AUSTRALIAN INSTITUTE OF BUSINESS AND MANAGEMENT PTY LTD

GOVERNANCE CHARTER

28 June 2026

Contents

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.

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 of AIBM and is responsible for the overall governance, strategic direction and oversight of the Institute in accordance with the Constitution.

The Council may delegate powers and authorities to committees, Directors, officers or other persons as appropriate, subject to any conditions or limitations determined by the Council and consistent with the Constitution.

The Council has established the Academic Board as the principal academic governance body responsible for oversight of the academic functions, academic quality and academic policies of AIBM.

The Council has appointed the CEO and President as the principal executive officer of AIBM, responsible for executive management and the administration of the academic, operational, financial and corporate affairs of AIBM.

The Council of Directors, Academic Board and CEO and President each have distinct responsibilities for corporate governance, academic governance and executive management respectively and work collaboratively to support an effective and coherent governance framework consistent with the requirements of the Higher Education Standards Framework (Threshold Standards) 2021.

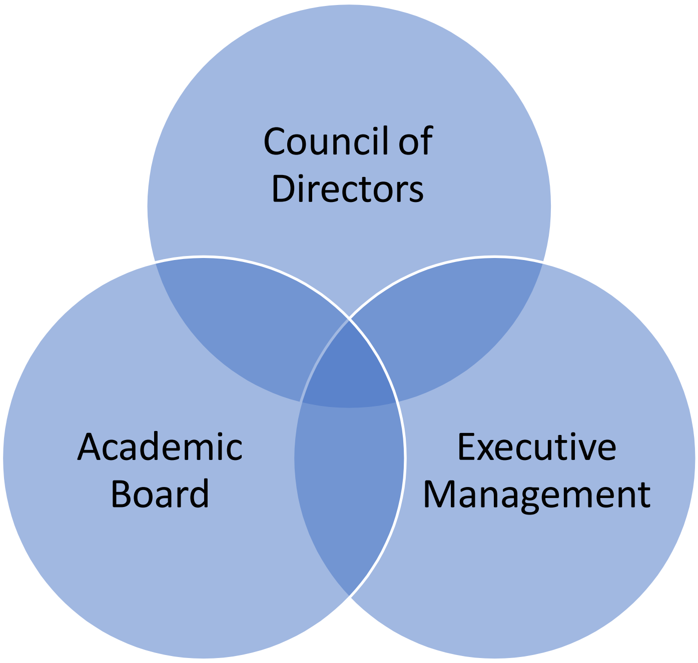

Figure 1. Components of governance for AIBM

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	Constitution, clause 46.4.2
5	Appointment, removal and remuneration of the auditor	Constitution, clause 46.4.3

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:

a) 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
b) 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
c) To declare and pay dividends as appear to be justified by the performance of AIBM
d) 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
e) 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
f) 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
g) To appoint, remove, approve the remuneration and monitor the performance of the CEO and President
h) To appoint, remove and approve the remuneration of the Vice-Presidents and other senior managers
i) 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.
j) To make such policies as it sees fit for the management, effective governance and management of AIBM and to ensure that the policies are operating effectively
k) To approve the award of qualifications
l) 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
m) To approve the organisation structure and management reporting mechanisms
n) To establish committees and the rules for the operation of committees
o) To maintain a true record of the business of the Council and its committees
p) To approve the stipend of directors and members of committees
q) To approve the form and use of an emblem of AIBM or of any person or organisation within or associated with AIBM
r) To obtain advice and receive and disclose information to meet compliance requirements of AIBM and the members

s) 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
t) To ensure that lapses in compliance with the Higher Education Standards Framework are identified and monitored and prompt corrective action is taken
u) 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.
v) 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 are collectively responsible for the effective governance, oversight and stewardship of AIBM. Directors are expected to act ethically, responsibly and in the best interests of AIBM and its stakeholders.

Every Director of AIBM is expected to comply with this Code of Conduct and uphold appropriate standards of integrity, accountability and governance conduct.

Directors are expected to:

- Act honestly, in good faith and in the best interests of AIBM.
- Exercise due care, diligence and independent judgement in the performance of their duties.
- Use their powers and position appropriately and for proper purposes.
- Support effective governance, regulatory compliance and institutional accountability.
- Avoid conflicts of interest and disclose any actual, potential or perceived conflicts promptly.
- Maintain the confidentiality of information acquired through their role unless disclosure is authorised or required by law.
- Not improperly use their position or information obtained through their position for personal advantage or to the detriment of AIBM.
- Comply with applicable laws, the Constitution, institutional policies and governance requirements.
- Monitor the effective exercise of delegated authority and maintain appropriate oversight of institutional performance, risk and compliance.
- Support appropriate financial oversight, risk management and work health and safety governance.
- Conduct themselves in a manner that promotes confidence in the integrity, reputation and governance of AIBM.

4.3. Reporting of Breaches of Director Code of Conduct

Any suspected breach of this Code should be reported to the Chair of Council, the Chair of the Audit and Risk Committee, or the Company Secretary.

Directors are expected to understand and comply with their governance, legal and fiduciary obligations and may be subject to appropriate action in the event of serious breaches.

4.4. Membership

The Directors who are members of the Council are appointed under the provisions of the Constitution of AIBM. The shareholders may appoint or remove a Director by resolution passed in a general meeting. The Council of Directors may appoint a Director, and such appointment must be confirmed by resolution 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 periodically review its membership to ensure that collectively its members continue to possess the skills, experience and independence required for informed and competent decision-making and governance oversight.

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 office if they become insolvent under administration or are deemed to be of unsound mind. Evidence that reasonably suggests either a deliberate pattern of unethical behaviour, acting inconsistently with laws relating to the provision of education, or the provision of false or misleading information may also disqualify a director from office.

4.5. Quorum

A majority of Directors present in person or by approved electronic means forms a quorum and a quorum must be present throughout the meeting. An alternate Director, provided that he or she is not also a Director, shall be counted in a quorum at a meeting at which the appointing Director is not present.

4.6. Rules for Meetings

The meeting requirements and proceedings are those specified under the Constitution and as 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 the event of an equality of votes, the Chairperson has a casting vote in addition to a deliberative vote.

4.7. Delegation by the Council of Directors

Under the Constitution, the Council of Directors may delegate powers and authorities to Directors, committees or other persons as appropriate, subject to any conditions or limitations determined by the Council.

The Directors retain oversight of institutional risk, financial sustainability, continuity planning and AIBM's representation of itself.

4.8. Recording Council Decisions

Council decisions are communicated through Council minutes. The record of minutes identifies who was involved in decision-making and under what authority and supports accountability, transparency and appropriate institutional record-keeping.

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

- enable the organisation to meet its legal and governance obligations;
- support review by internal and external parties where appropriate;
- assist in retaining institutional memory and history; and
- encourages consistency and continuity in strategic direction.

Accurate minutes support accountability, transparency, good governance and appropriate institutional record-keeping.

4.9. Related Party Transactions

Where a related entity to any member of senior management or the Council of Directors provides services or enters into arrangements with AIBM, the arrangements should be appropriately disclosed, documented and supported by appropriate governance oversight.

Directors must declare material personal interests and abstain from decision-making where conflicts arise.

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:

- To promote the interests and further the development of AIBM
- To be responsible for the academic, administrative, financial and other business of AIBM
- To report to the Council on matters affecting AIBM and such other matters as the Council may require
- To appoint all general and academic personnel save that Council approval is required for all senior appointments
- To exercise a general supervision over all employees and representatives 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
- Head of Technology Services
- Additional appointments recommended by the CEO to and approved by Council.

6. Audit and Risk Committee

The Audit and Risk Committee (ARC) assists the Council in fulfilling its governance, oversight and accountability responsibilities in relation to financial reporting, risk management, internal controls, audit and compliance.

The ARC provides independent oversight and advice to the Council regarding the effectiveness of governance, risk management, compliance and assurance processes across AIBM and its controlled entities.

6.1. Terms of Reference

The responsibilities of the ARC include:

a) Monitoring the effectiveness of governance, risk management, internal control and compliance frameworks.
b) Reviewing institutional risk management processes, internal controls and fraud and corruption prevention measures.
c) Reviewing and overseeing the internal audit strategic and annual audit work plans and recommending approval to the Council.
d) Reviewing internal audit, compliance and other assurance-related reports and monitoring management responses and implementation of recommendations.
e) Assess the performance of the internal auditor and other assurance providers.
f) Providing input into the scope and coverage of external audit activities and financial statement audits.
g) Reviewing annual Financial Reports for completeness, accuracy and compliance with accounting standards and recommending approval to the Council.
h) Reviewing reports issued by external auditors and monitoring management responses to significant findings and recommendations.
i) Assess the performance of the external auditor and make recommendations to the Council regarding reappointment.
j) Monitoring and providing oversight of institutional compliance and accountability obligations.
k) Reviewing and providing advice to Council regarding significant commercial activities, controlled entities and associated risks.
l) Monitoring institutional business continuity, operational resilience and significant governance risks.

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 will consist of a minimum of three members appointed by the Council.

Membership will include:

- An independent Chair, being an independent Director appointed by the Council who is not an employee of AIBM or a related entity and is not the Chair of Council.
- A Deputy Chair appointed by the Council who is independent and external to AIBM and related entities.
- At least one additional independent external member appointed by the Council.
- Appointments will be made having regard to skills, experience, independence and governance capability.

Collectively, ARC members should possess skills and experience in areas including:

- governance and risk management;

- financial management and reporting;
- internal controls and compliance systems;
- audit and assurance;
- higher education governance and regulation; and
- strategic oversight and accountability.

Where appropriate, appointments should also support diversity of skills, experience and perspectives.

The Council will periodically review the composition of the ARC to ensure an appropriate balance of skills, experience and independence.

6.3. Meetings

The ARC will meet at least four times each year and may meet more frequently where required.

A quorum will consist of a majority of ARC members.

The ARC may invite management, advisors, auditors or other persons to attend meetings where appropriate.

The ARC may meet privately with internal auditors, external auditors or relevant officers of AIBM where considered necessary by the Chair.

Minutes of ARC meetings will be prepared and circulated to members for review and approval and subsequently reported to the Council.

6.4. Reporting

The ARC reports to the Council through the ARC Chair and will provide regular updates and recommendations regarding governance, risk, audit, compliance and assurance matters relevant to the responsibilities of the Committee.

7. Nomination Committee

7.1. Role and Responsibilities

The Nomination Committee is a committee of the Council established to assist the Council in relation to governance, Council composition, succession planning and director development matters.

The role of the Nomination Committee is to review, advise and make recommendations to the Council on matters including:

a) the structure, composition and effectiveness of the Council;
b) Council succession planning and renewal;
c) the skills, experience and diversity of the Council;
d) induction, training and professional development of Directors;
e) periodic evaluation of Council performance;
f) nominations and appointments to the Council; and
g) other governance or nomination matters referred by the Council.

The Nomination Committee is advisory in nature and does not exercise independent decision-making authority unless specifically delegated by the Council.

7.2. Council Governance Objectives

The Nomination Committee assists the Council by reviewing and making recommendations regarding:

- the appropriate size, composition and capability of the Council;
- the balance of skills, experience, independence and diversity of the Council;
- succession planning for Directors and committee leadership roles;
- the development and maintenance of a Council skills and capability matrix;
- governance renewal and continuity planning;
- induction and ongoing professional development for Directors; and
- processes for evaluating Council and Director effectiveness.

The Committee may also provide advice regarding senior executive appointments or governance capability where requested by the Council.

7.3. Membership

The Nomination Committee will comprise at least three members appointed by the Council, the majority of whom should be independent non-executive Directors.

Membership may include:

- independent non-executive Directors; and
- a shareholder representative, where approved by the Council.

The Chair of the Nomination Committee will be appointed by the Council.

Appointments to the Committee will generally be for a period of two years and may be renewed following review by the Council.

The Council will periodically review the composition of the Committee to ensure an appropriate balance of governance capability, skills and experience.

7.4. Meetings

- The Nomination Committee will meet at least twice each year and may meet more frequently where required.
- A quorum will consist of a majority of Committee members.
- Members are required to disclose any actual, potential or perceived conflicts of interest at the commencement of meetings.
- Meetings may be conducted in person or by approved electronic means.
- The Committee may invite management, advisors or other persons to attend meetings where appropriate.
- The Chair of the Nomination Committee will report to the Council regarding Committee activities, recommendations and significant governance matters.

7.5. Nomination Criteria

In considering appointments to the Council, senior executive positions or other governance roles, the Nomination Committee may consider factors including:

- governance capability and leadership experience;
- professional qualifications and experience;
- understanding of higher education governance and regulation;
- strategic, financial or risk management expertise;
- independence and integrity;
- diversity of skills, experience and perspectives;
- potential conflicts of interest;
- reputation and standing; and
- the contribution the nominee may make to the governance and strategic objectives of AIBM.

7.6. Voting

The Committee will seek to reach decisions by consensus where possible.

Where consensus cannot be achieved, matters may be determined by a majority vote of members present.

In the event of an equality of votes, the Chair has a casting vote.

8. Academic Board

The AIBM Council established the Academic Board as the principal academic body in AIBM. The Academic Board provides academic leadership and oversight of AIBM's academic activities at an institutional level. The Council delegates to the Academic Board the authority to undertake responsibilities prescribed in the Academic Board's Terms of Reference.

The Academic Board operates independently of the ownership and management of the Institute. In exercising its functions, Academic Board will have regard to KOI's Vision, Mission and Values, the Strategic Plan and related plans, external regulatory requirements, academic quality and standards, academic risk, and other relevant matters.

8.1. Terms of Reference

The Academic Board will:

a) Establish and maintain an effective academic governance framework, including committees with such terms of reference, membership and protocols as the Academic Board may set from time to time.

b) Monitor and assure the effective oversight of the quality of teaching, learning, research and research training, scholarship and academic staff professional development.

c) Establish academic governance and academic leadership consistent with the types and levels of higher education offered.

d) Develop and maintain an academic environment in which freedom of speech and academic freedom are upheld and protected.

e) Determine rules for the admission to, enrolment in and exclusion from courses.

f) Approve and monitor institutional benchmarks for academic quality and outcomes, including but not limited to those relating to courses and subjects, teaching qualifications, teaching evaluations, admission standards, English language proficiency, student attrition and retention, student progress, student feedback and satisfaction, grade distributions, course completions and graduate satisfaction.

g) Monitor and initiate actions to improve performance against institutional benchmarks for academic quality and outcomes.

h) Evaluate the effectiveness of institutional monitoring, review and improvement of academic activities.

i) Confirm that delegations of academic authority are implemented effectively.

j) Review and approve academic policies and monitor their effectiveness.

k) Approve policies and strategies to promote a culture of academic integrity and scholarship, including research, and monitor and evaluate their effectiveness.

l) Maintain oversight of academic and research integrity and the use of artificial intelligence and monitor and evaluate academic risks and strategies to mitigate risks.

m) Monitor risks to academic quality and standards, including monitoring of student performance data and outcomes, incorporating student cohort analyses, and initiate action both to ensure lapses in quality are promptly addressed, and to promote continuous improvement.

n) Scrutinise and approve requirements for courses of study and their associated qualifications at least every seven years, adjusted as required for TEQSA and professional accreditation requirements, and oversee course review processes to ensure continuous quality, viability and relevance of academic programs.

o) Critically evaluate the quality and effectiveness of academic innovations and proposals for innovations.

p) Approve mechanisms to collect regular, valid and reliable feedback from stakeholders, such as students, graduates, staff and employers of graduates, and to ensure that feedback is acted upon to bring about improvements.

q) Ensure students have opportunities to participate in academic governance.

r) Endorse the lists of students eligible to graduate and recommend the list to the AIBM Council for approval and conferral of awards.

s) Monitor and report to the AIBM Council on the quality of teaching, learning, research and scholarship, and on actions taken for continuous improvements.

t) Advise the AIBM Council on processes and outcomes relating to student academic appeals and grievances and report on the effectiveness of those processes.

u) Consider and act upon any other matters referred by the AIBM Council or by the CEO.

v) Provide competent advice to the AIBM Council on all matters relating to the Academic Board's functions and any matters referred to the Board by the Council.

w) Evaluate its own effectiveness through regular self-assessment every two years and report outcomes to the AIBM Council.

x) Provide an annual report to the AIBM Council on how it fulfilled its responsibilities.

8.2. Membership

- The Chair, appointed by the Council, who shall be an independent member (Independent)
- CEO and President (ex-officio)
- Vice-President (Academic) (ex-officio)
- Vice-President (Operations) (ex-officio)
- Director of Learning and Teaching (ex officio)
- Director Governance, Risk and Compliance (ex officio)
- Chair, Research Committee (Independent)
- Chair, Learning and Teaching Committee (Independent)
- Chair, Course Review and Accreditation Committee (ex-officio)
- Chair, Board of Examiners (ex-officio)
- Two members of the academic staff from different disciplines, appointed by the Council on the recommendation of the Chair of Academic Board, after consultation with relevant stakeholders
- One member of the administrative staff, with duties related to academic management, appointed by the Council on the recommendation of the Chair of Academic Board, after consultation with relevant stakeholders.
- The President of the KOI Student Society.
- Such other members as may be approved by the Council on recommendation from the Chair of the Academic Board.

The terms of appointment will be as follows:

- Ex officio while holding the specific office(s).
- The Chair of the Academic Board is appointed for a maximum of maximum of four years and a maximum of two consecutive terms, with a further extension of two years at the Council's discretion.
- Independent members are appointed for a maximum of three years and a maximum of two consecutive terms, with a further extension of two years at the Council's discretion.
- Staff members are appointed for two years and a maximum of two consecutive terms.

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.

Skills and gender and cultural diversity will be carefully considered in the membership of the Academic Board.

8.3. Quorum

The quorum for the Academic Board shall be a majority of members, including the independent Chair, or in the absence of the Chair at least one independent member who will act as Chair.

8.4. Meetings

The Academic Board meets at least four times in a calendar year.

Members of the Board may conduct business by electronic means, including circular resolutions.

Meetings shall be held according to the Annual Calendar or at other times as needed or when specifically requested.

The Chair may convene a special meeting of the Academic Board at any time with reasonable notice. The AIBM Council or the CEO may request the Chair to convene a special meeting of the Academic Board at any time with reasonable notice. Not less than five working days' notice shall be given to members, unless the Chair or the AIBM Council or the CEO deems the matter(s) urgent.

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

8.5. Secretariat

The AIBM Council appoints a secretary, who, along with the Chair of the Academic Board, is responsible for the development of the agenda and collation of papers for each meeting.

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

All papers for the agenda must be submitted to the Secretary no less than three full working days before the agenda is circulated. The Chair has the discretion to permit late papers and additional business to be added at the meeting.

The Secretary takes minutes of each meeting of the Academic Board. The draft minutes are reviewed by the Chair and confirmed as draft minutes. The minutes are be distributed to Academic Board members thereafter and presented for confirmation with papers for the following meeting.

Once approved by the Board and signed by the Chair as a true and accurate record, the minutes are placed within the College's designated secure storage location.

8.6. Rules for meetings

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

The order of business shall follow the agenda unless otherwise determined by the Chair, after consultation with those present in the meeting.

Matters for discussion or resolution must be on the agenda. A motion may be amended or withdrawn with the consent of the Board.

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.

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 4.8 of this Charter will apply to the preparation of the minutes of Academic Board meetings.

8.7. The Chair of the Academic Board - Role

The Chair of the Academic Board is a member of AIBM Council.

The Chair of Academic Board has the right of attendance at meetings of all Committees of the Academic Board.

The Chair will:

a) Actively engage with the academic community, the Executive, and external bodies such as Chairs of Academic Board Forums.

b) Promote the engagement of staff in the work of the Academic Board and its Committees, and the salience of the Board to KOI's academic endeavours.

c) Provide leadership in academic matters across the Institute.

d) Chair meetings of the Academic Board.

e) Chair other Committees, working parties and bodies as required.

f) Approve the agenda of the Academic Board prior to publication.

g) Approve the draft minutes of the Academic Board prior to their dissemination for approval.

h) Engage with Academic Board Committees and provide leadership and advice.

i) Ensure that the Academic Board fulfils its roles and terms of reference.

j) Ensure that AIBM Council is well informed and advised about academic matters and the work of the Academic Board.

k) Seek and promote the operation of an Academic Board (and its Committees) that:

- is collegial,
- encourages and supports academic freedom, open discussion and debate,
- is reflective and influential,
- is effective and efficient in discharging its responsibilities, and

- demonstrates integrity and independence in its processes.

l) Remains informed of and engaged with external matters that relate to the higher education sector, academic governance and academic quality and standards.

m) Disseminate information about the decisions and other aspects of the work of the Academic Board to the wider KOI community.

n) In consultation with the Chair of the AIBM Council and CEO, develop and implement succession plans for the Board and its committee chairs and deputy chair positions and appointed members.

o) Represent the Academic Board at graduations and other ceremonies and functions.

p) Consult regularly, and where necessary without delay, with the Chair of the AIBM Council, and with the CEO and other staff as required.

8.8. Review of Terms of Reference

The Terms of Reference of the Academic Board will be reviewed by the AIBM Council from time to time, but no less than every two years.

The Academic Board will review the Terms of Reference of its Committees from time to time, but no less than every two years and will provide a report to Council recommending any amendments, where necessary.

9. Learning and Teaching Committee

The Learning and Teaching Committee is a standing committee of the Academic Board.

The Learning and Teaching Committee has delegated authority to review, monitor and report to the Academic Board on KOI's learning and teaching quality, academic standards, scholarship, and other matters relating to its Terms of Reference. The Committee will ensure compliance with internal policies and procedures and external regulatory requirements, promote continuous improvement in learning and teaching, and monitor academic risks. Reports to the Academic Board will include advice and recommendations for improvements, and the identification of academic risks and suggested risk mitigation strategies and actions.

9.1. Terms of Reference

The Learning and Teaching Committee will:

a) Monitor and review the effectiveness of learning, teaching and assessment practices and processes, identify related innovations, and make recommendations to Academic Board to support and enhance academic standards and promote excellence.

b) Monitor and periodically review the Learning and Teaching Plan and report to the Academic Board on its implementation, including progress against its goals and key performance indicators.

c) Monitor and review academic and educational support for students and make recommendations for improvements.

d) Monitor and review student performance, incorporating analyses by cohort, and make recommendations for strategies to promote continuous improvement with regards to learning and teaching matters, including but not limited to: admissions and admission requirements; attrition and retention; student assessment; student progression; student completions; recognition of prior learning; and academic complaints and appeals.

e) Review student learning experiences, learning resources and educational technologies, including use of artificial intelligence and its applications, and make recommendations for improvements.

f) Monitor and initiate action to improve performance against institutional benchmarks and external standards for academic quality and outcomes.

g) Oversee, monitor and review the implementation of academic policies relevant to learning and teaching and report on their effectiveness.

h) Oversee quality and standards relating to scholarship at KOI and monitor, review and, in consultation with the Research Committee, endorse the research and scholarly activities register to the Academic Board.

i) Monitor and review academic integrity matters, including the prevention, detection and management of academic misconduct, and recommend improvements.

j) Monitor and review student academic grievances, complaints and appeals, and recommend improvements.

k) Monitor and review educational staffing plans, staff teaching qualifications, staff professional development and staffing support and resources for teaching and learning, ensure compliance with regulatory requirements and make recommendations for improvements.

l) Establish sub committees and ad hoc working parties, where necessary, and monitor and review their performance.

m) Consider and act upon any other matters referred by the Academic Board or the Chair of Academic

Board.

n) Report to the Academic Board on all matters relating to its terms of reference.

o) Evaluate its own effectiveness through regular self-assessment every two years and report outcomes to the Academic Board

p) Provide an annual report to the Academic Board on how it fulfilled its responsibilities.

9.2. Membership

- Chair - One external independent higher education expert appointed by the Council of Directors on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders (Independent)
- Two external independent higher education experts appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders (Independent)
- Director, Learning and Teaching (Deputy Chair) (ex-officio)
- Vice-President (Academic) (ex-officio)
- Up to three Heads of School or Heads of Program from different disciplines
- Student Support Services Manager
- Director, Information Technology or IT nominee
- Two Academic Staff Representatives, appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.

9.3. Terms of Office

Independent members are appointed for a maximum of three (3) years and are eligible for reappointment for a maximum of three terms.

Academic staff representatives are appointed for a maximum of two (2) years, contingent upon holding relevant status, and are eligible for reappointment for a maximum of two terms.

Heads of School or Heads of Program are appointed for a maximum of two (2) years, contingent upon holding relevant status, and are eligible for reappointment for a maximum of two terms.

9.4. Meetings

- The Committee will meet at least four times a year, no less than three weeks before meetings of the Academic Board.
- The quorum for a meeting is a majority of the members, including the Chair or one other independent member and the Vice President Academic or Director, Learning and Teaching.
- 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 business by electronic means.
- The Committee will report to the Academic Board after each meeting.

10. Research Committee

Research Committee is a standing committee of the Academic Board.

Research Committee will promote and oversight a research culture characterised by ethical research, research integrity and research quality. The Committee will ensure KOI complies with the relevant Standards of the HESF 2021, and with internal and external requirements, including but not limited to KOI's policies and procedures, the Australian Code for the Responsible Conduct of Research and the National Statement on Ethical Conduct in Human Research.

10.1. Terms of Reference

The Research Committee will:

a) Oversight the development of the elements of a comprehensive research and research training framework that complies with regulatory requirements and endorse those elements to the Academic Board.

b) Monitor and review research activities to ensure they are conducted according to the Institute's research and research training framework comprised of governance documents that include but are not limited to: ethical conduct of research; responsible research practice; clarification of ownership and management of IP; management of research partnerships; requirements for publication and authorship; and resolution of allegations of research misconduct.

c) Monitor and review research practices and processes to ensure research is conducted or overseen by staff with qualifications, research experience and skills relevant to the type of research undertaken and their role.

d) Endorse opportunities for internal and external funding for research activities to the CEO.

e) In consultation with the Learning and Teaching Committee, maintain a comprehensive register of all scholarly activities, including research.

f) Review and endorse research policies and procedures for approval by the Academic Board.

g) Apply policies and procedures relating to human research ethics and ensure compliance with relevant legal and regulatory requirements.

h) Review, approve and monitor human research ethics proposals for lower risk research and ensure guidelines for lower risk research are being met.

i) Critically scrutinise course proposals and related documentation for research higher degrees and make recommendations to Academic Board for approval as appropriate, ensuring that each course:

- meets national standards of rigour and depth appropriate to the award;
- meets the applicable Standards of the HESF 2021;
- aligns to professional accreditation standards, where necessary;
- has been allocated the resources required to deliver the course as approved and that these resources will be available.

j) Consider any other research matters as referred by Academic Board or the Chair of the Academic Board.

k) Present an annual report on human research ethics matters to the Academic Board.

l) Report to the Academic Board on all matters relevant to its terms of reference.

m) Evaluate its own effectiveness through regular self-assessment every two years and report outcomes to the Academic Board.

n) Provide an annual report to the Academic Board on how it fulfilled its responsibilities.

10.2. Membership

- Chair - One independent external higher education expert with demonstrated research and research training leadership experience appointed by the Council of Directors on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders (Independent).
- Two independent external higher education experts appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders (Independent).
- Vice-President (Academic) (ex-officio).
- Up to four research active staff members, each from a different field of research identified as a KOI priority research field.

10.3. Terms of Office

Independent members are appointed for up to three (3) years and are eligible for reappointment for a maximum of three terms.

Research active staff members are appointed for a maximum of two (2) years and are eligible for reappointment for a maximum of three terms, contingent upon holding relevant status.

10.4. Meetings

- The Committee will meet at least four times a year, no less than three weeks before meetings of the Academic Board.
- The quorum for a meeting is a majority of the members, including the Chair, and in the absence of the Chair at least one independent member, who will be Chair.
- 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 business by electronic means.
- The Committee will report to the Academic Board after each meeting.

11. Course Review and Accreditation Committee

The Course Review and Accreditation Committee is a standing committee of the Academic Board, reporting to the Academic Board.

The Course Review and Accreditation Committee advises and makes recommendations to the Academic Board on matters relating to KOI's coursework awards, including but not limited to matters such as: course and subject changes; course accreditation, reaccreditation, and disestablishment; course and subject learning outcomes; curriculum, including assessment and work integrated learning; course quality and performance; course and subject related policies and procedures and their effectiveness .

11.1. Terms of Reference

The Course Review and Accreditation Committee will:

a) Each year present to the first meeting of the Academic Board a three-year schedule for course accreditation, reaccreditation and reviews and oversee the schedule's implementation, ensuring all accredited courses are subject to periodic comprehensive reviews as prescribed by the HESF 2021 and KOI's policies and procedures.

b) Ensure comprehensive reviews of courses of study are informed and supported by regular interim monitoring and review as prescribed by KOI's policies and procedures and make recommendations to Academic Board on current or emerging issues pertaining to courses and qualification standards.

c) Critically scrutinise course proposals and related documentation for accreditation of new courses and reaccreditation of existing courses and make recommendations to Academic Board for approval as appropriate, ensuring that each course:

- meets national standards of rigour and depth appropriate to the award;
- meets the applicable Standards of the HESF 2021;
- aligns to professional accreditation standards, where necessary;
- has been allocated the resources required to deliver the course as approved or accredited or reaccredited and that these resources will be available.

d) Ensure work-integrated learning, placements, and other community-based learning and arrangements are supported by practices and processes that are quality assured, including assurance of the quality of supervision of student experiences.

e) Advise and make recommendations to the Academic Board on course and subject changes, in accordance with KOI's policies and procedures.

f) Approve changes to courses and subjects, in accordance with KOI's policies and procedures and receive reports on other approved changes.

g) Advise and make recommendations to the Academic Board on the disestablishment of coursework courses and subjects.

h) Review and endorse course and subject related policies and procedures to the Academic Board and periodically report on their effectiveness.

i) Critically scrutinise proposals for articulation arrangements and non-award pathway offerings and make recommendations to Academic Board.

j) Review and endorse annual course reports to the Academic Board.

k) Consider any matters referred to it by the Academic Board or the Chair of the Academic Board.

l) Report to the Academic Board on all matters relating to its Terms of Reference.

m) Monitor its own effectiveness through regular self-assessment every two years and report outcomes to the Academic Board.

n) Provide an annual report to the Academic Board on how it fulfilled its responsibilities.

11.2. Membership

- Chair - One external independent higher education expert in a relevant discipline appointed by the Council of Directors on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.
- Up to three external independent higher education experts in relevant disciplines appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.
- Vice President (Academic)
- Vice President (Operations)
- Director, Learning and Teaching
- Up to three Heads of School/Heads or Program/Discipline appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.
- Registrar or nominee
- Head of Technology Services or IT nominee

11.3. Terms of Office

- Independent members are appointed for a maximum of three (3) years and are eligible for reappointment for a maximum of three terms.
- Heads of School or Heads of Program are appointed for a maximum of two (2) years, contingent upon holding relevant status, and are eligible for reappointment for a maximum of two terms.

11.4. Meetings

- The Committee will meet at least four times a year, no less than three weeks before meetings of the Academic Board.
- The quorum for a meeting is a majority of the members, including the Chair, and in the absence of the Chair at least one independent member, who will be Chair.
- 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 business by electronic means.
- The Committee will report to the Academic Board after each meeting.

12. Board of Examiners

The Board of Examiners is a standing committee of the Academic Board, reporting to the Academic Board.

The Board of Examiners ensures the ongoing academic rigour of all higher education awards conferred by KOI, and promotes equity, innovation, integrity and best practice in assessment of student learning outcomes. The Board will ensure that assessment tasks, assessment moderation and grades are scrutinised, and that grades are approved and released in a timely fashion. The Board monitors and evaluates student progression and student performance at the course and subject levels and reports to Academic Board on any concerns or matters that need to be addressed.

12.1. Terms of Reference

The Board of Examiners will:

a) Review and approve final grades, interim grades and grade distributions for all results associated with subject offerings for each teaching period.

b) Review and evaluate examiners' reports.

c) Confirm that moderation of marks has been conducted consistently and in accordance with policy across each subject's results, that marking standards and rubrics have been consistently applied to assessment items, and that any highlighted anomalies and positive outcomes have been scrutinised and reported.

d) Make recommendations to address grade distribution anomalies and any systemic concerns.

e) Consider the academic standing of students and evaluate recommendations for interventions pertaining to students deemed to be at risk.

f) Review proposed lists of supplementary and deferred exams and assessment tasks, and exclusions.

g) Review and endorse to the Academic Board the list of students eligible to graduate at the end of any given study period for endorsement and forwarding to the Board of Directors for approval.

h) At its discretion withhold results for a subject for further discussion with the Head of Program or other relevant persons for reasons including but not limited to:

- the assessment of student learning outcomes has not been undertaken in accordance with the subject outline and/or the Institute's policies and procedures; or
- the results are distributed or presented in a way that suggests that underlying issues exist affecting a subject's assessment overall.

i) After approval of results for each teaching period, permit a change to an approved result to be made under the authority of the Vice President Academic, who shall report the outcomes to the next meeting of the Board.

j) Report to the Academic Board on the outcomes of results of each study period, including any issues identified by the Board.

k) Consider and report on any matter referred to it by the Academic Board, the Chair of Academic Board or the CEO.

l) The Committee will report to the Academic Board on all matters relating to its Terms of Reference.

m) Evaluate its own effectiveness through regular self-assessment every two years and report outcomes to the Academic Board.

n) Provide an annual report to the Academic Board on how it fulfilled its responsibilities.

12.2. Membership

Ex officio

• Vice-President (Academic) (Chair)

• Chair of the Academic Board

• Vice-President (Operations) or nominee

• Heads of Program

• One member of the academic staff appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.

• One member of the administrative staff appointed by the Academic Board on recommendation from the Chair, Academic Board, after consultation with relevant stakeholders.

12.3. Terms of Office

Staff representatives are appointed for one year, contingent upon holding relevant status, and are eligible for reappointment for a maximum of two terms.

12.4. 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 quorum for the Board of Examiners shall be a majority of members and must include one of either the Chair of the Board – the Vice President (Academic), or the Chair of the Academic Board, who in the absence of the Chair of the Board of Examiners will Chair the meeting.

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 business by electronic means.

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

13. Appeals Committee

The Appeals Committee is established to consider appeals referred to it in accordance with applicable policies and procedures of AIBM, including the Complaints and Appeals Policy.

The Committee is responsible for ensuring that appeals are managed fairly, consistently and in accordance with the principles of procedural fairness.

The Committee may also monitor the effectiveness of relevant complaints and appeals processes and recommend improvements to relevant policies or procedures where appropriate.

13.1. Terms of Reference

The functions of the Appeals Committee are to:

a) consider and determine appeals referred to the Committee in accordance with applicable policies and procedures;
b) review relevant evidence and submissions relating to appeals;
c) ensure appeals are managed consistently with principles of procedural fairness and institutional policy requirements;
d) recommend improvements to complaints and appeals processes where appropriate; and
e) provide advice regarding the effectiveness of relevant policies and procedures.

Where considered appropriate, the Committee may seek to resolve matters through mediation or may appoint an independent mediator to assist in resolving a matter.

13.2. Membership

The Appeals Committee will comprise:

- the Chair of Council or nominee;
- the Chair of the Academic Board or nominee; and
- one additional member appointed having regard to the nature of the appeal and relevant expertise required.

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

Members of the Appeals Committee must not:

- be the subject of the appeal;
- have been involved in earlier decisions relating to the appeal; or
- otherwise have an actual, potential or perceived conflict of interest in relation to the matter.

13.3. Meetings

The Appeals Committee will meet as required.

Meetings may be conducted in person or by approved electronic means.

The Committee will report and maintain records in accordance with the relevant policy and applicable governance requirements.

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