
Governance Board Terms of Reference

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Role

The Engineering Institute of Technology Pty Ltd (EIT) is governed by the Board of Directors with a single Director of EIT, who has ultimate responsibility for the organisation.

However, through formal delegation from the Engineering Institute of Technology Pty Ltd Board of Directors to the Governance Board of EIT, it is empowered to be the effective governing body with overall responsibility for the pursuit of the vision and mission of EIT in relation to the delivery of its higher education courses. In this sense, it has responsibility for all corporate governance matters and demonstrates independence from the owner(s) of EIT in line with the requirements of the TEQSA Act.

It is to lead and guide EIT in the establishment, development, management and maintenance of the strategies and policies. This will result in EIT's emergence as a leading and internationally recognised provider of specialist engineering education.

The Governance Board will also provide advice to the Board of Directors of EIT Pty Ltd in relation to its higher education courses.

Functions and Responsibilities

The Governance Board will attend to governance functions and processes diligently and effectively and will exercise competent governance oversight of and accountability for all of EIT's higher education operations, and assure itself that EIT is operating effectively and sustainably, including

- Obtaining and using such information and advice, including independent advice and academic advice, as is necessary for informed and competent decision making and direction setting

- Defining roles and delegating authority as is necessary for effective governance, policy development and management; and monitoring the implementation of those delegations
- Ensuring that the Governance Board and EIT comply with the requirements of the legislation under which EIT is established, recognised or incorporated, any other legislative requirements and the EIT's constitution or equivalent.
- Overall responsibility for the pursuit of the Mission and Vision of EIT which includes ensuring that future directions in higher education have been determined, realistic performance targets have been established, progress against targets is monitored and action is taken to correct underperformance
- Confirming that the provision of higher education is governed by EIT's institutional policies, and the operations of EIT are consistent with those policies.
- Undertaking periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented
- Taking steps to develop and maintain an institutional environment in which freedom of intellectual inquiry is upheld and protected, students and staff are treated equitably, the wellbeing of students and staff is fostered, informed decision making by students is supported and students have opportunities to participate in the deliberative and decision making processes of EIT.
- Ensuring EIT is financially viable and applies, and has the capacity to continue to apply, sufficient financial and other resources to maintain the viability of EIT and its business model, to meet and continue to meet the requirements of the Higher Education Standards Framework, to achieve EIT's higher education objectives and performance targets and to sustain the quality of higher education that is offered.
- Ensuring the financial position, financial performance and cash flows of the entity are monitored regularly and understood, financial reporting is materially accurate, financial management meets Australian accounting standards, effective financial safeguards and controls are operating and financial statements are audited independently by a qualified auditor against Australian accounting and auditing standards
- Identifying risks to EIT's higher education operations and ensuring material risks are being managed and mitigated effectively
- Ensuring mechanisms for competent academic governance and leadership of higher education provision and other academic activities have been implemented and these are operating according to EIT's academic governance policy framework and are effective in maintaining the quality of higher education offered
- Confirming that EIT's educational policies and practices support participation by Aboriginal and Torres Strait Islander people and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures
- Ensuring that higher education qualifications are awarded legitimately on recommendation from the Academic Board.
- Ensuring there are credible business continuity plans and adequately resourced financial and tuition safeguards to mitigate disadvantage to students who are unable to progress in a course of study due to unexpected changes to EIT's operations, including if EIT is unable to provide a course of study, ceases to operate as a higher education provider, loses professional accreditation for a course of study or is otherwise not able to offer a course of study

- Monitoring the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic integrity and critical incidents and action is taken to address underlying causes
- Identifying and monitoring lapses in compliance with the Higher Education Standards Framework, and prompt corrective action is taken.
- EIT's representation of itself is true and accurate.
- Approving guidelines, policies and procedures for determining human resourcing processes for recruitment, remuneration, professional development, termination of staff and occupational health and safety consistent with legal requirements and corporate social responsibility.
- Convening the Academic Board to oversee the academic governance of EIT, determining membership, delegating powers and monitoring its activities.
- Hearing, examining and determining on behalf of EIT, student and staff appeals in relation to any non-academic matter.
- Ratifying the appointment of the external auditor for the Institution.
- Maintaining a true record of the business of the governing body.

Membership

The members of the Governance Board shall initially be appointed by the Board of Directors, (and thereafter the Governance Board members will continue the succession planning and election of new members), in accordance with the legal entity's Constitution. The Governance Board may seek advice from external advisors to fill any areas of expertise not covered by the membership.

The membership will consist of:

- An independent Chairperson (1)
- An independent Deputy Chair (1)
- External independent representatives with Higher Education, business management, financial and legal experience (1 to 3)
- CEO of EIT (1)
- Representative from EIT Executive Management (1)

The Governance Board will strive to include a majority of independent members at all times.

The number of members on the Governance Board shall be no more than seven and no less than three.

The Chair of the Governance Board will be an independent member who is elected by the members. The Chair will be an eminent and appropriately qualified member of the financial/business community. They will provide leadership and advice on the strategies and policies relating to the governance of EIT.

Members will serve terms of three (3) years. They may seek re-appointment at the end of each term.

If a casual vacancy occurs, a replacement will be nominated by the Chair and members of the Governance Board. A person appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the person's predecessor.

Members of each Board or Committee appointed or overseen by the Governance Board or Academic Board may be appointed and removed by the Board/Committee Chairperson, with the approval of the Governance Board.

A list of current members of the Governance Board is provided in *'EIT Organisational Structure – Personnel'*.

The dismissal of a member for misconduct is based on the following three-step procedure which includes:

- First formal notice in writing
- Second formal notice in writing
- Notice of dismissal from duties.

For issues that are considered minor, a conversation with the member may be appropriate; however this will not be considered part of the formal disciplinary action (although it may be referred to in a later action).

Written notice will include details of the issue and, where feasible, evidence. In a case where the disciplinary measure has been instigated by a complaint, it may be appropriate to include a copy (with identification removed) or extract of this complaint.

Further disciplinary actions, such as a suspension of duties for a period of time, may also be appropriate. In such cases these actions will be included with the formal notice in writing. Every effort will be taken to ensure that notice of a disciplinary measure, whether formal or informal, will be given at an appropriate time. Notice of a disciplinary measure will be given by a designated Governance Board member.

The member will be provided with an opportunity to lodge an appeal against the action. This may take the form of a meeting with the appropriate Board member or a representation in person and/or in writing to the Board. The member may bring a representative to any such meeting.

Should an appeal result in a change of the disciplinary action, or removal of it, this will be confirmed in writing to the member.

Conduct which may lead to disciplinary action includes, but is not limited to:

- Failing to follow the existing rules of conduct
- Rudeness or hostility towards other members
- Poor timekeeping, expressed disinterest in EIT activities and unreliability
- Publicly bringing the name of EIT into disrepute
- Having a criminal record (such as tax fraud)
- Falsifications of any of EIT's records for personal gain
- Commercial misrepresentation of EIT.

Meetings

The Governance Board will normally meet every quarter at a venue to be decided by the Chair in consultation with the Governance Board members. If the geographical spread of members precludes meeting physically, then synchronous conferencing (e.g. telephone) facilities may be used.

The Executive Management representative will be responsible for the provision of executive and organisational support for the work of the Governance Board.

The secretariat will be the Accreditation Manager.

Reporting

The Governance Board shall provide a report to the Board of Directors after each meeting comprising the set of minutes.

Standing Committees

The Governance Board can form Standing Committees and Working Parties as required to service key areas in its remit.

Standing Orders

Meetings are in accordance with the Standing Orders outlined in Appendix 1.

Review

3 years after commencement. The review will also include a review of all other committees appointed by Governance Board.

Appendix 1: Standing Orders

Convening of Meetings

1. The Governance Board shall meet:

- Every quarter at times to be decided by EIT which are suitable to a majority of members.
- when specially called, at the direction of the Chair of the Governance Board
- when specially called, upon receipt from a majority of members of the Governance Board of a written request containing a description of the business to be discussed.

2. The notice of meeting, an agenda, and a copy of the business papers shall be circulated to each member normally at least five clear working days before the meeting. The Chair may permit additional business to be tabled at the meeting.

3. Where urgent action is required between scheduled meetings of the Governance Board, the Chair of the Board may act on behalf of the Board, but will report all such actions to the next scheduled meeting of the Board. Non-urgent items between scheduled meetings may also be dealt with by signed resolution by all members of the Governance Board (or a majority where all members aren't available).

4. Any notice of motion, report or other business must be submitted in writing seven (7) clear working days before the meeting. Matters submitted after this time may be accepted at the discretion of the Chair.

5. If the Chair is of the opinion that there is insufficient business to warrant holding a normal meeting, the Chair may cancel the meeting and inform members normally at least three (3) days before the scheduled date of the meeting.

6. If after fifteen minutes of the scheduled starting time, a quorum is not present, the Chair may exercise discretion and allow the meeting to proceed, but any decisions from that meeting shall be confirmed by signed resolution by all members of the Board (or a majority where all members aren't available).

Order of Business

The normal order of business at each ordinary meeting shall be:

- Welcome and confirmation of agenda items
- Confirmation of the minutes after any amendments
- Business arising from the minutes
- Correspondence
- Report from the Dean
- Reports from Officers
- Reports from the Academic Board
- Motions for which notice has been given
- Other business
- Confirmation of next meeting date and time.

Rules of Debate

Unless ruled otherwise by the Chair, or resolved by the Governance Board, the Governance Board will conduct its business in committee as follows:

- A member may speak more than once on any matter at the discretion of the Chair
- The proposer of a motion can give it in writing, but may explain its sense orally

- Debate shall occur only on a formal motion before the Chair, or an amendment to such a motion. Any such motion or amendment shall be submitted in writing to the Chair but may be seconded orally.
- The Chair may participate in debate before the right of reply has been exercised.
- The mover of a motion, but not an amendment, shall have the right of reply. This right of reply normally closes the debate.
- The Chair will put any motion or amendment by show of hands or ballot once they are of the opinion that it has been discussed fully.
- No member may speak to a motion, except to raise a point of order, after it has been put by the Chair and the show of hands or ballot has been taken.
- In the absence of a member who has given notice of motion, a motion shall lapse unless another member present is prepared to move it
- A motion shall be amended or withdrawn by the mover with the consent of the meeting
- Any motion or amendment not seconded shall not be debated, except for a motion from the Chair.
- An amendment that is a direct negative of the motion shall not be allowed
- Only one amendment may normally be accepted at one time
- If an amendment is carried, an amendment which is substantially the same as the original motion is out of order
- If an amendment is defeated, an amendment that is substantially the same as the original motion is out of order

The Chair

The Chair shall:

- Conduct meetings of the Governance Board in the manner indicated by the Standing Orders and give all members present an opportunity to speak and vote on the business of the meeting
- Take care that the sense of the meeting is properly followed in regard to the business before the meeting
- Put motions and amendments to the vote and report the result of the vote
- Maintain order in the discussions and debate of motions and amendments
- Refuse to accept motions and amendments which are not expressed clearly
- Not refuse any amendments that are presented in proper form and relate to the motion under discussion
- Not adjourn a meeting to prevent it from coming to a decision
- Exercise discretion in all matters not elsewhere covered in these standing orders.
- Have the right to attend meetings of any Standing Committees, Board of Studies, sub-committees and Working Parties with speaking rights at each.

Quorum

A quorum will be a minimum of half the appointed members plus 1. In the case of a tied vote, the Chair has the casting vote. See point 6 above in the '*Convening of Meetings*' section re non-quorate meeting procedure.

The Minutes

The Minutes of all meetings will be recorded accurately and distributed to members normally within two (2) weeks of the specific meeting.

The Minutes will normally record the following details from each meeting:

- the date, time and place of the meeting
- the nature of the meeting – ordinary, adjourned or special meeting
- the names of the Chair, members present, apologies and any persons invited to the meeting

- a summary of the business conducted, including motions and amendments put, together with the result of each vote
- the date, time and place for the next meeting.

The Minutes of each meeting shall be submitted to the following meeting for confirmation in terms of their accuracy. Any corrections must be agreed by the meeting before the Minutes are confirmed.

Conduct of Members

A member shall:

- speak only to the matter before the Governance Board
- not make offensive statements
- obey the Chair on questions of order during the meeting
- not disclose how other members have voted on specific motions or amendments
- Disclose to the Chair any potential, perceived or actual conflict of interest and normally vacate the meeting when any matter relating to them personally is under consideration by the meeting.
- Not release to the general public or any forms of the media any specific information concerning the business of the Governance Board.
- Observe the '*Statement of Principles for Members of the Governance Board*' below.

Statement of Principles for Members of the Governance Board

A member of the Governance Board may not, without the approval of the Chair, discuss with or disclose to a person not a member of the Governance Board:

- Any matter listed as confidential on the business papers or in the Minutes of the Academic Board
- Any personal matter affecting the individual
- Any business negotiation or other financial matter which might allow a person to profit
- Any matter concerning the promotion of another member of EIT
- Any proposal that any person will be granted an honorary degree
- Other matters which the Board or the Chair may decide are sensitive to the image, reputation or the interests of EIT.

Amendment of Standing Orders

These Standing Orders may be amended by a motion which has been presented with due notice to all members. An absolute majority of members is required for these orders to be changed.

Extended Application of Standing Orders

The Academic Board and Standing Committees of the Governance Board will normally use these Standing Orders to guide their proceedings.