

# Board of Directors: Terms of Reference

## 1. Role

- 1.1. The Board of Directors is the corporate governance body of the Australian Performing Arts Conservatory (APAC) in accordance with the Higher Education Standards Framework (Threshold Standards) 2021 and the Standards for Registered Training Organisations (RTOs) 2014. The APAC Constitution is the principal governing document.
- 1.2. These terms of reference set out the details of the Board of Directors' higher education responsibilities and operations, notwithstanding the requirements of the Constitution and the *Corporations Act 2001* (Cth).
- 1.3. For the purposes of clarity, reference to the Board of Directors (the Board) in this document refers to the APAC Board of Directors.

## 2. Responsibilities

- 2.1. The primary responsibilities of the Board of Directors are to:
  - a. Operate in line with the Corporations Act (2001) Cth which include the duty to act with care, skill and diligence and to place themselves in a position to guide and monitor the Company. The Board is expected to make appropriate enquiries about the Company's financial status to satisfy itself regarding the financial sustainability and solvency of the Company.
  - b. Ensure compliance with relevant legislation and regulatory requirements through the oversight of APAC activities and the development, monitoring and review of policies and practices and initiating prompt action where compliance is deemed to have lapsed.
  - c. Oversee the management and performance of APAC, including academic governance and the implementation and effectiveness of management and performance improvement activities.
  - d. Establish and monitor the vision and mission of APAC, including business and strategic planning, risk management and accountability.

- e. Confirm the operation of APAC and its provision of higher education and, where relevant, research training and the conduct of research is governed by APAC's policies, processes, and guidelines (whether by APAC or through associated parties).
- f. Set and monitor annual budgets and financial forecasts, and oversee APAC's financial management and performance, including financial viability and sustainability.
- g. Monitor and oversee the assessment and management of risks, ensuring APAC is equipped with sufficient strategies to mitigate risks that may eventuate.
- h. Establish, monitor and review the implementation of an appropriate system of delegated authority to ensure the effective discharge of those functions.
- i. Oversee occupational health and safety policies and procedures, and ensuring they comply with regulatory requirements.
- j. Ensure the appropriate representation of APAC, its educational offerings and information pertaining to APAC and its educational offerings is maintained, both directly and through third parties.
- k. Ensuring the activities of the Board are carried out in accordance with APAC's Constitution.
- l. Appoint the Chief Executive Officer (CEO), including the oversight and annual review of their performance.
- m. Ensure policies and practices, including academic policies and practices, support participation by Aboriginal and Torres Strait Islander peoples and are sensitive to Aboriginal and Torres Strait Islander knowledges and cultures.
- n. Review and approve of regulatory applications, including course accreditation submissions, following endorsement by the Academic Board, in accordance with HESF Standard 6.1.3.
- o. Oversee the legitimate conferral of qualifications, as recommended by the Academic Board.
- p. Appoint the Chairs of the APAC Academic Board and the APAC Finance, Audit and Risk Management Committee.
- q. Ensure credible business continuity plans and adequate financial and tuition safeguards are in place that mitigate disadvantages to students due to unexpected changes in operations.
- r. Monitor and oversee formal complaints, allegations of misconduct, appeals processes for non-academic matters, breaches of academic or research integrity and critical incidents.
- s. Appoint an external auditor.
- t. Oversee and respond to outcomes of any external reviews, including developing and monitoring implementation of action plans
- u. Provide leadership towards APAC's organisational culture, aligned to APAC's values, mission, and objectives of the Company as outlined in the Constitution.

- v. Report regularly to Shareholders.
- 2.2. In executing its responsibilities, the Board will have regard to:
- a. Obtaining and using information and advice, including independent advice, to inform competent decision-making and direction-setting as required.
  - b. Undertaking annual reviews of its own performance and evaluating the self-assessed performance reports of sub-committees, considering the effectiveness of the outcomes and performance of governing bodies and academic governance processes, and ensuring that recommendations arising from such reviews are considered and implemented as required.
  - c. Pursuant to 3.2.b, facilitating the independent review of the Board of Directors and its sub-committees at least every five (5) years and ensuring that recommendations are considered and implemented as required.
  - d. Developing and maintaining an institutional environment in which the freedom of speech and free intellectual inquiry are upheld and protected.
  - e. Ensuring students and staff are treated equitably, and that their wellbeing is fostered.
  - f. Ensuring students are supported in making informed decisions and have opportunities to participate in governance processes.
  - g. Ensuring a true record of the business of the Board and APAC is maintained.

### **3. Composition**

- 3.1. The Board of Directors must be comprised to ensure membership collectively and effectively meets the requirements of the role and responsibilities and duties as set out in the Constitution, Governance Framework and these Terms of Reference.
- 3.2. Expertise of the Board of Directors must collectively cover corporate governance, business management, higher education, financial, and legal experience.
- 3.3. The Board of Directors may consist of non-executive members, executive members and independent members (in accordance with s4.9 of the APAC Governance Framework); however, a balance of members must be independent of shareholders and executive management of at all times.
- 3.4. The Board of Directors must comprise at least five (5) members.
- 3.5. The composition of the Board of Directors is comprised of the following:
  - a. The Chair (who is an independent director);
  - b. Minimum 2 Shareholder representative;
  - c. At least 2 independent directors; (in addition to the Chair)
- 3.6. The Chair may request the attendance of individuals with specialist knowledge or expertise as required. This will include but is not limited to, the CEO, Academic Board Chair and management. This invitee will not hold voting rights.
- 3.7. Directors will be appointed for a term of up to three (3) years and may serve a maximum of

two (2) consecutive terms.

- 3.8. Members cannot be absent from three (3) consecutive meetings without approval of a formal leave of absence.
- 3.9. In accordance with the TEQSA Act (2011) and the National Vocational Education and Training Regulator Act (2011), each member must complete and sign a Fit and Proper Persons Declaration. These declarations will be retained on file by the Secretariat.

## **4. Delegations to Sub-Committees**

- 4.1. The Board may delegate matters to its sub-committees, as set out in the committees' Terms of Reference and the Delegations Register. Matters delegated to Executive Management are provided in the Delegations Register.
- 4.2. To assist in effectively discharging the responsibilities of the Board, the Board has established the following sub-committees:
  - a. Finance Audit and Risk Committee;
  - b. Academic Board.

## **5. Meetings**

### **5.1. Quorum**

- 5.1.1. Quorum of the Board of Directors will comprise
  - a. Half of the membership, plus one;
  - b. The Chair, or nominee (Deputy or Acting Chair);
  - c. At least 2 independent members;
  - d. At least one shareholder representative as determined by Section 3.5.b of these Terms of Reference.
- 5.1.2. Where quorum has not been established, the Chair may exercise discretion to continue or cancel the meeting. Items of business at an inquorate meeting may be sent to members for approval out of session.

### **5.2. Frequency**

- 5.2.1. The Board of Directors will meet at least four (4) times per year including at least one (1) strategy session per year. Dates will be detailed in the annual Board of Directors calendar. The Chair will set the annual calendar with the office of the CEO. This will be distributed within two (2) months before the start of the next calendar year so that members can plan their calendars accordingly. Board and Sub Committee meetings can be held in person or virtually, or a combination of both.
- 5.2.2. Extraordinary meetings may be convened by the Chair or at the request of the APAC Board of Directors or Chair of the Academic Board at any time, with no fewer than

five (5) business days' notice to members.

### **5.3. Out-of-Session Resolutions**

- 5.3.1. A circulating resolution in writing signed by all the members of a committee out of session, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the members duly called and constituted at the time the resolution was last signed and may consist of several documents in like form each signed by one or more of the members.
- 5.3.2. For out-of-session, non-urgent matters, a flying minute may be circulated to members. Flying minutes of out of session resolutions can be signed electronically via email or via a document signing application.

### **5.4 Secretariat**

- 5.4.1 Secretariat services will be provided by APAC, at the nomination of the Chair or Chief Executive Officer.
- 5.4.2 The secretariate does not have voting rights.
- 5.4.3 The Secretariat is responsible for:
- 5.4.4 Preparing and distributing agenda papers to members in advance of scheduled meetings.
- 5.4.5 Coordinating papers for inclusion in Board packs.
- 5.4.6 Recording Board meeting minutes endorsed by the Chair for distribution to members.

## **6 Higher Education Standards Framework (Threshold Standards)**

6.4 The principal Standards pertaining to academic governance within the HESF (Part A) and relevant to the activities of the Board of Directors are:

### **6.5 Corporate Governance**

- 6.1 Corporate Governance
- 6.2 Corporate Monitoring and Accountability

In turn, these Standards are linked to:

- 6.3 Academic Governance
- 7.1 Representation
- 7.2 Information for Prospective and Current Students
- 7.3 Information Management
- 5.1-5.4 Institutional Quality Assurance
- 2.3 Wellbeing and Safety
- 2.4 Student Grievances and Complaints
- 1.5 Qualifications and Certification

## 7 Review

9.1 At least annually, these Terms of Reference will be reviewed and assessed by the Board of Directors, and any proposed amendments will be considered and subject to the approval of the Board.

## 8 Relevant Documents

- Higher Education Standards Framework (Threshold Standards) 2021
- Tertiary Education Quality and Standards Agency Act 2011 (Cth) (TEQSA Act)
- National Vocational Education and Training Regulator Act 2011 (Cth)
- Standards for Registered Training Organisations (RTOs) 2015
- Corporations Act 2001 (Cth)
- Higher Education Support Act 2003 (Cth)
- Education Services for Overseas Students Act 2000 (Cth)
- National Code of Practice for Providers of Education and Training to Overseas Students 2018
- The APAC Constitution
- APAC Delegations Register
- APAC Governance Framework

### Version Control and Document Owner

<b>Policy Category</b>	Governance	<b>Approval Date</b>	TBC	
<b>Document Owner</b>	Chair, Board of Directors	<b>Approval Authority</b>	Board of Directors	
<b>Audience</b>	Staff	<b>Review Date</b>	September 2028	
Revision History				
Version	Author	Change Summary	Date Approved	Date Effective
1.0	APAC	New document.	21 January 2019	
1.1	APAC	Revision due to new structure. BoD as governing authority and removal of Governance Board. Amendments to comply with Threshold Standards 2015.		
2.0	DVE Business Solutions Pty Ltd	Review and update of Terms of Reference.	19 October 2022	
2.1	DVE Business Solutions Pty Ltd	Review and update of Membership details.	30 January 2023	

3.0	APAC	<p>Removed Ashley Jones as a member</p> <p>4.9 addition of rules relating to meeting absences</p> <p>7.2.1 Update to meeting frequency</p> <p>7.4.2c update to timing of circulation of draft minutes to Chair for endorsement</p> <p>7.4.2d addition of requirement for sub-committee Chairs to provide a report for the Board pack.</p>	20 September 2023	20 September 2023
3.1	APAC	<p>7.2.1 addition of meetings can be held in person, virtually or combination</p> <p>7.3.2 addition of flying minute signing</p> <p>4.8 Deleted – proxy attendee and vote</p> <p>7.4.1 removed reference of secretariat services being provided by ATMC</p> <p>Additional Shareholder Representative added to Membership</p>	23 February 2024	23 February 2024
3.2	APAC	<p>Review and update Terms of Reference</p> <p>1. Membership: updated members including removal on two (2) independent members and CEO. Inclusion of term dates.</p> <p>3. Responsibilities: addition of clause 3.1 (m) &amp; 3.1 (r)</p> <p>4.5 Membership: removal of maximum members (refer to Governance Framework and Constitution)</p> <p>4.6 Membership updated to reflect three (3) Independent Members and removal of Academic Board Chair and CEO.</p> <p>4.7 Updated guest attendance</p> <p>4.10 Additional inclusion of secretariat duties</p> <p>7.1 Quorum updated to reflect one (1) Shareholder and two (2) independent members</p> <p>7.4 Remove and consolidated in 4.10 Secretariat duties</p>	02 October 2025	03 October 2025
3.3	APAC	<p>Review and update Terms of Reference:</p> <ol style="list-style-type: none"> <li>1. Remove Membership table</li> <li>2. Include 2.1 (p) responsible to appoint Chairs AB and FARM</li> <li>3. Remove 4. Appointment of Directors and include Director terms in the composition (3.8)</li> <li>4. Update frequency of meetings</li> </ol>	02 December 2025	03 December 2025