

JMC Academy Governance Charter

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1. About JMC Academy

1.1 History and Ownership

JMC Pty. Limited (ACN 003 572 012) is registered with the Australian Securities and Investment Commission as an Australian Proprietary Company, operating under a standard Corporations Law constitution, as per the *Corporations Act 2001* (Cth). Dr J Martin Cass established the operation in 1982 and subsequently incorporated JMC PTY. LIMITED in 1989. JMC Academy is the trading name for the Company.

JMC Academy is now jointly owned by Mercury Capital (60%) and Dr J Martin Cascarino (40%) through the holding entities Chorus HoldCo Pty Ltd (Chorus HoldCo), Chorus MidCo Pty Ltd, and Chorus BidCo Pty Limited.

1.2 JMC Academy and Education

JMC Academy is a registered higher education provider regulated by the Tertiary Education Quality and Standards Agency (TEQSA) and a registered training organisation (RTO) regulated by the Australian Skills Quality Authority (ASQA). JMC Academy is also approved to deliver to overseas students (under CRICOS provider code 01259J).

From the following campuses, JMC Academy delivers courses from AQF levels 5 to 9 in the Creative Arts broad field of education:

- 561-577 Harris Street, Ultimo, 2007,
- 169-171 Bank Street, South Melbourne, 3205,
- 208 Park St, South Melbourne, 3205,
- 69 & 75 Grey St, South Brisbane, 4101,

2. About this Charter

The Charter establishes the foundation of JMC Academy's (JMC) higher education operations by providing a clear governance framework for the corporate and academic activities of JMC, ensuring it meets the following relevant external standards and legislation:

- *Higher Education Standards Framework (Threshold Standards) 2021* (Cth), as established by sub-section 58(1) of the *Tertiary Education Quality and Standards Agency Act 2011* (Cth) (TEQSA Act),
- *Higher Education Support Act 2003* (Cth)
- *Education Services for Overseas Students Act 2000* (Cth),
- *Education Services for Overseas Students Regulations 2001* (Cth),
- *National Code of Practice for Registration Authorities and Providers of Education and Training to Overseas Students 2018* (Cth) (National Code), ELICOS National Standard
- *National Vocational Education and Training Regulator Act 2021* (Cth), and
- VET Quality Framework.

The Charter is the compilation of terms of reference and standing orders of all JMC Academy formally appointed governing bodies, including its working parties.

3. Preamble on Governance at JMC

The JMC Board of Directors is accountable for ensuring the quality and integrity of the education operations of the Academy. To assist in its oversight role, the Board of Directors is supported by the following main committees:

- Academic Board for oversight of academic quality and integrity, and
- Risk and Audit Committee.

With delegated authority, the Academic Board has established the following committees to assist it in its oversight of the academic operations of JMC:

- Academic Board Executive Committee,
- Learning and Teaching Committee,
- Curriculum Design and Development Committees,
- Course Advisory Committees, and
- Scholarship Committee.

3.1 Conduct and Ethical Standards

Members of the governing bodies specified above and throughout this Charter must:

- act with integrity, transparency, and in JMC's best interests.
- meet TEQSA's 'fit and proper person' requirements, and
- declare any potential or actual conflicts of interest, which must be managed appropriately.

JMC upholds academic freedom, freedom of speech, and equitable treatment of students and staff.

3.2 Role of Chairs

The Chair of the Board of Directors plays a pivotal role in ensuring effective corporate governance at JMC. Therefore, the Chair:

- Must be experienced in chairing boards,
- Holds a casting vote in the event of a tied vote, which may only be exercised after their deliberative vote has been cast,
- Oversees the performance of the Board and ensures that governance practices align with JMC's Constitution, regulatory obligations (e.g. TEQSA, ASQA), and strategic objectives, and
- Chairs meetings of the Board or appoints a nominee in their absence. They also co-set the agenda with the CEO and ensure that meeting procedures and documentation are properly managed.

The Chair of the Academic Board is central to maintaining academic integrity and quality assurance across JMC's higher education offerings and therefore:

- Must be independent and possess substantial experience in academic governance. The Chair is appointed by the Board of Directors ,
- Leads the Academic Board in its role as the primary source of advice on learning, teaching, and scholarship,
- Provides standing reports to the Board of Directors, ensuring that academic matters are transparently communicated and appropriately considered,
- Leads the identification and monitoring of academic risks, ensures compliance with the *Higher Education Standards Framework (Threshold Standards) 2021*, and oversees the implementation of academic quality assurance mechanisms, and
- Chairs Academic Board meetings, appoints a Chair pro tempore when absent, and ensures that meeting protocols, documentation, and resolutions are properly managed and reported.

3.3 Membership and Diversity

The Board of Directors of JMC is structured to ensure a balance of independence, expertise, and representation.

In accordance with the Governance Charter:

- The Board must include a minimum of two independent directors. Independence is defined in line with TEQSA's guidance and is considered to lapse after ten years of governance service at JMC,

- The Chair of the Academic Board is an independent ex-officio member of the Board and must also be formally appointed as a director. This role may count toward the independent director requirement, and, and
- The Board also includes shareholder-appointed representatives and may include the Chief Executive Officer.

To ensure the Board of Directors possesses the necessary breadth of expertise, a skills matrix is maintained and reviewed prior to any new appointments. This matrix ensures coverage across key areas including:

- Higher education governance and academic quality
- Financial management and audit
- Risk oversight and compliance
- Strategic leadership and corporate governance

In addition to technical competencies, the Board is committed to objectives of diversity and inclusion. Diversity objectives include:

- Gender balance, with a commitment to equitable representation across all governance roles
- Cultural and professional diversity, recognising the value of varied perspectives in decision-making
- Geographic and sector experience, particularly in creative industries and education

These diversity goals support JMC's broader commitment to inclusive governance, reflective of its student body, staff, and the communities it serves.

3.4 Committee Authority and Delegations

The Board of Directors may establish, delegate authority to, or disestablish committees and working parties as needed to support its governance functions. Each committee operates under formally approved Terms of Reference and is accountable to the Board. Delegations of authority are documented and reviewed regularly to ensure alignment with strategic objectives and regulatory obligations.

3.5 CEO Oversight

The Board (jointly with Chorus HoldCo) is responsible for appointing, monitoring, and, if necessary, removing the Chief Executive Officer. The Chief Executive Officer is delegated authority for the day-to-day management of JMC, including oversight of operations, risk, staffing, and compliance. The Board maintains oversight through regular reporting and performance reviews.

3.6 Policy Development and Review

Governance policies are reviewed at least every three years or sooner if triggered by significant regulatory changes. The review process incorporates feedback from academic and professional staff to ensure policies remain relevant, effective, and aligned with JMC's strategic and compliance frameworks.

3.7 Regulatory Compliance

As a TEQSA and ASQA registered provider with CRICOS registration, and as a registered FEE-HELP provider, JMC's regulatory and compliance obligations are complex and demanding. Table 1 below sets out the range of regulatory requirements applicable at the date of this document.

Table 1: JMC Academy's Regulatory Scope

Sector	Approval	Regulatory Framework	Regulator
Higher Education	TEQSA Registration "Institute of Higher Education"	• TEQSA Act 2011 • Higher Education Standards Framework 2021	TEQSA

Sector	Approval	Regulatory Framework	Regulator
	Course accreditation for all higher education courses	- TEQSA Act 2011 - Higher Education Standards Framework 2021	TEQSA
	CRICOS Registration	- ESOS Act 2000 - ESOS Framework including the Framework comprising the National Code 2018	TEQSA
	FEE-HELP approval	- Higher Education Support Act 2003 - Administrative Guidelines	Department of Education
Vocational Education and Training	ASQA registration	- National Vocational Education and Training Regulator Act 2011 - VET Quality Standards 2025	ASQA
	CRICOS Registration	ESOS Act (and Framework comprising the National Code 2018)	ASQA
	VET Student Loans	- Vet Student Loans Act 2016 - VET Student Loans Rules 2016	Department of Employment and Workplace Relations

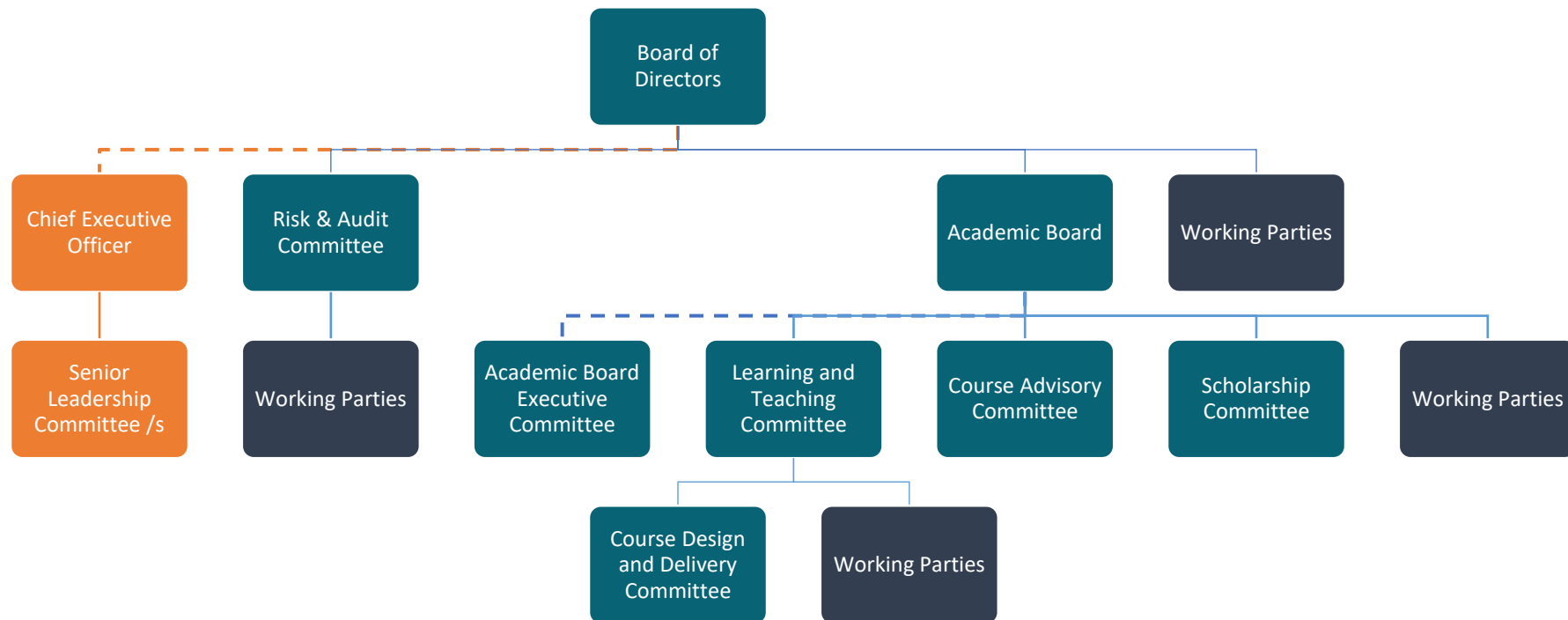
4. Governance Overview

All JMC Academy staff are responsible for ensuring the efficient performance and high-quality provision of the higher education delivered by JMC Academy. The governance of this provision is the responsibility of JMC's formally appointed boards, committees, sub-committees and working parties.

JMC Academy's governance structure includes the following:

- Board of Directors, as the peak corporate governing body, and its sub-committees:
 - Risk & Audit Committee
 - Working Parties
 - Academic Board, and its sub-committees:
 - Academic Board Executive Committee
 - Learning and Teaching Committee
 - ✓ Curriculum Design and Delivery Committees
 - ✓ Working Parties
 - Course Advisory Committees
 - Scholarship Committee
 - Working Parties
 - Working Parties

Figure 1 JMC Academy's Governance Structure



4.1 JMC Academy Non-Academic Delegations Schedule

Please refer to JMC Academy's *Corporate Delegation of Authority* for specific details about those arrangements.

4.2 JMC Academy Academic Delegations Schedule

Please refer to JMC Academy's *Academic Delegations Schedule* for specific details about those arrangements.

4.3 JMC Academy Policies and Procedures

The operational details of the work of the formally appointed governing bodies and their working parties are documented in the relevant policy and/or procedure.

JMC Academy maintains a *Policy, Procedure and Forms Register* to manage those documents.

Corporate Governance

Introduction

JMC Academy's corporate governance structure includes:

- Board of Directors – Serves as the institution's primary governing body and is responsible for overseeing JMC Academy's strategic direction, ensuring effective governance and maintaining compliance with regulatory frameworks.
- Risk & Audit Committee – Serves as the subcommittee of the Board of Directors. The subcommittee is responsible for overseeing JMC Academy's risk profile, risk management practices and ensuring alignment with the Board's determined risk appetite.

5. Board of Directors Terms of Reference

5.1 Role

The Board of Directors has oversight of JMC Academy's funding, strategic direction and management.

5.2 Functions

- a. The functions of the Board of Directors are to:
 - i. Establish and monitor the pursuit of the vision, purpose and strategic objectives of JMC Academy, by developing, maintaining, promoting and monitoring the implementation of JMC Academy's Strategic Plan,
 - ii. Establish and maintain an institutional environment in which freedom of speech 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 JMC Academy,
 - iii. Oversee and review the management and performance of JMC Academy,
 - iv. Develop, maintain, promote and monitor the implementation of JMC's Risk Management Framework, to ensure adequate risk management measures are in place in all areas including financial reporting, internal control systems, risk management, business continuity, fraud prevention and the internal and external audit functions, and that risks to higher education operations have been identified and material risks are being managed and mitigated effectively,
 - v. Ensure the Board of Directors and JMC Academy at large meet their legal and compliance obligations, including the requirement to maintain a true record of the business of the governing body and JMC Academy, as set out in the Company Constitution, the Corporations Act, Higher Education Standards Framework and the VET Quality Framework.
 - vi. Establish and periodically review the quality assurance framework and arrangements to guide the JMC Academy's educational and business functions within a culture of continuous improvement and receive regular reports on the implementation of quality assurance mechanisms,
 - vii. Define roles and develop, implement and regularly review a register of delegations as is necessary for effective governance, policy development and management and monitoring the implementation of those delegations, including:
 - Establishing and delegating appropriate authority to the Academic Board as the academic governing body, appointing its members and maintaining oversight and receiving reports of its activities and performance,

- Appointing and delegating appropriate authority to the CEO as the executive with responsibility for the efficient conduct of JMC's day to day business while maintaining oversight and receiving reports of the CEO's activities and performance,
 - Establishing and delegating appropriate authority to the Risk & Audit Committee as the body responsible for oversight of the risk profile and risk management of JMC Academy within the context of the Board of Director's determined risk appetite,
 - Establishing and delegating appropriate authority to the other committees as required
 - Establishing and convening Working Parties as the Board of Directors may consider necessary for the conduct of its business, approving their terms of reference, receiving reports and overseeing their work, and disestablishing these parties if it deems that they are no longer required.
- viii. Exercise financial oversight of operations to ensure JMC Academy has sufficient funds to maintain financial viability and sustainability for its ongoing operations and meet all legislative and regulatory requirements,
- ix. Approve major submissions made by JMC Academy to external regulators, including for example (but not limited to):
- Applying for re-registration as a higher education provider,
 - Applying for accreditation/re-accreditation of higher education courses,
 - Applying for re-registration as a CRICOS provider, and/or
 - Statutory reporting to the Department of Education and the Tertiary Education Quality Standards Agency,
- x. Monitor the occurrence and nature of formal complaints, allegations of misconduct, breaches of academic integrity and critical incidents and ensure action is taken to address underlying causes,
- xi. Award qualifications as recommended by the Academic Board,
- xii. Undertake (at least once in any registration period longer than four (4) years or otherwise in the year preceding expiry of registration) independent reviews of the effectiveness of the governing body and academic governance processes and ensure that the findings of such reviews are considered and that agreed actions are implemented,
- xiii. Oversee JMC Academy's policy framework, noting delegations of policy making responsibility in some cases,
- xiv. Support participation by Aboriginal and Torres Strait Islander people.
- b. In exercising these functions, the Board of Directors may be required to consult with Chorus HoldCo or obtain the approval of Chorus HoldCo in accordance with the JMC Shareholder Framework.

5.3 Delegations

The Board of Directors has made the following delegations:

- a. The Academic Board is responsible for the quality provision of JMC Academy's higher education qualifications and can convene other committees, sub-committees or working parties to assist it in this work, as per its terms of reference.
- b. The Academic Board can approve academic policies and report such approvals to the Board of Directors.
- c. The Chief Executive Officer is responsible for managing and monitoring the day-to-day operations of all JMC Academy campuses, including monitoring and managing risk and can convene other committees, sub-committees or working parties to assist it in this work.

- d. The Risk & Audit Committee is responsible for oversight of the risk profile and risk management of JMC Academy within the context of the Board of Directors' determined risk appetite and can convene other committees, sub- committees or working parties to assist it in this work, as per its terms of reference.
- e. Other committees as required.

5.4 Membership

The Board of Directors shall comprise no more than 10 directors, in accordance with the requirements set out in the Constitution, including:

- a. At least two (2) independent directors,
- b. The independent Chair of the Academic Board, who is an ex-officio member of the Board of Directors and must be formally appointed as a director. This position may also be counted among the independent appointments mentioned above,
- c. A director appointed by Mercury Capital VCLP twenty2 LP (ILP2200041) (Investor Director),
- d. A director appointed by John Martin Cascarino (Founder Director),
- e. Owner representatives appointed by the Shareholder, and
- f. The Chief Executive Officer may be appointed by the Shareholder as a director.

5.5 Chairperson

The Chair of the Board of Directors is elected for a period of three (3) years and may stand for subsequent terms

5.6 Voting Rights

- a. Only directors have voting rights.
- b. All directors have equal voting rights.
- c. In the case of a tie, the Chair has a casting vote. This can only occur when the Chair has already cast their deliberative vote.

5.7 Roles of Individual Directors

a. Shareholder

It is recognised that the shareholder carries authority by virtue of holdings in JMC Academy and their responsibilities under the *Corporations Act 2001* (Cth) and all other relevant legislation and regulations.

b. Chief Executive Officer

The Board of Directors (acting jointly with Chorus HoldCo) appoints the Chief Executive Officer and has delegated the following functions:

- i. Day-to-day management of JMC Academy, including general superintendence, noting the roles of all the members of the Senior Leadership Committee,
- ii. Ensuring the effective and efficient operations of marketing, financing, student support and administration, as well as ensuring the ongoing provision of facilities, resources and systems,
- iii. Ensuring suitably qualified and experienced staff are employed by JMC Academy to carry out necessary functions and tasks,
- iv. Overseeing the preparation of JMC Academy's audited annual financial statements and an annual report for consideration and approval by the Board of Directors,

- v. Ensuring the values in the Governance Charter are promulgated, understood and developed within JMC Academy, including the importance of upholding academic freedom, cultivating a community of scholarship and concern for student outcomes and welfare.
- c. **Non-Executive Directors**
 - i. Non-executive directors have no individual authority to participate in the day-to-day management of JMC Academy.
 - ii. Nonetheless, all non-executive directors are responsible for any delegations of their responsibilities with regard to corporate operations, including to whom and/or to which committee, sub- committee or working party such delegation occurs. The Board of Directors documents and communicates what controls are in place to oversee the operation of these delegated powers.
- d. **The Chair, Academic Board**

The Chair of the Academic Board attends Board of Directors meetings to report on the activities of the JMC Academic Board and to provide academic advice that is independent of management. The Chair is a director and is expected to participate across the full scope of its activities.

5.8 Conditions of Membership

All individuals participating in the conduct of the Board of Directors are expected to:

- a. Act in accordance with the Constitution of JMC Academy,
- b. Maintain confidentiality of Board of Directors discussion and documentation,
- c. Hold a valid director identification number as required under the *Corporations Act 2011* (Cth) and provide evidence of registration prior to appointment,
- d. Attend a minimum of 75 per cent of scheduled meetings in a calendar year,
- e. Positively reflect the image of JMC Academy,
- f. Abide by the conditions described in this Charter, and all other relevant codes of conduct, policies, procedures and frameworks,
- g. Disclose any actual or potential conflicts of interest that might exist or may reasonably be thought to exist between the directors and JMC Academy's institutional interests,
- h. Failure to meet any of these conditions may result in dismissal from the Board of Directors, as provided in clause 5.14f below.

5.9 Register of Director's Interests

The Chief Executive Officer, in the role of Secretary, maintains the Register of Interests for directors.

5.10 Meeting Protocols

- a. **Frequency**
 - i. The Board of Directors meets at least ten (10) times per year, and usually eleven (11) times per year unless otherwise determined by the Board of Directors.
 - ii. A meeting may be held either face-to-face, by synchronous electronic means or by circular asynchronous means.
- b. **Quorum**
 - i. Meetings of the Board of Directors will be chaired by the Chair or in their absence the Chair's nominee.

- ii. The quorum for the Board of Directors meeting is:
 - at least 50 per cent of members,
 - the Investor Director (or another director nominated by the Investor Director), and
 - the Founder Director (or another director nominated by the Founder Director).
- c. **Meeting procedures**

All other meeting procedures will be as set out within the Constitution of JMC, or as otherwise prescribed by the Board of Directors.
- d. **Conflict of Interest**

If a conflict of interest has been declared, the Chair may resolve that the director:

 - i. Leaves the meeting while the item is discussed, or
 - ii. Participates in the discussion but withdraws from the meeting prior to a vote.

5.11 Agenda and Papers

- a. The Chair of the Board of Directors and the Chief Executive Officer are responsible for setting the agenda of each meeting of the Board of Directors.
- b. The Chief Executive Officer, in the role of Secretary, is responsible for the timely distribution of papers.
- c. Papers cannot be tabled at a meeting, except with approval of all directors. Papers tabled at a meeting become 'minute attachments' and are attached to minutes of the meeting accordingly.

5.12 Minutes

- a. Usually, minutes of the previous meeting in final draft form, along with all tabled papers, are provided to the directors with the agenda of the next meeting, seven (7) days before that meeting.
- b. Minutes of meetings of committees that report to the Board of Directors will be included with the papers for noting or action as appropriate.
- c. Minutes will include (at a minimum):
 - i. A summary of discussions, whether or not a decision is required, and
 - ii. Record of all decisions made as formal resolutions.
 - iii. The Chair's reading of any motion up for resolution is recorded in the minutes, exactly as read.
- d. The minutes will record whether or not the resolution was carried or defeated, but not the number of votes.
- e. Any director who is in dissent can ask to have their dissent recorded in the minutes.
- f. Where the recommended resolution is not passed as recommended, or not passed at all, then the reasons for the Board's decisions and action on that resolution are to be recorded.
- g. Minutes that have been adopted by the Board of Directors cannot be amended or modified under any circumstances. The final approved copy of the minutes as signed by the Chair is maintained by the Secretary in the Board of Directors Minute Book.

5.13 Record Management

- a. Minutes of the Board of Directors are held securely, in digital format and maintained at JMC Academy premises at 561 Harris Street, Ultimo, NSW.
- b. All minutes are available to individual directors, while they are on the Board of Directors, and to the Board of Directors as a whole.

- c. The Chief Executive Officer may extract a portion of the minutes or elaborate upon a section of the minutes for communicating relevant Board of Directors' decisions within JMC Academy.
- d. It is the responsibility of individual directors to keep their own personal copy of JMC Academy's Board of Directors minutes.
- e. A previous director of JMC Academy can request in writing to the Chief Executive Officer for access to meeting minutes for the period they were a director.

5.14 Governance of the Board of Directors

a. Appointments

- i. The Shareholder may appoint members of the Board of Directors, having first confirmed to the Board of Directors that appointees:
 - Are fit and proper persons within the definitions under relevant legislation,
 - Have completed a fit and proper person declaration in the form required by TEQSA and ASQA,
 - Do not hold any positions, interest or relationship which may create a potential or actual conflict of interest,
 - Agree to be bound by the conditions of membership set out in the Charter.
 - Would not be inconsistent with the complexion requirements of the Board of Directors under this Charter, and
 - Are either independent under TEQSA's definition or not independent (i.e. designating this clearly).
- ii. The Shareholder may remove a member of the Board of Directors prior to expiry of their term by giving written notice, but must have regard to the complexion requirements set out in this Charter

b. Terms of Office

- i. The term of office of each director will be determined by the Shareholder at the time of their appointment and may be extended by the Shareholder.
- ii. Independent directors are defined as losing their independence after 10 years of service in governance roles at JMC.

c. Remuneration

Any remuneration for directors and the specific fees paid to individual directors will be determined by JMC Academy.

d. Induction

- i. New directors will be inducted into the functions of the Board of Directors and their roles and responsibilities.
- ii. At a minimum, new directors will be inducted into:
 - What behaviours are expected of them so they can diligently carry out their duties,
 - Governance structure, delegations and committees,
 - Overview of the company, strategic direction and key projects, operating and capital budgets and finances
 - Details of all relevant regulatory requirements as related to their membership, including:
 - Corporations Act 2001,
 - TEQSA Act 2011
 - Higher Education Standards Framework (Threshold Standards) 2021,
 - ESOS Act 2000 and ESOS Framework

- Higher Education Support Act 2003,
- National Vocational Education and Training Regulator Act 2021, and
- 2025 Standards for RTOs.
- Given access to all policies and procedures,
- JMC Academy's Constitution, and
- A full chart of the staffing structure, including all management and non-management positions.

e. **Board of Directors Development**

- i. Directors are expected to maintain the currency of their own skills and knowledge in their area of expertise.
- ii. As required, directors may request of JMC that professional development be provided to them in relation to their role and participation in the Board of Directors. JMC Academy may host and resource professional development designed to meet these requirements.
- iii. Where an individual director seeks professional development in relation to their work on the Board of Directors, they are welcome to approach the Chief Executive Officer in the first instance to determine if any financial support can be provided to them for this purpose.
- iv. The Chief Executive Officer will maintain a register of professional development undertaken by the Board of Directors, or individual directors, relevant to the Board of Directors' activities.

f. **Removal of directors from the Board of Directors**

Failure to comply with the conditions of membership as outlined in this document, or for other alleged breaches of JMC Academy relevant codes of conduct, policies, procedures and frameworks by a director may result in dismissal from the Board of Directors.

g. **Invitees**

The Chair may, at their discretion, invite individuals to attend meetings as invitees, either for a specific meeting or on an ongoing basis through a standing invitation. Invitees may participate in discussions but shall not have voting rights. Their attendance does not constitute membership or confer any decision-making authority.

h. **Confidentiality**

Members of the Board of Directors, including invitees, are required to maintain the confidentiality of all commercial-in-confidence information, including all discussions and/or resolutions in regard to the potential or actual removal of a member of the Board of Directors.

i. **Costs**

All costs involved in removing a director from the Board of Directors will be met by JMC Academy.

j. **Legal Advice**

The Board of Directors must seek and take independent legal advice for any allegation of misconduct by the Chief Executive Officer.

5.15 **Boards and Committees of the Board of Directors**

- a. To assist the Board of Directors to carry out its duties, the Board of Directors has put in place a number of governance committees, including the Academic Board and the Risk & Audit Committee as per this Governance Charter. The Chief Executive Officer has also established a Senior Leadership Committee to support the management of each individual department.
- b. Notwithstanding, the Board of Directors remains accountable for all matters that it delegates and must exercise adequate oversight to ensure functions are being carried out appropriately and effectively.

6. Risk & Audit Committee Terms of Reference

6.1 Role

The Risk & Audit Committee is appointed and authorised by the JMC Academy Board of Directors, as a Committee of the Board of Directors, to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities.

These Terms of Reference set out the authority, responsibilities, membership and operation of the JMC Academy's Risk & Audit Committee.

6.2 Functions

- a. The Committee is responsible for:
 - i. Oversight of the risk profile and risk management of JMC Academy within the context of the Board of Directors' determined risk appetite. Ultimate responsibility for risk and audit oversight and risk management, however, rests with the Board of Directors,
 - ii. Referring all matters of significant importance to the Board of Directors,
 - iii. Making recommendations to the Board of Directors with regards to JMC Academy's risk appetite and particular risks or risk management practices,
 - iv. Reviewing management's plans for mitigation of material risks,
 - v. Oversight of the implementation and review of risk management and internal compliance and control systems, and
 - vi. Promotion of awareness of a risk-based culture and the achievement of a balance between risk and reward for risks accepted.
- b. The Committee may convene Working Parties as the Committee may consider necessary for the conduct of its business, receiving reports and overseeing their work.
- c. The Committee may make recommendations to the Board of Directors as it sees fit.
- d. The Committee may form and delegate authority to sub-committees, comprised of one (1) or more members of the Committee. Any such sub-committee will have the full power and authority of the Committee, subject to the terms of its delegated authority.

6.3 Membership

- a. Having regard to the operational, academic, regulatory, compliance, legal, financial and strategic risk profile of the Company, it is appropriate that members of the Committee have a diverse range of backgrounds, skills and experiences. The membership of the Risk & Audit Committee is appointed by the Board of Directors and will consist of, at least: Chair,
 - ii. Chief Executive Officer,
 - iii. Chief Financial Officer,
 - iv. Chief Operations Officer
 - v. Chair of the Academic Board, and
 - vi. External member of the Board of Directors.

- b. The Head of Digital and Technology and the Dean may attend meetings to provide input and expertise as required, however, they are not considered members of the Committee and do not have voting rights.

6.4 Chairperson

- a. The Chair of the Committee will be appointed by the Board of Directors and will be an external member with experience in Risk Management.
- b. The Chair is appointed for a period of three (3) years and may be re-appointed for subsequent terms.
- c. Should the Chair be absent for all or part of a meeting, the Chief Executive Officer, who has been nominated by the Board of Directors as Deputy Chair, will deputise.

6.5 Meeting protocols

Attendance at meetings:

- a. A quorum will be a majority of members of the Risk & Audit Committee.
- b. The Chief Executive Officer and Chief Financial Officer are expected to attend each meeting of the Committee.
- c. Committee members may attend meetings in person or by electronic means.
- d. Other members and/or parties external to JMC Academy may be invited to attend any meeting of the Committee or part thereof.
- e. Non-members of the Committee may be asked to withdraw for all or any part of any meeting
- f. With the approval of the Chair, specific items of business may be transacted out of session by email or other electronic media.
- g. If a conflict of interest has been declared, the Chair or Deputy Chair may resolve that the member:
 - i. Leaves the meeting while the item is discussed, or
 - ii. Participates in the discussion but withdraws from the meeting prior to a vote, and/or
 - iii. Decision being taken.

6.6 Frequency of Meetings

- a. The Committee should meet often enough to undertake its role effectively, but not less than three (3) meetings per year.
- b. The Chair may also call a meeting at any time and will call a meeting of the Committee if so, requested by any member of the Committee or by the Chair of the Board of Directors.

6.7 Secretariat

The Chief Executive Officer is responsible for ensuring secretariat services to the Risk & Audit Committee.

6.8 Voting Rights

- a. Only members of the Risk & Audit Committee have voting rights.
- b. All members of the Risk & Audit Committee have equal voting rights.
- c. In the case of a tie, the Chair has a casting vote. This can only occur when the Chair has already cast their deliberative vote.

6.9 Reporting and Assessment

- a. Minutes must be kept of all Committee meetings and circulated to the Board of Directors.
- b. The Committee, through its Chair, will report to the Board of Directors, at the earliest possible Board of Directors Meeting after each Committee meeting, any matters that should be brought to their attention and any recommendations requiring its approval and/or action.
- c. The Committee should make recommendations to the Board of Directors regarding acceptance of:
 - i. The annual Financial Statements, internal control systems, and insurances,
 - ii. The JMC Academy's Risk Appetite Statement, and Risk Management Framework, and
 - iii. Risk related limits, policies and regulatory certifications deemed by the Committee as requiring Board of Directors approval.
- d. A review of the Terms of Reference and its continuing adequacy will be performed on a regular basis as required. An evaluation of the Committee's performance as it relates to the requirements of the Terms of Reference will be performed annually.
- e. The Chair of the Committee will submit an annual report to the Board of Directors on the Committee's activities during the year.
- f. The Committee must refer any matters of significant importance to the Board of Directors for its consideration and attention

Academic Governance

Introduction

JMC Academy's academic governance structure includes:

- Academic Board – Delegated by the Board of Directors to oversee academic governance and provides expert advice on learning, teaching and scholarship.
- Academic Board Standing Orders – Procedural guidelines that govern how the Academic Board conducts its meetings and decision-making processes.
- Academic Board Executive Committee – Serves as the strategic and operational arm of the Academic Board. Guides the overall direction of the Academic Board activities, manage meeting agendas and handles delegated business outside regular Board meetings.
- Academic Board Executive Committee Standing Orders – Procedural guidelines to inform the Academic Board Executive Committee on how to conduct its operations. These orders work alongside the Academic Board Executive Committee's Terms of Reference.
- Learning and Teaching Committee – Established by the Academic Board to oversee and enhance the quality of learning and teaching across the institution.
- Curriculum Design and Delivery Committees – A sub-committee of the Learning and Teaching Committee. Established to advise on curriculum-related teaching and learning activities.
- Scholarship Committee – Appointed by the Academic Board to oversee and support scholarly activities and research across JMC Academy.
- Course Advisory Committees – Established by the Board of Directors to provide expert advice on the development of new higher education courses or the review of existing ones.

7. Academic Board Terms of Reference

7.1 Role

The Academic Board is a committee of the Board of Directors and is the primary source of advice to the Board of Directors on matters relating to learning, teaching and scholarship. The Board of Directors has delegated to the Academic Board responsibility for the academic governance of JMC Academy. The Academic Board provides academic leadership, exercises and promotes freedom of speech, and guides scholarship and staff research. It is responsible for ensuring that all aspects of academic governance meet the requirements of relevant legislation and standards.

Collectively and individually, all members of the Academic Board are competent to exercise proper governance and oversight of the academic activities of JMC academy, in accordance with this Charter. Each member commits the time necessary to understand the academic affairs of JMC Academy, so that due consideration can be given to matters raised. Where an issue, topic or matter arises that is outside the normal scope of academic governance at JMC, and/or the expertise of Academic Board members, the Academic Board can invite persons with such expertise to attend meetings, provide reports or otherwise inform the Academic Board.

7.2 Functions

To enable it to carry out its governance role diligently and effectively, the functions of the Academic Board are to:

- a. Have oversight of the quality of learning, teaching, and scholarship,

- b. Have oversight of the quality of JMC students' educational experience,
- c. Confirm that delegations of academic authority are implemented as required,
- d. Ensure the principles and practices of academic integrity are upheld by students and staff in all their work,
- e. Report regularly to the Board of Directors on the work of the Academic Board,
- f. Ensure, in accordance with the *Higher Education Standards Framework 2021* (Cth)¹, and TEQSA's Guidance Note: Corporate Governance (2019)², that periodic independent reviews and internal self-reviews are carried out of the Academic Board's efficacy in undertaking its functions, and that actions from such reviews are implemented,
- g. Advise the Board of Directors on the academic aspects of JMC Academy activities, including academic aspects of JMC Academy's Strategic Plan and Risk Management Plan, and on any other matter referred to the Academic Board by the Board of Directors,
- h. Initiate where appropriate, contribute to the development of, and approve, academic policies and procedures; or, where policies and procedures have both academic and non-academic aspects, endorse their academic aspects and recommend them to the Board of Directors for approval,
- i. Review academic policies and procedures regularly for their effectiveness, initiating and approving changes as required and providing oversight to ensure implementation,
- j. Monitor and assess the quality of the content and delivery of all higher education programs, and initiate and approve measures for their continuous improvement,
- k. Approve the introduction and retirement of units, and review and approve changes to existing units, as per the Academic Delegations Schedule,
- l. Identify, monitor and review academic risks as recorded in JMC Academy's Risk Register and in accordance with its Risk Management Framework,
- m. Ensure students have the opportunity to provide feedback on their educational experiences, and that this data informs monitoring, review and improvement activities,
- n. Ensure lecturers have the opportunity to provide feedback on their teaching experiences, and that this data informs monitoring, review and improvement activities,
- o. Develop the academic aspects of the Quality Enhancement Framework for JMC Academy,
- p. Receive reports, monitor and review (applying institutional benchmarks for academic quality and outcomes), and provide guidance and constructive feedback on the work undertaken in accordance with the JMC Scholarly Practice Strategy and Framework and Quality Enhancement Framework,
- q. Critically evaluate the quality and effectiveness of educational innovations or proposals for innovation,
- r. Recommend to the Board of Directors the introduction, significant and substantive alteration and/or discontinuation of accredited higher education courses,

¹ Commonwealth of Australia Higher Education Standards Framework (Threshold Standards) 2021. Sourced from <https://www.legislation.gov.au/Details/F2021L00488>.

² TEQSA (26 August 2019) Guidance Note: Corporate Governance. Sourced from <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>.

- s. Recommend to the Board of Directors the submission to TEQSA of completed applications for the reaccreditation of existing courses,
- t. Recommend to the Board of Directors the submission to TEQSA of completed applications for the accreditation of new courses,
- u. Recommend to the Board of Directors the awarding of degrees and other higher education qualifications,
- v. Establish and amend as it deems appropriate such standing orders governing the conduct of its business (as the Academic Board may consider necessary),
- w. Establish an Academic Board Executive Committee and other such standing committees as the Academic Board may consider necessary for the conduct of its business, approve the terms of reference of these bodies, receive reports from these bodies and oversee their work, and disestablish any of these bodies if it deems that they are no longer required,
- x. Convene Working Parties as the Academic Board may consider necessary for the conduct of its business, receiving reports and overseeing their work,
- y. Delegate to the Executive Committee the authority to conduct Academic Board business outside of normal meeting times and to prepare Academic Board meeting agendas,
- z. Exercise such additional authority as may be delegated to the Academic Board by the Board of Directors.

7.3 Membership

The Academic Board consists of: At least three (3) external members

External members shall be appointed by the Board of Directors and shall have a post-graduate qualification and experience in a senior academic position within the Australian higher education system.

- b. Three (3) elected staff members
 - i. Elected staff members shall be one (1) Head of Department from each JMC campus chosen by the Heads of Department on that campus.
 - ii. An elected staff member who is unable to attend a meeting of the Academic Board may appoint an alternate Head of Department from the same campus to attend that meeting as a voting member acting on the elected staff member's behalf.
 - iii. Appointment is made by notification of the Dean in writing prior to the meeting in question.
- c. One (1) student member

The student member shall be the President or Vice President of the Student Representative Council (SRC) from one JMC campus and/or failing that, be a student nominated by a Campus Director. A student member who is unable to attend a meeting of the Academic Board may appoint an alternate SRC President or Vice President and/or failing that, a student to attend that meeting as a voting member acting on the student member's behalf. Appointment is made by notification of the Dean in writing prior to the meeting in question.
- d. Ex-officio
 - i. Chair of the Learning and Teaching Committee [ex-officio, but elected to that position by the Learning and Teaching Committee],
 - ii. Chief Executive Officer,
 - iii. Dean,

- iv. Associate Dean (Scholarship),
- v. Director of Studies (Academic),
- vi. Head of Postgraduate Studies.

7.4 Terms of Office

- a. External members serve for a term of three (3) years and may be appointed to serve a subsequent term or terms.
- b. Elected staff members serve for a term of two (2) years and may be elected to serve a subsequent term or terms.
- c. Student members serve for a term of one (1) year and may be elected to serve a subsequent term or terms.
- d. Ex-officio members serve for the duration of their employment by JMC Academy in the relevant capacity.

7.5 Remuneration

Any remuneration for Academic Board members and specific fees paid to individual Academic Board members will be determined by the Board of Directors.

7.6 Vacancy/Appointment

Where a vacancy arises on the Academic Board because a member ceases to be a member, it will be filled for the duration of the former member's term according to the same process by which the former member became a member of the Academic Board.

7.7 Confidentiality

Members of the Academic Board are required to maintain the confidentiality of all commercial-in-confidence information.

7.8 The Chair

- a. The Chair of the Academic Board is appointed by the Board of Directors.
- b. The Chair serves for a term of three (3) years and may be appointed to serve a subsequent term or terms but shall not serve more than two (2) consecutive terms.
- c. In the event that the Chair will be absent from a meeting, then the Chair will appoint an external member of the Academic Board to serve as Chair pro tempore for that meeting.

7.9 Voting

- a. All members of the Academic Board including ex officio members have voting rights.
- b. Proposed resolutions may be passed by consensus, but if put to a vote require a majority vote overall, as well as a majority vote of external members present, in order to pass.
- c. In the case of a tie in either the overall vote or the vote of external members, the Chair has a casting vote, provided that the Chair has already cast a deliberative vote.
- d. If the Chair declines to make a casting vote in the case of a tie, the motion has been lost.

7.10 Cessation of Membership

A person ceases to be a member of the Academic Board if that person:

- a. Reaches the end of an appointed or elected term of office and is not re-appointed or re-elected,

- b. Resigns from the Academic Board,
- c. In the case of a member holding office by virtue of their position, no longer holds the relevant position,
- d. In the case of an elected staff member, is no longer a Head of Department at JMC Academy,
- e. In the case of a student member, is no longer a student at JMC Academy,
- f. Does not attend at least 50 per cent of the scheduled meetings in a year,
- g. If it is a member's view that:
 - i. The performance of another member in the conduct of his or her duties is unsatisfactory, or
 - ii. Another member has engaged in misconduct of a serious or recurrent nature, or
 - iii. Another member is unable or unfit to discharge the functions of a member then the member should first approach the Chair of the Academic Board for guidance on how to address their concerns. If it is a member has concerns about the conduct of the Chair, they should then approach the Chief Executive Officer on behalf of the Board of Directors.

7.11 Meeting Protocols

- a. The Academic Board meets at least four (4) times per year, and usually five times per year unless otherwise determined by the Board.
- b. Additional meetings may be called with the Chair's approval.
- c. The quorum for an Academic Board meeting is at least 50 per cent of members and must include at least one (1) external member, one (1) elected member (or alternate), and one (1) ex-officio member.
- d. If a meeting of the Academic Board is inquorate, then the Chair may convene the members present as a 'Meeting of Members of the Academic Board'. Such a meeting may make recommendations to the next quorate meeting of the Academic Board or the Academic Board Executive Committee but may not exercise any of the decision-making powers of the Academic Board.
- e. With the approval of the Chair, specific items of business may be transacted out of session by email or other electronic media.
- f. If a conflict of interest has been declared, the Chair may resolve that the member:
 - i. Leaves the meeting while the item is discussed, or
 - ii. Participates in the discussion but withdraws from the meeting prior to a vote.

7.12 Secretariat

- a. The Dean is responsible for providing secretariat services to the Academic Board and shall ensure:
 - i. That the preparation of agendas and draft minutes, the circulation of meeting papers to Academic Board members before each meeting, and the circulation of draft minutes to Academic Board members after each meeting are carried out in accordance with the Academic Board's Standing Orders (see p.23),
 - ii. That after each Academic Board meeting, the draft minutes of that meeting and the confirmed minutes of the previous meeting are sent to the Secretary of the Board of Directors for distribution to that body,
 - iii. That when the term of office of any elected or appointed member of the Academic Board, or the term of office of the Chair of the Academic Board, is nearing completion, the Academic Board is notified of that fact in writing at the meeting prior to the meeting at which the member's or Chair's term of office expires,

- iv. That the records of all Academic Board business, including a separate register of all Academic Board resolutions, are maintained in an up-to-date fashion in accordance with the standards of the national regulatory authority, and are easily accessible to Academic Board members,
- v. That all changes made to accredited courses (approved by the Academic Board or reported to the Academic Board) are recorded for the purposes of managing the reporting requirements of the national regulatory authority.

7.13 Governance of the Academic Board

a. Induction

- i. New members will be inducted into the functions of the Academic Board and their roles and responsibilities.
- ii. At a minimum, new members will be inducted into:
 - What behaviours are expected of them so they can diligently carry out their duties,
 - Governance structure, delegations and committees,
 - Overview of the company, strategic direction and key projects,
 - Details of all relevant regulatory requirements as related to their membership, including:
 - Corporations Act 2001,
 - TEQSA Act 2011
 - Higher Education Standards Framework (Threshold Standards) 2021,
 - ESOS Act 2000 and ESOS Framework
 - Higher Education Support Act 2003,
 - Access to all policies and procedures,
 - Academic staffing structure, including all management and non-management positions.

b. Academic Board Development

- i. Members are expected to maintain the currency of their own skills and knowledge in their area of expertise.
- ii. As required, the members of the Academic Board may request of JMC that professional development be provided to them in relation to their role and participation in the Academic Board. JMC Academy may host and resource professional development designed to meet these requirements.
- iii. Where an individual member of the Academic Board seeks professional development in relation to their work on the Committee, they are welcome to approach the Dean in the first instance to determine if any financial support can be provided to them for this purpose.
- iv. Governance maintains a register of professional development undertaken by the Academic Board, or members of the Academic Board, relevant to the activities of the Academic Board.

References

Higher Education Standards (Threshold Standards) Framework 2021 (Cth)

TEQSA Guidance Notes: Corporate Governance, Academic Governance, Academic Quality Assurance, Academic Integrity

HEPP-QN (2018) Academic Leadership Statement

8. Academic Board Standing Orders

8.1 General

a. Application of Standing Orders

- i. These Standing Orders must be read together with the Academic Board Terms of Reference (clause 7).
 - ii. These Standing Orders shall apply to the proceedings of the Academic Board and, as far as applicable, to the proceedings of all 'Meetings of Members of the Academic Board'.
 - iii. A member appointed or elected to the Academic Board, or holding membership ex-officio, must abide by these Standing Orders.
- b. **Notices of meetings**
- i. **Initial Notice of Meetings**
 Four weeks prior to each scheduled meeting Governance, or delegate, shall give members notice in writing of the time and place for holding that meeting and shall invite members to send in writing, within two (2) weeks, any items they wish to have placed on the agenda for that meeting, together with any associated documentation they may provide.
 - ii. **Preparation of the Agenda**
 Two weeks prior to each scheduled meeting Governance or delegate shall send the Chair a draft agenda together with any associated documentation relating to matters on the agenda. The Chair shall approve the agenda and the documentation to be included with it, after amendment if necessary, and return it to Governance or delegate within five (5) business days.
 - iii. **Agenda and Papers**
 Not less than seven clear days before each meeting Governance or delegate shall send each member a copy of the agenda and associated documentation for that meeting as approved by the Chair.
 - iv. **Agenda Items for which the associated documentation is not available seven days in advance**
 If the associated documentation for an agenda item is not made available to members at the time when the agenda is distributed to members, it shall be at the Chair's discretion whether that agenda item will be discussed at the meeting in question or held over for discussion at a later date when members have had at least seven days to consider the documentation.

8.2 Conduct of Business

- a. **Meeting Agenda**
- i. Each agenda shall be prepared by the Academic Board Executive Committee, and shall include as headings for business:
 - Declaration of the opening of the meeting,
 - Apologies and leave of absence,
 - Arrangement of the agenda,
 - Approval of previous minutes,
 - Actions arising out of previous minutes,
 - Agenda items,
 - Other business,
 - Date of next meeting,
 - Information for Academic Board Members, and
 - Declaration of closure of the meeting.
- b. **Starring of Agenda Items**
- i. The Academic Board Executive Committee, when preparing an agenda, shall star items on the agenda for discussion.

- ii. In each meeting of the Academic Board, under the agenda heading 'Arrangement of the agenda', the Chair shall ask if any member wishes to star an unstarred item for discussion. Items that any member wishes to star shall be automatically starred without debate or voting.
- iii. After the procedure set out in clause 8.2b.ii above, all unstarred items shall be adopted by the Academic Board without discussion.

c. Order of Business

At the meeting all business shall be dealt with in the order in which it stands on the agenda unless the meeting determines otherwise.

d. Other Business not on the agenda

- i. Where an item is not on the agenda for a meeting, that item may be discussed at that meeting if:
 - That item is a matter relating to the general business of the Academic Board, and
 - The member proposing it for discussion explains why the matter should be considered, and
 - The Chair agrees to allow the matter to be discussed.
- ii. Proposed actions arising from items of business discussed under this article will not normally be decided upon at the meeting in which the matter is first discussed; although in exceptional circumstances the Chair may allow the matter to be decided upon at that meeting.

e. Minutes of Proceedings

- i. Minutes to be evidence of proceedings: Governance shall ensure that a minute secretary is present at every meeting of the Academic Board and that minutes are taken of the proceedings. Minutes of proceedings, duly entered and authenticated, are prima facie evidence of those proceedings.
- ii. Content of minutes must record:
 - The date, time and venue of the meeting,
 - The names of those members present,
 - The name of the Chair,
 - Apologies tendered and accepted,
 - Any failure of a quorum,
 - Any declarations of conflict of interest,
 - A list of items considered,
 - Resolutions and amendments pertaining to those items,
 - All decisions taken,
 - Names of any members requesting the recording of their abstentions or votes,
 - The time that the meeting concludes or adjourns.

f. Approval of Minutes

- i. Distribution of the Minutes

The minutes and proceedings of every meeting shall be circulated to members and considered at the next meeting succeeding, and, if approved by that meeting, or when amended as directed by that meeting, shall be signed by the Chair at the earliest opportunity.
- ii. No discussion on the substance of minutes

No discussion shall arise on the substance of the minutes at the succeeding meeting, except as to their correctness.
- iii. Copies of the minutes

The minutes shall be kept by Governance or delegate at a place and in a format accessible to members of the Academic Board.

An electronic record of the minutes is to be provided to the Chief Executive Officer for inclusion in the paperwork for the next meeting of the Board of Directors.

8.3 Meetings

a. Frequency

The Academic Board shall meet at the frequency specified in its terms of reference and at such other times as the Chair deems necessary for the good academic governance of JMC Academy.

b. Business

The business of each meeting is restricted to that specified in the agenda for the meeting or accepted for discussion under clause 8.2d above.

c. Responsibility of Chair

Subject to these Standing Orders the Chair is responsible for all matters relating to the order of business, procedure and conduct of the meeting.

d. Decision Making

- i. All matters considered at meetings of the Academic Board are to be decided by consensus if possible.
- ii. Before declaring that a consensus exists, the Chair shall test the sentiment of the meeting by asking if any member objects to the proposed decision.
- iii. If any member voices such an objection, then that matter is to be resolved by voting on the motion or motions.

e. Voting

- i. Voting at meetings is normally by show of hands.
- ii. A secret ballot may be used at the discretion of the Chair with votes distributed and counted in front of members present at the meeting by the minute secretary.
- iii. All matters considered out of session in accordance with clause 7.11e are to be decided by a vote of members returned to Governance or delegate.
- iv. A motion must be moved by a member of the Academic Board and seconded by another member of the Academic Board, except in the case of a motion from the Chair or a recommendation stated on the Agenda, which does not require a seconder.

f. Attendance of Non-members

- i. All Heads of Department, Campus Directors and SRC Presidents and Vice Presidents are welcome to attend meetings of the Academic Board as observers without special invitation.
- ii. Other categories of non-members may attend meetings of the Academic Board as observers if invited by the Chair.
- iii. Since observers are not bound by the commercial-in-confidence requirement of clause 7.7, the Chair may determine that commercially sensitive matters be discussed in closed session without the presence of observers.

8.4 Non-compliance

Inadvertent non-compliance with these Standing Orders will not in itself invalidate a decision of the Academic Board. A non-compliant action leading to a particular decision shall be deemed inadvertent if no member of the Academic Board calls attention to its non-compliance before that particular decision is made.

8.5 Chair's Authority

a. On behalf of the Academic Board

The Chair may act on behalf of the Academic Board in accordance with minuted or otherwise written authority previously given to the Chair by a meeting of the Academic Board or a meeting of the Academic Board's Executive Committee. At the earliest opportunity for a report in person the Chair must report to members of the Academic Board on the exercise of any such authority.

b. Suspension of Standing Orders

The Chair may move the suspension of a provision of Standing Orders in exceptional circumstances.

8.6 Committees

The Academic Board has established the following standing committees for which the terms of reference appear later in this Charter:

- Academic Board Executive Committee,
- Learning and Teaching Committee,
- Scholarship Committee,
- Course Advisory Committees,
- Curriculum Design and Delivery Committees.

9. Academic Board Executive Committee Terms of Reference

9.1 Role

The Academic Board Executive Committee is a committee of the Academic Board and has been convened by the Academic Board to assist it in carrying out its academic governance and leadership role. The Executive Committee is responsible for the overall focus and direction of Academic Board activities, the organisation of Board meeting agendas and the transaction of Board business outside regular Board meetings.

9.2 Functions

The Academic Board has assigned the following functions to its Executive Committee:

- a. To assist JMC Academy, the Academic Board and its Chair to develop the strategic direction and annual priorities of the Academic Board and its committees and subcommittees,
- b. To transact urgent Academic Board business at the discretion of the Chair rather than having to defer significant items to a regular meeting of the Academic Board, provided that such transactions are reported to the next Board meeting that follows,
- c. To develop a rigorous annual work schedule for the Academic Board and each of its committees, and to monitor progress against this schedule,
- d. To advise the Associate Dean (Scholarship) on the professional development needs of Academic Board members, and to monitor progress in the delivery of appropriate professional development programs to Board members, including where relevant short presentations on 'hot topics' during Board meetings,
- e. To oversee and manage internal self-reviews of the Academic Board, its committees and subcommittees, ensuring that processes of self-reflection are robust and effective, and that recommendations from self-reviews are implemented in a timely manner,
- f. To receive, evaluate and provide advice on regular reports from the Dean concerning the effectiveness of JMC's academic policies and procedures with reference to higher education standards and to quality and performance indicators in the Strategic Plan and the Learning and Teaching Plan,
- g. To develop and maintain the currency of a robust induction program for new Academic Board members,
- h. To oversee the Academic Assemblies and to evaluate the attendance, effectiveness and relevance of these assemblies in Academic Board self-reviews,
- i. To organise the agendas of Academic Board meetings to ensure that the business therein genuinely warrants the Academic Board's attention, and that agendas are of such scope and size as will be manageable and realistic in their demands on members' time,
- j. To transact non-urgent business on behalf of the Academic Board outside of regular meetings when delegated by the Academic Board to do so, and to report such transactions to the next Board meeting that follows,
- k. To exercise such additional authority as may be delegated to the Executive Committee by the Academic Board.

9.3 Membership

The Academic Board Executive Committee consists of:

- a. Chair of the Academic Board,
- b. All other external members of the Academic Board,
- c. Dean,

- d. Chair of the Learning and Teaching Committee.

9.4 Meetings

- a. The Academic Board Executive Committee shall meet at least four (4) times per year. Additional meetings may be called with the Chair's approval.
- b. In the event that the Chair will be absent from a meeting, the Chair will appoint a member of the Academic Board Executive Committee to serve as Chair pro tempore for that meeting.
- c. The quorum for an Executive Committee meeting to transact any business other than the organisation of the agenda for an Academic Board meeting, is at least four (4) members and must include the Chair (or Chair pro tempore); if the Dean is unable to participate, the meeting will consult a member of Education Services on technical and administrative matters relating to the business at hand before making any decisions.
- d. The quorum for an Executive Committee meeting to organise the agenda for an Academic Board meeting, is at least two (2) members and must include the Chair (or Chair pro tempore). If the Dean is unable to participate, the meeting will consult a member of Education Services on technical and administrative matters relating to the business at hand before making any decisions.
- e. Meetings may be conducted in person, by audio or video link, or by a combination of these means, as the Chair (or Chair pro tempore) may determine.
- f. With the approval of the Chair, specific items of business may be transacted out of session by email or other electronic media.

9.5 Voting

- a. Proposed resolutions may be passed by consensus but if put to a vote require a majority vote of those members attending in order to pass.
- b. In the case of a tie the Chair (or Chair pro tempore) has a casting vote, provided that the Chair (or Chair pro tempore) has already cast a deliberative vote.
- c. If the Chair (or Chair pro tempore) declines to make a casting vote in the case of a tie, the motion has been lost.

9.6 Secretariat

The Dean is responsible for providing secretariat services to the Academic Board Executive Committee and shall ensure that all resolutions of the Executive Committee are recorded in a way that allows for timely reporting to the Academic Board.

10. Academic Board Executive Committee Standing Orders

10.1 General

a. Application of Standing Orders

- i. These Standing Orders must be read together with the Academic Board Executive Committee (ABEC) Terms of Reference (clause 9).
- ii. These Standing Orders apply to all meetings of the ABEC except those relating solely to clause 9.2i of the ABEC Terms of Reference (organisation of Academic Board meeting agendas).
- iii. A member appointed or elected to the ABEC, or holding membership ex-officio, must abide by these Standing Orders.

b. Preparation for Meetings

i. Preparation of the Agenda

Two weeks prior to each meeting Governance shall send the Chair a draft agenda together with any associated documentation relating to matters on the agenda. The Chair shall approve the agenda and the documentation to be included with it, after amendment if necessary, and return it to Governance or delegate within five (5) business days.

ii. Notice of Meetings

One week prior to each meeting Governance shall give members notice in writing of the time and place for holding that meeting and shall provide each member with a copy of the agenda and associated documentation for that meeting as approved by the Chair.

iii. Agenda items for which the associated documentation is not available one (1) week in advance

If the associated documentation for an agenda item is not made available to members at the time when the agenda is distributed to members, it shall be at the Chair's discretion whether that agenda item will be discussed at the meeting in question or held over for discussion at a later date, either at a meeting of the ABEC or of the Academic Board.

10.2 Conduct of Business

a. Meeting Agenda

i. Each agenda shall include as headings for business:

- Declaration of the opening of the meeting,
- Apologies and Leave of Absence,
- Arrangement of the Agenda,
- Confirmation of Minutes,
- Actions arising out of previous minutes,
- Any declarations of conflict of interest,
- Any other agenda items,
- Other Business,
- Date of next meeting,
- Declaration of closure of the meeting.

ii. Order of Business

At the meeting all business shall be dealt with in the order in which it stands on the agenda unless the meeting determines otherwise.

iii. Other Business not on the agenda

Where an item is not on the agenda for a meeting, that item may be discussed at that meeting if:

- That item is a matter relating to the general business of the Academic Board, and
- The member proposing it for discussion explains why the matter should be considered, and
- The Chair agrees to allow the matter to be discussed.

iv. Actions arising from items of business

Proposed actions arising from items of business discussed under this article will not normally be decided upon at the meeting in which the matter is first discussed; although in exceptional circumstances the Chair may allow the matter to be decided upon at that meeting.

b. **Minutes of Proceedings**

i. Minutes to be evidence of proceedings

Governance shall ensure that a secretary is present at every meeting of the ABEC and that minutes are taken of the proceedings. Minutes of proceedings, duly entered and authenticated, are prima facie evidence of those proceedings.

ii. Content of Minutes

The minutes must record the date, time and venue of the meeting; the names of those members present; the name of the Chair; apologies tendered and accepted; any failure of a quorum; a list of items considered; resolutions and amendments pertaining to those items; all decisions taken, with the main reasons for each decision; names of any members requesting the recording of their abstentions or votes; any declarations of conflict of interest; and the time that the meeting concludes or adjourns.

iii. Approval of Minutes

The minutes and proceedings of every meeting shall be circulated to members and considered at the next meeting succeeding, and, if approved by that meeting, or when amended as directed by that meeting, shall be signed by the Chair at the following meeting.

iv. No discussion on the substance of minutes

No discussion shall arise on the substance of the minutes at the succeeding meeting, except as to their correctness.

v. Copies of the Minutes

The minutes shall be kept by Governance or delegate at a place and in a format accessible to members of the Executive Committee.

c. **Meetings**

i. The ABEC shall meet at the frequency specified in its terms of reference and at such other times as are necessary for the good academic governance of JMC Academy.

ii. The business of each meeting is restricted to that specified in the agenda for the meeting or accepted for discussion under clause 10.2a.iii above.

iii. Subject to these Standing Orders the Chair is responsible for all matters relating to the order of business, procedure and conduct of the meeting.

d. **Decision Making**

i. All matters considered at meetings of the ABEC are to be decided by consensus if possible. Before declaring that a consensus exists, the Chair shall test the sentiment of the meeting by asking if any member objects to the proposed decision. If any member voices such an objection, then that matter is to be resolved by voting on the motion or motions.

- ii. Voting at meetings is normally by show of hands. A secret ballot may be used at the discretion of the Chair with votes distributed and counted in front of members present at the meeting by the minute secretary.
 - iii. All matters considered out of session by email in accordance with ABEC terms of reference clause 9.4f are to be decided by a vote of members returned by email to Governance or delegate.
 - iv. A motion is to be moved by a member of the ABEC and seconded by another member of the ABEC, except in the case of a motion from the Chair or a recommendation stated on the Agenda, which does not require a seconder.
 - v. If there are an equal number of votes for and against a motion, the Chair may make a casting vote, whether or not the Chair has exercised a deliberative vote. If the Chair declines to make a casting vote, the motion has been lost.
 - vi. Inadvertent non-compliance with these Standing Orders will not in itself invalidate a decision of the ABEC. A non-compliant action leading to a particular decision shall be deemed inadvertent if no member of the ABEC calls attention to its non-compliance before that particular decision is made.
 - vii. The Chair may take action on behalf of the ABEC in accordance with minuted or otherwise written authority previously given to the Chair by the members of the Committee. At the earliest opportunity for a report in person the Chair must report to members on the exercise of any such authority.
- e. **Suspension of Standing Orders**
- The Chair may move the suspension of a provision of Standing Orders in exceptional circumstances.

11. Learning and Teaching Committee Terms of Reference

11.1 Role

The Learning and Teaching Committee is a committee of the Academic Board. The Learning and Teaching Committee has been convened by the Academic Board, in accordance with its terms of reference to assist it in carrying out its academic governance and leadership functions.

The Learning and Teaching Committee is the principal advisory committee to the Academic Board for learning and teaching at JMC Academy.

11.2 Functions

To enable it to carry out its role effectively, the Academic Board has assigned the following functions to the Learning and Teaching Committee:

- a. Report to each meeting of the Academic Board on the implementation of relevant aspects of JMC Academy's Quality Enhancement Framework, as it relates to these Terms of Reference,
- b. Report to the Academic Board on actions arising from analysis of student data (grades, student satisfaction; unit and lecturer performance),
- c. Undertake an annual 'Learning and Teaching' planning cycle, that includes the collection and analysis of data to plan, develop and implement a range of activities³ that are designed to address strategic priorities in the current quality provision of teaching and learning at JMC Academy,
- d. Report to each meeting of the Academic Board on status of activities in the Learning and Teaching Plan,
- e. Establish the Curriculum Design and Delivery Committee, as the Learning and Teaching Committee may consider necessary for the conduct of its business, approve the terms of reference, receive reports and oversee its work, and disestablish the Curriculum Design and Delivery Committee if it deems that they are no longer required,
- f. Convene Working Parties as the Committee may consider necessary for the conduct of its business, receiving reports and overseeing their work,
- g. Receive Study Period Review reports, and monitor action plans,
- h. Receive an annual professional development plan for JMC Academy academic staff from the Associate Dean (Scholarship),
- i. Receive Library and Academic Support reports, monitoring for trends and recommending actions as required,
- j. Advise the Academic Board of any systemic risks to the quality of its programs,
- k. Advise the Academic Board on proposals for the introduction of new units and changes to existing units,

³ Activities could include any action to improve: pathways that contribute to student access including credit and articulation; student participation; attrition, retention; progression; completion; admission and selection policies and procedures for degree programs; methods of assessing the quality of all teaching activities including assessment and teacher performance; work-integrated learning opportunities; innovative approaches to course and program delivery; course structures and sequences to ensure course learning outcomes and graduate attributes; academic integrity and academic quality of all courses; the sustainability of high quality learning and teaching; teacher review; the promotion of academic scholarship in learning and teaching processes; effective design and implementation of learning, teaching and assessment practices.

- l. Participate in the development of new courses for accreditation,
- m. Participate in the development of existing courses for renewal,
- n. Promote scholarship at JMC Academy,
- o. Promote and practice the principles of academic integrity in all their affairs,
- p. Contribute to the development and review of academic policies and procedures,
- q. Monitor and analyse innovations in learning and teaching, and recommend modifications to learning and teaching matters to the Academic Board,
- r. Undertake regular self-review, reporting to the Academic Board findings and outcomes.

11.3 Membership, Appointment, and Terms of Office

- a. One (1) Head of Department from each department, representing all campuses
 - i. Elected for a period of two (2) years,
 - ii. Elected by constituent Heads of Department of each department,
- b. One (1) Lecturer (employee or contractor) from each campus
 - i. Serves for a period of one (1) year,
 - ii. Nominated by Head of Departments and approved by the Chair of the Learning and Teaching Committee,
- c. One (1) Student member
 - i. Serves for a period of one (1) year,
 - ii. Nominated by Student Representative Council or Campus Director,
- d. One (1) Alumnus [optional – by invitation],
- e. Dean [ex-officio],
- f. Associate Dean (Scholarship) [ex-officio],
- g. Director of Studies (Academic) [ex-officio],
- h. National Heads of Departments [ex-officio],
- i. National Librarian [ex-officio],
- j. Education Services [ex-officio].

11.4 Electing the Chair and Deputy Chair, and Terms of Office

- a. Learning and Teaching Committee members elect their Chair and Deputy Chair from sitting Heads of Department.
- b. The Chair and Deputy Chair each hold that position for three (3) years.
- c. A Chair or a Deputy Chair can be elected to serve a second term of three (3) years.
- d. The Deputy Chair can be elected to serve as a Deputy Chair or Chair for another three (3) years. A Head of Department can only serve as a Chair or Deputy Chair for a maximum of two (2) consecutive terms (maximum six (6) years).
- e. All voting members of the Learning and Teaching Committee participate in the election of the Chair and Deputy Chair.

- f. In the event that the Chair of the Learning and Teaching Committee cannot attend a meeting of the Committee, the Deputy Chair will chair the meeting.
- g. In the event that neither the Chair nor the Deputy Chair of the Learning and Teaching Committee can attend a meeting of the Committee, and there is still a quorum, then the Dean or the Associate Dean (Scholarship) will chair the meeting.

11.5 Voting Rights

- a. Proposed resolutions may be passed by consensus but if put to a vote require a majority vote of those members attending in order to pass.
- b. In the case of a tie the Chair has a casting vote, provided that the Chair has already cast a deliberative vote.
- c. If the Chair declines to make a casting vote in the case of a tie, the motion has been lost.

11.6 Cessation of Membership

A person ceases to be a member of the Learning and Teaching Committee if that person:

- a. Reaches the end of an appointed or elected term of office and is not re-appointed or re-elected,
- b. Resigns from the Learning and Teaching Committee,
- c. In the case of a member holding office by virtue of their position, no longer holds the relevant position,
- d. In the case of an elected staff member, is no longer a Head of Department at JMC Academy,
- e. In the case of a student member, is no longer a student of JMC Academy,
- f. Does not attend at least 50 per cent of the scheduled meetings in a year.
- g. If it is a member's view that:
 - i. The performance of another member in the conduct of his or her duties is unsatisfactory, or
 - ii. Another member has engaged in misconduct of a serious or recurrent nature, or
 - iii. Another member is unable or unfit to discharge the functions of a member then the member should first approach the Chair of the Learning and Teaching Committee for guidance on how to address their concerns. If it is a member has concerns about the conduct of the Chair, they should then approach the Dean on behalf of the Academic Board.

11.7 Meetings

- a. The Learning and Teaching Committee shall meet at least four (4) times per year, and as per the published Governance Calendar.
- b. Additional meetings may be called by the Chair if required.
- c. The quorum for a Learning and Teaching Committee meeting is two-thirds of the voting members.
- d. If a meeting of the Learning and Teaching Committee is inquorate then the members present may convene as a 'Meeting of Members of the Learning and Teaching Committee'.
- e. Such a meeting may make recommendations to the next quorate meeting of the Learning and Teaching Committee but may not exercise any of the decision-making powers of the Committee.
- f. With the approval of the Chair of the Committee, specific items of business may be transacted out of session by email or other electronic media.

11.8 Secretariat

Education Services is responsible for providing secretariat services to the Learning and Teaching Committee, ensuring that:

- a. The preparation of agendas and draft minutes, the circulation of meeting papers to members before each meeting, and the circulation of draft minutes to members after each meeting are carried out in accordance with the Academic Board's Standing Orders,
- b. After each meeting, the draft minutes of that meeting is sent to the Education Services for distribution to the Learning and Teaching Committee members,
- c. When the term of office of any elected or appointed member of the Committee, or the term of office of the Chair or Deputy Chair, is nearing completion, the Committee is notified of that fact in writing at the meeting prior to the meeting at which the member's or Chair's or Deputy Chair's term of office expires,
- d. The records of all Committee business, including a separate register of all Learning and Teaching Committee resolutions, are maintained in an up-to-date fashion in accordance with the standards of the national regulatory authority, and are easily accessible to Committee members.
- e. An electronic record of the minutes is to be provided to the Governance for inclusion in the paperwork for the next meeting of the Academic Board.

11.9 Governance of the Learning and Teaching Committee

a. Induction

- i. New members will be inducted into the functions of the Academic Board and their roles and responsibilities.
- ii. At a minimum, new members will be inducted into:
 - What behaviours are expected of them so they can diligently carry out their duties,
 - Governance structure, delegations and committees,
 - Overview of the company, strategic direction and key projects,
 - Details of all relevant regulatory requirements as related to their membership, including:
 - Corporations Act 2001,
 - Higher Education Standards Framework (Threshold Standards) 2021,
 - ESOS Act 2000,
 - Higher Education Support Act 2003,
 - Access to all policies and procedures,
 - Academic staffing structure.

b. Learning and Teaching Committee Development

- i. Members are expected to maintain the currency of their own skills and knowledge in their area of expertise.
- ii. As required, the members of the Committee may request of JMC Academy that professional development be provided to them in relation to their role and participation in the Learning and Teaching Committee. JMC Academy may host, and resource professional development designed to meet these requirements.
- iii. Where an individual member of the Committee seeks professional development in relation to their work on the Committee, they are welcome to approach the Dean in the first instance to determine if any financial support can be provided to them for this purpose.
- iv. Governance maintains a register of professional development undertaken by the Committee, or members of the Committee, relevant to the activities of the Committee.

11.10 Committees Reporting to the Learning and Teaching Committee

- a. The Academic Board has convened Curriculum Design and Delivery Committees to assist the Learning and Teaching Committee undertake its work, as per the Terms of Reference in this Charter.
- b. Curriculum Design and Delivery Committees report to the Learning and Teaching Committee.
- c. The Learning and Teaching Committee has been delegated the authority, from the Academic Board, to convene non-standing working parties to assist it in undertaking its work as required.
- d. In the event that the Learning and Teaching Committee identifies a need to convene a standing committee, then it must make a formal, written request to the Academic Board for permission to convene that standing committee. Only if the Academic Board approves any such request can such a committee be convened.

11.11 Reporting to the Academic Board

The Chair of the Learning and Teaching Committee is a member of the Academic Board.

12. Curriculum Design and Delivery Committees Terms of Reference

12.1 Role

The JMC Academy Curriculum Design and Delivery Committees are sub-committees of the Learning and Teaching Committee. They advise the Learning and Teaching Committee and the Academic Board on teaching and learning activities related to curriculum design, development, delivery and evaluation.

Reporting to the Learning and Teaching Committee, Curriculum Design and Delivery Committees are responsible for ensuring that approved changes to course and unit design are implemented, monitored and evaluated. Scope of work chiefly includes approved amendments/modifications to unit design and implementation.

Curriculum Design and Delivery Committees may also be invited to actively contribute to mid-course reviews and/or course reaccreditation processes and/or the development of new courses or units.

The Curriculum Design and Delivery Committees are constituted in different ways according to the task to be undertaken. Typically, they take one of the following forms:

- a. Institution-wide Curriculum Design and Delivery Committees focussing on the whole organisation, with Head of Department and other academic staff representation from all disciplines and all campuses,
- b. Campus-wide Curriculum Design and Delivery Committees focussing on a single campus, with Head of Department and other academic staff representation from all disciplines on one particular campus,
- c. Discipline-based Curriculum Design and Delivery Committees focussing on a single discipline, with Head of Department and other academic staff representation from one particular discipline on all campuses.

12.2 Functions

The functions of Curriculum Design and Delivery Committees are to advise the Learning and Teaching Committee and the Academic Board on all matters relating to and affecting JMC Academy's teaching and learning activities and educational programs, including:

- a. Maintaining an overview of the teaching and learning and scholarship activities of the campuses, and preparing reports on same,
- b. Participating in assessment moderation and validation activities,
- c. Participating in course reviews,
- d. Ensuring current, evidence-based teaching practices, are maintained. Providing relevant information to teaching staff on contemporary developments and priorities within their discipline area,
- e. Making changes to curriculum design, as delegated by the Academic Board or Learning and Teaching Committee.

12.3 Membership and Meeting Protocols

The protocols for membership and meetings of the Curriculum Design and Delivery Committee are as follows:

- a. Staff membership of the Curriculum Design and Delivery Committee is determined by employment in particular staff positions and those staff remain members of the Curriculum Design and Delivery Committee for the term of their employment.
- b. Curriculum Design and Delivery Committee members nominate a Chair for the meeting except for those with the intent to make changes to curriculum design which will require either the Dean or Associate Dean (Scholarship) as Chair for the meeting.

- c. The quorum for a Curriculum Design and Delivery Committee meeting is a minimum of three (3) voting members.
- d. If a meeting of the Curriculum Design and Delivery Committee is inquorate then the members present may convene as a 'Meeting of Members of the Curriculum Design and Delivery Committee'.
- e. Such a meeting may make recommendations to the next quorate meeting of the Curriculum Design and Delivery Committee but may not exercise any of the decision-making powers of the Committee.
- f. The members of the Curriculum Design and Delivery Committee are provided with all relevant information prior to meetings and are obligated to preserve commercial-in-confidence information.
- g. Proposed resolutions may be passed by consensus but if put to a vote require a majority vote of those members attending in order to pass.
- h. In the case of a tie the Chair has a casting vote, provided that the Chair has already cast a deliberative vote.
- i. If the Chair declines to make a casting vote in the case of a tie, the motion has been lost
- j. With the approval of the Chair of the Committee, specific items of business may be transacted out of session by email or other electronic media.

12.4 Membership

- a. The membership for a meeting a Curriculum Design and Delivery Committee is determined by the Learning and Teaching Committee considering the role as described in clause 12.1, and may include:
 - i. Head/s of Department (by campus and/or by discipline),
 - ii. Unit Co-ordinator/s,
 - iii. Permanent and/or contracted lecturer/s,
 - iv. Dean and/or Associate Dean (Scholarship),
 - v. Director of Studies (Academic),
 - vi. Education Services.
- b. In addition, the membership for a meeting of the Curriculum Design and Delivery Committee with the intent to make changes to curriculum design, as delegated by the Academic Board or Learning and Teaching Committee, must include:
 - i. Dean and/or Associate Dean (Scholarship) as the Chair,
 - ii. At least one (1) Head of Department (by campus and/or by discipline),
 - iii. Unit Co-ordinator/s.

12.5 Frequency of Meetings

All Curriculum Design and Delivery Committees meet at least once every study period. Additional meetings may be called by the Chair if required.

12.6 Secretariat and Record Management

- a. At each meeting of a Curriculum Design and Delivery Committee, the members determine who will be responsible for taking a record of the meeting and distributing same.
 - i. Agendas, minutes and/or action notes of all Curriculum Design and Delivery Committees are maintained by the Governance as secretariat of the Learning and Teaching Committee.

- ii. The Chair of a Curriculum Design and Delivery Committee is responsible for ensuring a copy of the minutes of the meeting is emailed to Governance for filing in the appropriate location.
- b. An electronic record of the minutes is to be provided to the Governance for inclusion in the paperwork for the next meeting of the Learning and Teaching Committee.

13. Scholarship Committee Terms of Reference

13.1 Role

- a. The Scholarship Committee is appointed and authorised by the JMC Academy Academic Board to provide oversight and guidance on scholarly activities and research at JMC Academy.
- b. These Terms of Reference set out the authority, responsibilities, membership, and operation of the JMC Academy's Scholarship Committee.

13.2 Functions

The Committee is responsible for:

- a. Providing oversight of the implementation of JMC Academy's Scholarly Practice and Strategy and Framework,
- b. Maintaining a Register of Scholarly Activities for both traditional and non-traditional research activities,
- c. Promoting engagement in scholarly activities,
- d. Reporting to the Academic Board on scholarly activities, research matters and outputs.

13.3 Membership

The membership of the Scholarship Committee is appointed by the Academic Board and will consist of, at least:

- a. Associate Dean (Scholarship) – the Chair,
- b. Head of Postgraduate Studies – the Deputy Chair,
- c. Chair of the Learning and Teaching Committee,
- d. At least two (2) nominated academic staff members.

13.4 Meeting protocols

Attendance at meetings

- a. A quorum will be 50 per cent of members of the Scholarship Committee,
- b. Committee members may attend meetings in person or by electronic means,
- c. Other members and/or parties external to JMC Academy may be invited to attend any meeting of the Committee or part thereof,
- d. Non-members of the Committee may be asked to withdraw for all or any part of any meeting,
- e. With the approval of the Chair, specific items of business may be transacted out of session by email or other electronic media,
- f. If a conflict of interest has been declared, the Chair or Deputy Chair may resolve that the member:
 - i. Leaves the meeting while the item is discussed, or
 - ii. Participates in the discussion but withdraws from the meeting prior to a vote.

13.5 Frequency of Meetings

- a. The Committee should meet often enough to undertake its role effectively, but not less than three (3) meetings per year.

- b. The Chair may also call a meeting at any time and will call a meeting of the Committee if so, requested by any member of the Committee or by the Chair of the Academic Board.

13.6 Secretariat

The Associate Dean (Scholarship) is responsible for ensuring secretariat services to the Scholarship Committee.

13.7 Voting Rights

- a. All members of the Scholarship Committee have equal voting rights.
- b. In the case of a tie, the Chair has a casting vote. This can only occur when the Chair has already cast their deliberative vote.
- c. If the Chair declines to make a casting vote in the case of a tie, the motion has been lost.

13.8 Reporting and Assessment

- a. Minutes must be kept of all Committee meetings and circulated to the Academic Board.
- b. The Committee, through its Chair, will report to the Academic Board, at the earliest possible meeting after each Committee meeting, any matters that should be brought to their attention and any recommendations requiring its approval and/or action.
- c. A review of the Terms of Reference and its continuing adequacy will be performed on a regular basis as required. An evaluation of the Committee's performance as it relates to the requirements of the Terms of Reference will be performed annually.
- d. The Chair of the Committee will submit an annual report to the Academic Board on the Committee's activities during the year.
- e. The Committee must refer any matters of significant importance to the Academic Board for its consideration and attention.

14. Course Advisory Committees Terms of Reference

14.1 Role

A Course Advisory Committee is established by the Academic Board to develop a proposed new higher education course or to review an existing course as directed by the Academic Board. In providing advice to the Academic Board, the Course Advisory Committee will pay heed to:

- a. Course content to assure relevance and academic quality,
- b. Assessment to assure relevance and academic quality,
- c. Appropriate links with industry and employability skill-development,
- d. Appropriate links with professional organisations/groups,
- e. Benchmarking internally with related courses and externally with regard to equivalent degrees,
- f. Ensuring that courses under development or review are compliant with the requirements of all the relevant regulatory bodies.

Under normal circumstances, this is an ad hoc committee that is convened on an 'as needed' basis and provides advice to the Academic Board specific to the proposed new course being developed or to an existing course being reviewed.

14.2 Functions

The functions of the JMC Academy Course Advisory Committee are to:

- a. Advise the Academic Board on the new course proposal and existing course amendments regarding:
 - i. Future directions in the discipline and industry/profession that may have an impact on the skill needs and employment opportunities of graduates,
 - ii. Professional and practice matters that impact on course design and delivery likely market demand from students and employers for the course,
 - iii. Specialist resources, equipment and library holdings required for the course,
- b. Update the Academic Board on recent developments and trends in policy development and higher education curriculum standards,
- c. Provide curriculum related advice on the proposed new higher education course or the amendment of an existing higher education course,
- d. Conduct course development processes in accordance with the JMC Academy's relevant higher education policies and procedures,
- e. Consult as necessary with Academy academic staff, current and recent Academy students, professional/industry leaders, and external academics on the content and directions of higher education course under development or review,
- f. Appropriately benchmark the proposed higher education course or the existing higher education course against other higher education courses,
- g. Make recommendations to the Academic Board concerning the quality and quantity of teaching and learning resources for the higher education course under development or review,
- h. Discuss current teaching methods and modes of delivery and advises on options for the proposed new courses or the existing course,

- i. Advise on the development of the proposed new higher education course including course content, unit outlines, learning outcomes, assessment tasks and teaching materials, in accordance with the standards required by the relevant industry body and/or TEQSA,
- j. Prepare course development or course review reports for the Academic Board as required.

14.3 Membership protocols

The protocols for membership and meetings of the Course Advisory Committees are as follows:

- a. External membership of a Course Advisory Committee is determined by the Academic Board on the basis of relevant industry or academic expertise.
- b. Staff membership of a Course Advisory Committee is determined by employment in particular staff positions and those staff remain members of the Course Advisory Committees for the term of the course development process.
- c. The members of the Course Advisory Committee are provided with all relevant information prior to meetings and are obligated to preserve commercial-in-confidence information.
- d. Any remuneration for Course Advisory Committee members and specific fees paid to individual members will be determined by JMC Academy.

14.4 Membership

A Course Advisory Committees may consist of:

- a. Dean or Associate Dean (Scholarship), as the Academic Board's representative (Chair),
- b. Chief Executive Officer, or their delegate, as the Board of Directors representative (optional),
- c. Director of Studies (Academic),
- d. Heads of Department,
- e. At least one senior lecturers, and/or lecturers and/or contracted lecturers,
- f. At least one (1) relevant industry expert(s),
- g. At least two (2) senior external academics with qualifications and experience related to the course(s) being reviewed or developed,
- h. JMC Academy student/s (currently enrolled or an alumni representative/s).

14.5 Meeting protocols

- a. A Course Advisory Committee meets as the course development process requires.
- b. Meeting documentation is distributed to members in a timely manner.

14.6 Secretariat

Governance is responsible for providing secretariat services to the Course Advisory Committee. An electronic record of the minutes is to be provided to the Governance for inclusion in the paperwork for the next meeting of the Academic Board.

Management Committee

Introduction

JMC Academy's Management Committee structure includes:

- Working Parties – Serves to provide focused advice on specific matters that contribute to the quality of academic programs, operations or administration.
- Senior Leadership Committee – Serves as the primary operational decision-making body, supporting the Chief Executive Officer in managing day-to-day business of each department. Whilst the Senior Leadership Committee is not a corporate governance committee, it plays a vital role in implementing JMC Academy's Strategic Plan and Risk Management Framework.

15. Working Parties

15.1 Role

From time to time, the Board of Directors, Academic Board, Senior Leadership Committee, Learning and Teaching Committee and Risk & Audit Committee may convene Working Parties to provide specialist advice.

15.2 Functions

The functions of a Working Party are to:

- a. Consider the matter referred to it, having regard to the contribution that the matter makes to the quality of JMC Academy academic programs, operations and administration,
- b. Report to the relevant governing body, as prescribed by their respective terms of reference.

15.3 Membership protocols

- a. The protocols for membership are determined by the Board of Directors to ensure the best possible outcome.
- b. The relevant governing body will determine membership of the Working Party.
- c. A Working Party will be decommissioned with the presentation of their final report to their respective governing body.

15.4 Meeting protocols

A Working Party meets as need determines.

16. Senior Leadership Committee Terms of Reference

16.1 Role

The Senior Leadership Committee supports the Chief Executive Officer to manage the day-to-day business of each individual department within the JMC Academy. The Senior Leadership Committee, based on the delegation by the Chief Executive Officer, is the primary operational decision-making body of JMC, overseeing its operations and directing JMC Academy in the implementation of its Strategic Plan and Risk Management Framework. The Senior Leadership Committee is a management committee not a corporate governance committee of the Board of Directors and reports to the Board of Directors via the Chief Executive Officer.

In addition to membership within this committee, members retain responsibility for the strategic and operational function as outlined in the relevant individual position descriptions

16.2 Functions

The functions of Senior Leadership Committee are to:

- a. Exercise a decision making and coordination role in relation to Academy day-to-day business,
- b. Promulgate the value of the Governance Charter, aiding staff to understand the importance of cultivating a concern for student outcomes and welfare, a community of scholarship, and the upholding of academic freedom and freedom of speech,
- c. Contribute to the vision, purpose and strategic objectives of the Academy by providing the Chief Executive Officer with operational detail and reports regarding the management of their respective departments,
- d. Ensure that the Academy operates in ways that meet the requirements of the Higher Education Standards Framework (Threshold Standards) 2021 and the National Vocational Education and Training Regulator Act 2021,
- e. Recommend development/improvement of policies and plans for circulation to the relevant approval committee through Chief Executive Officer or delegated managerial agent,
- f. Operationalise and/or implement and communicate the Academy's approved policies,
- g. Operationalise and/or implement the Academy's approved plans in ways designed to achieve the specified outcomes and objectives and manage the associated risks,
- h. Establish systems to enable regular and accurate monitoring, reporting and communication of the Academy's performance across all operations,
- i. Ensure that appropriate advice, support and reports are provided to the Chief Executive Officer or delegated managerial agent for circulation to the Board of Directors and respond effectively to its requests,
- j. Provide leadership and support of staff and students across the organisation to ensure organisational growth and wellbeing,
- k. Implement processes to enable students to routinely provide feedback on their learning experience and communicate to students, staff and committee members what improvement have been introduced as a result of stakeholder feedback,
- l. Convene Working Parties as the Committee may consider necessary for the conduct of its business, receiving reports and overseeing their work,
- m. Ensure a safe and inclusive working environment for all students, staff and visitors, managing complaints, grievances and appeals in accordance with the Academy's approved policies and procedures and the principles of mutual respect, procedural fairness and freedom of speech,

- n. Implement a staff selection, recruitment, induction, development and performance review process designed to grow the capability and wellbeing of the organisation,
- o. Establish and monitor Codes of Conduct for staff and students.

16.3 Membership

- a. Membership of the Senior Leadership Committee is determined by employment in particular staff positions and those staff remain members of the committee for the term of their employment.
- b. The membership of the Senior Leadership Committee is:
 - i. Chief Executive Officer,
 - ii. Dean,
 - iii. Chief Financial Officer,
 - iv. Campus Directors
 - v. Director of Student Admissions,
 - vi. Chief Operations Officer, and
 - vii. Customer and Student Officer
- c. The Chair of the Senior Leadership Committee is the Chief Executive Officer.
- d. As required, the Chair may delegate this position as they see fit.
- e. The Chief Executive Officer may, at their discretion, invite individuals to attend meetings as invitees, either for a specific meeting or on an ongoing basis through a standing invitation. Invitees may participate in discussions, however their attendance does not constitute membership.
- f. Meetings of the Senior Leadership Committee require a quorum of a majority of members.

16.4 Agenda and Papers

- a. The Chief Executive Officer is responsible for setting the agenda of all Senior Leadership Committee meetings and will provide members with all relevant information prior to meetings.
- b. Members are obligated to preserve any commercial-in-confidence information.
- c. Papers cannot be tabled at a meeting, except with approval of all members.
- d. Papers tabled at a meeting become 'minute attachments' and are attached to minutes of the meeting accordingly.
- e. All other matters with regards to the agenda and papers are as for the Board of Directors arrangements.

16.5 Frequency of Meetings

Senior Leadership Committee meets regularly on a date and time according to a pre-established schedule.

16.6 Secretariat

The Chief Executive Officer, or their delegate is responsible for providing secretariat services.

16.7 Governance of the Senior Leadership Committee

- a. **Appointment**

Refer to clause 16.3a *above*.

b. Induction

- i. New members will be inducted into the functions of the Senior Leadership Committee and their roles and responsibilities.
- ii. At a minimum, new members will be inducted into:
 - What behaviours are expected of them so they can diligently carry out their duties,
 - Governance structure, delegations and committees,
 - Overview of the company, strategic direction and key projects,
 - Details of all relevant regulatory requirements as related to their membership, including:
 - Corporations Act 2001,
 - TEQSA Act 2011
 - Higher Education Standards Framework (Threshold Standards) 2021,
 - National Vocational Education and Training Regulator Act 2021,
 - ESOS Act 2000 and ESOS Framework
 - Higher Education Support Act 2003,
 - Access to all policies and procedures,
 - JMC Academy's Constitution, and
 - A full chart of the staffing structure, including all management and non-management positions.

c. Senior Leadership Committee Development

- i. Members are expected to maintain the currency of their own skills and knowledge in their area of expertise.
- ii. As required, the members of the Committee may request of JMC that professional development be provided to them in relation to their role and participation in the Senior Leadership Committee. JMC Academy may host and resource professional development designed to meet these requirements.
- iii. Where an individual member of the Committee seeks professional development in relation to their work on the Committee, they are welcome to approach the Chief Executive Officer in the first instance to determine if any financial support can be provided to them for this purpose.
- iv. The Chief Executive Officer will maintain a register of professional development undertaken by the Committee, or members of the Committee, relevant to the activities of the Committee

VERSION CONTROL TABLE

Title Governance Charter				
Maintained By		Dean and Education Services		
Version Number	Modified By	Modifications Made	Date Modified	Status
1.0	-	Original version, replacing the previous Governance Charter when transitioned away from Governing Board governance model		Pending