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1. Purpose

This Charter sets out the role, responsibilities and governance functions of the Council. It provides a statement of the obligations of the Council in discharging its duties and responsibilities, having regard to its legal and regulatory requirements and based on principles of good governance.

2. Authority

The Council is established pursuant to a formal resolution of the Board of Directors of the Australian School of Accounting Pty Limited (ASA) dated 5 June 2017. It operates under delegation from the Board.

The Council must at all times act in accordance with the Constitution and By-Laws of ASA, its delegated authority and relevant laws and regulations.

The Council has the right to obtain independent advice to support effective decision-making wherever it believes that this is necessary.

3. Role

The Council's role is to ensure that the ASA is properly resourced and managed to deliver a high standard of education in compliance with ASA's strategic objectives and plans, internal policies and regulatory requirements. With effective governance, the Council will promote and protect the reputation and interests of ASA, by fostering an environment that supports and protects freedom of intellectual inquiry and promotes the wellbeing of students and staff. The Council fulfils this responsibility by overseeing the performance of ASA to achieve the vision, values, aims and objectives determined with and agreed by the Board of Directors from time to time.

The Council is independent of the Board of Directors. The Council's decisions must be made in the best interests of the students and staff to support the quality of education and the

learning environment offered by ASA and to maintain a culture consistent with ASA's strategic objectives.

4. Responsibilities

ASA provides a high standard of tertiary education for students seeking a career in accounting and business. ASA provides a highly supportive and adaptive learning environment that is designed to qualify students for immediate employment following graduation.

The Council will attend to governance functions and processes diligently and effectively including:

- (a) obtaining and using information and advice, including independent advice and academic advice, as necessary, for informed and competent decision making and direction setting;
- (b) delegating authority necessary for effective governance, policy development and management, and monitoring the implementation of those delegations;
- (c) confirming that the provision of higher education is governed by ASA's policies and the operations of the provider are consistent with those policies;
- (d) taking steps to develop and maintain an environment in which freedom of intellectual inquiry is upheld, students and staff are treated equitably, the wellbeing of students and staff is fostered, and that students have opportunities to participate in the decision-making processes of ASA.

Council will further assure itself that ASA is operating effectively and sustainably including assuring that:

- (e) future directions in higher education have been determined through the strategic plan, with realistic performance targets;
- (f) progress against these strategic targets is monitored and action is taken to correct any underperformance;
- (g) ASA is financially viable and that it has the capacity to continue to be financially viable;
- (h) ASA's financial position, performance and cash flows are monitored regularly, that financial reporting is accurate and meets Australian Accounting Standards;
- (i) risks to higher education operations have been identified and are being managed and mitigated effectively;
- (j) competent academic governance and leadership is being implemented and academic activities are operating in accordance with an effective academic governance policy framework;
- (k) educational policies and practices support participation by and are sensitive to Aboriginal and Torres Strait Islander peoples;
- (l) the conferring of degrees and other academic awards recommended by the Academic Board are awarded legitimately;

- (m) credible business continuity plans are in place and there are financial and tuition safeguards to protect students in case of closure;
- (n) formal complaints are monitored and addressed including allegations of misconduct, breaches of academic integrity and critical incidents;
- (o) any lapses in compliance with the *Higher Education Standards Framework* are identified and monitored, and that corrective action is taken.
- (p) approving the organisation and management structure proposed by the Board of Directors and ensure that it is appropriate and adequate to provide a high standard of education and performance management;
- (q) carrying out its responsibilities and exercising its powers in accordance with ASA's values of integrity, respect, cooperation and excellence;
- (r) reporting to the Board of Directors as agreed from time to time on the performance of ASA.

To fulfil its responsibilities, the Council has the following, specific functions.

5. Governance

5.1 Reputation and Appointments

- (a) Monitor the reputation and performance of ASA.
- (b) Appoint the Principal of ASA. Monitor and review performance in accordance with agreed objectives and plans developed prior to the commencement of each calendar year.
- (c) Policies– approve and review regularly; monitor for compliance; monitor breaches and corrective action.
- (d) Appointments – appoint the Academic Dean. Monitor and review performance in accordance with agreed objectives and plans developed prior to the commencement of each calendar year.
- (e) As part of ASA's risk management system, ensure regular monitoring of reports, publicity and issues that may affect the ASA's relationship with its students, staff, the community or the regulator, and ensure that any such matters are addressed on a timely basis.
- (f) Delegations of authority – approve, monitor and review the delegation of authority from the Council to the Principal and any other delegation that the Council considers necessary for the effective operation of ASA.
- (g) Committees – establish committees as required by the Constitution and others as appropriate; review their work and effectiveness and at least annually review the composition of all committees.
- (h) Induction of new Council members – ensure that an appropriate induction program is developed for members and that members undertake this prior to their first Council meeting.
- (i) Succession Planning – review as appropriate for the Principal and Council and make recommendations to the Board of Directors.
- (j) Performance Evaluation – conduct an annual review of the performance of the Council with an external governance review once every three years. At the end of the first year of operation of ASA, Council will engage an external specialist to

undertake a full governance review, which should form the basis for updating or amending this Charter and any changes to practices, protocols and procedures that the reviewer recommends to improve Council's performance.

- (k) Code of conduct – review, approve and monitor compliance with the Code of Conduct. Ensure that there is a process for reporting breaches and taking appropriate action. Regular reports should be included in the Principal's Report to Council, which will be a standing item on each Council meeting agenda.
- (l) Management and staff – ensure that there is an appropriate process for recruitment of the Principal and all other staff and regular review of their performance.
- (m) Remuneration – as part of the annual budgetary process, approve total remuneration for all staff. Ensure that remuneration is structured with regard to competitor organisations and positions and benchmarked against industry reports to enable ASA to engage staff with appropriate experience and a high level of competency.
- (n) Liaise with the Principal to ensure that all staff pursue a program of appropriate professional development.

5.2 Academic Board and Academic Performance

- (a) establish the Academic Board.
- (b) approve the Terms of Reference for the Academic Board, ensuring that they reflect the responsibility of the Board for ASA's legislative responsibilities under the *Higher Education Support Act 2003* (HES Act) and its commitment to a high standard of tertiary education. The Terms of Reference should also outline the responsibility of the Academic Board for academic policy, administration and oversight, including the monitoring and review of course delivery, student progression and complaints.
- (c) approve appointments to the Academic Board and ensure that all members are appropriately qualified and experienced to support the quality of education envisaged by the objectives of ASA.
- (d) Regularly monitor the effectiveness of the Academic Board through reports to the Council at its meetings.
- (e) Conduct an annual review of the performance of the Academic Board.
- (f) Review the membership of the Academic Board and seek new members when required, ensuring relevant and up-to-date qualifications, skills and experience.
- (g) Review and approve policies, plans, courses and programs recommended by the Academic Board, ensuring that they contribute to a high quality and supportive learning environment for students.
- (h) Ensure that an appropriate complaints process is in place and monitor its effectiveness.
- (i) Ensure that there is appropriate professional development for all academic staff.
- (j) Review reports from Academic Board to be presented at each Council meeting.

5.3 Accountability

- (a) Approve the award of all degrees and other qualifications granted by ASA.
- (b) Approve the annual report for ASA.
- (c) Ensure compliance with all regulatory reporting requirements.
- (d) Report quarterly to the Board of Directors on the performance of ASA.

- (e) Approve and monitor the quality assurance framework, which must be consistent with and support ASA's objectives and the *Higher Education Standards* and all other regulatory requirements.

5.3 Strategic Performance

- (a) Strategic planning – ensure that strategic plans are developed in accordance with the *Strategic Planning Policy*.
- (b) Approve strategic plans; approve objectives and performance indicators.
- (c) Performance – monitor the performance of ASA against its strategic and annual operating plans, adjust plans and forecasts where necessary to take account of changes in business operating conditions that will likely affect outcomes against the strategic plan.
- (d) Resources – ensure that an appropriate standard of facilities including physical premises and equipment is provided for students and staff and that facilities and equipment are adequate to support a high-quality learning environment.
- (e) Ensure that there are credible plans for business continuity that will protect students should ASA not be able to offer completion of studies.

5.4 Financial Performance

- (a) Approve ASA's annual budget ensuring that it is based on robust assumptions relating to ASA's size competitiveness as well as external factors that could affect ASA's performance. The budget should also take into account the vision and objectives of the Strategic Plan to establish an outstanding reputation for ASA and a high quality learning environment for students and staff.
- (b) Financial performance – monitor financial performance in accordance with the Strategic Plan and annual budgets which will be a standing item on Council's agenda.
- (c) Ensure that corrective action is taken to properly and prudently manage any adverse variations from planned financial performance.
- (d) Financial sustainability - ensure that ASA's financial resources are adequate to enable ASA to meet its financial and other objectives.

5.5 Risk Management and Compliance

- (a) Risk management – approve the Risk Management Framework, ensure that it complies with the Risk Management Policy and monitor its effectiveness.
- (b) Compliance – ensure that all policies and procedures comply with relevant laws and regulations; ensure that all statutory reporting obligations are fulfilled.
- (c) Ensure there is a high level of compliance with ASA's internal policies and procedures and that corrective action is taken in response to any deviations as set out in the relevant policy and procedure.
- (d) Reputation – be aware of reports, publicity or issues that may affect ASA's relationship with its students, staff, the community or the regulator; monitor issues and take action to rectify where appropriate.

6. Composition of the Council

- (a) The number of members will be agreed by the Board of Directors from time to time in accordance with the Constitution but there shall be a minimum of five (5) and a maximum of nine (9) members.
- (b) The members of the Council are appointed by the Board of Directors. Any proposed new appointments or changes in the composition of the Council should be agreed with the Chair of the Council.
- (c) The Board of Directors will appoint the Chair of the Council, who must be an independent member with appropriate qualifications and experience to lead the Council.
- (d) Members are appointed for a term of two (2) years with appointment for a further term at the discretion of the Board of Directors.
- (e) The Council will at all times maintain a majority of Independent Members.
- (f) At least one Independent Member must have a high standard of financial qualifications, skills and experience.
- (g) At least two Independent Members must have higher education qualifications, skills and experience.
- (h) A majority of members will be Australian residents.
- (i) In retiring members of the Council, the Board of Directors should consider retaining a sufficient number of members so that there is continuity of knowledge and expertise relevant to the governance of ASA. No more than one-third of the total number of Council members should be retired at any one time.
- (j) The Council will regularly assess the skills and capabilities required from time to time and ensure that there is an appropriate mix and depth of knowledge, skills and experience to fulfil its duties and responsibilities.
- (k) All members will meet the requirements of a fit and proper person as set out in the *Higher Education Support Act 2003*.
- (l) The Principal will attend all meetings of the Council as an invitee.
- (m) The Chair of the Academic Board should attend all meetings of the Council as an invitee. As a standing agenda item, the Chair of the Academic Board should report to the Council on:
 - i. Matters that impact the quality and integrity of learning or teaching at ASA;
 - ii. Significant matters relating to the learning environment that could impact the reputation of ASA;
 - iii. Strategic matters relating to the resourcing of ASA to deliver the required standard of teaching and learning;
 - iv. Any other risk management issues that might affect the reputation of ASA or the quality of its courses or teaching; and
 - v. Any other matters relating to academic outcomes, policies and practices that should be brought to the attention of Council.
- (n) If there are matters to be discussed that are confidential to the Council, then the Chair of the Academic Board may be requested to leave the meeting during these discussions. If the Chair is not available for any meeting, then he/she should arrange for another member of the Academic Board to attend that meeting and in doing so, ensure that the member is adequately briefed on matters that should be reported to or brought to the attention of the Council. Meeting papers will be made available at the discretion of the Chair of the Council.

- (o) A student representative from the Student Representative Council (SRC) should attend Council meetings to provide information on matters dealt with by the SRC as listed on the agenda. The student will not be present for any other agenda items unless requested by the Chair of the Council.
- (p) All new members will undertake a formal, comprehensive, induction program coordinated by the Principal, in consultation with the Chair of the Council.
- (q) Members are expected to be diligent in their preparation for and attendance at meetings and contribute constructively to discussions and decision-making.
- (r) If unable to attend a meeting, a member must send a formal apology either to the Chair or to the Secretary. A member who is unable to attend three (3) or more meetings in any academic year without adequate reason may be removed by the Board of Directors following consultation with the Chair.
- (s) Any vacancy created by the resignation or removal of a member should be filled expeditiously by the Board of Directors in consultation with the Chair.

7. Role of the Chair

The Chair is responsible for managing the Council to achieve effective outcomes for ASA. The Chair is the conduit between the Board of Directors, the Council and the Academic Board and their committees.

The Chair should:

- I. ensure that the agenda for meetings identifies issues of significance to the Council;
- II. create an environment where all members have the opportunity to put their views to the meeting and have them respectfully considered;
- III. ensure that the Council receives accurate and clear information from management to enable it to identify and critically analyse the issues before it and monitor results achieved;
- IV. encourage thoughtful deliberation incorporating a diversity of views;
- V. ensure that there are no conflicts of interest or, if they arise, ensure that they are managed appropriately to avoid perceptions of favourable or unequal treatment of any person or organisation;
- VI. structure meetings so that there is sufficient time to deal with key areas of Council's responsibility;
- VII. ensure that the Council makes its decisions based on knowledge of the needs of ASA, its staff and students, and in the context of external factors affecting or likely to affect ASA or its reputation;
- VIII. develop and maintain a strong working relationship with the Principal and ensure that he/she is adequately resourced and supported in carrying out his/her role;
- IX. ensure that Council committees are properly established and operating effectively;
- X. ensure that the members comply with the Code of Conduct and represent the values of ASA in their dealings with other people and organisations on matters relating to ASA.

8. Meetings

- (a) The Council should meet regularly in accordance with a schedule agreed at the commencement of each academic year, but not less than four (4) times in each academic year.
- (b) Additional meetings may be convened from time to time to consider special or urgent business.
- (c) At least two (2) meetings during each calendar year should be held in person.
- (d) Any member may attend a meeting by telephone or computer/video conference if he or she is not available to attend in person. Meetings may be held at more than one venue using any technology that provides members with a reasonable opportunity to participate in the meeting. Personal attendance is at all times preferred.
- (e) Other persons may be invited by the Chair to attend meetings if their presence is required for any reason.
- (f) Members will be remunerated at a rate agreed in advance with the Board of Directors.
- (g) Members will be entitled to reimbursement for travel and any associated expenses incurred in attending meetings of the Council or its committees or in undertaking any other business for ASA that has been approved by the Chair of the Council.

9. Committees

- (a) In addition to those required by the Constitution, the Council will establish committees or ad hoc task forces as necessary to assist with complex or specialised matters. Committees and task forces will act in accordance with the authorities delegated to them by the Council.
- (b) Committees will not have the authority to make decisions. They should make recommendations to the Council, which retains collective responsibility for decisions.
- (c) An Audit and Risk committee will be established.
- (d) Each committee will have a formal, written Terms of Reference approved by the Council. Minutes of committee meetings should be circulated to the Council in accordance with the requirements of the Terms of Reference for each committee.
- (e) The Chair of each Council committee will be a member of the Council who is not Chair of Council.
- (f) Membership of committees and task forces will be determined having regard to the relevant committee's area of work and the skills available within the Council. Committee membership may include independent persons where appropriate expertise is not available from within the Council or where additional or special expertise is required. External appointment to committees will be subject to the approval of the Board.

10. Access to Information

- (a) The Council and committees are entitled to request and receive any information that they consider necessary to support informed decisions.

- (b) Requests for information should be made through the Chair of the Council to the Principal.
- (c) Council members may request the Chair of the Council or committees to seek external advice or to contract specialist services on complex or technical matters before the Council or committee or where an independent opinion is required.

11. Conflicts of Interest

- (a) If a member of the Council believes that a conflict exists, or is likely to exist, or that others might perceive a potential conflict, the member should disclose the conflict to the Council.
- (b) Conflict includes situations or circumstances where there is a direct or pecuniary interest as well as situations or circumstances where another person could reasonably view the member as being in a position of potential conflict.
- (c) A conflict of interest may arise when:
 - a. a member is involved in a business transaction that is related to ASA, or
 - b. a member has a relationship with people or other organisations that might impair impartial or independent judgment in the performance of their duties to ASA, or
 - c. a member benefits, directly or indirectly, from information that is confidential to ASA, or
 - d. a member knows that there is an opportunity to obtain a personal, business or professional benefit for him or herself, a family member, an associate or any other person in the course of fulfilling an official function of ASA, or
 - e. a member is in a position that creates or could create an obligation to any person or entity who might benefit from special consideration.
- (d) A formal Register of Interests will be maintained by the Compliance Manager. Members of the Council will ensure that the relevant information relating to their personal circumstances is up-to-date at all times.
- (e) Declarations of new conflicts or conflicts not previously recorded or any change in the status of conflicts or potential conflicts will be requested by the Chair at the commencement of each Council or committee meeting and noted in the minutes.
- (f) The Council has the right to decide how to treat each case of conflict that comes to its attention.

12. Performance Evaluation

Periodic independent reviews of the effectiveness of the Council and Academic Board will be undertaken at least every three years. The Charter should form the basis for any review. The results of the review will support the Council's need for professional development and may influence the composition of the Council from time to time in accordance with the Constitution. The Chair may rely on the results of the review to guide and counsel members of the Council. The Chair will also ensure that agreed actions from the independent review are implemented.

13. Administrative Arrangements

- (a) Secretarial support will be provided by ASA.
- (b) Minutes of meetings will be prepared by the Secretary to provide an accurate and true record of all meetings.
- (c) Minutes will be distributed to Council members for review within one week of each Council meeting.

14. Review of the Council Charter

The Council will review this Charter and the Terms of Reference of its committees every 3 years and make any necessary or desirable amendments to ensure that they remain consistent with ASA's objectives, current law, the requirements of the regulator and contemporary best practice.

ANNEXURE A – Code of Conduct

This Code of Conduct applies to the members of the Council and through them to the Principal as appropriate and any other management and staff from time to time.

A code of conduct cannot anticipate every possible situation. Where there is any uncertainty, members and staff should always have regard to the values of the organisation on which this Code is based.

The members of the Council:

- (a) must always act in the best interests of ASA, with a view to protecting the reputation and integrity of ASA.
- (b) will operate at all times with honesty and integrity in their dealings with each other and all management and staff and will observe the highest standards of ethical behaviour and professional integrity;
- (c) must comply with this Charter and any By-Laws and all policies of ASA;
- (d) should conduct themselves and perform their duties with care and diligence;
- (e) should commit the time required to effectively discharge his/her duties as a Council member;
- (f) should identify conflicts of interest and respect the views of the Council in managing conflicts;
- (g) must maintain privacy and respect the confidentiality of the information relating to ASA and decisions made by the Council, subject to agreed communications protocols and specific communications required and agreed by the Council and the Board of Directors from time to time;
- (h) should support the Chair in effective governance of the organisation and support Council solidarity around its decisions and agreed actions;
- (i) should work cooperatively with the Principal but not seek to direct the Principal;
- (j) should make decisions in accordance with the aims and objectives of ASA;
- (k) should not publicly make any remarks or express individual opinions relating to ASA, its Council, management or staff, to any person, including the media, or in respect of any matter relating to ASA's operations, other than as agreed and approved by the Council;
- (l) should always treat management and staff with respect and not give directions to management or employees.

15. Version Control

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| Document | | ASA COUNCIL CHARTER | | | |
| Approved by | | Board of Directors | | Date: 20 May 2020 | |
| Version # | 4.0 | Replaces Versions | 3.0 | Approved by Board of Directors / Endorsed by Council 30Apr20 | |
| | 3.0 | Replaces Versions | 2.0 | Review as due | |
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