
EIT Governance Board – Terms of Reference for Vocational Operations

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1.0 Purpose

The purpose of these Terms of Reference is to set out the working arrangements in terms of:

- Reporting Relationships
- Delegations
- Membership
- Roles and Functions
- Goals
- Appointments
- Meetings

2.0 Scope

These Terms of Reference are for the EIT Governance Board in regards to EIT's Vocational Education and Training (VET) activities. There are separate Terms of Reference for the Governance board in relation to EIT's Higher Education activities.

3.0 Overview

There is an important distinction between corporate governance and academic governance. Corporate governance is primarily concerned with an institution's legal and financial standing, planning, compliance and reporting – the core responsibilities of the Governance Board.

On the other hand, academic governance is concerned with the integrity of the core education areas of teaching, scholarship and research, and in particular the structures, policies and processes which ensure the defined quality outcome is achieved. These functions are delegated to the Academic Board by the Governance Board.

A blended approach will be followed for meetings; telephonic and physical meetings.

4.0 Reporting Relationships

Corporate governance is the top-level structure and leads EIT in the establishment, development, management and maintenance of strategies and policies. The Governance Board delegates authority to make decisions to managers and to the academic governing bodies. This creates a network of relationships (and levels of authority) that originate from the Governance Board. It is critical that these lines of authority are clearly defined and publicised to all stakeholders in EIT.

The Governance Board considers matters referred to it by the Academic Board, management teams and sub-committees, and provides leadership and guidance where it is required or is deemed necessary.

5.0 Delegations

The Governance Board delegates certain functions to the Academic Board, sub-committees, management teams or such other committees as it shall from time to time propose.

6.0 Membership

Chairman (independent and an eminent and appropriately qualified member of the financial community of Australia): Provides leadership and advice on the strategies and policies relating to the governance of EIT. The special focus is on the financial management of the Institute.

Dean of Engineering – EIT: As a member on both the Governance and Academic Boards, they are the formal link between the two. They provide guidance on various corporate issues. The Dean has voting rights on the Governance Board but not on the Academic Board.

Independent Member(s) (independent and an eminent and well recognised member of the Australian academic community): Provides academic and considered guidance.

7.0 Roles and Functions

Mission

As the leadership body of EIT, the Governance Board sets the overall policies and strategies and ensures they are acted upon.

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

Directors of the boards of Ross Mackay and the Engineering Institute of Technology delegates all authority to the governing bodies of EIT, to perform their functions unfettered by any interference. EIT is a subsidiary of Ross Mackay Pty Ltd, however, decisions made by the Governance and Academic Boards cannot be overridden by the Ross Mackay Board of Directors (past, current or to be constituted in the future). Refer to the delegation of power document shown in Appendix A of this document.

8.0 Goals

1. It promotes the delivery of innovative education in specialist engineering areas, to Engineers and Technologists. The direction this takes is driven by market demand and trends in engineering workplaces in Australia and around



the world. The Academic Board contribute to decisions regarding academic direction.

2. It confers such awards as it deems appropriate with the requisite input from other EIT governing bodies.
3. It approves the mission and strategic direction of EIT and monitors EIT's performance in relation to achieving stipulated outcomes. The specialist membership is responsible for the guidance and monitoring of EIT in all its endeavours. It guides the development and operation of EIT with a view to achieving profitability, considering the financial resources provided by IDC Technologies, and income generated from student fees and other income generating activities.
4. It is responsible for the approval of policies and procedural principles consistent with government and legal requirements and stakeholder expectations.
5. It oversees and monitors EIT's risk management policies, practices and performance (including audit processes) and monitors regulatory compliance. The efficacy of these policies and procedures will be documented by the management team, reported to the Governance Board, and recommendations considered and implemented by them where necessary.
6. It strives to effectively monitor and manage its own operations, including proper execution by members of their fiduciary duties. To facilitate the measurement of its own performance a 'balance of power' is adopted. This requires that the CEO and Dean of Engineering remain independent from the board member responsible for financial direction acting on the Chair.
7. It promotes policies for the selection and appointment of appropriately qualified and experienced administration and academic staff to support the operation of EIT.
8. It approves guidelines for determining remuneration, professional development and the termination of staff.
9. It ensures that the facilities and resources needed to support the necessary operations of EIT are available.
10. It approves the Strategic Plan for EIT and provides support and guidance in its review.
11. It oversees appropriate occupational health and safety policies.
12. It oversees and monitors the activities covered by the Academic Board. The Academic Board reports to the Governance Board after each formal meeting and at other times as appropriate. New initiatives for the Academic Board are determined by the Governance Board and monitored by them.
13. It reviews its own performance at least once every seven years using a reviewer independent of EIT.



9.0 Appointment of Governance Board Members

The members of the Board are selected for their business and academic management experience, established independence especially from the ownership of EIT, and their ability to contribute this expertise to EIT.

The Board members are inducted through a variety of means including; interviews with the Dean, other governance board members, through an on-going association with EIT and through access to EIT's strategic plan. Any proposed changes within EIT are discussed with the Boards and final alterations communicated to all members.

A member's tenure is reviewed every three years and his/her appointment or dismissal decided by the full Academic and Governance Boards of EIT.

10.0 Meetings

The Board meets at least four times each calendar year, and at other times as appropriate or as requested by the Chair.

Decisions of the Board are recorded in the minutes of their meetings, and the minutes of each meeting are confirmed at a subsequent meeting.

A quorum for a meeting of the Board is a minimum half the appointed members plus 1.

The Chair will review annually whether the members require external instruction or training to effectively discharge their duties.

11.0 Misconduct Policy

The dismissal of a member for misconduct is based on the following procedure:

It involves a three-step process (led by the Chair of the Governance Board or his/her vice Chair if he/she is unavailable or implicated in the misconduct) 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 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 Board member.



The member will be provided 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:

- Poor timekeeping and unreliability (e.g. missing more than two board meetings in a year)
- Failing to follow pre-existing rules of conduct
- Rudeness or hostility towards other members
- Publicly bringing the Institute's name into disrepute
- Falsifications of any of the Institute's records for personal gain
- Commercial misrepresentation of EIT

12.0 Related Documents

- Governance Board – Terms of Reference (HE)
- Academic Board – Terms of Reference (VET & HE)
- EIT Organisational Chart – Reporting Relationships
- EIT Organisational Structure – Personnel
- EIT Instrument of Delegation
- EIT Strategic Plan



Appendix A – Delegation of Power

**MINUTE OF THE BOARD OF
Engineering Institute of Technology Pty Ltd
ABN 091 357 62426**

Held at: 1031 Wellington Street West Perth WA 6005
On: 25th March 2013

Present: Mackay, Stephen George

Chairman: It was resolved to elect as Chairman of the meeting:
Mackay, Stephen George

Short Notice: The Chairman tabled a consent signed by the required majority of members having a right to attend and vote at the meeting, consenting to the meeting being held at notice shorter than is required.

Resolution: It was resolved that the following resolution be passed:

The Board of the Engineering Institute of Technology delegates all authority to the governing bodies of the EIT to perform their functions unfettered by any interference. The EIT is a subsidiary of Ross Mackay Pty Ltd, however, decisions made by the Governance and Academic Boards cannot be overridden by the Engineering Institute of Technology Board of Directors (past, current, or to be constituted in the future).

Specifically, the executive management of EIT, being the Board of Directors, delegates authority as follows (as defined in the separate terms of reference):

- a. The Governance Board for relevant responsibilities (including all authority for financial, legal, academic and managerial matters including responsibility for company policies and procedures)
- b. The Academic Board for relevant responsibilities
- c. The CEO for relevant responsibilities
- d. Any other delegations that are required, such as Student Admissions.

This is backdated to be effective from (and including): 10th February 2010.

(thus rendering valid all Governance and Academic Board activities to date)

Entered and Signed in accordance with the Commonwealth of Australia Corporations Law as a true and correct record.


Chairman

STEPHAN GEORGE MACKAY

25th March 2013
Date