

GOVERNANCE BOARD TERMS OF REFERENCE

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1.0 Purpose and 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.

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.

Through formal delegation from the EIT Board of Directors to the Governance Board of EIT, the Governance Board 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 and vocational 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 *Higher Education Standards Framework (Threshold Standards) 2021* and the *Standards for Registered Training Organizations (RTOs) 2015*.

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 and technology education.

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

2.0 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 and vocational education operations, and assure itself that EIT is operating effectively and sustainably, including:

- Obtaining and using information and advice, including independent 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 EIT's constitution or equivalent.
- Overall responsibility for the pursuit of the mission and vision of EIT which includes ensuring that future directions in 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 and vocational 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 (Threshold Standards) 2021* and the *Standards for Registered Training Organizations (RTOs) 2015*, to achieve EIT's objectives and performance targets and to sustain the quality of 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 operations and ensuring material risks are being managed and mitigated effectively.
- Ensuring mechanisms for competent academic governance and leadership of higher and vocational education 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 education that is 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 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 or vocational 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 either the *Higher Education Standards Framework (Threshold Standards) 2021* or the *Standards for Registered Training Organisations (RTOs) 2015*, 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, any student or staff appeals referred to it.
- Ratifying the appointment of the external auditor for EIT.
- Maintaining a true record of the business of the governing body.

3.0 Membership

The Governance Board members 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 or vocational education, engineering education, business management, financial and legal experience (1 to 3)
- Dean (or CEO) of EIT (1)
- Representative from EIT Executive Management (1)

The Governance Board will include some independent members and strive to include a majority of independent members at all times; but a majority will not be mandatory.

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.

Voting members will usually serve terms of three (3) years, and new members may be appointed for one year in the first instance. Members may seek re-appointment at the end of each term, and their expression of interest for further appointment will be considered by the Governance Board, taking into account its succession planning and skills matrix requirements. The term of office for ex-officio members is usually for the duration of the member's employment in the ex-officio position listed. Members are also expected to attend more than 50% of meetings scheduled to maintain attendance requirements.

Casual vacancies may be filled by nominations from the Governance Board, ensuring that the expertise from the outgoing member is filled, and final approval sought from the Governance Board members. Persons appointed to fill a casual vacancy shall hold office from the time that person is appointed until the expiry of the term of that person's predecessor, and are eligible for re-election.

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.

Criteria for being considered independent

Members are no longer considered independent if:

- their tenure is ten years or more
- they have been employed at EIT within the last three years, including sessional teaching roles
- they are a shareholder of EIT

4.0 Meetings

The Governance Board will normally meet every quarter, according to a pre-determined schedule for the year. Meetings may be conducted face-to-face, by telephone, by videoconferencing or teleconferencing technologies including online via web conferencing or similar technology.

The Secretariat for the Academic Board will be responsible for the provision of executive and organisational support for the work of the Academic Board. This position will be filled by the Accreditation & Compliance Manager (or a suitable delegate as approved by the Dean).

5.0 Reporting and 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 publicized 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.

The Governance Board shall provide a report to the Board of Directors after each meeting by making its minutes available in a timely manner.

6.0 Standing Committees

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

7.0 Standing Orders

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

8.0 Review

It is a requirement of the *Higher Education Standards Framework (Threshold Standards) 2021*, that a review is undertaken every seven (7) years.

9.0 Definitions

Please refer to the EIT Glossary that can be found [here](#) for all definitions used in this document.

10.0 Related Documents:

- Academic Board Terms of Reference.DS
- Board of Studies Terms of Reference.HE
- Business Continuity and Disaster Recovery Plan
- Course Advisory Committee Terms of Reference.HE
- Diversity, Fair Treatment and Equal Opportunity Policy
- EIT Organisation and Governance Structure.HE
- EIT Organisational Chart - Reporting Relationships.DS
- EIT Organisational Structure - Personnel.DS
- EIT Strategic Plan 2021 - 2031. DS
- EIT07 Governance and Administration Policy
- EIT08 VET Regulator Cooperation & Legal Compliance
- Health and Wellbeing Policy and Procedure.DS
- Information Management and Security Policy and Procedure.DS
- IT Policy for System Administrators and Managers.DS
- Learning and Teaching Committee Terms of Reference.DS
- Privacy Policy.DS
- Records Management Policy and Procedure.DS
- Remuneration and Board Appointment Policy and Procedure.DS

- Research Committee Terms of Reference.HE
- Risk Management Policy.DS
- Risk Management Register.DS
- Safety, Emergency and Critical Incident Policy and Procedure
- Work, Health and Safety Policy.DS

11.0 Related Legislation

The following legislation is relevant to this policy, however not all are mandatory education providers:
[NB: replace any state-based legislation with that relevant to your State]

- [*Age Discrimination Act 2004 \(Cwth.\)*](#)
- [*Australian Human Rights Commission Act 1986 \(Cwth.\)*](#)
- [*Disability Discrimination Act 1992 \(Cwth.\)*](#)
- [*Disability Services Act 1986 \(WA\)*](#)
- [*Equal Opportunity Act 1984 \(WA\)*](#)
- [*Fair Trading Act 2010 \(WA\)*](#)
- [*Fair Work Act 2009 \(Cwth.\)*](#)
- [*Higher Education Standards Framework \(Threshold Standards\) 2021 \(Cwth.\)*](#)
- [*Privacy Act 1988 \(Cwth.\)*](#)
- [*Racial Discrimination Act 1975 \(Cwth.\)*](#)
- [*Sex Discrimination Act 1984 \(Cwth.\)*](#)
- [*Standards for Registered Training Organisations \(RTOs\) 2015 \(Cwth.\)*](#)
- [*Tertiary Education Quality and Standards Agency Act 2011 \(Cwth.\)*](#)
- [*Work Health and Safety Act 2011*](#)
- [*Work Health and Safety Act 2020 \(WA\)*](#)

12.0 Accountabilities

The Governance Board is responsible for review and approval of these Terms of Reference.

The policy is to be implemented via induction of new Governance Board members and distribution to EIT's community via the website and other publications.

APPENDIX 1: STANDING ORDERS

1.0 Convening of Meetings

The Governance Board shall meet:

- Every quarter according to a pre-determined schedule.
- 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.

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.

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).

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.

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.

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).

2.0 Meeting Conduct

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

- The Chair shall conduct the meeting according to the standing orders; ensure order is maintained; and give members an opportunity to speak and vote on matters tabled at the meeting.
- The order of business shall follow the agenda unless agreed otherwise.
- Matters for debate, or to move a motion, must be on the agenda and seconded, unless otherwise approved.
- Voting shall be by show of hands unless a secret ballot is requested.
- Members may vote by proxy if they are unable to attend. Notice of proxy may be submitted at any time prior to the commencement of the meeting.
- Matters will be passed by a majority of members.

- The Chair shall have the deciding vote if there is a tie.
- Members may speak more than once at the discretion of the Chair.
- A motion may be amended or withdrawn with the consent of the members.
- When an amendment is before the Chair, discussion shall be confined to that amendment.
- No further amendments can be made if they are substantially the same, or if the amendment is a direct negative.

3.0 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, and
- Have the right to attend meetings of any Standing Committees, Board of Studies, sub-committees, and Working Parties with speaking rights at each.

4.0 Quorum

A quorum will be a minimum of half the appointed members plus one. In the case of a tied vote, the Chair has the casting vote. See Section 1.0 '*Convening of Meetings*' above regarding the non-quorate meeting procedure.

5.0 Circulating resolution

A resolution in writing signed by all the members of a Board, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the members duly called and constituted at the time the resolution was last signed and may consist of several documents in like form each signed by one or more of the members.

6.0 The Minutes

The Minutes of all meetings will be recorded accurately and confirmed at the next 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 resolutions and actions
- 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.

7.0 Conduct of Members

A member shall:

Keep their comments to matters before the Board

- Attend meetings and be punctual (attendance required is at least 50% of scheduled meetings without authorised absence for extenuating circumstances)
- Undertake review of documents prior to meetings, within timeframes requested
- Act in the best interests of the Institute and not bring the Institute into disrepute
- Exercise appropriate care and diligence
- Not make false statements or falsify records
- Act appropriately to not gain advantage for themselves or others
- Not make offensive statements or comments or behave improperly
- Shall cease speaking when called to order by the Chair
- Declare any potential conflicts of interest and stand aside from discussions and voting on such matters deemed to be a conflict of interest
- Keep all matters in confidence and not disclose any matters of business to the general public, members of staff or other associates of EIT

8.0 Dismissal of Members

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 (e.g. in terms of not attending more than two board meetings in a year without a substantial reason).
- 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.

9.0 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 minutes/agenda of the Governance or 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, and
- Other matters which the Board or the Chair may decide are sensitive to the image, reputation, or the interests of EIT.

10.0 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.

11.0 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.