



AUSTRALIAN INSTITUTE OF BUSINESS AND MANAGEMENT PTY LTD

GOVERNANCE CHARTER

7 March 2025

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1 Purpose

The purpose of the Governance Charter is to establish the governance system for the Australian Institute of Business and Management Pty Ltd trading as King's Own Institute (KOI), together with its subsidiary companies (collectively referred to as AIBM).

The primary purpose of AIBM is the provision of higher education. AIBM is committed to support free intellectual enquiry in its academic endeavours as well as nurturing a culture of scholarship throughout the organisation.¹

2 Definitions

"AIBM" means the Australian Institute of Business and Management and its subsidiary companies.

"Company" means the Australian Institute of Business and Management Pty Ltd.

"Constitution" means the Constitution of AIBM registered on 7 August 2008, together with any amendments or additions approved by the members of AIBM.

"Council of Directors" or "Council" means the Board of Directors of the Company.

"Academic Board" means the committee responsible for the oversight of the academic functions and policies of AIBM.

"CEO and President" means the Chief Executive Officer of AIBM.

"Governance Charter" or "Charter" means the Governance Charter approved by the Council of Directors and includes amendments approved from time to time by the Council of Directors.

3 The Governance of AIBM

The Council of Directors of AIBM is the principal governing authority. Under the Constitution², the Council of Directors is responsible for the management and control of the business and affairs of AIBM.

Under the Constitution, the Council of Directors may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Directors as they may think fit for such time and to be exercised for such purpose and on such terms and conditions and with such restrictions as they think expedient.³

The Council of Directors has established the Academic Board with the responsibility for the oversight of the academic functions and policies of AIBM.⁴

The Council has appointed the CEO and President as the principal executive officer of AIBM to be responsible for executive management and for the academic, administrative, financial and other business of AIBM.

The Council of Directors, the Academic Board and the CEO and President have the distinct roles described in this Charter for corporate governance, academic governance and executive management respectively and collaborate to achieve a coherent system of governance which complies with the requirements of the Higher Education Standards Framework.⁵

¹ AIBM Constitution, 1 June 2023, clause 2.3.

² AIBM Constitution, 1 June 2023, clause 84.1.

³ AIBM Constitution, 1 June 2023, clause 88.1

⁴ AIBM Constitution, 1 June 2023, clause 88.2.

⁵ Higher Education Standards Framework (Threshold Standards) 2015.

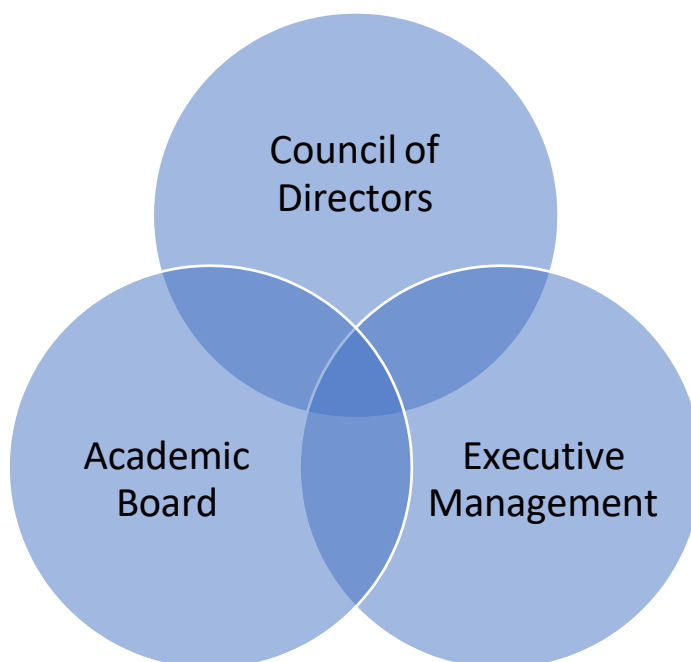


Figure 1. Components of governance for AIBM

As of the date of this Governance Charter, the sole member of the Company is Aspen Higher Education Pty Ltd.

The following matters are reserved in the Constitution for approval of general meetings of the Company.

#	Matters reserved for general meetings	Authority
1	Certain changes of share capital	Constitution, clause 43, subject to clauses 5-9.
2	Amendments of the Company Constitution	Constitution, clause 46.4.1
3	Appointment, replacement and removal of Directors and the Chairperson of the Council	Constitution, clause 69.1
4	Significant contracts ⁶	Constitution, clause 46.4.2
5	Appointment, removal and remuneration of the auditor	Constitution, clause 46.4.3

⁶ See definitions in the Administrative Delegations Register.



4 Council of Directors

The Council of Directors is the corporate governing body of AIBM and is collectively accountable for the governance, direction setting, oversight and performance of AIBM overall. The Directors are accountable for all AIBM's operations in and from Australia, including accountability for the award of higher education qualifications, and for continuing to meet the requirements of the Higher Education Standards Framework. The arrangements for corporate governance aim to ensure that there is a traceable accountability pathway to the Council for all areas covered in the Higher Education Standards Framework.

4.1 Terms of reference

The Council of Directors exercises competent governance oversight of and is accountable for all of AIBM's operations, for complying with the Higher Education Standards Framework and for AIBM's representation of itself. The Council of Directors acts for and on behalf of AIBM and has the following functions:

1. To approve the vision, mission and values, the strategic plan and the business plan of AIBM, to monitor the performance against the goals and ensure action is taken to correct underperformance
2. To approve the annual budget of AIBM, monitor the financial position and performance of AIBM and ensure that AIBM is financially viable and has the capacity to continue to achieve its higher education objectives and performance targets and to sustain the quality of higher education that is offered
3. To declare and pay dividends as appear to be justified by the performance of AIBM
4. To approve and monitor systems of control and accountability for AIBM and ensure that delegations of financial, academic and operational authority are implemented appropriately and reviewed at least annually
5. To ensure that risks to higher education operations have been identified and material risks are being managed and mitigated effectively and ensure that appropriate business continuity plans including tuition protection safeguards are in place
6. To ensure that mechanisms for competent academic governance and leadership of higher education provision and other academic activities have been implemented and are operating effectively
7. To appoint, remove, approve the remuneration and monitor the performance of the CEO and President
8. To appoint, remove and approve the remuneration of the Vice-Presidents and other senior managers
9. To ensure that the Council considers a transparent process for the appointment of members of the Council of Directors in line with skills and experience, as determined from time to time.
10. To make such policies as it sees fit for the management, good government and discipline of AIBM and to ensure that the policies are operating effectively
11. To approve the award of qualifications
12. To monitor the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic or research integrity and critical incidents and to ensure that action is taken to address underlying causes
13. To approve the organisation structure and management reporting mechanisms
14. To establish committees and the rules for the operation of committees
15. To maintain a true record of the business of the Council and its committees
16. To approve the stipend of directors and members of committees
17. To approve the form and use of an emblem of AIBM or of any person or organisation



within or associated with AIBM

18. To obtain advice and receive and disclose information to meet compliance requirements of AIBM and the members
19. To review its own performance regularly in light of its functions and obligations under this Charter, the Company Constitution and the Higher Education Standards Framework
20. To ensure that lapses in compliance with the Higher Education Standards Framework are identified and monitored and prompt corrective action is taken
21. To schedule an independent review at least every five years that measures the effectiveness of the Council, as well as its corporate and academic governance processes and to ensure that the findings of such reviews are considered by the Council and agreed actions are implemented.
22. To ensure that the Council consider all policies of KOI when appointing members to the Council, Academic Board and its committees and the Audit and Risk Committee including but not limited to, the KOI Fairness and Equal Opportunity Policy, compliance with all Federal and State discrimination Acts and employment law standards (if applicable)

4.2 Director Code of Conduct

Directors bear individual responsibility for the performance of their duties before the law and collective responsibility for the behaviour of the board. It is vital that directors understand both the legal duties of their position and corporate expectations as to how they should go about fulfilling their role. Each director also needs to understand what is expected of him or her individually as part of the board.

Every director of the Australian Institute of Business and Management Council is expected to comply with the Code of Conduct for Directors as determined by the Council.

The duties listed below are intended to assist directors in complying with their legal and Company obligations. They are not meant to be exhaustive and may require review to address areas of concern as they arise.

1. Duty to act honestly, in good faith and in the best interests of the Company as a whole (s 181 of the *Corporations Act 2001* (Cth) and not to engage in conduct likely to bring discredit upon the Company
2. Duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office (s 180 and 198A(1) of the *Corporations Act 2001* (Cth))
3. Duty to use powers of office for a proper purpose, in the best interests of the Company as a whole
4. Primary responsibility to the Company's shareholders but should, where appropriate, have regard for the interest of all stakeholders of the Company
5. Duty to not make improper use information acquired as a Director (s 182 and 183 of the *Corporations Act 2001* (Cth))
6. Duty to not make improper disclosure or allow it to be disclosed, the confidential information received by a Director in the course of the exercise of directorial duties, unless the disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by the law
7. Duty to not take improper advantage of the position of Director (s 182 and 183 of the *Corporations Act 2001* (Cth))
8. Duty to not allow personal interests, or the interests of any associated person or company, to conflict with the interests of the Company (s 191 and 192 *Corporations Act 2001* (Cth))
9. Duty/obligation to exercise independent judgement and to take all reasonable steps to be satisfied as to the soundness of decisions taken by the Council
10. Duty to comply with the spirit, as well as the letter of the law and with the principles of this Code, at all times
11. Duty to comply with the Company's policies, where appropriate



12. Duty to monitor effective exercise of delegated powers, as duties cannot be delegated (s 198D(3) of the *Corporations Act 2001* (Cth))
13. Duty to prevent insolvent trading (s 588G(1) of the *Corporations Act 2001* (Cth))
14. Duty to take reasonable steps in relation to keeping of financial records and financial reporting ((s 344 of the *Corporations Act 2001* (Cth))
15. Duty to make consistent and on-going enquiries aimed at ensuring that management are both capable and competent of discharging the Company's statutory obligations as to safety (for e.g., *James v Paul* (No 2) (2011) NSWIRComm 117), i.e., due diligence to ensure that the Company complies with duties under the model WHS laws (s 27 *Work Health and Safety Act 2011* (Act))

Reporting of Breaches of the code

Any breaches of this code are to be reported to the Chairman of the Council, and/or the Chairman of the Audit and Risk Committee and/or the Company Secretary.

Every Director should ensure that they understand the consequences of breaching the Director Duties, with regards to the penalties, civil sanctions or claims, and/or criminal sanctions that a Director may be liable for.

4.3 Membership

The Directors who are the members of the Council are appointed under the provisions of the Constitution of AIBM⁷. The shareholders by resolution passed in a general meeting may appoint or remove a Director. The Council of Directors may appoint a Director and such an appointment must be confirmed by resolution passed in a general meeting of the shareholders within six months. The Council may appoint an alternate director in the absence of a Director.

At least two Directors must be resident in Australia and at least two Directors must be independent.

The Council will review its membership regularly, at least every three years, to ensure that collectively its members continue to have the skills for informed and competent decision making and direction setting.

To ensure that Directors remain fit and proper persons, members of the Council are required to complete and review the TEQSA Fit and Proper Person Declaration form every three years, or earlier if their circumstances change.

Directors are prohibited from holding the office if they become insolvent under administration or are deemed to be of unsound mind.⁸ Evidence that reasonably suggests either a deliberate pattern of unethical behaviour or of acting inconsistently with laws relating to the provision of education or the provision of false/misleading information will also exclude a Director.

4.4 Quorum

A majority of Directors personally present (or in conference⁹) form a quorum and a quorum must be present at all times during the meeting. An alternate Director, provided that he is not also a Director, shall be counted in a quorum at a meeting at which his appointor is not present.¹⁰

4.5 Rules for meetings

The meeting requirements and proceedings are those specified under the Constitution and as may be approved from time to time by the Council.

A resolution of the Directors must be passed by a majority of votes of Directors present at the meeting who vote on the resolution. Each Director shall have one vote. In case of an equality of votes at a meeting of Directors, the Chairperson as a casting vote in addition to his deliberative vote.¹¹

4.6 Delegation by the Council of Directors

Under the Constitution, the Council of Directors may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Directors as they may think fit for such time and to be exercised for such purpose



and on such terms and conditions and with such restrictions as they think expedient.¹²

The Directors will not delegate this power of delegation. The Directors will also maintain full oversight of risk, finance and continuity planning and for AIBM's representation of itself.

4.7 Recording Council Decisions

The Council decisions are communicated through the Council minutes. The record of minutes identifies who was involved in the decision making and under what authority. They provide evidence of organisational and individual activity, to satisfy the Business Judgement Rule (s 180(2) Corporations Act 2001 (Cth)) and promote accountability and transparency.

Accurate minutes assist decision-makers to focus on the purpose of the organisation and acquitting their role in achieving that purpose and:

- Enables an organisation to meet its legal obligations
- Enables a review by external parties of decisions taken
- Helps to retain the corporate memory and history
- Encourages consistency and continuity in strategic direction.

The minutes are a legal record of the discussions and decisions taken in a meeting. If a discussion or decision does not occur, then the matter cannot be recorded in the minutes. If a discussion or decision is not recorded in the minutes, even though a discussion or decision was actually taken place, then, from a legal perspective, that discussion or decision did not occur, and is therefore invalid.

4.8 Related party transactions

Where a related entity to any member of the Company's senior management or Council of Directors provides services, the Council of Directors should be satisfied that the transactions are provided on terms no less favourable than arms-length terms and with appropriate quality assurance, that is, the arrangements should be fair and reasonable with no control through restrictive clauses. The Director who may have personal interest in the transaction shall abstain from voting for such transactions. Such transactions should be formally documented.

⁷ AIBM Constitution, 1 June 2023, clause 69.

⁸ AIBM Constitution, 1 June 2023, clause 70.2.

⁹ AIBM Constitution, 1 June 2023, clause 92.4.

¹⁰ AIBM Constitution, 1 June 2023, clause 93.1.

¹¹ AIBM Constitution, 1 June 2023, clause 95.

¹² AIBM Constitution, 1 June 2023, clause 88.1



5 Chief Executive Officer and President

The CEO and President is the principal executive officer of AIBM and has the functions agreed under a contract to AIBM, but which will include the following:

1. To promote the interests and further the development of AIBM
2. To be responsible for the academic, administrative, financial and other business of AIBM
3. To report to the Council on matters affecting AIBM and such other matters as the Council may require
4. To appoint all general and academic personnel save that Council approval is required for all senior appointments
5. To exercise a general supervision over all persons in the service of AIBM.

5.1 Executive

The CEO and President is assisted by the Executive, comprising:

- Vice-President (Academic)
- Vice-President (Operations)
- Director (Marketing)
- Director Finance and Accounts
- Director Governance, Risk and Compliance
- Associate Vice-President (Operations)
- Additional appointments recommended by the CEO to and approved by Council .

Committees

The Council and the Academic Board have established the committees shown in the following chart.

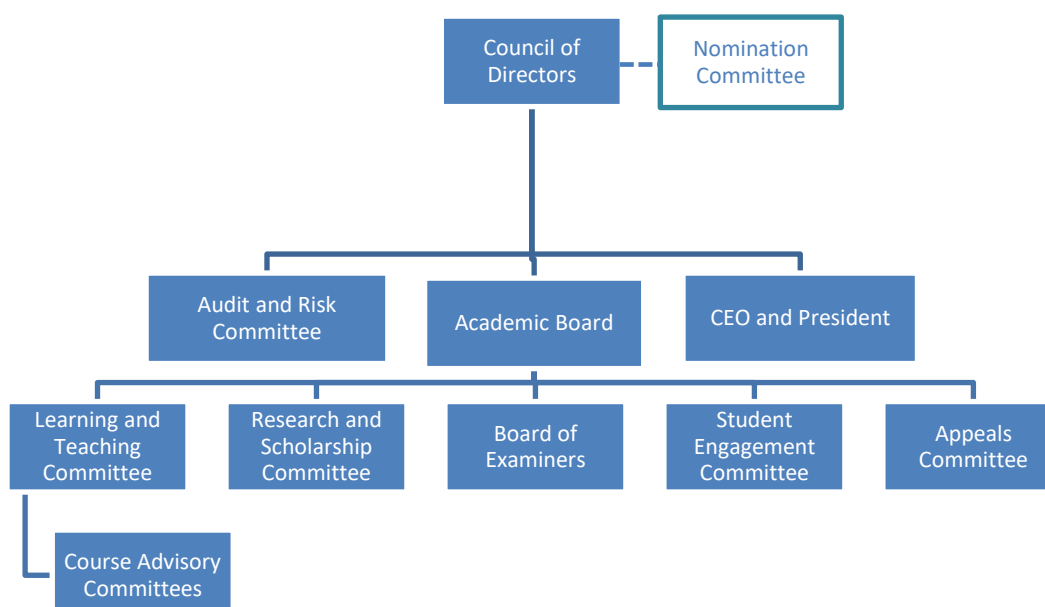


Figure 2. Committees of the Council and the Academic Board



6 Audit and Risk Committee

The Audit and Risk Committee assists the Council in fulfilling its corporate governance and oversight responsibilities in relation to corporate reporting processes, including the financial reporting process, risk management and internal control, external audit, internal audit and compliance (including the code of conduct).

The committee focuses on the risks facing AIBM and the actions being taken by management to mitigate the impact of these risks, provides an independent assessment to Council of the adequacy of the management of corporate risks.

6.1 Terms of reference

1. To monitor the governance, risk, control and compliance frameworks, and external accountability requirements of AIBM.
2. Review and exercise oversight of risk management, internal controls and corruption and fraud prevention.
3. Review the internal audit coverage and annual work plan, ensure that the plan is consistent with the AIBM's risk profile and reporting arrangements are in place, and recommend approval to the Council.
4. Review all internal audit reports and provide advice, where appropriate, to the Council on significant issues identified and action taken on issues raised, including identification and dissemination of better practice and management's implementation of internal audit recommendations.
5. Provide input and feedback on the audit coverage of the financial statements and plans proposed by external audit.
6. Assess the performance of the external auditor annually and provide feedback to the auditor on the services provided.
7. Review reports issued by external audit and recommend approval to the Council, monitor management's timely implementation of external audit recommendations and provide advice to the Council on action taken on significant issues raised by external audit
8. Recommend to Council the approval of actions and consider reports on any commercial activities of AIBM.
9. Consider regular reports from any AIBM controlled entities and recommend to Council actions as required.

The responsibilities of the ARC are further defined in the separate *Terms of Reference*, as amended by the Council from time to time.

6.2 Membership

The ARC, which will have a minimum of 3 members, will be appointed by the Council for terms of at least 2 years, and no more than four years, capped at a maximum of eight years, and will consist of:

1. The Chair appointed by the Council who shall be an independent, external member (i.e. not an employee of AIBM or related companies) of the Council and not the Chair of the Council.
2. A Deputy Chair appointed by the Council who shall be an independent, external member (i.e. not an employee of AIBM or related companies) who, in the absence of the Chair, will undertake the responsibilities of the Chair.
3. At least one other independent external member appointed by the Council (additional to the Independent Chair and Deputy Chair), who is not a member of the Council. Independent external members are appointed for a term of two years and will be eligible for re-appointment.

The terms of members shall be rotated in a manner that ensures continuity of membership, succession planning, retention of business knowledge, and with the intent that a maximum of 40% of the members are replaced in any one financial year. An exception is made in the event that a member is forced to



step down from the ARC because of personal and/or exceptional circumstances.

Collectively, ARC members will possess most or all of the following skills and experience:

- Broad business and/or financial management experience.
- An understanding of the business and current issues affecting the tertiary education sector.
- Familiarity with risk identification, evaluation and management.
- An understanding of internal controls and compliance systems.
- Knowledge of current accounting and auditing standards.
- A good understanding of the roles of internal and external audit.
- Commitment to the pursuit of best practice.

Wherever possible, appointments to the ARC should endeavour to maintain an appropriate balance of diversity, including, but not limited to, gender and ethnic diversity.

Composition of the ARC will be reviewed every two years by the Council to ensure the appropriate balance of skills, knowledge and experience.

6.3 Meetings

Meetings shall be held at least four times per year and aligned to meetings of the AIBM Council. The ARC may meet more frequently if considered necessary.

A quorum for an ARC meeting will be a majority of ARC members.

The ARC may invite non-members to attend meetings of the Committee.

The members of the ARC should meet privately with the external auditor or internal auditor and other key persons as defined in the *Terms of Reference* at least once a year, at times to be determined by the ARC Chair.

Minutes of meetings will be prepared and circulated to ARC members for review and approval.

Minutes of ARC meetings will be reported to Council at the next meeting of Council following an ARC meeting. The same principles as set out in Section 4.7 of this Charter will apply to the preparation of the minutes of Audit and Risk Committee meetings.

6.4 Reporting

The ARC will report regularly through the ARC Chair to the Council about ARC activities and make appropriate recommendations as required by the *Terms of Reference*.



7 Nomination Committee

7.1 Role and Responsibilities:

The role of the AIBM Nomination Committee is to assist and advise the Council of Directors (Council) in fulfilling its responsibilities to the shareholders of the company on:

- matters relating to the structure and composition of the Council;
- matters relating to the performance of the Council;
- matters relating to the professional development of directors;
- where requested by the Council, matters relating to senior executive selection and performance; and
- other matters as required by the Council.

The AIBM Nomination Committee is not a decision-making body but assists the Council by implementing Council policy on Council composition and recommending nominations which require Council approval.

7.2 Council Governance Objectives

The role of the AIBM Nomination Committee is to assist the Council in fulfilling its responsibilities by reviewing, advising and making recommendations to the Council on:

- Council composition, size, duties and time commitments expected of directors;
- a skills/competencies/experience matrix for the Council which contains both an assessment of the skills, competencies and experience required on the Council and the skills, competencies and experience of the current directors;
- strategies on Council gender balance and diversity in general;
- identification and recommendation of suitable candidates for appointment to the Council;
- Council renewal and succession plans to maintain the required mix of skills, diversity and experience;
- any nominations received from individuals who wish to be appointed to the Council in accordance with the criteria and guidelines set out below;
- developing and implementing procedures for the Council's periodic evaluation of its performance and the endorsement of retiring directors seeking re-election; and
- Council induction and the provision of appropriate training and development opportunities for directors as required.

7.3 Membership

The Nomination Committee will comprise of:

- Three non-executive external Directors
- AIBM Shareholder Representative

The AIBM Nomination Committee is a committee of the Council.

All appointments to the AIBM Nomination Committee and the appointment of the Chair are approved by the Council.

The AIBM Nomination Committee shall comprise at least three non-executive directors the majority of whom the Council considers to be independent.

Committee members will be selected from the directors.

Appointment to the AIBM Nomination Committee will be for two years or as determined by the Council and renewable by the Council following an assessment of performance.



7.4 Meetings

- The AIBM Nomination Committee will hold meetings at least twice each year and additionally as it considers necessary.
- A quorum will be the smallest number greater than half the members.
- Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.
- If the Chair is absent members who are present will select a Chair for that particular meeting.
- Meetings of the committee may be held face to face or using any technology which enables members to participate in a discussion.
- The notice and agenda of meetings will include relevant supporting papers.
- The AIBM Nomination Committee may invite other people to attend as it sees fit, and consult with other people or seek any information which will help it to fulfil its responsibilities.
- The Chair will communicate the decisions of the AIBM Nomination Committee to the Chair of the Council after each meeting within a reasonable period.

7.5 Nomination Criteria

When reviewing the nomination criteria for a directorship, CEO or senior executive role, the AIBM Nomination Committee must define the nomination criteria for that role prior to commencement of the nomination process. The nomination criteria should be tailored to the role and take into account:

- previous positions held and their relevance to AIBM activities;
- current and previous experience (as a director or senior executive);
- the level of education achieved by the nominee;
- recent development relevant to the role (and in particular, development in the role of a director);
- the standing of a nominee in the community;
- other qualifications or experience relevant to the role;
- whether the skill set of the nominee complements the skill set of the board or executive management;
- whether the nominee brings diversity to the board or executive management;
- any declared or apparent conflict of interest;
- any other attributes that the AIBM Nomination Committee believes will benefit the company.

7.6 Voting

Matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the members present. In the case of a tied vote, the Chair will request the Chair of the Council to adjudicate and make a decisive vote on the matter.



8 Academic Board

The Council of Directors has established the Academic Board as the principal academic body in AIBM to which the Council delegates the oversight of the academic functions and policies of AIBM. The Academic Board collectively provides academic leadership and oversight of AIBM's academic activities at an institutional level.

8.1 Terms of reference

The Academic Board will advise the Council on matters concerning academic and related activities of AIBM and has the following functions:

1. To form and establish committees such as course advisory committees, a learning and teaching committee and other committees as required, with such terms of reference, membership, voting and other obligations as the Academic Board may set from time to time.
2. To develop, monitor and review academic policies and to confirm that delegations of academic authority are implemented effectively.
3. To determine rules for the admission to, enrolment in and exclusion from courses of studies,
4. To scrutinise and approve requirements for courses of study and the award of degrees, diplomas, certificates and honours
5. To establish academic governance and academic leadership arrangements to provide for the development, dissemination and monitoring of academic policies related to student affairs and academic standards.
6. To monitor and assure the quality of teaching, research, scholarship and professional development and report on these matters to the Council.
7. To evaluate critically the quality and effectiveness of academic innovation.
8. To set and monitor institutional benchmarks for academic quality and consider and act on relevant data such as teaching qualifications, teaching evaluations, student feedback, admission standards, English proficiency, student attrition, progress rates, grade distributions, course completions and graduate satisfaction
9. To advise on effective mechanisms to collect regular, valid and reliable feedback from stakeholders, such as students, graduates, staff and employers of graduates, and to ensure effective mechanisms are in place so that the feedback is acted upon to bring about improvements.
10. To advise on mechanisms for benchmarking academic performance against other appropriate higher education institutions and to ensure that such procedures are used to identify and address areas requiring improvement.
11. To advise the Council on processes for student academic appeals and grievances.
12. To devise policies and procedures to promote a culture of scholarship and academic integrity to students and staff and monitor their effectiveness and potential risks.
13. To devise policies and procedures for promoting equal opportunity in education and to monitor the impact of these policies.
14. To consider and report to the Council on academic matters and on any matter referred to it by the Council.

8.2 Membership

The Academic Board will consist of:

1. The Chair, appointed by the Council, who shall be an external member
2. The Chair of the Council, or a nominee of the Council
3. The CEO and President
4. The Vice-President (Academic)
5. The Vice-President (Operations)



6. At least two external members with expertise in disciplines or academic developments of interest to AIBM, including expertise in higher education accreditation and quality assurance, appointed by the Council on the recommendation of the Academic Board, one of whom will usually be designated Deputy Chair
7. Up to three members of the academic staff, appointed by the Council on the recommendation of the Academic Board.
8. Up to two members of the administrative staff, with duties related to academic management, appointed by the Council on the recommendation of the Academic Board.
9. The President of the KOI Student Society.
10. Such other members as may be approved by the Council from time to time.

The terms of appointment will be as follows:

2. Members appointed under clauses 3, 4, 5. Ex officio, while holding the specific offices.
3. Members appointed under clauses 1 and 6. Four years.
4. Members appointed under clauses 7 and 8. Three years.
5. Members appointed under clause 9. One year.
6. Members appointed under clauses 2 and 10. As determined by the Council.

The Council may determine not to fill some of the membership categories in the light of the skills and experience of the appointed members.

The Council reserves the discretion to terminate the appointment of a member of the Academic Board. Council may do this in case of inappropriate conduct, or if a member is absent from three successive meetings without good reason.

8.3 Notice of Meetings

Meetings shall be held according to the Annual Calendar or at other times when specifically requested by the Chairperson of the Committee, or a majority of members of the Committee. Normally not less than five working days' notice shall be given.

Where urgent action is required between scheduled meetings of the Academic Board, a flying minute may be circulated to members.

In the event that the Chair forms the view that there is not sufficient time for a circular resolution, the Chair is authorised to act on behalf of the Academic Board between meetings and report such action and/or decision to the next Academic Board meeting.

8.4 Quorum

The quorums for the Academic Board and committees reporting to the Academic Board shall be a majority of members.

8.5 Agenda

The Secretary will normally circulate an agenda and meetings papers at least five working days before the meeting.

The Chairperson may permit additional business to be added at the meeting if time permits.

8.6 Rules for meetings

The Chairperson shall ensure order is maintained and give members an opportunity to speak on matters during the meeting and vote on motions/resolutions put.

The order of business shall follow the agenda unless agreed otherwise by the Chair in conjunction with those present in the meeting.

Matters for discussion or resolution must be on the agenda. Motions/resolutions must be formally proposed and seconded. A motion may be amended or withdrawn with the consent of the proposer.

Voting shall be by show of hands unless a secret ballot is requested. Matters will be passed by a majority of members.



Each member has one vote, but where votes are tied the Chair may exercise a casting vote.

When an amendment is before the Chairperson, discussion shall be confined to that amendment. No further amendments can be made if they are substantially the same, or not allowed, if the amendment is a direct negative of the motion.

Minutes of the meetings will be prepared and circulated to the Academic Board members for review and approval. The same principles as set out in Section 4.7 of this Charter will apply to the preparation of the minutes of Academic Board meetings.



9 Subcommittees of Academic Board

9.1 Learning and Teaching Committee

9.1.1 Role

The Learning and Teaching Committee (LTC) will review, monitor and report to the Academic Board on the learning and teaching activities at KOI.

9.1.2 Terms of Reference:

The LTC provides recommendations to the Academic Board in various areas of learning and teaching, including:

- To develop and review the KOI Learning and Teaching Plan and report the implementation of the plan against its goals and KPIs on an annual basis
- To oversee all Course Advisory Committees, monitor and review their performance
- To monitor, assure, endorse and report to the Academic Board course and unit outcomes from all learning and teaching processes. This will include overseeing the collection and analysis of performance and risk data related to the KOI Strategic Plan and relevant regulatory standards
- To provide advice regarding the learning and teaching aspects of new courses and courses for which reaccreditation is sought; and oversee, approve and report changes to academic courses and units, including matters pertaining to accreditation, delivery, pedagogy, and assessment
- To review academic and educational support to students at KOI and provide input for new development and/or recommendations for improvement
- To review student learning experiences and learning resources at KOI and provide input for new development and/or recommendations for improvement, including technologies such as artificial intelligence
- To review academic integrity cases and measures for detecting and preventing academic integrity/misconduct at KOI and provide input for new development and/or recommendations for improvement
- To review student grievances, complaints and appeals and student wellbeing and safety at KOI and provide input for new development and/or recommendations for improvement
- To review teaching staff quality and support and resources for teaching staff at KOI and provide input for new development and/or recommendations for improvement
- To act on any other matters referred to it by the Academic Board or by Course Advisory Committees

9.1.3 Membership

Members of the Learning and Teaching Committee consist of:

- At least two independent external education experts who shall be appointed by Academic Board, one of whom shall be Chair
- Vice-President (Academic) (Deputy Chair)
- Director Learning and Teaching
- Head of School IT
- Head of School Business & Management
- Head of School TESOL
- Head of Programme Accounting



- One Teacher Representative, elected by full-time and casual teaching staff
- One Student Representative, by student election

Terms of office for the Chair of the Learning and Teaching Committee and other external members of the Committee shall be three years. The Chair and external members may be re-appointed for further terms.

Terms of office for elected staff and student representatives while holding staff or student status shall be two years.

9.1.4 Meetings

The Committee will meet at least four times a year, usually two weeks before Academic Board.

The Committee will report to the Academic Board after each meeting.

9.2 Research and Scholarship Committee

9.2.1 Terms of reference

The purpose of the Research and Scholarship Committee is to report to the Academic Board and:

- To oversee research and scholarship at KOI, develop strategy relating to research and scholarship and make recommendations on research projects and scholarship activities.
- To support and facilitate academic research and scholarly activities and analyse reports on the outcomes.
- To encourage academic staff to conduct research and scholarship in their fields and engage in collaborative research activities with scholars in other institutions and related industries.
- To promote opportunities for internal and external funding for academic research and scholarly activities.
- To apply the Human Research Ethics Policy and determine procedures for approving applications for human ethics clearance by staff and students in accordance with the Policy.
- To investigate complaints and appeals. Where justified, the Committee may recommend suspension or discontinuation of a research project.

9.2.2 Membership

The membership of the Research and Scholarship Committee is

- Independent research and scholarship expert (Chair), appointed by Academic Board. The Chair will usually be an external member.
- Vice-President (Academic)
- Nominee of Vice-President (Academic)
- Two Heads of Programme
- One member of the academic staff
- One member nominated by the Academic Board
- Chair of the Academic Board

Each appointed member will be appointed for a term of two years which may be renewed.

9.2.3 Procedures for meetings and decision-making

The Committee will meet at least four times a year, usually two weeks before meetings of the Academic Board.



The quorum for a meeting is a majority of the members. Decisions of the Committee will be by a majority of those present and voting. The Chair may exercise a casting vote in the event of a tied vote.

Members of the Committee may conduct the business by electronic means (e.g. teleconference, or email circulation).

The Committee will report to the Academic Board after each meeting.

The Committee will prepare annual reports for the Academic Board.

9.3 Course Advisory Committee for [Discipline or Area of Study]

The Course Advisory Committee is an important part of the academic governance of the Institute. Its principal function is to provide advice on the relevance and future directions of the courses in its area of interest. The Committee may also facilitate benchmarking and networking with other institutions, business, industry and the community, foster support, provide opportunities for collaboration and provide contact for student placements.

9.3.1 Terms of Reference

The Course Advisory Committee is a Standing Committee of the Learning and Teaching Committee of the Academic Board. Its purpose is to report and make recommendations to the Learning and Teaching Committee in order:

- To provide advice on the relevance and future directions of the courses to prospective students, the community and relevant professions
- To facilitate benchmarking and networking with other institutions and professions, business and the community to ensure courses meet current and future needs
- To provide advice on the design, development and accreditation of new courses in the relevant academic fields and the professional accreditation of relevant courses
- To provide input to course reviews and advice on the academic quality of the courses
- To foster support for the programme, encourage opportunities for collaboration and suggest connections for student projects
- To promote research and scholarship in the relevant academic field in coordination with the Research and Scholarship Committee
- To advise the Learning and Teaching Committee on any matters affecting the relevant field of study.

In the event of a significant and unresolved academic disagreement with the Academic Board in a relevant course the Course Advisory Committee is entitled to provide advice to the Council of Director

9.3.2 Membership

Ex officio members

- Vice-President (Academic) or nominee
- Head of Programme, or if a School is responsible for the discipline, Head of School
- Chair of the Learning and Teaching Committee or nominee
- Director of Learning and Teaching or nominee

Members appointed by the Academic Board

- At least one external academic expert in the area of study
- At least two industry or community representatives
- A member of the Institute staff with expertise in the area of study.

The terms of the appointed members will be for two years; members may be re-appointed for further



terms. External members will receive a sitting fee for each meeting.

One of the external members will usually be appointed by the Academic Board as Chair of the Committee. The Academic Board shall also appoint a Deputy Chair.

9.3.3 Meetings

The Course Advisory Committees will meet at least four times a year, usually two weeks before meetings of the Learning and Teaching Committee. Members will have the opportunity to meet staff and students and to join in the academic activities of KOI.

The Committee will report to the Learning and Teaching Committee after each meeting.

9.4 Board of Examiners

The Board of Examiners has delegated responsibilities from the Academic Board for the approval of grades and conditional enrolment.

9.4.1 Terms of reference

The purpose of the Board of Examiners is to report to the Academic Board and:

- To review the distribution of grades and student marks in each subject at the end of each trimester, moderate marks where necessary and justified, and approve the release of the grades to students (by delegation from the Academic Board)
- To oversee the process for monitoring the performance of individual students in each trimester, including the identification of students with anomalous grades in their subjects (e.g. one subject failed and one distinction or better), identification of students on conditional enrolment (passing fewer than half the subjects they have attempted) and identification of students who may be excluded for unsatisfactory progress (by delegation from the Academic Board)
- To report to the Academic Board on subjects with high fail rates and on other issues relating to student progression
- To report to the Academic Board on matters relating to assessment.

9.4.2 Membership

Ex officio

- Chair of the Academic Board
- CEO and President
- Vice-President (Academic) (Chair)
- Vice-President (Operations) or nominee
- Heads of Programme (by invitation)

Appointed members

- One member of the academic staff
- One member of the administrative staff

The terms of the appointed members will be for 2 years; members may be re-appointed for further terms. External members will receive a sitting fee for each meeting.

9.4.3 Meetings

The Board of Examiners will meet two weeks after the examination week in each trimester and in week 3 of the following trimester.

The Committee will report to the Academic Board after each meeting.



9.5 Student Engagement Committee

9.5.1 Purpose

In recognition of the importance of increased student engagement and retention, the Academic Board established a Standing Committee on Retention to oversee and monitor the retention strategy and guide the development of retention strategies.

9.5.2 Terms of reference

The purpose of the Student Engagement Committee is to report to the Academic Board and:

- To track the initiatives in the Retention Strategy and analyse reports on retention performance
- To advise the Academic Board on the implications of initiatives in the Retention Strategy for academic policies and programmes
- To promote a culture of student support

9.5.3 Membership

Ex officio members

- Vice-President (Academic)
- Vice-President (Operations) or nominee (Chair)
- Associate Vice President (Operations)
- Chair of the Academic Board or nominee
- Student Support Services Manager
- Student Counsellor
- Director, Learning Skills Centre
- Student Experience Coordinator

Appointed members

- One Head of Programme
- One member of the academic staff
- Student member approved by the Academic Board after consultation with the KOI Student Society

The term of membership for the appointed members is 1 year which may be renewed.

9.5.4 Meetings

The Committee will meet three times per year. The quorum is a majority of the members.

The Committee will report to the Academic Board after each meeting.

9.6 Appeals Committee

9.6.1 Role

The Appeals Committee will consider appeals referred to it in accordance with relevant policies and apply the procedures prescribed in the the Complaints and Appeals Policy.

The Committee will monitor the submission and resolution of complaints and appeals and the effectiveness of the relevant policies, recommending changes as required.

9.6.2 Terms of reference

The functions of the Appeals Committee are to:

- Determine the outcome of an appeal after considering the evidence in accordance with



the relevant policies

- Ensure compliance with the relevant policies and provide advice and/or propose changes to the policy for approval by the Academic Board and the Council.

The Appeals Committee may try to resolve the matter by mediation or appoint a mediator to try to resolve the matter, in cases where it believes that course of action to be appropriate.

9.6.3 Membership

The Appeals Committee will comprise

- The Chair of the Council or nominee
- The Chair of the Academic Board or nominee
- One other member selected after considering the nature of the issues which are the subject of the appeal.

The Chair of Council or the Chair of the Academic Board will chair the Appeals Committee.

The members of the Appeals Committee must not be the subject of the appeal and must not have been involved in earlier determinations related to the appeal.

9.6.4 Meetings

The Appeals Committee meets as required.

The Appeals Committee reports in accordance with the requirements of the policy relevant to each appeal.

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