



Legal entity: INSTITUTE OF HEALTH & MANAGEMENT PTY LTD.

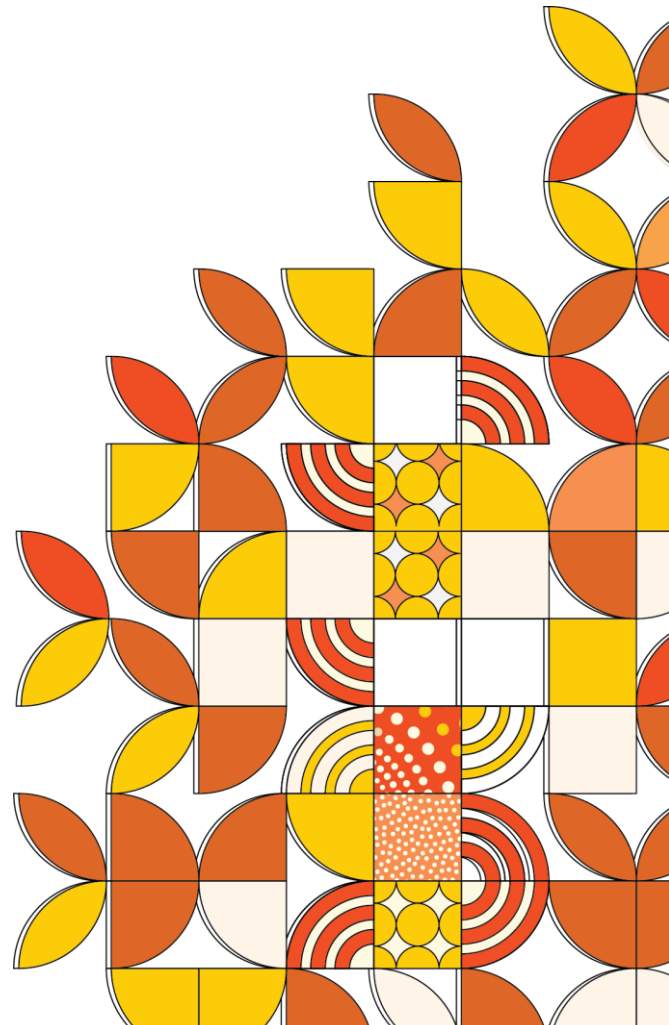
Category: Institute of Higher Education

CRICOS Provider: 03407G | Provider ID: PRV14040

ABN: 19 155 760 437 | ACN: 155 760 437

Board of Directors

Terms of Reference



SECTION 1

1. Establishment

- 1.1 The Board of Directors (BoD) is established in accordance with the constitution of the Institute of Health & Management (IHM). Its creation is essential to provide governance, control, direction, and management of IHM.

2. Rationale

- 2.1 The primary responsibility of the Board of Directors of IHM is to oversee the overall conduct, management, administration, and control of the organization. It acts as a representative body, ensuring that IHM operates within the statutes relevant to higher education providers.

3. Roles and Responsibilities

The Board holds final responsibility for ensuring the successful operations of IHM. This includes determining policies, practices, and the framework for management decisions, and operational strategies. Key responsibilities include:

- 3.1 The Board's primary responsibility is to provide leadership, direction, and oversight to IHM. It ensures that the institution operates effectively, complies with legal requirements, and achieves its strategic objectives.
- 3.2 Approving IHM's mission, strategic plan, academic and business plans, and key performance indicators.
- 3.3 Developing a business continuity plan to mitigate against unforeseen events.
- 3.4 Overseeing and reviewing the management and performance of the Institute as a higher education provider and
- 3.5 Ensuring compliance with the Higher Education Standards Framework (Threshold Standards) 2021, Education Services for Overseas Students 2018 and related legislative frameworks as appropriate, including by identifying and monitoring lapses in compliance with the Threshold Standards and ensuring that prompt corrective action is taken
- 3.6 Establishing, empowering and maintaining the Academic Board to oversee the Institute's academic governance arrangements and to provide academic leadership in the Institute's academic activities.
- 3.7 Monitoring the Academic Board and its committees' activities to assure the nature and quality of the Institute's higher education activities, delivery and outcomes.
- 3.8 Monitoring and evaluating IHM's performance against approved plans and benchmarks.
- 3.9 Delegating authority to the CEO for academic, corporate, financial, and human resource management, while establishing and reviewing related policies and procedures.

- 3.10 Establishing and monitoring systems of control and accountability, including financial and operational controls, risk assessment, and conflict resolution procedures.
- 3.11 safeguarding IHM's reputation and values, appointing the CEO, and monitoring their performance.
- 3.12 Overseeing financial management, legal compliance, student welfare, and property management.
- 3.13 Acting as trustee for IHM's assets and gifts supporting the institution's work and welfare.
- 3.14 Ensuring adherence to IHM's constitution and providing appropriate advice for compliance.
- 3.15 Providing leadership and guidance to establish IHM's culture, values, and ethical standards.
- 3.16 Approving corporate policy consistent with legal and corporate social responsibility requirements and ensuring that the Institute's policies are effectively implemented.
- 3.17 Managing senior executives, including appointing, evaluating, and planning for succession.
- 3.18 Promoting diversity within IHM and setting objectives for achieving diversity goals.
- 3.19 Delegating powers to management and committees for effective day-to-day operations.
- 3.20 Reviewing trends in complaints and appeals and academic misconduct, and ensuring appropriate actions are undertaken to mitigate against such occurrences.
- 3.21 Approving and maintaining oversight of the Institute's overall policy and risk management frameworks.
- 3.22 Undertaking periodic independent reviews of the effectiveness of the Institute's governance systems and making changes where necessary.

SECTION 2

4. Composition

The Board comprises academic leaders, external members, and internal governance and compliance managers meeting fit and proper standards outlined by the Higher Education Standards Framework (2021). It includes:

- Independent Non-Executive Director- Academic Expert
- Independent Non-Executive Director- Higher Education Expert
- Independent Non-Executive Director- Governance and Risk Expert
- Independent Non-Executive Directors- Independent Financial Management Expert
- Executive Director- Chief Executive Officer

Ex-officio Members

- Academic Dean
- Chief Financial Officer
- Chief Operational Officer
- Company Secretary

The Chair has the authority to invite attendees as appropriate in the circumstances. A minute secretary will attend the meeting.

5. Method of Appointment

- 5.1 Directors must be fit and proper persons consistent to the duties of a Director and standards espoused by the Australian Higher Education legislative framework, and
- 5.2 A Director must vacate their position on the Board of Director's (through written notification to the Chair) if they become disqualified from acting as a director of a company or managing corporations under Part 2D.6 of the Corporations Act 2001.

6. Quorum

- 6.1 The Quorum for a meeting shall be 50% of the Board members including an external industry expert.

7. Chair Responsibility

- 7.1 The Chair leads Board meetings, ensures effective communication among members, and coordinates with the Secretary to manage committee efforts. They play a vital role in setting agendas, prioritising issues, and facilitating decision-making.

8. Induction and Professional Development of Members

- 8.1 The Board of Directors will establish a program of induction and professional development for members to build the expertise of the Board of Directors, and to ensure that all members are aware of the nature of their duties and responsibilities.

9. Protection of Members

- 9.1 Appropriate insurance will be provided to protect members of the Board of Directors for decisions made or matters omitted in good faith.

10. Decisions

- 10.1 The Board makes decisions related to IHM's governance, policies, operations, and strategic direction. It determines matters outside delegated powers and accepts, modifies, or rejects committee recommendations.

11. Standing Committees

The following committees have delegated responsibilities as detailed in their Terms of Reference for assisting the Board in its role as the Institute's peak body:

- 11.1 Academic Board
- 11.2 Audit and Risk Committee

12. Frequency of Meetings

- 12.1 The Board meets at least 4 times per year. The Chair may convene a special meeting at any time with reasonable notice. The Board of Directors may meet using technology, such as teleconference / videoconference and may also make resolutions between meetings.

Section 3

13. Associated information

Related Documents	Internal	Governance Framework Risk Management Framework
Related Standards, Codes	Legislation, and	<ul style="list-style-type: none"> • HESF (2021). Higher Education Standard Framework Domain 6: Governance and accountability • TEQSA Guidance note on Corporate Governance, accessed on 1 December 2019
Date Approved		14.12.2023
Date Endorsed		14.12.2023
Date of Effect		15.12.2023
Date of Next Review		01.12.2026
Approval Authority		Board of Directors
Responsibility for implementation		Chief Executive Officer
Document Custodian		Company Secretary
IHM Doc ID		IHM-BoD TOR-2.0

14. Change History

Version Control		
Change Summary	Date	Amendment Details (brief description)
1.0	05/07/2012	Creation of draft Document
1.1	22/02/2013	Approved by BOG
1.2	13/11/2013	Two additional Committees added, change to committee structure, the addition of the second director.
1.3	16/12/2014	A self - review members undertook of the TOR on 9 December 2014
1.4	19/12/2014	The editorial changes recommended by Dr Michael Tomlinson (TEQSA, dated 19 December), under the heading "Responsibilities of the BOGs," page 4 and in particular to the following statement from "has been developed to overview to have been established to oversee." The changes were accepted by members dated 19 December.
1.5	22/12/2014	Two additional Committees added, change to committee structure, the addition of the second director.
2.0	21/04/2021	Alignment with TOR Template. Adopted The Higher Education Code of Governance published by the Committee of University Chairs, UK
3.0	15/12/2023	Updated the TOR template and structure to align with the organisation's Governance Framework, enhancing clarity and adherence to governance standards.