

SELECTION OF INDEPENDENT AND EXTERNAL COMMITTEE MEMBER GUIDELINES

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1. Purpose

APIC maintains a commitment to the principles of academic primacy, transparent and effective governance, and positive leadership. These Guidelines counsel the Academic Board in the selection and appointment of external and independent members to Academic Board, its standing committees and ad-hoc committees where applicable.

2. Scope

This policy applies to staff and other appointed voting members of the APIC Academic Board and all its standing and ad-hoc committees. The roles, functions, and processes of the APIC Academic Board itself are defined and detailed in the Academic Board Charter. This document should be read in conjunction with other related policies. (refer Related Documents)

3. Definitions

Item	Definition
<i>Background*</i>	Having familiarity or basic knowledge in a particular field or discipline as evidenced by academic qualification(s) and/or professional experience.
<i>Discipline*</i>	Belonging to the 'Management and Commerce' broad Field of Education or to the 'Economics and Econometrics' narrow Field of Education.
<i>Expertise*</i>	Having expert skill or knowledge in a particular field or discipline as evidenced by academic qualification(s) and/or professional experience.
<i>External committee member</i>	A committee member(s) who is not an employee, owner or officer of the registered entity, i.e. APIC.
<i>Independent committee member</i>	An external committee member(s) who is free of any business, material, or other relationship that could reasonably be perceived to materially interfere with the independent exercise of judgment.
<i>Professional*</i>	Having in-depth knowledge of a field of work, professional discipline or range of disciplines or fields of work as evidence by years of employment experience.

* Note that the terms 'Background', 'Discipline', 'Expertise' and 'Professional' are used in the identification and designation of independent and external committee members in various of the Academic Board standing and ad-hoc committee Terms of Reference. Refer to the Related Documents for the use of these terms in context.

4. Criteria and Characteristics of Independent and External Committee Members

For the purpose of these Guidelines, an external committee member is one who is neither an employer, shareholder or owner of APIC, or its parent company ECA. In order to qualify as an independent committee member, the following additional criteria will normally require that the member:

- has not had an employment, business or other material relationship with APIC or ECA within the last three years;
- does not have a direct or indirect material financial interest with the provider;
- is not involved in the daily management functions of APIC;

- is sufficiently impartial and disconnected from APIC's operations; and
- is free of any interest, position, or relationship that might influence - or be perceived to influence - their capacity to exercise independent judgement.

Reference: TEQSA Guidance Note – Corporate Governance Beta v 2.0, 13 April 2016

Independent and external appointments to Academic Board standing committees should complement the internal appointments by ensuring that the committees have the full range of qualities and skills to effectively and properly conduct its business as according to their respective Terms of Reference. Among the qualities and skills required, independent and external members should be expected to:

- have an appreciation of the private higher education market and of APIC's operating and regulatory environments;
- have a clear view of APIC's academic portfolio and the structure of its courses;
- be able to take an organisation-wide perspective when making decisions;
- reflect on the strategic and operational implications of proposals under consideration; and
- always act with integrity and in the best interests of APIC.

In recognition of the fact that nominated persons for independent and/or external membership of Academic Board standing committees may not have all of the above qualities and skills, new independent and external members will receive an induction package upon commencement and may be offered the opportunity to be mentored by another member of the relevant committee.

5. Nomination, Appointment and Role of Independent and External Committee Members

Nominations for prospective independent and/or external members of Academic Board, its standing and ad-hoc committees shall be made in writing to the Chair of Academic Board, as a recommendation of the Dean or Chair of the relevant standing committee or ad-hoc committee.

Nominations shall be accompanied by a recent CV for the nominee, a brief (e.g. 150-200 words) statement of the nominee's suitability to the nominated committee position, and explicitly note any perceivable or actual conflicts of interest.

Independent and/or external members of Academic Board standing and ad-hoc committees shall be appointed at the invitation of the Chair of Academic Board. The term of appointment shall be for a period of not more than 12 months from the date of the first meeting (electronic or otherwise) at which the independent and/or external member is in attendance. At the invitation of the Chair of Academic Board, an independent and/or external member may be invited to serve a second 12-month term immediately following the first. The maximum number of consecutive 12-month terms would normally be three.

Academic Board external members shall be appointed by the Academic Board. External members not holding the Chair or Deputy Chair shall be appointed or elected for an initial term of three years, and may be further appointed, subject to satisfactory performance against agreed performance indicators for a further one three-year term, to a maximum of six years. (refer Academic Board Charter)

Where an Academic Board standing committee comprises more than one independent and/or external member, appointments should overlap so as to maintain a degree of continuity of membership.

In general, the role of the independent and external members of Academic Board standing and ad-hoc committees is to assure independent oversight of the relevant committee's activities. The specific roles of

independent and external members, where applicable, is detailed in the terms of reference for the individual committees. (refer Related Documents)

6. Vacation of Appointment

Any independent and/or external appointment to a standing or ad-hoc committee of Academic Board will become vacant:

- if the member fails to continue to meet the criteria specified in 4. Criteria and Characteristics of Independent and External Committee Members; or
- at the end of the term of appointment. (refer 5. Nomination, Appointment and Role of Independent and External Committee Members)

In the event where an independent and/or external position becomes vacant prior to the end of the term of appointment, nominations will be sought and a new term commenced once the position is appointed.

7. Policy Suspensions

These Guidelines supersede the following:

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N/A	