



BBI

The Australian
Institute of Theological
Education

GOVERNANCE CHARTER

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BBI The Australian Institute of Theological Education

ABN 22 161 120 118

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GOVERNANCE CHARTER

1. PURPOSE

This governance charter provides the framework of *BBI The Australian Institute of Theological Education* (ABN 22 161 120 118) (BBI-TAITE or the Institute) a wholly owned subsidiary of *The Educational Centre for Christian Spirituality Ltd* (ABN 27 001 712 572) (ECCSL) for exercising authority within BBI-TAITE.

The purpose of this Charter is to underpin the Objects of the company through good governance, procedural rules, policies, financial arrangements, planning, and quality assurance processes which are sufficient to ensure the academic integrity of BBI-TAITE's learning and teaching activities and research.

2. BRIEF HISTORY OF BBI-TAITE

BBI The Australian Institute of Theological Education is a not-for-profit Australian public company limited by guarantee which delivers postgraduate courses and non-award adult faith and professional development courses. The postgraduate courses are in theological studies, religious education, leadership and theology, and canon law. The Institute designed the non-award programs to build Christian faith, spirituality, and leadership. This range of offerings fulfils the original charter's requirement to "undertake the education of persons in Christian spirituality and adult education and to give any person who is desirous of undertaking or continuing their education in Christian spirituality and adult education the opportunity to do so." (Deed of Trust (1979) A)

In 1979 Father David Walker established the *Centre for Christian Spirituality*. In 1994 the Centre became an Associate Member of the *Sydney College of Divinity* (SCD) and a full Member in 2001, offering distance education to Catholic school teachers. In 2003 the Centre gifted its programs to the *Diocese of Broken Bay*. This led to The Broken Bay Institute (BBI) being created to deliver in seminar and online education modes to Catholic Education schools offices across Australia.

In 2009 the Institute left the SCD consortium to partner with universities, including the *University of Newcastle* (UoN), *University of Tasmania* (UTas), and the *University of Wollongong* (UoW), offering theological education at undergraduate and postgraduate levels. From 2010 to 2017, the Institute designed and delivered in online mode a *Master of Theology* course with various specialisations through UoN. The partnerships with the UoN and UTas ended in 2017. In 2015 the Institute re-partnered with SCD; however, in 2017, BBI ended that partnership.

Following fifteen years of partnership with the SCD and several years with University sector partners, the Institute gained initial registration as a Higher Education Provider on 1 September 2016, with re-registration due on 1 September 2025.

A partnership with *Saint Paul University* in Ottawa, Canada, enables BBI-TAITE to deliver the first pontifically recognised degrees in Canon Law in Australia.

Along with these arrangements for accredited awards, the Institute provides non-accredited adult faith and professional development courses with various partners. It delivers these offerings in a range of modes, such as online, distance education, and face-to-face seminars.

3. MISSION AND APPROACH

3.1 Mission

BBI The Australian Institute of Theological Education's mission is to provide quality Catholic theological education to all members of the community with a commitment to teaching excellence grounded in contemporary and applied research.

3.2 Approach

BBI-TAITE is a leading Catholic provider of theology dedicated to teaching and research, scholarship and publication, and mission and service.

BBI-TAITE draws on the rich intellectual heritage of the Catholic theological tradition. Intellectual rigour, dialogue across academic disciplines, and what the Second Vatican Council referred to as 'the signs of the times' characterise our programs. BBI-TAITE provides an approach to the study of Theology that is at once steeped in the gospels and tradition but immediately fresh and new. We focus on pressing issues arising globally and their relationship to faith within our multicultural and multi-religious society. The courses are of service to culture and society, church ministry and faith communities.

From within this Catholic ethos, BBI-TAITE awards and non-accredited programs are open to all, irrespective of belief. Members, Directors, staff and students form a learning community within a multicultural and multi-religious environment.

3.3 Review of the Governance Charter

The Board of Directors reviews the Charter every two years.

4. DEFINITIONS

The following expressions in this Governance Charter have the meaning below:

Academic Board means the BBI-TAITE Academic Board.

Academic Board Standing Committee means the Standing Committee of Academic Board, which serves as the executive of the Academic Board and provides advice to the Academic Board and the Principal/CEO concerning important academic and educational matters.

Academic governance "...is the framework of policies, structures, relationships, systems and processes that collectively provide leadership to and oversight of a higher education provider's academic activities (teaching, learning and scholarship, and research and research training if applicable) at an institutional level."¹

ACNC Act means the [Australian Charities and Not-for-profits Commission Act 2012](#).

Act means the [Corporations Act 2001](#).

Appeals Committee means the Appeals Committee, an *ad hoc* committee of the BBI-TAITE Academic Board.

ASIC means the [Australian Securities and Investments Corporation](#) (ASIC)

Assessment Review Committee means the committee established by the Academic Board with responsibility for all aspects of assessment at the Institute.

¹ TEQSA. "Academic Governance: A framework of policies, structures and processes that provide leadership and oversight of a higher education provider's academic activities." <https://www.teqsa.gov.au/latest-news/publications/guidance-note-academic-governance>

Audit and Risk Committee means the committee established by the Board of Directors that addresses all aspects of risk, including financial, academic, compliance and regulatory risk.

Board or **Board of Directors** means the Board of Directors of the Institute.

Board Chair or Chair means the person elected by the Board of Directors as the Board Chair and includes any acting Chair.

Body means a board or committee of BBI-TAITE, for example, the Academic Board or the Assessment Review Committee.

Charter means this Governance Charter.

Circular resolution is “a mechanism that allows directors of a company to pass a resolution without a meeting of directors.”² It contains non-contentious and routine resolutions for approval between Board meetings.

Constitution means the constitution of *BBI The Australian Institute of Theological Education*. It sets out the rights, roles and responsibilities of the member and the directors.

Company, BBI-TAITE or Institute means *BBI The Australian Institute of Theological Education*.

Company Secretary or **Secretary** means the role filled by a Director or someone else appointed by the Board, who ensures the Institute fulfills its legislated and statutory reporting requirements.

Delegations and Authorities Policy plus accompanying schedules means BBI-TAITE’s policy delegating authority to boards, committees, and positions to approve various categories of transactions, documents and policies and procedures.

Deputy Board Chair means the person elected by the Board of Directors as the Deputy Board Chair.

Director means a member of the BBI-TAITE Board of Directors.

ECCSL means *The Educational Centre for Christian Spirituality Ltd*.

Executive Director is a Director who the Institute employs. Therefore, an Executive Director can never be independent.

Executive management means those staff “(Principal/CEO and other senior executives and managers, including executive deans/deans/academic directors and heads of schools/departments) involved in implementing policies, programs, and processes....

Its ultimate responsibility and accountability is to the corporate governing body for effective implementation of both corporate and academic objectives.”³

Ex officio members of boards and committees advance the work of the Institute through their accountability, influence and expertise to substantially benefit BBI-TAITE.

Ex officio executive directors and committee members are voting members of their respective boards and committees.

² Governance Institute of Australia. Good Governance Guide – Issues to consider in the use of circular resolutions.

<https://www.governanceinstitute.com.au/resources/resource-centre/?Keywords=company+secretary&pageNo=5>

³ TEQSA. “Guidance Note: Academic Governance.”

https://www.teqsa.gov.au/sites/g/files/net2046/f/academicgovernancegn_1.docx

Framework at BBI-TAITE refers to the Institute document(s) outlining a governance or management model for particular BBI-TAITE functions, for example, the Risk Management Framework Policy, or the Policy Framework Policy.⁴

Governance Charter refers to the BBI-TAITE Governance Charter as amended from time to time by the Board of Directors. This written policy document sets out the roles, responsibilities, authorities, and protocols of the Directors of the Company, the Chair of the Board, the Committees of the Board and their sub-committees, and the Principal/CEO.

Governance Committee refers to the committee responsible for all governance aspects of the Board of Director.

Governing body means the body with ultimate decision-making authority over the higher education provider and its operations.

Grade Point Average means the calculated average of the grades of all units taken by a student at BBI-TAITE; it condenses the student's academic achievement into a number based on a scale of 7.

HESF (Threshold Standards) 2021 or **Standard** means the [Higher Education Standards Framework \(Threshold Standards\) 2021](#).

Independent external committee member refers to an external committee member, not a director, appointed to a committee, who is not a member of management, not employed by the Institute, and has no other relationship that would impede the exercise of their independent judgment.

Independent non-executive director refers to directors who are not a member of management, not employed by the Institute, have no other relationship that would impede the exercise of a director's judgment, and meet the criteria for 'independence' as set out in this Governance Charter.⁵

Learning and Teaching Committee means the committee established by the Academic Board to advise on academic matters relating to learning and teaching at the Institute.

Material personal interest or a conflict of interest is one that provides a potential, perceived, real, or substantial personal benefit to a board committee member, an associated individual or body having the capacity to influence a vote or decision of the committee.

Principal/CEO means the person appointed to that office by the Board of Directors.

Research means "academic activities of a higher education provider that contribute to new knowledge through original investigation." Further, research is "the creation of new knowledge and/or the use of existing knowledge in a new and creative way so as to generate new concepts, methodologies and understandings and new applications of knowledge."⁶

Scholarship "means those activities concerned with gaining new or improved understanding, appreciation and insights into a field of knowledge, and engaging with and keeping up to date with advances in the field. This includes advances in ways of teaching and learning in the field and advances in professional practice, as well as advances in disciplinary knowledge through original research."⁷

⁴ AICD. *Governance and the Practice of Directorship*. AICD Company Directors Course Materials, 2022.

⁵ AICD *Company Directors Course Materials*.

⁶ _____. "Guidance Note: Research and Research Training." <https://www.teqsa.gov.au/latest-news/publications/guidance-note-research-and-research-training>

⁷ _____. "Guidance Note: Scholarship." <https://www.teqsa.gov.au/latest-news/publications/guidance-note-scholarship>

Voting: Boards and committees of BBI-TAITE do not normally vote. Instead, decisions occur through a collective decision-making process.

5. INTERPRETATION AND APPLICATION OF THE GOVERNANCE CHARTER

The Mission and Objects of BBI TAITE contained in the Institute's Constitution provide the foundation and goals of this Governance Charter. In turn, the Governance Charter fosters the achievement of the Mission and Objects by spelling out the framework for exercising authority within BBI-TAITE.

The following principles apply in the interpretation of this charter:

- a. the singular includes the plural and vice versa
- b. one gender includes any gender
- c. words or expressions defined in the Corporations Act 2001 (the Act) have those meanings
- d. headings are for convenience only and do not affect the interpretation
- e. a reference to:
 - i. a party includes its administrators, successors, substitutes by novation and assigns
 - ii. any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation
 - iii. a person includes a body incorporated or unincorporated, partnership or any legal entity, and
 - iv. a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.

6. OVERVIEW

6.1 Governing Bodies

In addition to the requirements of the [Australian Securities and Investments Corporation \(ASIC\)](#), the [Corporations Act 2001](#) and the [Australian Charities and Not-for-profits Commission Act 2012](#), BBI-TAITE must meet the [Higher Education Standards Framework \(Threshold Standards\) 2021](#).

Section 6.1 Corporate Governance requires that:

... there is a formally constituted governing body, which includes independent members, that exercises competent governance oversight of and is accountable for all of the higher education provider's operations in or from Australia, including accountability for the award of higher education qualifications, for continuing to meet the requirements of the *Higher Education Standards Framework* and for the provider's representation of itself.⁸

Under the BBI-TAITE Constitution, corporate and academic governance and policy determination sit within the context of the Institute's Mission as expressed through its Objects. Consequently, it establishes high-level committees and officers accountable for the corporate and academic governance of the Institute.

⁸ https://www.legislation.gov.au/Details/F2021L00488/Html/Text#_Toc67664721

6.2 Governance Structure

At BBI-TAITE, good governance is essential to ensure the success of BBI-TAITE. The *Governance Institute of Australia* suggests that:

“Governance can be argued to have four key components:

- **Transparency:** being clear and unambiguous about the organisation’s structure, operations, and performance, both externally and internally, and maintaining a genuine dialogue with, and providing insight to, legitimate stakeholders and the market generally.
- **Accountability:** ensuring that there is clarity of decision-making within the organisation, with processes in place to ensure that the right people have the right authority for the organisation to make effective and efficient decisions, with appropriate consequences for failures to follow those processes.
- **Stewardship:** developing and maintaining an enterprise-wide recognition that the organisation is managed for the benefit of its ...members, taking reasonable account of the interests of other legitimate stakeholders.
- **Integrity:** developing and maintaining a culture committed to ethical behaviour and compliance with the law.”⁹

Accordingly, BBI-TAITE commits to effective governance through transparency, accountability, stewardship, and integrity.

Figure 1 below represents the Governance Framework of BBI-TAITE.

6.3 Board of Directors

The Board of Directors is the governing body for BBI-TAITE. It ensures that the Institute meets its legal, regulatory, financial and fiduciary responsibilities, including meeting the [Higher Education Standards Framework \(Threshold Standards\) 2021](#).

The [TEQSA Guidance Note: Corporate Governance](#) defines Corporate Governance as: “A framework of structures, rules, relationships, systems and processes of an entity through which, amongst other things, risks are identified, managed and controlled.”¹⁰ It further defines the role of the governing body as having:

... a fundamental influence on the operations of a provider. It is involved in setting corporate directions, setting and monitoring performance targets, proactively identifying and mitigating risks, monitoring financial viability and sustainability, and influencing corporate culture.¹¹

Higher education providers are ...

... also accountable for the quality of education delivered, the validity of qualifications issued, compliance with the HES Framework, and the way it represents its offerings to prospective students and others.

Any shortcomings in governance expose a provider to significant risks...¹²

The Guidance note continues

Some potentially serious shortcomings in governance that TEQSA will want to see obviated include a governing body:

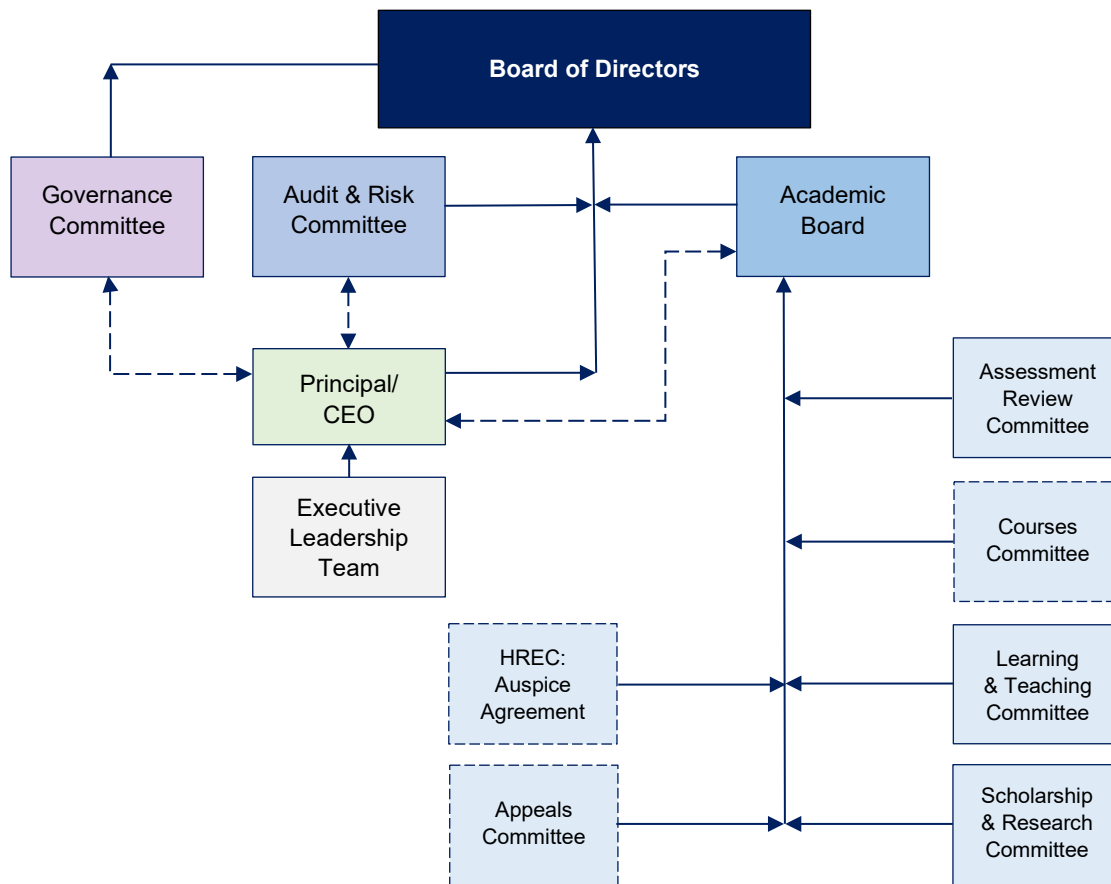
⁹ <https://www.governanceinstitute.com.au/resources/what-is-governance/governance-foundations/>

¹⁰ <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

¹¹ <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

¹² <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

Figure 1 BBI-TAITE Governance Framework



- having insufficient collective competence to understand and undertake a governance role in a higher education provider
- failing to obtain advice as required to make informed decisions, particularly about the nature and quality of higher education offered
- not being well enough informed, and not diligently making itself sufficiently informed, to identify and address likely risks to the provider’s viability, sustainability and educational offerings:
 - this may particularly be a risk in corporate groups where the group board acts as the governing body for multiple entities
- not taking steps to assure itself of compliance with the HES Framework and not demonstrating how it knows the provider is meeting the Standards required
- not delegating authority to achieve effective management and accountability of the executive, and not monitoring that those delegations are effective
- allowing a provider to represent itself or its offerings in an inaccurate or misleading manner with consequent damage to students and Australian higher education, or
- failing to keep adequate records of its activities and decisions.¹³

The BBI-TAITE Board of Directors includes a majority of independent non-executive directors. These independent directors bring to the Institute perspectives distinct from

¹³ <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

the management of BBI-TAITE. In addition, they provide high-level independent advice and expertise, principally in higher education governance and financial accountability.

6.4 Board Committees

When it becomes apparent that the business of the Board requires a more focused approach than can be accomplished with the entire Board, the Board of Directors may establish *ad hoc* and standing committees to assist the Board to fulfil its governance requirements.

Each committee has the functions detailed and the powers and delegations granted by the Board of Directors. However, the Board of Directors remains responsible for the decisions of the committees of the Board and may choose to overrule any committee decision.

These committees:

- a. are created by the Board when it becomes apparent that the business of the Board requires a more focused approach than possible with the entire Board.
- b. develop policy options for the Board and recommend actions for its consideration and approval
- c. include the Principal/CEO as an ex-officio member of all board committees
- d. operate at the board level, not at the operational/managerial level
- e. are delegated to exercise particular authority through *D1 Delegations and Authorities Policy and accompanying Schedules* or through an individual delegation of the Board of Directors
- f. require a membership that pays attention to a mix of skills and experience with the task of the particular committee
- g. require “Functions” that outline the committee’s purpose, length of appointment, responsibilities, membership, meeting frequency and annual goals
- h. may invite a staff member or an external adviser to join a board committee because they have specific information and expertise to assist the committee in its work, and
- i. evaluate themselves regularly and give this report to the Board.

The Board of Directors may delegate its power and responsibilities to sub-committees or to the Principal/CEO of the Institute.

These sub-committees are, but are not limited to, the:

- Academic Board and its sub-committees
- Audit and Risk Committee, and the
- Governance Committee.

6.5 Retirement, Replacement Resignation or Termination of Board Committee Member

6.5.1 Retirement, Replacement, Resignation or Termination

The appointment of a board committee member, that is, to the Academic Board, the Audit and Risk Committee, and the Governance Committee, will be vacated if:

- a. the committee member resigns or retires from their appointed position by written notice to the Board of Directors, or
- b. the committee member is absent for three consecutive meetings of a board committee, or from 50% of meetings of that committee in any one year without special leave of absence and the Board of Directors resolves that his or her office be vacated, or

- c. the committee member becomes incapable of performing the functions of their appointment, or
- d. the committee member acts in a manner determined by the Board of Directors (acting reasonably) to be contrary to the terms of reference of the board or committee, or the objects of the Institute, or
- e. a compliance issue arises where the Board of Directors (acting reasonably) deems that remedial action needs to be taken immediately to remove or replace one or more members of a board committee to address the compliance issue.

6.5.2 Casual Vacancies

Any casual vacancy occurring in the appointment of a board committee member may be filled by the Board of Directors by notice to the board committee in writing. The appointed board committee member will hold office for the remainder of the term of appointment of the person who is being replaced but will later be eligible for reappointment.

6.5.3 Exceptions

Clauses 6.5.1 and 6.5.2 do not apply to elected positions of the Institute's boards or committees, these include, elected full-time/fractional and sessional staff elected representatives, and student elected representatives. In these cases, the Institute will hold an election(s) to fill the vacancy for the remainder of the term of office of the originally elected representative.

6.6 Academic Board

To ensure independent academic advice, the Board of Directors establishes the Academic Board and delegates to it and its sub-committees the academic governance of the Institute. The Academic Board is the peak body for academic governance of the Institute. All academic bodies of the Institute report to the Academic Board. The Board of Directors delegates to the Academic Board, through *Schedule 1 Policy Delegations of D1 Delegations and Authorities Policy*, the authority required to carry out its Functions.

The Academic Board membership has a majority of non-executive and elected members, guaranteeing independence from the executive of the Institute to ensure the academic integrity of the Institute's courses. It is responsible for developing and maintaining academic policies and procedures and overseeing academic administration and educational processes.

To meet the *Higher Education Standards Framework (Threshold Standards) 2021*, the Academic Board establishes six sub-committees for:

- monitoring and reporting on academic quality
- review and approval of assessment and final grades
- scholarship, research, and compliance with ethical standards, and for
- new course development, course modification, course review, and course approval and accreditation.

These sub-committees are, but are not limited to, the:

- Assessment Review Committee
- Appeals Committee (*ad hoc*, meets as required)
- Courses Committee (*ad hoc*, meets as required)
- Human Research Ethics Committee (by auspice agreement)

- Learning and Teaching Committee, and the
- Research Committee.

6.7 Audit and Risk Committee

The Board of Directors establishes the Audit and Risk Committee to support the Board in meeting its requirements for:

- statutory reporting and compliance
- internal quality assurance
- financial accountability and audit
- academic risk
- TEQSA Provider Risk Assessment
- audit and risk management, comprising:
 - a risk profile
 - exposure reports
 - financial remissions and refunds
 - insurance coverage risk
 - litigation and contract risk
 - other commercial and operational risks
- HR matters, and
- regulatory obligations.

The Board of Directors delegates to the Audit and Risk Committee through [D1 Delegations and Authorities Policy - Schedule 1 Policy Delegations](#) the authority required to carry out its Functions.

The Audit and Risk Committee assists the Board of Directors in ensuring that BBI-TAITE complies with the ethical guidelines, mission and teachings of the Catholic Church and that the directors and staff of the Institute have adequate initial and ongoing formation in this area.

6.8 Governance Committee

The Board of Directors establishes the Governance Committee to advise the Board on effective governance of the Institute. The Governance Committee's purpose is to ensure a robust and effective process for evaluating the performance of the Board, Board Committees, and individual Directors and to warrant that the Board fulfils its legal, ethical, and functional responsibilities.

6.9 Principal/CEO

The Board of Directors delegates the management of BBI-TAITE to the Principal and Chief Executive Officer and determines the extent of the Principal/CEO's authority to establish programs, a budget, administer finances and otherwise manage BBI-TAITE according to sound practice.

6.10 Regulatory requirements

As an Institute of Higher Education under the *TEQSA Act 2011*, BBI-TAITE must comply with the following Acts and Standards:

- [Australian Securities and Investments Corporation Act 2001](#)
- [Corporations Act 2001](#)
- [Higher Education Standards Framework \(Threshold Standards\) 2021.](#)

In particular, BBI-TAITE's governance bodies must meet the requirements of [Section 6 Governance and Accountability](#) of [HESF \(Threshold Standards\) 2021](#). This section of the Threshold Standards addresses corporate and academic governance requirements for Higher Education Providers in Australia.

6.11 'Fit and Proper Person Declaration' requirements

Under the *TEQSA Act 2011*, '...each person who makes or participates in making decisions that affect the whole, or a substantial part, of the provider's affairs must be a fit and proper person.'

Completion of the declaration

BBI-TAITE is required to ensure that the Board of Directors, members of board committees (other than directors), and senior managers complete a separate [TEQSA Fit and Proper Person Declaration](#) before taking up their position or a change in role.

The senior management positions are:

- Principal/CEO
- Associate Dean (Academic)
- Associate Dean (Courses)
- Director Research
- Director Student Services and Operations, and
- Manager Financial Services

Submitting the declaration

Directors, board committee members, and senior managers must submit a declaration annually within ten working days of receiving the request.

7. SCOPE

This Governance Charter applies BBI-TAITE-wide and sets out its governance bodies and officers' roles, responsibilities, and membership.

8. MEETING PROTOCOLS FOR BOARDS AND COMMITTEES OF THE INSTITUTE

These meeting protocols apply to all boards and committees of the Institute.

The [TEQSA Guidance Note: Corporate Governance](#) states that:

TEQSA will wish to examine the record of the governing body's work (e.g. agendas, meeting minutes, actions arising) for a significant period (at least a year) to confirm the scope and detail of the governance activities involved and that they have been undertaken diligently.

In addition,

TEQSA does not prescribe the format of meeting minutes. However, minutes should record not only the decisions taken, but also the basis on which the decision was made (key documents considered and key points that were taken into consideration by the governing body in making its decision), as well as actions arising.

Further,

TEQSA needs to be satisfied that the governing body's work encompasses all of the requirements of its charter, that the relevant Standards have been met, and

that the governing body is able to demonstrate how it knows that they have been met.¹⁴

8.1 Frequency of Meetings

- a. Boards and committees of the Institute may meet to deal with the business of the Institute and adjourn and otherwise regulate their meetings as they think fit.
- b. The frequency of meetings of boards and committees is:
 - Board of Directors – at least six times per year
 - Board of Directors Executive Committee – as required
 - Academic Board – at least six times per year
 - Audit and Risk Committee – at least four times per year
 - Governance Committee – at least four times per year
 - Academic Board Standing Committee – as required
 - Assessment Review Committee – at least three times per year
 - Learning and Teaching Committee – at least twice per year
 - Research Committee – at least twice per year
 - Appeals Committee – as required
 - Course committees – as required
 - Human Research Ethics Committee – as needed by the auspice agreement.
- c. Boards and committees may meet in person or use technology that allows all members to participate.

8.2 Secretariate

- a. The Board of Directors appoints the Company Secretary.
- b. The Secretary of a board or committee will be the Company Secretary or another person nominated by the board or committee.
- c. The Principal/CEO, the board or committee Chair, and the board or committee Secretary develop the agenda for each meeting.
- d. Using the Institute approved agenda templates, the Secretary prepares, collates, and distributes the agenda and papers for each meeting, typically seven days before the scheduled meeting.
- e. The Secretary attends all meetings to accurately record, using the Institute approved Minute and Action Sheet templates, the proceedings, discussions, resolutions, and actions of meetings, and
- f. The board or committee confirms the Minutes at their next meeting, subject to amendment.¹⁵

8.3 Secretary to convene meeting

At the request of two or more board or committee members of the relevant board or committee, the Secretary will convene a meeting with reasonable notice and at a suitable time and place.

8.4 Quorum and collective decision-making

- a. At a board or committee meeting, one-half of the members rounded up to a whole number are necessary to form a quorum.
- b. Boards and committees decide matters arising at meetings through a process of collective decision-making.

¹⁴ <https://www.teqsa.gov.au/latest-news/publications/guidance-note-corporate-governance>

¹⁵ Refer to the [TEQSA Guidance Note: Corporate Governance](#) concerning the Secretariate

8.5 Decisions between meetings

Where the board or committee Secretary requires an urgent decision between meetings, the Secretary may distribute a circular resolution for the board or committee's approval.

8.6 Communication and advice

- a. The board or committee will maintain free and open communication with management.
- b. The Chair of the board or committee reports regularly to the Board of Directors. However, in the case of the committees of Academic Board, they report to the Academic Board, and
- c. The board or committee may take such independent advice as necessary.

8.7 Disclosure of conflicts of interest and related party transactions

Board and committee members must disclose to the Chair of any board or committee of which they are a member, any material personal interest or all actual, potential, or perceived conflicts of interest, and any changes to those interests as and when they arise. In addition, they must use their best endeavours to manage or remove any actual, potential or perceived conflicts of interest, including abstaining from voting on relevant issues.

Refer to the Institute's [C1 Conflict of Interest and Related Party Transaction Policy](#) for the policy, processes and procedures concerning conflict of interest and related party transactions.

8.8 When notice is taken to be given

Written notice under this Governance Charter may be:

- a. delivered in person, or left at the recipient's address, and is taken to be given on the day it is delivered, or
- b. sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs, or
- c. sent by email or another electronic method, and is taken to be given on the Business Day after it is sent.

8.9 Confidentiality

Board and committee members of the Institute must:

- a. treat any information obtained as a board or committee member or labelled "Committee-in-Confidence" (or similar) as confidential information
- b. keep confidential information confidential and refrain from disclosing, publishing or communicating any confidential information except as authorised by the Chair of the board or committee in writing or as required by law, and
- c. refrain from using any information obtained as a board or committee member for their benefit or any person connected to them.

9. BOARD OF DIRECTORS

9.1 Functions

At BBI-TAITE, the Board of Directors is the governing body of the Institute. It sets the Institute's strategic direction and maintains oversight of compliance and management of the Institute, including ensuring that BBI-TAITE meets its legal, regulatory, financial and social obligations. In the context of its Objects, the Board of Directors:

- a. sets the mission and strategic objectives of BBI-TAITE [Standard¹⁶ 6.2.1(b)]
- b. is accountable for exercising the authority given to it in its Constitution and all relevant legislation and ensuring it meets its statutory obligations [Standard 6.2.1(a)]
- c. ensures that the Institute has “the capacity to continue to apply sufficient financial and other resources to maintain the viability of BBI-TAITE to support its ongoing operations, to meet and continue to meet the requirements of the [HESF \(Threshold Standards \) 2021](#), to achieve the Institute’s objectives and performance targets and to sustain the quality of higher education that is offered” [Standard 6.2.1(c)]¹⁷
- d. ensures that the Institute meets its obligations under the [ACNC Act 2012](#) [Standard 6.2.1(c),(d)&(i)]
- e. implements a regularly reviewed system of delegations to delegate academic and operational authority to established bodies and officers of the Institute to ensure the effective and smooth operation of BBI-TAITE [Standard 6.3.2(b)]
- f. establishes and maintains an Academic Board and its sub-committees to oversee the academic governance of BBI-TAITE, implement the Academic Board’s functions as specified in this governance charter, and appoints the Chair and members of the Committee [Standards 6.2.1(f)&(g), and 6.3]
- g. establishes and maintains an Audit and Risk Committee to oversee the financial governance and risk management of BBI-TAITE, implement the Audit and Risk Committee’s functions as specified in this governance charter, and appoints the Chair and members of the Committee [Standards 6.2.1(c),(d),(e)&(i)]
- h. establishes and maintains a Governance Committee to oversee the corporate governance of BBI-TAITE, implement the Governance Committee’s functions as specified in this governance charter, and appoints the Chair and members of the Committee [Standards 6.1.1 and 6.3]
- i. oversees and monitors the assessment and management of risk via the Audit and Risk Committee and the Academic Board, and ensures that the Institute has strategies to mitigate risks effectively [Standard 6.2.1(e)&(i)]
- j. develops a policy framework policy for the effective management of BBI-TAITE’s policies and procedures [Standard 6.3.2(a)]
- k. appoints and monitors the performance of the Principal as the Chief Executive Officer (Principal/CEO) of the Institute [Standard 6.3.1]
- l. determines the extent of the CEO’s authority to establish programs, a budget, administer finances and otherwise manage BBI-TAITE according to sound practice [Standard 6.3.1]
- m. sees its role as one of governance and holds its CEO accountable for managing responsibilities delegated to Institute employees [Standard 6.3.1]
- n. oversees, monitors and reviews the management of BBI-TAITE’s finances [Standards 6.2.1(c)&(d)]
- o. is accountable for the overall performance of BBI-TAITE and for ensuring its responsible and competent management, including management of formal

¹⁶ The term “Standard(s)” refer(s) to the relevant [Higher Education Standards Framework \(Threshold Standards\) 2021](#) standard.

¹⁷ TEQSA Higher Education Standards Framework (Threshold Standards) 2021
<https://www.legislation.gov.au/Details/F2021L00488>

- complaints, allegations of misconduct, breaches of academic and research integrity, and critical incidents [Standards 6.2.1(j), 6.3.1 and 6.3.2(d)]
- p. oversees and monitors the academic activities of BBI-TAITE, including compliance with the *Higher Education Standards Framework (Threshold Standards) 2021* [Standards 6.2.1(c),(f)&(k) and 6.3.2(c),(d),(e)&(f)]
 - q. reviews reports from the Academic Board to ensure that Academic outcomes, policies and practices meet the institutional benchmarks for quality and follow the appropriate academic delegations [Standard 6.3.1; 6.3.2]
 - r. maintains oversight of academic and research integrity via the Academic Board [Standard 6.3.2(d)]
 - s. determines a quality assurance framework to guide the Institute in the approval of policies and procedures for the quality assurance of the Institute's operations consistent with legal and regulatory requirements [Standard 6.3.1(b)]
 - t. awards qualifications on the recommendation of the Academic Board [Standard 6.2.1(h)]
 - u. exercises due diligence and fiduciary responsibility, and ensures that reputation and risk are addressed, including identifying and managing academic, financial and non-financial risk [Standard 6.2.1(e)], and
 - v. positively contributes to the development of BBI-TAITE through fostering ecclesial relations, partnerships, and fundraising activities.

9.2 The Board of Directors primary responsibilities

The BBI-TAITE Board of Directors, either itself or through its committees, will meet its primary responsibilities by:

- a. ensuring that the membership of the Board of Directors is balanced with the essential knowledge and skills to oversee the corporate and academic governance of BBI-TAITE
- b. undertaking an annual skills audit of all directors to ensure compliance with 8.2(a) above
- c. ensuring that directors' roles are explicit, easily understood and reviewed regularly
- d. comprehensively inducting new directors to the Board of Directors and ensuring that professional development opportunities in higher education governance take place for all directors
- e. setting the annual work plan and schedule of the Board of Directors
- f. establishing committees as necessary and periodically reviewing their performance, and
- g. undertaking yearly reviews of the performance of the Board of Directors.¹⁸

9.3 Appointment Protocols

The composition of the Board of Directors consists of a majority of independent non-executive Directors; and a selection of executive directors who are senior executives of the Institute.

Independent Directors are those Directors who comply with the following:

¹⁸ Modeled on the RMIT Governance Charter at:

<https://www.rmit.edu.au/content/dam/rmit/documents/about/committees/council-governance-charter.pdf>; and the ACPE Governance Charter at: https://acpe.edu.au/uploads/2021/04/ACPE-Governance-Charter-Version-6.2-Final-DLR_1-for-website.pdf

- i. BBI-TAITE has not employed them in the previous three years
- ii. they have had no contractual relationship with BBI-TAITE in the last three years
- iii. they have no direct or indirect financial interest in BBI-TAITE, and
- iv. they have no management role with BBI-TAITE.

9.4 Membership of the Board of Directors

The membership of the Board of Directors shall be not less than seven (7) and not more than nine (9) Directors and must include:

Appointed members

- an independent non-executive Director and Chair with higher education or business expertise
- a majority of independent non-executive directors who are not enrolled as a student nor employed by BBI-TAITE, including:
 - at least one director with strong expertise in and knowledge of higher education governance, of which the Chair may be one
 - at least one director with financial expertise, of which the Chair may be one
 - at least one director with commercial, legal or ecclesial experience at a senior level, for example, a senior diocesan religious educator, and
 - at least one recent graduate of the Institute.

Ex officio and elected members

- Principal/CEO (*ex officio*)
- Chair of the Academic Board (*ex officio*)
- where possible, one elected BBI-TAITE academic staff representative who does not hold an executive management position at the Institute, and
- where possible, one elected current final year student.

9.5 Directors' roles, standards, and responsibilities

The roles, standards, and responsibilities of Directors of BBI-TAITE is to:

- a. always act in the best interests of BBI-TAITE, in good faith, honestly, and for a proper purpose, consistent with the Objects of the Institute
- b. avoid, disclose, and properly manage any conflict with the interests of BBI-TAITE
- c. not use their position to gain an advantage for themselves or someone else
- d. serve with respect, courtesy, concern and responsiveness
- e. exercise care and due diligence in fulfilling the functions of the office of Director
- f. act as exemplars of [AC-C12 Code of Conduct Policy and Procedure](#) and [C1 Conflict of Interest and Related Party Transaction Policy](#) of BBI-TAITE
- g. observe board solidarity concerning decisions reached within the Board of Directors and its authority to act
- h. not make improper use of information acquired as a Director
- i. not engage in conduct likely to bring discredit to BBI-TAITE
- j. at all times comply with the spirit and the letter of the law
- k. endeavour to attend all board and committee meetings of which they are members
- l. be informed about BBI-TAITE's Mission, Objects, approach, policies, and services
- m. review the agenda and supporting materials before board and committee meetings

- n. be independent in judgement and actions and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors
- o. actively participate in the discussions and decisions of board meetings and raise issues that are of concern
- p. systematically consider information that evaluates BBI-TAITE's performance
- q. serve on committees and offer to undertake particular related tasks
- r. not speak on the Board's behalf unless the Board has authorised them to do so
- s. be ambassadors for BBI-TAITE in professional and personal networks
- t. keep up to date on developments in BBI-TAITE's areas of service
- u. attend a reasonable number of organisational and staff events, when considered appropriate by the Board of Directors
- v. adhere to and maintain the Institute's policies and procedures, and
- w. automatically vacate the office if they are, or become, disqualified from acting as a director under Part 2D.6 of the [Corporations Act 2001](#).

9.6 Board Chair

Roles and Responsibilities

The role of Chair of the Board of Directors is to abide by all roles, standards, and responsibilities of Directors as stated in 9.5, plus:

- a. preside as the Chair of meetings of the Board of Directors
- b. not use their position to gain an advantage for themselves or someone else
- c. provide leadership and focus on the core Objects of BBI-TAITE as a whole
- d. be responsible for maintaining the relationship between the Board of Directors, the Principal/CEO and the organisation
- e. be the chief representative and spokesperson for BBI-TAITE, unless another Director, or the Principal/CEO, is delegated to do so
- f. demonstrate leadership concerning best practice corporate governance
- g. chair the meetings of the Board of Directors, after developing the meeting's agenda with the Principal/CEO, the Company Secretary and Directors based on the Board of Director's work plan and the schedule for the year
- h. serve as an *ex officio* member of board committees and attend their meetings when appropriate
- i. discuss major issues confronting BBI-TAITE with the Principal/CEO and report such concerns back to the Board
- j. guide and mediate actions of the Board of Directors concerning major priorities of BBI-TAITE and governance concerns
- k. ensure the Board of Directors conducts the Annual Performance Review of the Principal/CEO in a professional and timely manner
- l. ensure that regular processes occur to evaluate the performance of the Board of Directors
- m. provide an annual report to the Member
- n. assist the Board of Directors in ensuring that BBI-TAITE complies with the ethical guidelines, mission, and teachings of the Catholic Church and that the Directors have adequate initial and ongoing formation in this area, and
- o. ensure Directors are satisfied with their contribution to the Board.

9.7 Deputy Board Chair

The Directors will elect one Director to be Deputy Board Chair who will act as the Chair of a Board meeting in the absence of the Board Chair.

9.8 Principal/CEO

The Board of Directors appoints and monitors the Principal's performance as the Chief Executive Officer (Principal/CEO) of BBI-TAITE.

- a. The Principal/CEO will carry out duties as specified by the Board regarding the activities of the Company and will report to the Board as required.
- b. The Board of Directors determines the term of appointment of the Principal/CEO. However, each contract of employment may not exceed five years and is renewable.

9.9 Induction and Professional Development

The Board of Directors will establish a program of induction and professional development for Directors to build expertise and requisite skills to carry out their responsibilities as Directors of BBI-TAITE.

9.10 Review of Functions

The Board of Directors may review and amend its functions at any time.

10. BOARD OF DIRECTORS EXECUTIVE COMMITTEE

Purpose and Function

It is not always possible for Boards to gather quickly to consider urgent matters or those of importance that the Board needs to resolve before the Board's next meeting. Therefore, the Board of Directors Executive Committee functions as a standing committee of the Board and reports to the Board at its next meeting concerning all decisions taken, advice given, and undertakings made between meetings of the Board.

The Board of Directors Executive Committee serves as an advisor to the Board; however, it is not their role to replace the decision-making roles of the Board. It should meet as required between meetings of the Board.

Membership

The membership of the Board of Directors Executive Committee is:

- Board Chair
- Deputy Board Chair
- Chair of the Academic Board (Ex officio)
- Chair of the Audit and Risk Committee
- Principal/CEO (Ex Officio)

11. ACADEMIC BOARD

11.1 Functions

The Academic Board, either itself or through its subcommittees, shall:

- a. exercise academic governance of the Institute on behalf of the BBI-TAITE Board through effective academic oversight of quality outcomes in learning, teaching, scholarship and research [Standard 6.3.1(a)]
- b. establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered by the Institute [Standard 6.3.1(c)]
- c. set institutional best practice benchmarks for academic quality and outcomes and monitor action to improve performance of these [Standards 6.3.1(b) and 6.3.2(e)]
- d. develop, monitor and review academic policies and procedures and oversee and evaluate their effectiveness [Standard 6.3.2(a)]

- e. critically scrutinise, review and endorse for TEQSA final approval courses and units of study underpinned by sustained, current and coherent bodies of scholarship which reflect the Institute's educational mission and fulfil relevant accreditation authority requirements [Standard 6.3.2(c)]
- f. ensure that 'educational policies and practices support participation by Aboriginal and Torres Strait Islander people and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures' [Standard 6.2.1(g)]
- g. develop and maintain a culture of engagement with open, independent and intellectual inquiry by its faculty and students, including sustained and published research [Standard 6.1.4]
- h. maintain oversight of academic and research integrity and monitor potential risks [Standard 6.3.2(d)]
- i. maintain oversight of compliance to the *National Statement on Ethical Conduct in Human Research* (NHMRC 2007, updated 2018), and the *Guidelines for Ethical Research in Australian Indigenous Studies* (2012)
- j. monitor the occurrence and nature of formal complaints, misconduct, academic or research integrity breaches, and the action taken to address the underlying causes [Standard 6.2.1(j)]
- k. critically evaluate the effectiveness of educational innovations or proposals for innovations [Standard 6.3.2(f)]
- l. evaluate the effectiveness of institutional monitoring, review and improvement of academic activities [Standard 6.3.2(g)]
- m. for those students who have satisfied their respective course requirements, recommend to the BBI-TAITE Board the list of graduates for BBI-TAITE awards [Standard 6.2.1(h)]
- n. provide appropriate and competent advice to the BBI-TAITE Board concerning academic matters, quality of teaching, learning, scholarship, research, and policies and practices [Standard 6.3.10(d)]
- o. ensure the development and implementation of academic courses, units, policies, procedures and systems work to uphold and align with the Mission and Objectives of the Institute [Standard 6.3.2(c),(g)&(h)], and
- p. exercise other duties needed from time to time to carry out the roles and responsibilities defined in its 'Functions,' including the appointment of sub-committees of the Academic Board.

11.2 Membership

The Board of Directors appoints the Academic Board members on the recommendation of the Institute. In addition, the Academic Board must maintain a majority of independent members who are not members of the Executive Leadership Team of the Institute.

From time to time, the Board of Directors may monitor the membership of the Academic Board to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

The membership of the Academic Board consists of:

Appointed members

- an independent Chair, appointed by the Board of Directors, with extensive higher education governance expertise, preferably with Professor or Professor Emeritus/Emerita status

- a Director of the Institute with higher education governance experience
- three independent members with expertise in the discipline areas represented by the courses the Institute offers, and
- an Alumni representative.

Elected members

- an elected academic staff member not holding a managerial appointment, and
- an elected second or later year student representative.

Ex Officio members

- Principal/CEO
- Associate Dean (Academic)
- Associate Dean (Courses)
- Director Student Services and Operations, and
- Registrar.

As required with right of audience and debate

- Chair, Learning and Teaching Committee
- Chair, Assessment Review Committee
- Director Research
- Discipline Heads, and
- other Institute staff as needed.

12. AUDIT AND RISK COMMITTEE

12.1 Functions

The Functions of the Audit and Risk Committee are to:

- a. oversee and provide advice to the Board of Directors concerning:
 - i. the integrity of financial reporting of BBI-TAITE
 - ii. the effectiveness of systems of internal control, including plans, policies and processes
 - iii. the effectiveness of BBI-TAITE's risk management and internal control framework, including:
 - developing a risk profile
 - producing exposure reports
 - assessing financial remissions and refunds
 - receiving and addressing academic risk reports
 - determining insurance coverage risk
 - monitoring litigation and contract risk, and
 - determining and monitoring other commercial and operational risks.
 - iv. compliance with legal and regulatory obligations, identifying and monitoring any lapses, and ensuring that the Institute takes appropriate corrective action.
- b. receive, review and take action concerning annual reports from the Academic Board in connection with academic risk priorities
- c. receive and review the TEQSA Provider Risk Assessment and, where appropriate, liaise with management concerning corrective action
- d. formulate and recommend a financial delegations protocol to the Board of Directors
- e. oversee the external auditor(s), ensuring responsible planning and carrying out

audits and reviews following applicable auditing standards – the external auditor is accountable to the Member through the Board of Directors

- f. exercise other functions needed from time to time to carry out the roles and responsibilities defined in its 'Functions.'

12.2 Membership

The Board of Directors appoints the Audit and Risk Committee. Each member of the Audit and Risk Committee must be financially literate and able to read and understand financial statements.

From time to time, the Board of Directors may monitor the membership of the Audit and Risk Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

The Audit and Risk Committee's membership consists of:

Appointed members

- an independent non-executive director as Chair, appointed by the Board of Directors, with extensive risk management and financial expertise; the Chair of the Board of Directors may not serve as Chair of the Audit and Risk Committee
- at least two other non-executive directors, one of whom must have financial expertise; that is, a qualified accountant or another financial professional with financial, commercial, or accounting experience, and
- at least one other independent member(s) as appointed by the Board.
- The Company Secretary

Ex Officio member

- Principal/CEO

As required with right of audience and debate

- the Chair of the Board of Directors
- the Manager, Financial Services
- the Director, Student Services and Operations
- other senior managers
- employees, following discussion with the Principal/CEO, and
- external experts as needed for discussion of particular agenda items.

13. GOVERNANCE COMMITTEE

13.1 Functions

The Functions of the Governance Committee are to:

- a. assist the Board to keep its focus on the mission of BBI-TAITE
- b. develop options and recommendations for the consideration of the Board, including governance policies and budgets for Board development
- c. develop, implement, and periodically review governance policies, procedures, guidelines, codes and manuals concerning:
 - i. the roles and responsibilities of the Board
 - ii. the duties and responsibilities of Directors and the Secretary
 - iii. Directors' standards of conduct
 - iv. procedures for ensuring BBI-TAITE's legal and regulatory compliance
 - v. conflict of interest procedures

- vi. procedures for nomination, selection, and removal of directors, and
 - vii. Directors' expenses policies.
- d. prepare and regularly review a skills matrix for the Board having regard to the needs of the Board from time to time
- e. develop a regular Board evaluation process by carrying out an annual assessment of the Board's performance, including strengths, weaknesses and skills of the Board as a whole, and
- i. recommending a plan for Board development based on the strategic plan and the annual Board assessment
 - ii. monitor the attendance and contribution of Directors
- f. evaluate the Board's capacity to deal with its strategic development and recruit new board members who will build on the Boards strengths and weaknesses, including ensuring that:
- i. Directors of BBI-TAITE understand and agree with the mission of the organisation and its code of conduct
 - ii. Directors understand and agree to the time commitment and participation requirements of Board membership
 - iii. elections and appointments to the Board comply with the Constitution, this Governance Charter, and other legal requirements
 - iv. there is an established Board-approved process for Board recruitment, and that this process is implemented effectively, and
 - v. the keeping and updating of records of recruitment history; for example, names suggested, who the Board approached, what happened, and other relevant recruitment documents.
- g. develop and oversee new Director orientation and coaching processes, including induction, mentoring, professional development and training programs to ensure that Directors have the necessary knowledge and skills to assess, discuss, debate and plan:
- i. the Institute's mission, goals, objectives, programs and services
 - ii. the Institute's budget and financial statements, and
 - iii. the roles, duties and responsibilities of the Board, its committees, individual Directors and the Principal/CEO of BBI-TAITE.
- h. annually undertake an evaluation of the Governance Committee and submit the results to the Board of Directors, and
- i. as soon as practicable following the end of each Financial Year, review and report to the Board Chair concerning:
- i. the performance of the Board as a whole during that Financial Year, and
 - ii. any skills gaps on the Board from time to time.

13.2 Membership

The Board of Directors appoints the Governance Committee.

From time to time, the Board of Directors may monitor the membership of the Governance Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

The Governance Committee membership consists of:

Appointed members

- an independent non-executive director as Chair, appointed by the Board of Directors, with governance expertise; the Chair of the Board of Directors may not serve as Chair of the Governance Committee
- the Company Secretary
- at least two other non-executive directors, one of whom must have governance expertise, and
- at least one other independent external member(s) with relevant expertise.

Ex-Officio member

- Principal/CEO

As required with right of audience and debate

- the Chair of the Board of Directors
- the Chair of the Academic Board
- other senior managers and employees, following discussion with the Principal/CEO, and
- external experts as needed for discussion of particular agenda items.

Term of members

The term of each member of the Governance Committee is three years, with possible reappointment for a second term.

14. EXECUTIVE LEADERSHIP TEAM

14.1 Principal/CEO

The Board of Directors delegates the management of BBI-TAITE to the Principal and Chief Executive Officer and determines the extent of the Principal/CEO's authority to establish programs, a budget, administer finances and otherwise manage BBI-TAITE according to sound practice.

The Principal/CEO is responsible for the effective management of BBI-TAITE's business, including:

- a. the efficient coordination and management of the Institute's operations
- b. reporting to the Board of Directors on the strategic operations of BBI-TAITE
- c. implementing the Institute's Strategic Plan
- d. developing and implementing viable projects and services that are innovative and responsive to the delivery of high-quality academic services of BBI-TAITE, including ensuring the highest quality of teaching and learning across all BBI-TAITE's adult faith and award programs
- e. maintain effective relationships with internal and external stakeholders of BBI-TAITE and develop agreements with other higher education providers for the delivery of Institute units of study as part of their courses
- f. supporting, motivating and operationally directing the staff of BBI-TAITE, including maintaining an effective executive leadership team that works collaboratively and cooperatively in furthering the mission of BBI-TAITE, and implementing strategies to ensure the development and retention of academic and professional staff
- g. overseeing leadership in pedagogy and curriculum development, and
- h. developing strategies, proposals and position papers for consideration of the Board of Directors.

14.2 Executive Leadership Team

The Principal/CEO assembles an Executive Leadership Team that meets regularly, providing advice to the Principal/CEO for the effective and efficient management of the Institute's adult faith and higher education operations.

The members of the Executive Leadership Team are:

- Principal/CEO (Chair)
- Associate Dean (Academic)
- Associate Dean (Courses)
- Director Student Services and Operations
- Director Research, and
- Heads of Disciplines

15. COMMITTEES OF ACADEMIC BOARD

15.1 Academic Board Standing Committee

The Academic Board establishes the Academic Board Standing Committee to serve as the executive of the Academic Board. It assists with managing the Academic Board's agenda and provides advice to the Academic Board and the Principal/CEO concerning important academic and educational issues. Further, it assists in meeting the requirements for monitoring compliance with the [HESF \(Threshold Standards\) 2021](#).

From time to time, the Board of Directors may monitor the membership of the Academic Board Standing Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

15.1.1 Functions

The Functions of the Academic Board Standing Committee are to:

- a. serve as the executive of the Academic Board
- b. act on behalf of the Academic Board on urgent and routine business between meetings, reporting these decisions to the next meeting of the Academic Board
- c. act on behalf of the Academic Board on confidential academic and student concerns
- d. provide advice to the Academic Board and the Principal/CEO concerning important academic and educational issues
- e. assist with the management of the Academic Board's agenda
- f. assist the Academic Board in meeting the requirements for monitoring compliance with the [HESF \(Threshold Standards\) 2021](#)
- g. consider reports and proposals from the committees of the Academic Board and, if needed, provide feedback to those committees before the Academic Board considers the report or proposal
- h. undertake projects as assigned by the Academic Board, and
- i. consider any matter referred to it by the Academic Board.

15.1.2 Reports to Academic Board

The Academic Board Standing Committee provides a written report to the next meeting of the Academic Board. This report concerns the activities of the Committee and any recommendations arising from their considerations.

15.1.3 Membership

The membership of the Academic Board Standing Committee is:

- Chair (Chair of Academic Board)
- Principal/CEO
- Associate Dean (Academic)
- Associate Dean (Courses)
- External Industry Representative x 2 (from the Academic Board)
- Elected Academic Staff Member x 1 (from the Academic Board), and
- Elected Student Representative x1 (from the Academic Board)

15.1.4 Term of members

The term of the Academic Board Standing Committee shall correspond with their respective terms on the Academic Board.

15.2 Learning and Teaching Committee

The Academic Board establishes the Learning and Teaching Committee to advise the Academic Board concerning academic matters relating to learning and teaching at the Institute. The committee's core responsibilities include the development of a quality assurance framework to ensure the quality of the units and courses offered by the Institute, maintain academic standards, and monitor compliance with the [HESF \(Threshold Standards\) 2021](#).

From time to time, the Board of Directors may monitor the membership of the Learning and Teaching Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

15.2.1 Functions

The Learning and Teaching Committee advises and makes recommendations to the Academic Board concerning:

- a. a quality assurance framework to ensure quality courses and units
- b. monitoring compliance with the [Higher Education Standards Framework \(Threshold Standards\) 2021](#) and implementing solutions for non-compliance
- c. the quality of learning and teaching
- d. the implementation of approved courses and units
- e. modifications required to courses and units
- f. the moderation of units of study, assessment processes and the monitoring of academic standards
- g. academic risks concerning the quality of learning, teaching and academic standards, and potential solutions
- h. quality assurance issues relating to the delivery of courses and units of study
- i. the receipt and consideration of annual reports concerning external benchmarking, student progression, attrition, and completions by student cohorts, including Indigenous student cohorts
- j. the receipt and review of regular reports on academic integrity, assessment practices, the following of approved procedures, and issues arising

- k. overseeing the delegations related to assessment and the approval of grades in the [Delegations Schedule 2 Academic and Course Delegations](#), and
- l. proffering advice to the Academic Board on the quality of learning and teaching at the Institute.

15.2.2 Reports to Academic Board

The Learning and Teaching Committee provides a written report to the next meeting of the Academic Board. This report concerns the activities of the Committee and any recommendations arising from their considerations.

The Learning and Teaching Committee may liaise with the Assessment Review Committee concerning assessment matters, grades, grade anomalies, and any recommendations the Committee may make for their consideration.

15.2.3 Membership

The membership of the Learning and Teaching Committee is:

- Chair (Associate Dean – Courses)
- Deputy Chair (Associate Dean – Academic)
- Principal/CEO
- Heads of Department
- Registrar
- Director Student Services and Operations
- Library representative
- ICLT Administrative Assistant
- Academic Staff x 2 (elected), and
- Student representative x 1 (elected).

15.2.4 Term of members

The term of non-executive and co-opted Learning and Teaching Committee members is two years.

15.3 Assessment Review Committee

The Board of Directors of BBI-TAITE delegates to the Assessment Review Committee responsibility for all aspects of assessment in the courses offered by the Institute. The committee's core responsibilities include approving grades, related grade issues, grade adjustments, and reporting to the Academic Board concerning these matters.

From time to time, the Board of Directors may monitor the membership of the Assessment Review Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

15.3.1 Functions

The Assessment Review Committee's functions are to:

- a. approve grades, late grades, changes of grades, review of marks, review of grades, moderation of units, and ratification of Executive Approvals
- b. address any issues that have arisen, together with their resolutions, in delivery, assessment, and from the Teaching Staff Review of Units Survey
- c. advise the Academic Board regarding proposed changes to policy
- d. report to the Academic Board concerning each Session's:

- i. grade approvals, including late grades and changes of grades
- ii. review of marks
- iii. review of grades
- iv. moderation of units
- v. ratification of decisions of the Associate Dean (Academic) concerning the approval of late grades and changes of grades between meetings of the Institute's Assessment Review Committee, and
- vi. ratification of decisions of the Associate Dean (Academic) concerning adjustments to the procedure for the implementation of assessment policy, and types and purposes of assessment, where considered appropriate, to accommodate faculty and student needs and circumstances.

15.3.2 Membership

The membership of the Assessment Review Committee is:

- Chair (Associate Dean – Academic)
- Deputy Chair (Associate Dean – Courses)
- Principal/CEO
- Registrar
- Director Research
- Heads of Disciplines, and
- All teaching staff teaching in the particular Session of Study

15.4 Course Committee

The Board of Directors of BBI-TAITE delegates authority to the Academic Board to establish a Course Committee on an *ad hoc* basis to undertake the development, review, or modification of a particular course and advise the Academic Board on its viability and continued offering.

From time to time, the Board of Directors may monitor the membership of the Course Committee to ensure a balance of expertise and skills appropriate for the Functions of the Committee.

The course committee takes responsibility for completing the appropriate TEQSA application form if it is a new course or a substantial change to an existing course.

In addition, the Institute may appoint a course advisory panel; see below.

15.4.1 Functions

The Course Committee's functions are to:

- a. seek advice from the Associate Dean (Courses) concerning approved business cases, course review schedule, and any modifications, suspensions or phase-outs that are in process
- b. develop new courses, undertake course reviews and course modifications, and address any changes to the Institute's course profile
- c. ensure that the course curriculum, unit assessment, theoretical underpinning, scholarship and professional practice, where applicable, are current and support the course aims and objectives
- d. determine if any additions, alterations or deletions of units of study are required to reflect recent scholarship and professional practice in the field of study

- e. develop new or revised unit profiles to support any new or revised units of study
- f. ensure that the course, whether new or in review, meets the [Australian Qualifications Framework Second Edition 2013](#) qualification type descriptors appropriate for the level of the course in development or review
- g. ensure that course and unit content is 'sensitive to Aboriginal and Torres Strait Islander knowledge and cultures'
- h. seek external advice concerning industry and ecclesial requirements, and demonstrate how the committee took this advice into account in course and unit design
- i. ensure that the standards of rigour and depth of the course are at the appropriate levels
- j. integrate current innovative practices in teaching and learning into courses and units of study
- k. incorporate the Institute's *Graduate Learning Outcomes* into course and unit design
- l. determine if the continued offering of the course is viable
- m. benchmark the course with similar courses of other higher education providers, asking how the Institute's course compares to these offerings
- n. ensure courses and units of study meet the requirements of the [HESF \(Threshold Standards\) 2021](#), and
- o. determine academic risk concerning the Institute's course profile.

15.4.2 Procedures

Once the Course Committee has addressed its 'Functions,' the following procedures apply:

- a. completing draft course review documentation leads to wider consultation within the Institute and external review of the course, its focus, and its content
- b. once internal and external consultations are complete, the committee meets to consider the reviewers' recommendations and whether or not they will be adopted; if any recommendations are not adopted, the committee must justify why in their final documentation
- c. this documentation is collated and forwarded to the Associate Dean (Academic) for inclusion on the next Academic Board meeting agenda
- d. the course committee should address alterations or concerns of the Academic Board and make appropriate adjustments
- e. the committee records the final documentation as a permanent record of the review for presentation to TEQSA at the next accreditation cycle
- f. if the course is new, the committee completes an application to TEQSA for accreditation of the course, and
- g. for a course review, if the content or structural changes are substantial, the committee completes an application to TEQSA to notify and seek approval for those changes.

15.4.3 Membership

External membership of the course committees of the Academic Board is vital to the ongoing quality of courses offered by BBI-TAITE, their relevance to their professional discipline, and the external benchmarking of courses.

Therefore, BBI-TAITE convenes course committees *ad hoc*, tailoring them to the specific discipline requirements for the course(s) of study.

The membership of a course committee is:

- Chair – (Associate Dean – Courses)
- Deputy Chair (Associate Dean – Academic)
- Registrar – specifically for the statistical side of a review
- Head of Discipline of the course in development or review, or a prominent lecturer in the field who can take carriage of the discipline-specific portions of the course
- two lecturers, either fractional, sessional, or both, representing the teaching discipline (on smaller courses, this may be reduced to one), and
- two external representatives who are experts in the discipline (on smaller courses, this may be reduced to one)

Where the course is a revised course:

- a co-opted student representative enrolled in the highest course of the articulated courses, and
- a co-opted recent graduate of the highest course of the articulated courses.

15.4.4 Course Advisory Panel

Functions

The course advisory panel shall ensure that:

- i. the course is of a high standard, built on current scholarship, and is an intellectually stimulating and challenging learning experience
- ii. the course is at an appropriate AQF level and consistent with its proposed aims and objectives
- iii. the course is relevant to the changing needs of the community, its industry, and its potential market, and
- iv. they minute meeting discussions and outcomes.

Membership

The *Academic Board* or its standing committee may appoint an expert advisory panel to develop, modify, or review a course. This panel may consist of:

- the Associate Dean (Courses), and
- two external academics with expertise and qualifications in the discipline area of the course; these members should be different to the external academics chosen for the courses committee.

15.5 Scholarship and Research Committee

The Academic Board establishes the Scholarship and Research Committee to identify and oversee the quality of scholarship and research at BBI-TAITE, including associated risks. It assists the Academic Board in monitoring compliance with the [*HESF \(Threshold Standards\) 2021*](#) and reports regularly to the Academic Board concerning the scholarship and research output of the Institute faculty. Further, it provides advice to the Academic Board and the Principal/CEO concerning important academic and educational issues relating to scholarship and research.

15.5.1 Functions

The Functions of the Scholarship and Research Committee are to:

- a. oversee the quality of scholarship and research at BBI-TAITE, including identifying associated risks
- b. monitor compliance with the [HESF \(Threshold Standards\) 2021](#) standards concerning scholarship and research
- c. receive and consider reports concerning compliance with the [HESF \(Threshold Standards\) 2021](#) and address issues of non-compliance promptly
- d. oversee relevant Institute policies and procedures concerning scholarship and research at BBI-TAITE, including research integrity and ethics in human research, and make recommendations to the Academic Board for policy amendment and approval
- e. monitor compliance with the [Australian Code for the Responsible Conduct of Research 2018](#), the [National Statement on Ethical Conduct in Human Research 2018](#), and the [Ethical Guidelines for Research with Aboriginal and Torres Strait Islander Peoples](#).
- f. receive and consider reports on research integrity, addressing issues of research misconduct, including allegations of misconduct, promptly
- g. receive and consider reports and proposals from the committees of the Academic Board and, if needed, provide feedback to those committees before the Academic Board considers the report or proposal
- h. identify and respond to current or emergent research risks and develop potential solutions
- i. undertake projects as assigned by the Academic Board, and
- j. consider any matter referred to it by the Academic Board.

15.5.2 Reports to Academic Board

The Scholarship and Research Committee provides a written report to the next meeting of the Academic Board. This report concerns the Committee's and academic staff's scholarship and research activities and any recommendations arising from their considerations.

15.5.3 Membership

The membership of the Scholarship and Research Committee is:

- Chair (Director Research)
- Deputy Chair (Associate Dean – Academic)
- Associate Dean (Courses)
- one scholarship-focused academic staff member
- one research-focused academic staff member
- one research-focused nominee from the Academic Board, and
- an external researcher with solid research output appointed by the Chair of the Academic Board.

15.6 Appeals Committee

The Board of Directors delegates to the Academic Board the authority to convene an appeals committee *ad hoc* as required.

The Board of Directors delegates, under established delegations, policies, and procedures, to boards, committees, and officers the authority to make academic and non-academic decisions.

On occasions, a student may dispute a decision concerning an academic or non-academic matter. In these cases, the Institute's [AC-A5 Academic Complaints Policy and Procedure](#) and [S6 Student Grievance Policy – Non-Academic](#) assist BBI-TAITE in the processes required to resolve the dispute.

The Appeals Committee reviews decisions made concerning academic or non-academic disputes where the student has not resolved the matter through alternate means of enquiry with the Institute.

If a student is not satisfied with the outcome of their appeal to the Institute, they may exercise their rights for an external review of the Appeals Committee decision. The BBI-TAITE website lists the contact details for the relevant external review authority.

15.6.1 Functions

On receipt of an appeal, the Appeals Committee may determine if there are grounds for an appeal based on either the Institute's [AC-A5 Academic Complaints Policy and Procedure](#) or [S6 Student Grievance Policy – Non-Academic](#), and if there are grounds for an appeal, they may investigate and make decisions concerning:

- admission
- clarity of a unit outline
- assessment
- syllabus
- quality of delivery
- cases of special consideration
- grading decisions
- credit and RPL application results
- allegations of breaches of the standards of academic integrity
- intellectual property issues
- exclusion or suspension from a course of study
- non-academic matters

15.6.2 Processes

The Appeals Committee may:

- consider written submissions and appeals
- consider evidence provided by the student
- consider evidence provided by BBI-TAITE
- interview the student
- allow a nominated person to accompany a student; however, this person may not be a legal representative
- seek the advice of the executive staff if considered necessary

15.6.3 Outcomes

The Appeals Committee may:

- make a final decision on a matter before it
- vary an original decision
- set aside a decision and substitute a new decision
- return the decision to the decision-maker for reconsideration

15.6.4 Membership

The Academic Board assembles an Appeals Committee on an *ad hoc* basis.

The membership of the Appeals Committee comprises five members exclusive of the Chair, the majority of whom are independent members of either the Board of Directors or the Academic Board, depending on the nature of the appeal.

The Committee Chair assembles the committee. The Appeals Committee membership is:

- the independent Chair of the Academic Board (Chair)
- one independent Director from the Board of Directors
- two independent external members of the Academic Board
- an independent member (either external or a Director) of the Audit and Risk Committee, and
- either the Associate Dean (Academic), the Associate Dean (Courses) or the Director Student Services and Operations who is not a decision-maker in the particular appeals case brought before the committee.

The Appeals Committee may not include any academic or professional staff member who is a decision-maker in the particular appeal.

15.6.5 Report to Academic Board

The Appeals Committee should report confidentially to the Academic Board concerning the nature and outcomes of an appeal, if an academic appeal, or to the Board of Directors, if a non-academic appeal, quarterly.

15.7 Human Research Ethics Committee

The Board of Directors delegates authority to the Academic Board to determine the Institute's human research ethics approval policies and processes. The Academic Board of the Institute administers an auspice agreement with *Sydney College of Divinity* to process and approve BBI-TAITE faculty and student applications for human research ethics approval.

16 KEY RELATED DOCUMENTS

- *BBI-TAITE Constitution* **[Provide link once on website]**
- [*Australian Securities and Investments Corporation Act 2001*](#)
- [*Corporations Act 2001*](#)
- [*Higher Education Standards Framework \(Threshold Standards\) 2021*](#)
- [*BBI-TAITE Policies and Procedures*](#)

17 NOTES

Contact Officer	Associate Dean (Academic)
Implementation Officer/s	Board of Directors Chair, Board of Directors Chair, Academic Board Chair, Audit and Risk Committee Chair, Governance Committee Principal/CEO Chairs of Committees Associate Dean (Academic) Associate Dean (Courses) Director Research
Approval Authority / Authorities	Board of Directors
Date Approved	
Date of Commencement	31 May 2022
Date for Review	24 Months after commencement
Amendment History	Governance Charter created January 2022
Key Stakeholders	Board of Directors Chairs of Boards and Committees Principal/CEO Associate Dean (Academic) Associate Dean (Courses) Director Research