

GOVERNING BOARD INDUCTION POLICY

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References and Legislation	<p>CUC. 2014. The Higher Education Code of Governance. Bristol: Committee of University Chairs.</p> <p>Governance Institute of Australia. 2014. <i>Good Governance Guide. Director induction packs content.</i></p> <p>Hénard, F. and Mitterle, A. (2010), <i>Governance and quality guidelines in Higher Education: A review of governance arrangements and quality assurance guidelines.</i> Paris: OECD.</p> <p>OECD. 2015. G20/OECD Principles of Corporate Governance, OECD (2015), <i>G20/OECD Principles of Corporate Governance</i>, OECD Publishing, Paris.</p> <p>QAA. 2015. The UK Quality Code for Higher Education. Overview and Expectations. Gloucester: The Quality Assurance Agency for Higher Education.</p> <p>TEQSA. 2016a. <i>Guidance Note: Academic Governance</i> (consultation Beta v2.0 at 13 April 2016)</p> <p>TEQSA. 2016b. <i>Guidance Note: Corporate Governance</i> (consultation Beta v2.0 at 13 April 2016)</p> <p>Tricker, R. 2012. <i>Corporate Governance. Principle Policies and Practices.</i> Second edition. Oxford: Oxford University Press.</p>

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1. Purpose

To define the induction process that the Governing Board shall follow on the appointment of new Directors to the Governing Board.

2. Scope

This policy applies to all new appointments to the Governing Board.

3. Definitions

Item	Definition
	NIL

4. Background

The Higher Education Standards Framework §6.1 (corporate governance) requires that the Governing Board “is competent to undertake its governance roles” (TEQSA, 2016: 1). This means that independent, non-executive directors on APIC’s Governing Board must have:

- knowledge of best practice in corporate governance;
- knowledge, skills and experience relevant to their role as directors (particularly of a higher education provider) in assuring business performance and compliance performance;
- knowledge of the Higher Education Standards Framework and their governance role within that framework; and
- a sufficient understanding of the operations of APIC to enable them to analyse and interpret data in their duty of monitoring the performance of APIC.

Whilst elements of such competency should be in place on appointment (e.g., skills as director) and other elements may be in place to ensure that the competencies develop or have a basis for development, best practice in corporate governance requires newly appointed directors to any corporate entity to follow a comprehensive induction process (ASX Corporate Governance Council, 2014). Hence, in pursuit of board effectiveness, APIC’s Governing Board Charter requires the design, development and execution of such a process §7.5, 26.

5. Approach

This process follows best practice advice: (ASX, 2014; CUC, 2014; Governance Institute of Australia, 2014; Hénard and Mitterle, 2010; OECD, 2015; QAA, 2015; TEQSA, 2016a, b; Tricker, 2012: 392-394, 416-419) and is split between the provision of an induction pack and events and activities to further orientate directors once they are appointed.

5.1 Induction Process

5.1.1 Prior to appointment

1. Once the Governing Board has identified a potential new Governing Board independent non-executive director and the candidate has expressed interest in the role, the candidate shall be required to sign a non-disclosure agreement (NDA) covering the contents of the APIC Governing Board Induction Pack. Signed NDAs shall be returned to the Company Secretary.
2. Candidates that refuse to sign the NDA shall not be appointed directors.
3. Candidates that sign the NDA will be given online access to the APIC Governing Board Induction Pack (Part A) by the Company Secretary.
4. Candidates will be further directed to review the APIC's website (specifically the [Corporate and Academic Governance](#) sections).
5. Candidates shall be given no less than five working days to review the content of the APIC's website and the Governing Board Induction Pack (Part A) prior to any further interview.
6. Prior to appointment of a director, the Governing Board Chair or Governing Board Deputy Chair shall discuss with the candidate what is expected of them prior to appointment. Specifically, candidates shall display an understanding of their potential role as an independent non-executive director, which is to:
 - Ensure that the College is effectively governed, specifically by ensuring that the separation and cooperation of the functions and processes of the Governing Board, Academic Board, and the Executive Management team is effective and compliant;
 - Formulate the College's strategic direction;
 - Recruit and monitor the performance of the President and Principal Executive Officer;
 - Review, approve and monitor the business plan and annual budget;
 - Contribute to the development of board and organisational policies;
 - Comply with the legal requirements of being a director;
 - Comply with legal and regulatory requirements of running the College;
 - Monitor the risks facing the College;
 - Participate in the Governing Board's Audit and Risk, and Governance Committees; and
 - Identify skills required by the board.
7. In accepting an appointment, candidates shall confirm that they have reviewed [APIC's website](#) and developed a principle understanding of the APIC Board Induction Pack (Part A).

5.1.2 On appointment

1. Newly appointed director shall receive online access to the APIC Board Induction Pack (Part B).
2. Prior to attending their first Governing Board meeting, the Chair shall meet with the newly appointed directors and further confirm their understanding of their role as an independent non-executive director, and a principled understanding of the contents of APIC's website and the APIC Governing Board Induction Pack (Parts A and B). The Chair will further ensure and witness that the newly appointed Director has printed and filled out a TEQSA Fit and Proper Person Requirements Declaration (which is included in the APIC Governing Board Induction Pack (Part B)).
3. Prior to attending their first Governing Board meeting, candidates shall meet the President and Executive Management team, with the opportunity to ask questions with reference to APIC's governance and operations.

4. At their first Governing Board meeting candidates shall be introduced by the Chair and asked to introduce themselves and outline their experience relative to the role of an independent, non-executive director.
5. Within the first 12 months of their appointment, a new director shall be introduced to and have the opportunity to speak with the members of the Academic Board.
6. Within the first 12 months of their appointment, a new director shall visit both APIC campuses, and be given an opportunity to talk with staff and students.
7. Within the first 12 months of their appointment, a new director shall be introduced to and have the opportunity to speak with directors of the board of Education Centre of Australia.

5.2 Governing Board Induction Pack

5.2.1 Part A

The APIC Governing Board Induction Pack (Part A) shall contain:

1. Reports on the international higher education context
 - a. IBISWorld. 2016. *University and Other Higher Education in Australia: Market Research Report*. Melbourne: IBISWorld.
 - b. British Council. 2012. *Going Global 2012. The Shape of Things to Come: Higher Education Global Trends and Emerging Opportunities to 2020*. London, British Council
 - c. Australian Government Productivity Commission. 2015. *International Education Services*. Productivity Commission Paper. Canberra, ACT: Commonwealth of Australia.
2. Reports on the Australian Higher education context
 - d. Australian Government. 2015. *Draft National Strategy for Education (for consultation)*. Canberra, ACT: Commonwealth of Australia.
 - e. Group of Eight Australia. *Policy Note. International students in higher education and the role in the Australian economy*.
 - f. Grattan Institute. 2014. *Mapping Australian Higher Education*. Melbourne: Grattan Institute.
3. Higher education legislation and regulations
 - a. *Tertiary Education Quality and Standards Agency (TEQSA) Act 2011*
 - b. *Higher Education Standards Framework (Threshold Standards) 2011*
 - c. *Education Services for Overseas Students (ESOS) Act 2000 (Cth)*
 - d. *Education Services for Overseas Students Regulations 2001*
 - e. *National Code of Practice for Registration Authorities and Providers of Education and Training to Overseas Students 2007*
 - f. *Higher Education Support Act 2003*
 - g. *Higher Education Standards Framework (Threshold Standards) 2015;*
 - h. TEQSA. 2016a. *Higher Education Standards Framework (Threshold Standards) 2015 – TEQSA Contextual Overview*
4. TEQSA Guidance Notes
 - a. TEQSA. 2016b. *Guidance Note: Corporate Governance* (consultation Beta v2.0 at 13 April 2016);
 - b. TEQSA. 2016c. *Guidance Note: Academic Governance* (consultation Beta v2.0 at 13 April 2016);
5. APIC policies and plans
 - a. Constitution;

- b. APIC Governing Board Charter;
- c. APIC Academic Board Charter
- d. APIC Strategic Plan;
- e. APIC Business Plan;
- f. APIC Audited Financial Statements for the last financial year; and
- g. Approved minutes of previous four meetings.

5.2.2 Part B

The APIC Governing Board Induction Pack (Part B) shall contain:

1. Reports on best practice in corporate governance
 - a. ASX Corporate Governance Council. 2014. *Corporate Governance Principles and Recommendations*. Sydney: ASX
 - b. Committee of University Chairs. 2014. *The Higher Education Code of Governance*. Bristol: Committee of University Chairs
 - c. Hénard, F. and Mitterle, A. 2010. *Governance and quality guidelines in Higher Education: A review of governance arrangements and quality assurance guidelines*. Paris: OECD;
 - d. Higher Education Funding Council for England (2009), *Guide for Members of Higher Education Governing Bodies in the UK*
 - e. OECD. 2015. *G20/OECD Principles of Corporate Governance*, OECD (2015), *G20/OECD Principles of Corporate Governance*. OECD Publishing
 - f. PriceWaterhouseCoopers. 2005. *Corporate Governance Toolkit for Small and Medium Enterprises*. Second edition. Melbourne: CPA Australia.
 - g. Universities Australia. 2011. *Voluntary Code of Best Practice for the Governance of Australian Universities*. Canberra: Universities Australia
2. International standards
 - a. ISO 9001 Quality Management Systems;
 - b. ISO 31000 Risk Management;
 - c. Association to Advance Collegiate Schools of Business. 2013. *Business Accreditation Standards*. Tampa, FL: AACSB.
3. Non-education relevant legislation and guidance
 - a. *Corporations Act 2011*, Volume 1
 - b. New South Wales Government. 2011. *Work Health and Safety Act 2011*
 - c. Victorian Government. 2004. *Occupational Health and Safety Act 2004*
 - d. SafeWork NSW Note on Due Diligence
 - e. Work Health and Safety Regulations 2011
 - f. Workplace OHS Directors Roles and Responsibilities
4. Guidance on academic quality assurance and risk assessment
 - a. TEQSA. 2016. *Guidance Note: Academic Quality Assurance* (consultation Beta v2.0 at 13 April 2016);
 - b. QAA. 2015. *The UK Quality Code for Higher Education. Overview and Expectations*. Gloucester: The Quality Assurance Agency for Higher Education;
 - c. TEQSA. 2014. *Risk Assessment Framework*;

5. APIC policies and plans

- a. [APIC's Policy Library](#)
- b. APIC Academic Plan;
- c. APIC Risk Management Plan;
- d. APIC Workforce Plan;
- e. APIC Research Plan;
- f. APIC Student Administration Plan;
- g. APIC Benchmarking Plan
- h. APIC Community and Stakeholders Plan; and
- i. APIC Physical and Electronic Resources and Infrastructure Plan.

6. Document Change Control

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2.0	Policy review cycle	6 April 2017	Clive Smallman