



Terms of Reference for the IHM Board of Governors

Policy Code: TORB

Version 1.2

Effective Date: 22/02/2013

Rationale

The Board of Governors of the Institute of Health Management is responsible for the overall conduct, management administration and control of the affairs of the organisation. The basic responsibility of the Board is to represent the interests of IHM in directing its affairs and to do so within the statutes relating to the organisation as a private higher education provider.

The Board of Governors carries out its responsibilities through a stewardship role, and delegates the day-to-day management of IHM to the Senior Management Team of the organisation, governance and organisational committees.

Policies and procedures that are developed and implemented to underpin the ethical conduct and compliance will be approved by the Board.

The Board of Governors is responsible for the establishment of governance and organisational Committees to assist the Board to meet its corporate and regulatory obligations. With the establishment of these Committees, the Board understands that these structures will play a significant part in the Board's deliberations and operation at a strategic level. As such, the committee structures will be reviewed on a regular basis and the Board will receive annual performance reports from the committees.

In addition to the governance committees, the Board of Governors may from time to time establish specific sub-committees or working parties to address particular projects or issues.

All operations of the Board of Governors and the related committees are to be undertaken in a culture of respect, integrity, accountability, good faith, due diligence, sound governance, risk management and sustainability on behalf of the organisation as a private higher education provider.

Composition and Membership

Apart from the IHM Directors, there are three categories of membership for the Board. It is recognised that a well-functioning Board for a higher education provider should include independent members with experience in industry, commerce, professions and academia. As such, it is envisaged that the Board as a whole should be able to contribute knowledge, interest and experience in at least one of the following areas:

- Accounting and finance
- Business judgement
- Management
- Leadership

- Strategic planning
- Risk management
- Communication
- Information technology
- Employment/human resources
- Law
- Marketing
- Knowledge of the higher education sector – private or public

The composition of the Board is as follows:

- Independent members with professional expertise (At least 50%)
- Academic Board Nominee
- Senior Management Team members
- Student nominee

The maximum number of positions shall be ten (10) and the minimum number shall be seven (7).

The Chair and the Deputy Chair have been offered the position by the Directors of the organisation at the outset and will then be elected by the Board at the last remaining meeting in the educational year to hold office for a period of three years.

Committee Structure

The Board of Governors has established a number of governance and organisational committees to ensure the effective and efficient conduct of organisation and the Board.

The current Committees of the Board of Governors are:

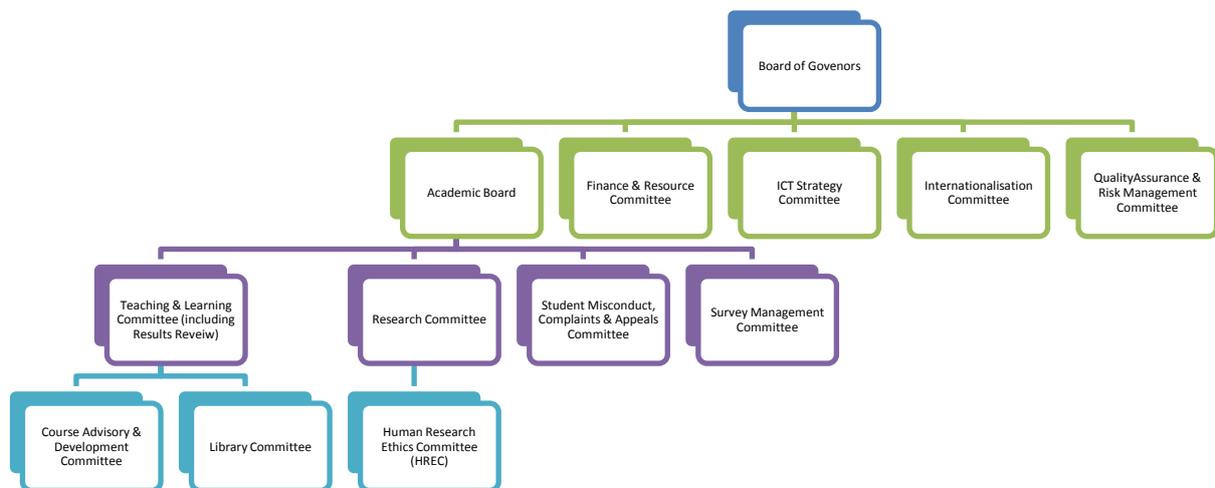
- Academic Board
- Finance & Resources Committee
- ICT Strategy Committee
- Survey Management Committee
- Teaching & Learning Committee (including Results Review)
- Research Committee
- Student Misconduct, Complaints & Appeals Committee
- Course Advisory & Development Committee
- Library Committee
- Human Research Ethics Committee (HREC)
- Internationalisation Committee
- Quality Assurance and Risk Management Committee

The committees are permitted to decide many matters on behalf of the Board and on other matters the Board seeks advice from the committees before decisions are reached. The Board of Governors will receive advice directly from the Academic Board and the operational

committees. Each of the committees of the Board can utilise sub-committees and working parties as required to assist in meeting its obligations and objectives.

The Board of Governors will receive information, advice and recommendations by way of comprehensive reports, analyses and supporting papers.

The following structure shows the current committee structures of the Board of Governors and the relationships of the committees.



Accountabilities

IHM, through its Board of Governors, is accountable, not just to regulatory bodies, such as TEQSA, but also to major stakeholders including students, faculty, staff and the general community.

Accountability must be apparent beyond reporting requirements to regulatory bodies to include the involvement of stakeholders on decision making bodies such as the committees, as appropriate.

As well as vertical accountability to various regulatory bodies, the Board operates a range of forms of horizontal dialogue and accountability. This includes accountability to students and employees, for example, via governance and operational committees.

Period of Office

Elected, appointed and nominated positions of the Board shall be for a period of two (2) years. Student positions shall be for a period of one (1) year. Members are able to serve consecutive terms if appropriate with a maximum of three consecutive terms.

Responsibilities of the Board of Governors

The Board of Governors has been developed to overview the governance of IHM as a private higher education provider. It will make practical decisions of direction and implement the policies and procedures that the organisation needs to operate efficiently.

The Board will conduct its business in accordance with the best practice in higher education, corporate governance and to ensure compliance with ethical and professional standards and codes of conduct.

The responsibilities of the Board of Governors will be subject to further changes as work continues on the development of the criteria for assessing the Board's effectiveness. Some of the following responsibilities are the direct responsibility of the Board; others are fulfilled through its Committees.

The Board of Governors is responsible for the strategic direction of IHM including:

- Determining educational direction, mission and values;
- Overseeing the activities for the efficient use of resources and financial viability;
- Making key policy decisions about the operation of the organisation where appropriate.

Terms of reference

- Approving the mission, values and strategic direction of IHM and working with the Academic Board to ensure that these are put in place;
- Carrying out the objects and purposes of the Company as set out in the constitution of the Company;
- Determining the Board's standing orders;
- Ensuring that policies and procedures are established to ensure the probity and integrity of the organisation's decision making, including being consistent with legal and regulatory requirements and;
- The proper conduct of the organisation's business by observing the highest standard of corporate governance including the standards of accreditation as set out by the Tertiary Education Quality and Standards Agency (TEQSA);
- Ensuring compliance with all relevant legislation and ensuring that the business of the organisation is conducted in accordance with statutory regulations such as health and safety, discrimination legislation, Privacy Act etc, and in particular the requirements of the accrediting body, TEQSA;
- Ensuring that the organisation's legal and regulatory requirements are adhered to at all times and that appropriate advice and support is offered to the Senior Management Team, staff and students in order to achieve effective governance and management of IHM;

- Approving and monitoring systems of control and accountability, including the general overview of the organisations controlled entities;
- Overseeing and monitoring the assessment and management of risk across the organisation, including commercial undertakings;
- Overseeing and monitoring academic activities of the organisation including the implementation and maintenance of quality standards in staffing, resources and academic practice;
- Delegating management functions as appropriate in consultation with the Senior Management Team;
- Reviewing the management of organisation and IHM's performance against strategic and business goals;
- Approving the organisation's annual report;
- Reviewing proposed joint venture or partnership alliances;
- Establishing and disestablishing faculties/departments and other bodies of the organisation;
- Initiating academic reviews and improvements;
- Providing advocacy and support to the organisation and governance committees where necessary for the purposes of submissions or responses to reports from accrediting or professional bodies;
- Making recommendations to the Senior Management Team and relevant committees on organisational developments for the purpose of continual improvement in the delivery of educational programs to address accreditation and compliance in higher education;
- Overseeing the establishment and monitoring of the organisation's Risk Management Plan including the development and maintenance of a corporate risk register. The process will assist to identify principal risks to the organisation and that appropriate procedures are in place to monitor and mitigate these risks;
- Reviewing and advising on scholarship/scholarly activity to ensure the contribution of knowledge to the relevant discipline areas;
- Overseeing and reviewing the Committee framework and structure;
- Authorising the conferring of awards and;
- Representing and advocating the organisation to the community.

Further information for Board members is provided in the Board of Governors Members Guidelines provided to all members.

Board of Governors Charter

The Directors of the Institute of Health Management Pty Ltd and its representatives, the Chief Executive Officer (CEO), the Principal Executive Officer (PEO) and the Finance and Resources Manager are responsible for directing the corporate affairs of the company, monitoring its strategy and business affairs, in accordance with the legal responsibilities of the Corporations Act 2001 in particular section 284A.

By approval of this Board of Governors Charter, the Directors, CEO and PEO has delegated to the Board of Governors, the educational governance responsibilities for IHM.

Roles of the Board of Governors

The Board of Governors shall elect annually from its appointed and invited members a Deputy Chairperson who shall assume the role and duties of the Chair in the Chairperson's absence.

The Directors of the IHM Company may from time to time appoint to the Board of Governors additional members to consult, advise or support the Board's activities and objectives.

All Board members are required to agree upon appointment:

- To act in accordance with the Board of Governors charter.
- To act in accordance with the Governance Code of Conduct outlined in the Board of Governors Members Guidelines.
- To follow directions and policies from time-to-time by the Directors of the organisation with respect to the governance and operation of IHM.

Role of the Chair of the Board of Governors

The Chair of the Board of Governors is an invited position. The role of Chair involves:

- Chairing the Board of Governors meetings and overseeing the development of agendas;
- Ensuring that the Board members understand their responsibilities and the role and functions of the Board;
- Providing leadership that enables the Board to function as an inquiring and informed body;
- Taking the lead on the Board's behalf in advising and supporting members of the Senior Management Team of IHM;
- Evaluating the organisations performance annually against IHM's strategic objectives and reporting to the Board on the outcomes;
- Conferring the academic awards of the organisation;
- Representing the organisation at meetings, functions and ceremonies nationally and internationally;
- Representing the organisation's interests in the political, cultural and business life of the wider community.

Role of the Deputy Chair of the Board of Governors

The Deputy Chair assists the Chair of the Board, acting as Chair at times when the Chair is for any reason unable to perform the functions of the position. The CEO will generally undertake this position.

Responsibility of Board of Governors Members

Board members must:

- Always exercise their functions with the best interests of IHM holistically rather than simply as a delegate or representative of a particular area;
- Act in good faith, honestly and for a proper purpose;
- Exercise appropriate care and diligence in decision making;
- Not use their position improperly to gain an advantage for themselves or someone else, or cause detriment to the organisation or someone else;
- Disclose or avoid conflicts of interest (with appropriate procedures for that purpose). See Conflict of Interest Declaration outlined in the Board of Governors Members Guidelines.

In addition, all Board of Governors members should to the best of their ability and knowledge, undertake the following duties:

- Spend as much time as required to perform their duties. This in general will require devoting more time over and above that required for attending Board meetings.
- Attend and contribute to Board meetings, briefing sessions, and meetings of committees of the Board on which they are nominated to serve.
- Critically review all proposals and documents of the Board;
- Maintain confidentiality.
- Act in a financially responsible manner.
- Ensure compliance with all matters prescribed by regulatory bodies and laws.

Removal and Resignation of Members

The Board of Governors may remove a member from the Board if:

- The member, without approval of the Chair, fails to attend two consecutive meetings without notification. Please refer to the section on Attendance at Meetings and Apologies.
- In the opinion of the Chair and/or other members the performance by the member of their duties has been found to be unsatisfactory; or
- In the opinion of the Chair and/or other members the member has engaged in misconduct of a serious or recurrent nature.

A Board member other than the Chair may resign in writing and submit to the Chair. The Chair may resign in writing to the either Director of IHM.

Co-opted Members

The Board of Governors may co-opt additional members when required. The term of office of co-opted members by the Board shall be specified at the time of co-option and such members shall have all rights of other members.

The Board Chair may also authorise the attendance of non-board members to attend a Board meeting to offer expertise for the Board's consideration of an issue. The Chair of the Board may grant these individuals the privilege of speaking and presentations but not the right to vote.

Observers

Members of the IHM community may attend meetings of the Board of Governors as Observers after seeking approval from the Chair. Observers, with permission of the Chair may address the Board on issues being considered by the Board.

Attendance at Meetings and Apologies

Board of Governors members are asked to make every effort to attend all scheduled meetings of the Board. Members who are unable to attend a meeting should, as a matter of courtesy, convey their apologies to the Secretary before the commencement of the meeting. Such apologies will be noted at the meeting and are recorded in the minutes.

Board members who expect to be absent for up to three consecutive Board meetings in a calendar year should apply for a leave of absence. If a Board member requires a leave of absence, permission should be sought in writing from the Chair.

Role of the Secretary of the Board of Governors

The Secretary of the Board of Governors acts as an independent assistant to the Chair and members of the Board. The Secretary may also provide support to the other Governance Committees of IHM. The requirements of the Secretary role require a balancing of the competing demands to enable the Board's needs to be met. The role includes:

- Providing executive support to the Chair and Deputy Chair as required;
- Providing support to the other committees of IHM;
- Facilitating the induction of new Board members on the advice of the Chair;
- Considering any relevant legislation and policies relating to agenda items;
- Coordinating the production and distribution of Board papers;
- Assisting with the agenda setting and consulting over meeting minutes;
- Ensuring the Board meets its statutory obligations in relation to reporting and governance protocols;

- Ensuring that the Chair of the Board is briefed in relation to any matters of potential conflict of interest affecting the Board or its members;
- Obtaining appropriate advice (i.e. financial, legal, regulatory) required by the Board of Governors and advising about policy and procedural matters where required.

The Secretary does not have the rights of audience and debate.

Quorum

Quorum for the Board of Governors shall be half of the membership plus one. Vacant positions of the Board will not be used in calculating the quorum. Co-opted members will not be counted towards the quorum. For the Board of Governors, the quorum must include at least two external members.

At times, in appropriate circumstances, the CEO may declare the Board of Governors quorate, so that the operation of the organisation can continue in a timely manner.

There may be times where provision to allow inquorate meetings of other Governance Committees to proceed where appropriate, i.e. an urgent matter requires consideration.

The proceedings and any decisions from any inquorate meeting will require ratification and the next suitably quorate meeting.

Conflict of Interest

Any member of the Board who has a conflict of interest, or the potential for a conflict of interest, with respect to any matter under consideration by the Board or a Committee of the Board, is to declare the nature and extent of the interest immediately, refrain from taking part in any discussion or vote in relation to the matter, and withdraw from any meeting at which the matter is discussed.

Further information for Board members is provided in the Board of Governors Members Guidelines provided to all members.

Confidentiality of Proceedings

- Members of the Board of Governors shall treat all matters discussed at Board meetings as confidential.
- Any public statements issues on behalf of IHM must be approved by the Board of Governors before issue. No person other than the Chair (or nominated person) may issue on behalf of the Board any public statement concerning the business of the Board of Governors.

- A member of the Board of Governors will not, without approval of the Chair, discuss with, or directly or indirectly disclose to a person not a member of the Board, information received by virtue of membership of the Board of Governors concerning:
 - a. Any matter listed as confidential on Board papers or agreed by the Board to be marked as confidential, in the minutes of the Board;
 - b. Any personal information affecting an individual;
 - c. Any business negotiations, partnership agreements, or other financial matters which might allow any person to profit;
 - d. Any matter concerning the promotion of any member of IHM;
 - e. Any proposal that any person should be granted a special honour or honorary qualification.
- A member of the Board of Governors will not discuss directly or indirectly with any person not a member of the Board, information received by virtue of the membership of the Board of Governors concerning the views expressed by any member of the Board at a meeting of the Board of Governors.

In the event of a breach of these confidentiality proceedings, the Board of Governors may censure any member of the Board for such a breach.

Agendas and Minutes

Members of the Board of Governors propose agenda items to be discussed the upcoming meeting. All papers from the Board meetings being submitted by the governance committees should follow the Guidelines for Board Papers and be sent to the Secretary two weeks before the meeting. Agenda items for the Committee may also be suggested by anyone in the IHM community (non-committee members) by directly contacting either a Board member, the Chair or the Committee secretary. Agenda items for the Board meeting will be evaluated by the Board Chair. The Chair and the Secretary will meet monthly to coordinate the timing of committee efforts and ensure proper communication, inclusion and prioritisation.

Agendas, minutes and supporting documents shall be distributed to members of the Board of Governors at least two (2) working days prior to the upcoming meeting.

Except with the express permission of the Chair, late papers and agenda topics will not be accepted and included in the upcoming meeting. All papers and topics must be submitted to the Board five (5) working days prior to the upcoming meeting.

Agendas, minutes and associated meeting papers may be distributed electronically via email, or by uploading to intranet. Some decisions and projects may need additional communication due to their scope. These communications will be determined on a case-by-case basis.

The Board of Governors shall keep the minutes of all meetings. All documentation shall be retained in the Institute's primary electronic storage system in the Committee Management System.

Questions

Questions relating to actions of the Board may be put through the Chair to any member present. The Chair may disallow any question.

Meeting Schedule & Procedures

The Board of Governors shall meet four times per year as scheduled. Additional meetings may be scheduled on a needs basis to enable the Board to operate successfully under its Charter.

Board meetings can be undertaken face-to-face, by telephone (teleconference) or by electronic means such as Skype for external members.

Joint Meeting with Academic Board

The Board of Governors and the Academic Board may hold a joint meeting if required. All members of the Board of Governors and Academic Board would attend this joint meeting.

In consultation with the Academic Board, and in particular with the Chair of the Academic Board (who is also a member of the Board of Governors), the Board of Governors will determine the appropriateness of a joint meeting, and, if so, where and when this joint meeting would take place.

Sub-committees and Working Parties

Sub-committees are defined as ongoing groups responsible for issues and decisions in the areas of organisational operation, data analysis and resources at IHM. Working Parties are defined as time-bound groups assigned problems to solve, or tasks to accomplish for the Board or Committee.

The Board of Governors or any of the Governance Committees, may at times establish sub-committees and/or Working Parties to assist its work, functions and to consider special issues. The Academic Board will be advised when a Sub-committee or Working Party is established by any Committees.

Sub-committees and Working Parties can be appointed at any time by the Board of Governors on an as-needed basis. The Sub-committees and Working Parties will meet for a set timeframe to accomplish the specific objectives related to resolving an issue or implementing a strategy.

The Board of Governors will receive reports from established Sub-committees and Working Parties and has the responsibility to monitor and evaluate the activities in respect to each Sub-committee's functional responsibility.

Review and Reference

The Terms of Reference and the functions of the Board of Governance will be subject to a periodic self-review to ensure that it is operating effectively and fulfilling its functions and to guarantee continuing relevance. At the end of the 12-month period the Board will undertake the self-evaluation of performance. Any areas requiring further attention in the following year will be addressed.

Status	New
Committee Approved on:	22/02/2013
Approval Authority	Board of Governors
Self-Review Date	22/11/2014

Table of Amendments

Version Number	Version Date	Authorised Officer	Amendment Details
0.1	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, addition of second director.