

# Academic Board: Terms of Reference

## 1. Responsible Body

The Academic Board is constituted under the delegated authority of the Board of Directors and reports directly to it.

## 2. Role

- 2.1 The Academic Board plays a crucial role in ensuring academic programs meet regulatory standards, overseeing teaching, learning and research and academic quality, and setting and reviewing academic policies and procedures and compliance.
- 2.2 These terms of reference set out the details of the Academic Board's higher education responsibilities and operations.

## 3. Responsibilities

The primary responsibilities of the Academic Board and the underpinning activities are:

- 3.1 Develop, endorse and maintain institutional policy frameworks for student admissions, assessment, curriculum design, credit transfer (recognition of prior learning) and participation.
- 3.2 Oversee quality-assurance mechanisms for assessment, learning outcomes and third party/course-delivery partnerships ensuring alignment with the AQF and HESF 2021.
- 3.3 Review and act on student performance, retention and progression data to inform improvement strategies.
- 3.4 Ensure student feedback is systematically gathered, analysed and used to enhance teaching, learning, course design and the student experience.
- 3.5 Monitor equity, diversity and inclusion in academic programs and staffing to uphold access and participation goals.
- 3.6 Champion and monitor principles of academic integrity, free inquiry and speech including monitoring breaches, complaints, appeals, and allegations of academic misconduct. Act as the final internal decision-maker for academic matters, and report occurrences and actions to the Finance and Risk Management Committee.
- 3.7 Monitor annual and comprehensive reviews including benchmarking, and their summary reports, monitor the implementation of recommended actions, and report outcomes to the Board of Directors.

- 3.8 Set a scholarly and research direction for the institution.
- 3.9 Ensure provision and periodic review of academic infrastructure and resources (libraries, studios, learning spaces, digital platforms) to support APAC activities.
- 3.10 Ensure alignment of courses with APAC strategic objectives, the AQF, HESF (2021) and relevant legislative or accrediting requirements.
- 3.11 Consider and make decisions on all aspects of the development, accreditation and re-accreditation of courses, seeking approval from the Board of Directors for relevant submissions to TEQSA in alignment with Standard 5.1.3 of the HESF (2021).
- 3.12 Provide independent and authoritative advice to the Board of Directors and the Chief Executive Officer on all matters pertaining to the academic functions and strategic directions, including recommending conferral of awards for students, and policies and practices.
- 3.13 Develop and apply criteria to evaluate own performance and governance effectiveness, and report findings to the Board of Directors annually.
- 3.14 Receive recommendations and reports from the Course Advisory Committee and Teaching and Learning Working Group and provide a written report to the APAC Board of Directors following each meeting of the Academic Board.
- 3.15 Include minutes from Academic Board meetings in the Board of Directors' meeting pack for the meeting that immediately follows each Academic Board meeting.
- 3.16 Provide an Annual Report summarising Academic Board activities and outcomes to the Board of Directors within 8 weeks of the close of financial year.

## **4. Composition**

- 4.1 The Academic Board must be comprised to ensure membership collectively and effectively meets the requirements of the role and responsibilities and duties as set out in the Governance Framework and these Terms of Reference.
- 4.2 The Academic Board 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 at all times.
- 4.3 The Academic Board is comprised of no fewer than five (5) and no more than seven (7) voting members, no fewer than two (2) of which must be external members.

- a. The Chair as appointed by the APAC Board of Directors
  - b. A Deputy Chair can be appointed from among the members of the Board as required.
  - c. Up to two (2) senior higher education academics, who may be external members.
  - d. Up to two (2) professional or industry representatives, who must be external members
  - e. The Director of Higher Education
- 4.4 The Chief Executive Officer (CEO) shall serve as an ex officio member to provide strategic and operational insights relevant to academic governance but does not hold voting rights.
- 4.5 One student representative will be invited to attend but will hold no voting rights.
- 4.6 The Chair may request the attendance of individuals with specialist knowledge or expertise as required. Such invitees will not hold voting rights.
- 4.7 Board members must observe the APAC Constitution, policies, and standing orders; act in the best interests of APAC, its students, and shareholders; uphold integrity and proper purpose; declare any conflicts of interest; avoid misuse of information or position; and exercise due diligence to ensure APAC's efficient and lawful operation.
- 4.8 Members may be appointed for a term of three (3) years and may serve a maximum of two consecutive terms.
- 4.9 Members cannot be absent from three (3) consecutive meetings without approval of a formal leave of absence.
- 4.10 The Chair will induct new members in line with APAC's Governance Framework, ensuring they understand their responsibilities and the board's operating principles.
- 4.11 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.

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

- 5.1 The Academic Board may delegate matters to sub-committees, as set out in those committees' Terms of Reference and the Delegations Register, or with the approval of the APAC Board of Directors.
- 5.2 To assist in effectively discharging its responsibilities, the Academic Board has established the following sub-committees:

- a. Teaching and Learning Working Group
- b. Course Advisory Committee
- c. Grades Ratification Committee
- d. Appeals Committee

## **6. Meetings**

### **6.1 Quorum**

6.1.1 Quorum of the Academic Board will comprise:

- a. Half of the appointed members, plus one;
- b. The Chair, or nominee (Deputy or Acting Chair);
- c. At least one (1) external member.

6.1.2 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.

### **6.2 Frequency**

6.2.1 The Academic Board will meet at a minimum of three (3) times per year according to a pre-established schedule.

6.2.2 Extraordinary meetings may be convened by the Chair or at the request of the APAC Board of Directors at any time, with no fewer than five (5) business days' notice to members.

### **6.3 Out-of-Session Resolutions**

6.3.1 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.

6.3.2 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.

## 6.4 Secretariat

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

## 7. Higher Education Standards Framework (Threshold Standards) 2021

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

- 6.3 Academic Governance, which draw on outcomes from systems related to
- 5.1-5.4 Institutional Quality Assurance

In turn, these Standards are linked to:

- 2.1-2.4 Learning Environment
- 3.1-3.3 Teaching
- 4.1- 4.2 Research and Research Training
- 6.1 Corporate Governance
- 6.2 Corporate Monitoring and Accountability
- 7.2 Information for Prospective and Current Students
- 7.3 Information Management

## 8. Review

8.1 These Terms of Reference will be reviewed at least annually by the Academic Board, and any proposed amendments will be submitted to the APAC Board of Directors for approval.

## Version Control and Document Owner

<b>Policy Category</b>	Governance	<b>Approval Date</b>		
<b>Document Owner</b>	Chair, Academic Board	<b>Approval Authority</b>	Board of Directors	
<b>Audience</b>	Academic Staff	<b>Review Date</b>	February 2027	
Revision History				
Version	Author	Change Summary	Date Approved	Date Effective
1.0	DVE Business Solution Pty Ltd	New document.		
1.1	Prof Emeritus Brad Haseman,	Edit of functions into sub-sets.	6 October 2022	
Revision History				
	Chair Academic Board			
2.0	APAC	Change to Membership Table Change to 6.4.2c from 5 to 10 business days	23 February 2024	23 February 2024
3.0	APAC	Removed Membership table, removed clause 2.1, updated 4.4a Chair, 4.4b Deputy Chair, amended wording of tenure.	02 December 2025	03 December 2025