievement of learning outcomes in selected units of study.⁴²
- r. Monitor and evaluate proposals for educational innovation and the effectiveness of approved innovations.⁴³
- s. Regularly review and monitor student feedback, grievances, and appeals, and the effectiveness of strategies that support student engagement in academic governance.⁴⁴
- t. Advise on academic aspects in the development and review of ICHM's Strategic Plan.
- u. Provide advice and reports to the Board of Directors on academic matters, including academic outcomes, policies and practices, the quality of teaching, learning and research, and the effectiveness of institutional monitoring, review and improvement of academic activities.⁴⁵
- v. Approve the graduands list and recommend the award conferral list to the Board of Directors.
- w. Exercise other responsibilities as delegated by the Board of Directors.

6.3.4 Membership

Members may be appointed by resolution of the Board on the basis of relevant expertise, experience and/or standing. Members may be dismissed by resolution of the of the Board of Directors.

The members of the Academic Board shall hold office for durations as follows:

³⁴ HESF 6.3.1a

³⁵ HESF 2.1.1

³⁶ HESF 6.3.1c

³⁷ HESF 6.3.2c

³⁸ HESF 5.3.1; 5.3.2

³⁹ HESF 6.3.2c

⁴⁰ HESF 6.3.1b

⁴¹ HESF 6.3.2e; 5.3.3

⁴² HESF 5.3.4a, b

⁴³ HESF 6.3.2f

⁴⁴ HESF 5.3.5; 6.3.3

⁴⁵ HESF 6.3.1d; 6.3.2, h

Members	Term of Office
1. Chair (Independent)- also an Independent Director	Initial term of 2 years (maximum 9 years)
2. Independent Members (up to 4)	Initial term of 2 years (maximum 9 years)
3. Provost	Ex officio
4. Head of Quality and Risk	Ex officio
5. Dean- Academic Delivery	Ex officio
6. Dean- Academic Quality	Ex officio
7. Director of Teaching and Learning	Ex officio
8. Academic Staff Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended
8. Student Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended

The Chair can from time-to-time invite any other Senior Leadership Team members as required.

6.3.5 Meetings

- Meetings of the AB will take place at least four times a year.
- Resolutions regarding the AB's functions and responsibilities may be passed by a majority vote of members, including at least one independent board member.
- Agendas must be prepared prior to each AB meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Quality team will provide secretariat support for all AB meetings.
- The Quality team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.3.7 Standing Sub-Committees of AB

The Academic Board will maintain the following standing committees:

- a. Course Advisory Committee
- b. Teaching and Learning Committee
- c. Scholarship and Research Committee
- d. Board of Examiners

6.4 Course Advisory Committees (for Higher Education) - Terms of Reference

Course Advisory Committees ('CAC') is a standing committee of the Academic Board.

6.4.1 Purpose

The role of the Course Advisory Committee for Higher Education is to lead development and review the courses delegated by the Academic Board and report back to the Academic Board, ensuring alignment with strategic goals, professional accreditation standards and industry best practices.

CACs must be formally established by the Academic Board. The appointment of committee members is determined and approved by the Academic Board.

6.4.2 Responsibilities

The Course Advisory Committee has delegated authority from the Academic Board to undertake the following responsibilities:

- a. Provide advice to the Academic Board on all matters regarding the development and review of existing and future courses.
- b. Provide input, guidance, and assistance on all course accreditation/reaccreditation projects (regulatory and professionally accredited).
- c. Engage with independent academics and appropriate industry experts to provide specialist advice on emerging discipline-specific and educational trends.
- d. Undertake, as scheduled, interim and comprehensive course reviews of existing courses.
- e. Undertake, as scheduled external course reviews for the courses in development.

6.4.3 Meetings

- CACs are expected to meet three times per year for each discipline area. More frequent meetings may be held during course development or during course review.
- The Chair will establish these meetings and arrange for agendas and minutes.
- Agendas must be prepared prior to each meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Academic team will provide secretariat support for all CAC meetings.
- The Academic team working with Quality Team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.
- The Discipline areas include Hospitality Management.

6.4.4 Membership

CAC membership is based on relevant expertise and experience, ensuring balanced representation.

Members	Term of Office
1. Dean- Academic Quality -Chair	Ex officio
2. External Academic and Industry Members (up to 3)	Initial term 1 year and may be extended
3. Quality Office Representative	Ex officio
4. Dean- Academic Delivery	Ex officio
5. First Nations Representative	Appointed/ Invited
6. Director of Teaching and Learning	Ex officio
7. Discipline Lead/ Course coordinators/ Academic Staff (up to 3) including Head	Ex officio

Members	Term of Office
of Placement and Provost (or delegate)	
8. Student Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended

The Chair can from time-to-time invite any other Senior Leadership Team members/ staff of ICHM as required.

6.5 Teaching and Learning Committee – Terms of Reference

The Teaching and Learning Committee ('TLC'), as a Standing Committee of the Academic Board for Higher Education Courses, will collaborate with, and report to the Academic Board to ensure high quality teaching and learning across the institution.

6.5.1 Purpose

The purpose of the TLC is to formulate and implement teaching and learning policies, provide progress reports to the Academic Board, monitor compliance, advise on current and emerging issues, consult with experts, manage curriculum development proposals, and engage in cohort monitoring.

6.5.2 Responsibilities

- a. Initiate learning and teaching initiatives, educational innovation, and processes to support excellence in all academic activities.
- b. Monitor, review, and promote the effectiveness of learning, teaching, and assessment practices.
- c. Ensure academic staff are appropriately qualified and skilled to deliver courses.
- d. Analyse student performance (grades, progression, attrition, completion) by cohort, course, campus, and agent, and report on outcomes to the Academic Board, including admission standards.
- e. Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes.
- f. Develop approaches for learning and teaching pedagogies at the College.
- g. Review the student support services, academic support, physical and IT resources provided for all learning and teaching delivery.
- h. Develop and oversee the implementation of policies relevant to learning and teaching.
- i. Oversee academic integrity, record any breaches, and review actions taken.

6.5.3 Meetings

- The TLC is expected to meet at least four times per year.
- The Chair will establish these meetings and arrange for agendas and minutes.
- Agendas must be prepared prior to each meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Academic team will provide secretariat support for all TLC meetings.
- The Academic team working with Quality Team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.5.4 Membership

Members	Term of Office
1. Provost/ Delegate -Chair	Ex officio
2. Registrar/ Head of Operations	Ex officio
3. Dean- Academic Quality	Ex officio
4. Course Coordinator (s)/ Discipline Head (up to 3)	Ex officio
5. Dean- Academic Delivery	Ex officio
6. Director of Teaching and Learning	Ex officio
7. Quality Office Representative	Ex Officio
8. Academic Staff Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may

	be extended
9. Student Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended

The Chair can from time-to-time invite any other Senior Leadership Team members/ staff of ICHM as required.

6.6 Scholarship and Research Committee – Terms of Reference

6.6.1 Purpose

The Scholarship and Research Committee is a standing committee of Academic Board and has delegated authority from the Academic Board and is convened to foster and support a culture of research and scholarly activities

6.6.2 Responsibilities

- a. Foster the culture of scholarly activities.
- b. Develop and build the capacity for academic research and scholarly activities with industry and academic partners.
- c. Periodically review research ethics proposals to ensure guidelines related to negligible and low-risk research are being met.
- d. Oversee the ongoing maintenance of a Scholarship Register and Research Register.
- e. Develop appropriate policies and guidelines to support research and scholarly activities.

6.6.3 Meetings

- The SRC is expected to meet at least twice a year.
- The Chair will establish these meetings and arrange for agendas and minutes.
- Agendas must be prepared prior to each meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Academic team will provide secretariat support for all SRC meetings.
- The Academic team working with Quality Team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.6.4 Membership

Members	Term of Office
1. Dean- Academic Quality -Chair	Ex officio
2. Dean- Academic Delivery	Ex officio
3. Course Coordinator (s)/ Discipline Head (up to 3)	Ex officio
4. Provost/ Delegate	Ex officio
5. Director of Teaching and Learning	Ex officio
6. Academic Staff Representative (Research active)	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended

The Chair can from time-to-time invite any other Senior Leadership Team members/ staff of ICHM as required.

6.7 Board of Examiners – Terms of Reference

6.7.1 Purpose

The Board of Examiners is a standing committee of Academic Board.

The Board of Examiners reviews all academic coursework results, approves the release of the final marks/grades, and approves those students eligible for conferral of awards.

6.7.2 Responsibilities

- a. Review and monitor the awarding of administrative grades.
- b. Oversee moderation and assessment validation processes.
- c. Approve the release of final and administrative marks and grades for units.
- d. Review reports from unit coordinators/ academic staff for units identified for further monitoring.
- e. Analyse and monitor grade distribution for courses, units, and campuses each study period to ensure comparability with other higher education institutions.
- f. Determine student eligibility to graduate and recommend the award conferral list to the Academic Board.
- g. Monitor assessment related policies, procedures, and practices to ensure best practice and recommend improvements and changes to the Learning and Teaching Committee.
- h. Recommend the Dean's Merit Awards and awards for academic excellence to the Academic Board.
- i. Approve the list of students identified for academic caution and at risk.

6.7.3 Meetings

- The BoE is expected to meet every term.
- The Chair will establish these meetings and arrange for agendas and minutes.
- Agendas must be prepared prior to each meeting, with related documents provided to members in advance.
- Minutes of each meeting must be prepared and circulated within seven (7) days and approved at the next meeting.
- Special meetings may be held as required.
- The Academic team will provide secretariat support for all BoE meetings.
- The Academic team working with Quality Team will maintain the meeting papers, minutes of the meetings, resolutions register and actions register.

6.7.4 Membership

Members	Term of Office
1. Dean- Academic Delivery-Chair	Ex officio
2. Course Coordinator (s)/ Discipline Head (up to 3)	Ex officio
3. Dean-Academic Quality	Ex officio
4. Director of Teaching and Learning	Ex officio
5. Academic Staff Representative	Recommended by Dean-Academic Delivery. Initial term 1 year and may be extended
6. Head of Student Administration/ Registrar	Ex Officio

The Chair can from time-to-time invite any other Senior Leadership Team members/ staff of ICHM as required.

6.8 Gender Based Violence (GBV) Taskforce - Terms of Reference

Gender Based Violence (GBV) Taskforce is a taskforce that reports to the Risk and Compliance Committee.

6.8.1 Purpose

Gender Based Violence Taskforce is a taskforce which whole-of-organisation leadership to prevent and respond to broader Gender-based Violence (GBV) and Sexual Assault & Sexual Harassment (SASH) and ensure compliance with the National Higher Education Code and continuous improvement in safety, support and culture.

6.8.2 Responsibilities

- a. Accountable leadership & governance: Whole of Organisation Prevention & Response Plan; outcomes framework; six monthly reporting to Governing Body; biannual Chair report to the Board.
- b. Safe environments and systems: Maintain plain English, trauma informed GBV policy; manage declarations and conflicts of interest; implement Ombudsman recommendations.
- c. Knowledge and capability: Evidence informed prevention education; annual 'responding to disclosures' training; qualified risk assessors/investigators; engage external experts where needed.
- d. Safety and support: Person centred, trauma informed responses; access to supports and adjustments; separate case managers for disclosers/respondents; periodic service reviews.
- e. Safe processes: Clear multi-channel reporting (incl. anonymous); investigate formal reports; procedural fairness; target resolution within 45 business days and appeals within 20 business days.
- f. Data, evidence and impact: Privacy complaint data collection and analysis; annual data reporting by 30 June.

6.8.3 Meetings

- Meet at least four times a year; urgent meetings within 24 hours for serious risk.
- Quorum: Chair (or delegate) + 50% of voting members, including one student and one staff representative.
- Consensus where possible; otherwise simple majority with Chair casting vote; declare and manage conflicts of interest.
- Handle information per Privacy Laws and the Code.

6.8.4 Membership

Members	Term of Office
1. CEO -Chair	Ex officio
2. Provost	Ex officio
3. Head of Operations	Ex officio
4. Head of Placements	Ex officio
5. Head of Quality and Risk	Ex officio
6. Staff Representative (up to 4)	Ex officio

The Chair can from time-to-time invite any other Senior Leadership Team members/ staff of ICHM as required.

7.0 Policy Information

Policy name:	ICHM Governance Framework
Document number:	6.1.1b
Version number:	1.0
Audience:	☒ Staff ☒ Students ☒ Public
Date approved:	19/02/2026
Date of previous approval:	18/04/2024
Effective date:	17/03/2026
Next review date:	19/02/2028
Related documents:	ICHM Pty Ltd Constitution, Delegations Framework, Risk Register, QA Framework
Approving authority:	Board of Directors
References and Legislation:	Tertiary Education Quality and Standards (TEQSA) Act 2011 (Cth) Higher Education Standards Framework (Threshold Standards) 2021 Education Services for Overseas Students Act 2000 (Cth) The National Code of Practice for Providers of Education and Training to Overseas Students 2018 (National Code 2018) Higher Education Support Act 2003 (Cth).
Responsibilities:	Board of Directors, Academic Board, Risk and Compliance Committee

8.0 Change Log

Date	Version	By	Notes
On 19 Feb 2026 the following document was superseded by this framework. ICHM Governance and Quality Assurance Framework Please refer to the archived document for the previous change log.			
19/02/2026	1.0	Provost	Governance Framework harmonised with Acknowledge Education's framework. Functions and responsibilities collated in the Terms of Reference. New GBV Taskforce ToR added. New sub-committees of AB- BoE and SRC added.