Terms of Reference

IHNA Board of Directors

Title of Document

1.   Terms of Reference of the Board of Directors (TOR-BoD).

Establishment

2.   The Board of Directors (BoD) is established according to the Constitution of Health Careers International T/A Institute of Health & Nursing Australia (IHNA). By its structure, the BoD provides governance, control, direction, and management of IHNA.

Rationale

3.   The Board of Directors of IHNA is responsible for the overall conduct, management, administration, and control the organisation's affairs. The primary responsibility of the Board is to represent the interests of IHNA in directing its affairs. It should be done within the statutes relating to the organisation as a vocational education and training provider.

Objectives

4.   The Board has the final responsibility for the successful operations of IHNA. In general, it is responsible for and has the authority to determine all matters relating to the policies, practices, management, and operations of IHNA.

5.   It is required to do all activities that are necessary to achieve the objectives of IHNA. The main task of the Board is to drive the performance of IHNA carrying out its governance role.

6.   The Board also ensures that IHNA complies with all its contractual, statutory, and any other legal obligations, including the requirements of (but not limited to):
   a)   National Vocational Education and Training Regulator Act 2011
   b)   Education Services for Overseas Students Act 2000 (ESOS Act)
   c)   Corporations Act 2001
   d)   National Vocational Education and Training Regulator Regulation 2011
   e)   Standards for Registered Training Organisations 2015
   f)   National Code of Practice for Providers of Education and Training to Overseas Students 2018
   g)   ANMAC Enrolled Nurse Accreditation Standards 2017.

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Membership

7. The Board comprises a maximum of ten directors, including the Chair and the Deputy Chair. A minimum of two directors needs to be independent, non-executive directors.

Roles

8. Following are the Roles and responsibilities of the 'Board of Directors' Committee:

    a) Approve the mission and strategic vision of IHNA, long-term academic and business plans and key performance indicators, and ensure that these meet the stakeholders' interests.

    b) Ensure that processes are in place to monitor and evaluate the performance and effectiveness of IHNA against the plans and approved key performance indicators, which should be—where possible and appropriate— benchmarked against other comparable organisations.

    c) Ensure authorised officers are in place and vested with sufficient authority to ensure compliance.

    d) Ensure authorised officers meet Fit and Proper Person Requirements.

    e) Delegate authority to the head of IHNA as Chief Executive for the institution's academic, corporate, financial, estate, and human resource management.

    f) Appoint the head of IHNA as chief executive and put in place suitable arrangements for monitoring their performance.

    g) Appoint a Secretary to the Board of Directors and ensure that if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

    h) Be the employing authority for all staff in IHNA and be responsible for establishing a human resource strategy.

    i) Be the principal financial and business authority of IHNA by:
        a. ensuring that proper books of account are kept
        b. approving the annual budget and financial statements
        c. having overall responsibility for IHNA's assets, property, and estate
        d. holding public liability insurance throughout IHNA's registration period.

    j) Be IHNA's legal authority and, as such, ensure that systems are in place for meeting all IHNA's legal obligations, including those arising from contracts and other legal commitments made in IHNA's name.

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k) Establish and keep under regular review the policies, procedures, and limits within such management functions as it shall be undertaken by and under the authority of the head of IHNA.

l) Always maintain an acceptable level of financial viability risk.

m) Ensure the establishment and monitoring of systems of control and accountability, including financial and operational control and risk assessment, procedures for handling internal grievances and managing conflicts of interest.

n) Establish processes to monitor and evaluate the performance and effectiveness of the Board of Directors itself.

o) Ensure IHNA always complies with the Standards for RTOs 2015 or any updated versions of the relevant standards.

p) Ensure IHNA provides an annual declaration on compliance with the Standards for RTOs 2015 to ASQA and whether it:

    a. currently meets the requirements of the Standards across all its scope of registration and has met the requirements of the Standards for all AQF [Australian Qualifications Framework] certification documentation it has issued in the previous 12 months

    b. has curricula and/or training and assessment strategies and practices that ensure that all current and prospective learners will be trained and assessed following the requirements of the Standards.

q) Oversee the compliance with Commonwealth, state and territory legislation and regulatory requirements relevant to IHNA's operations.

r) Safeguard the right name and values of IHNA.

s) Ensure IHNA staff, students and other stakeholders are informed of any changes to legislative and regulatory requirements that affect the services delivered.

t) Ensure IHNA provides accurate information about its performance and governance consistent with the Data Provision Requirements (Australian Vocational Education and Training Management Information Statistical Standard (AVETMISS) data and quality indicator data).

u) Receive assurance that adequate provision has been made for the general welfare of students and staff.

v) Act as trustee for any property, legacy, endowment, bequest, or gift in support of the work and welfare of IHNA.

w) Oversee IHNA's cooperation with ASQA and other regulatory/accreditation agencies:

    a. by providing accurate and truthful responses to information requests relevant to IHNA's registration

    b. in the conduct of audits and the monitoring of its operations

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c.   by providing quality/performance indicator data

d.   by providing information about substantial changes to its operations or any event that would significantly affect IHNA's ability to comply with these standards within 90 calendar days of the change occurring

e.   by providing information about significant changes to its ownership within 90 calendar days of the change occurring

f.   in the retention, archive, retrieve, and transfer of records.

x)   Ensure that IHNA's constitution is always followed, and that appropriate advice is available to enable this to happen.

Principal functions and responsibilities

9.   The principal functions and responsibilities are as described below:

a)   Providing leadership to IHNA by:

    a.   guiding the development of appropriate culture and values for IHNA through the establishment and review of code of conduct, policies, rules, and procedures to enforce ethical behaviour and guiding appropriate work methods

    b.   always acting in a manner consistent with IHNA's culture and code of conduct.

b)   Overseeing the development and implementation of an appropriate strategy by:

    a.   annually approving the overall process of strategic planning

    b.   approving the structure of plans used by IHNA

    c.   working with the senior management team to ensure that an appropriate strategic direction and goals are in place

    d.   regularly reviewing and updating IHNA's strategic direction and goals

    e.   ensuring that an appropriate set of strategic internal controls are implemented and reviewed regularly

    f.   overseeing planning activities, including the development and approval of strategic plans, annual plans, annual corporate budgets, and long-term budgets, including operating budgets, capitals expenditure budgets, and cash flow budgets

    g.   reviewing the progress and performance of IHNA in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis.

c)   Ensuring corporate accountability to the shareholders/members primarily through adopting an effective shareholder/stakeholder communications policy, encouraging

active participation at general meetings, and, through the Chair, being the critical interface between IHNA and its shareholders/members.

d) Overseeing the control and accountability systems that ensure IHNA is progressing towards the goals set by the Board and in line with IHNA's purpose, the agreed corporate strategy, legislative requirements, and community expectations.

e) Ensuring robust and effective risk management, compliance, and control systems (including legal compliance) are in place and operating effectively.

f) Being responsible for IHNA's senior management and personnel, including directly managing the CEO:

   a. appointing the CEO
   b. annually determining the remuneration of the CEO
   c. providing advice and counsel to the CEO, including formal reviews and feedback on the CEO's performance
   d. overseeing the development of the CEO
   e. removing the CEO, where necessary.

g) Ratifying the appointment, the terms, and conditions of the selection and, where appropriate, the removal of the IHNA Secretary and other senior managers, as determined by the Board.

h) Overseeing annual senior executive performance reviews.

i) Ensuring that an appropriate succession plan for the CEO, IHNA Secretary, and other senior managers is in place as determined by the Board.

j) Ensuring appropriate human resource systems (including WHS systems) are in place to ensure the practical contribution of all employees.

k) Promoting diversity[1] within all levels of IHNA, including:

   a. approving IHNA's policies about diversity at all levels of IHNA, including the Board
   b. establishing measurable objectives for achieving diversity at all levels of IHNA, including the Board
   c. assessing annually the measurable objectives set by the Board about diversity at all levels of IHNA, including the Board and the progress in achieving them.

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[1] Diversity refers to the variety of differences between people in an organisation. Diversity encompasses indigenous communities such as Aboriginal and/or Torres Strait Islander People, gender, marital or family status, sexual orientation, gender identity, age, disabilities, ethnicity, religious beliefs, cultural background, socio-economic background and more.

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l)   Delegating appropriate powers to the CEO, management, and Committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers.

m)   Making all decisions outside the scope of these delegated powers.

n)   The detail of some Board functions is handled through Board Committees. However, the Board as a whole is responsible for determining the extent of powers residing in each committee and is ultimately responsible for accepting, modifying, or rejecting a committee recommendation.

Legislation and Standards

10.   The Board is responsible for meeting compliance of (not limited to):
   a)   National Vocational Education and Training Regulator Act 2011
   b)   Education Services for Overseas Students Act 2000 (ESOS Act)
   c)   Corporations Act 2001
   d)   National Vocational Education and Training Regulator Regulation 2011
   e)   Standards for Registered Training Organisations (SRTO) 2015
   f)   National Code of Practice for Providers of Education and Training to Overseas Students 2018
   g)   ANMAC Enrolled Nurse Accreditation Standards 2017.

11.   As well as specific to the following clauses of SRTO 2015:
   a)   ensuring authorised executive officers are in place and meet Fit and Proper Person Requirements (Clause 7.1)
   b)   satisfying Financial Viability Risk Assessment Requirements (Clause 7.2)
   c)   complying and reporting (Clauses 2.1 and 8.4 to 8.6)
   d)   recording, monitoring, and reporting third-party arrangements (Clauses 2.3, 2.4 and 8.3)
   e)   holding public liability insurance (Clause 7.4)
   f)   meeting Data Provision Requirements (Clause 7.5)
   g)   providing requested information to ASQA (Clauses 8.1 and 8.2).

Sub-committees

12.   The Committees are permitted to decide many matters on behalf of the Board. Regarding other issues, the Board seeks advice from the Committees before decisions are reached. The Board of Directors will receive advice directly from the Academic Board and the operational Committees.

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13. Each of the Committees of the Board can utilise sub-committees and working parties as required to meet its obligations and objectives.

14. The Board will receive information, advice, and recommendations using comprehensive reports, analyses, and supporting papers.

15. The Board of Directors has the following Sub-Committees:
    a) Academic Board
    b) Executive Management Committee
    c) Audit and Risk Management Committee.

Meetings

16. Meeting Schedule & Procedures: The Board of Directors shall meet a minimum of four times per year as scheduled. Additional meetings may be scheduled on an as-needed basis to enable the Board to operate successfully under its Charter. The Board meetings can be undertaken face-to-face or online.

17. Committee meetings: The Committees meet as scheduled in each committee's respective Terms of Reference. Board and committee meeting schedules are published annually through the 'Board Calendar and Work Plan Procedure'.

18. 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 IHNA. Working Parties are defined as time-bound groups assigned problems to solve or tasks to accomplish for the Board or Committee.

19. The Board of Directors or any of the Governance Committees may, at times, establish sub-committees and Working Parties to assist its work and functions and to consider issues.

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

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21. The Board of Directors will receive reports from established Sub-committees and Working Parties and has the responsibility to monitor and evaluate the activities concerning each Sub-committee's functional liability.

Minutes

22. Members of the Board of Directors propose agenda items to be discussed in the upcoming meeting. All papers from the Board meetings being submitted by Sub-committees should follow the Guidelines for Board Papers and be sent to the Secretary two weeks before the meeting.

23. Agenda items for the Committee may also be suggested by anyone in the IHNA community (non-committee members) by directly contacting a Board member, the Chair, or the Committee Secretary. The Board Chair will evaluate agenda items for the Board meeting. The Chair and the Secretary will meet monthly to coordinate the timing of committee efforts and ensure proper communication, inclusion, and prioritisation.

24. Agendas, minutes, and supporting documents shall be distributed to the Board Directors at least two (2) working days before the upcoming meeting.

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

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

27. The Board of Directors 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.

Reporting

28. Academic Board and all Committees report to the Board of Directors. The Board reports to external stakeholders as required.

29. CEO reporting:
    a) Progress report on organisational KPIs
    b) Critical incident response
    c) Regulatory communications with ASQA, ANMAC and other regulatory agencies
    d) Policy updates
    e) Risk management updates.

30. CFO reporting:
    a) Updated financial standing
    b) Latest financial viability assessment
    c) Financial risk management updates
    d) Budget updates.

Review

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

References

32. The references are as follows:
    a) Users' Guide to the Standards for RTOs 2015
    b) Australian Institute of Company Directors, Board Charter.

Document Approval

Document ID	Terms of Reference of the Board of Directors (TOR-BoD)		
Owner(s)	Board of Directors		
Endorsed	Board of Directors	Date Endorsed	06/03/2021
Approved	Board of Directors	Date Approved	06/03/2021

The Board of Directors establishes this Board to provide reports, recommendations, and/or advice to the Board and the CEO and other Committees as required.

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Document History

Commencing Date	Version no:	Summary of Changes	Next Review Date
16/12/2020	1.0	Approved by the Board of Directors	05/03/2021
05/03/2021	2.0	Updated & aligned the TOR based on the feedback and Organisation structure	31/12/2023

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