

# Terms of Reference (Council approved) - Academic Board

## Section 1 - Overview

### Academic Board

- (1) The Academic Board is established under Section 15 of the [University of New England Act 1993 \(NSW\) \(UNE Act\)](#) and Part 5 of the [University of New England By-law 2005 \(NSW\) \(UNE By-law\)](#).
- (2) This Rule prescribes the following:
- a. the members and observers of the Academic Board ([Section 19 of the UNE By-law](#)), and the members' method of election and term of appointment;
  - b. the method of election and term of office of the members of the Academic Board Executive, and their functions ([Section 20 of the UNE By-law](#));
  - c. the functions of the Academic Board ([Section 22 of the UNE By-law](#));
  - d. the terms of reference for Committees established by the Academic Board ([Section 23 of the UNE By-law](#)); and
  - e. other matters in connection with the Academic Board and its functions.
- (3) The provisions of this document take effect as a Council Rule made under [Section 29 of the UNE Act](#).
- (4) The delegation of Council powers to the Academic Board under this document are actions authorised under [Section 17 of the UNE Act](#).

### Objectives

- (5) The overriding objectives of this Rule are as follows:
- a. To constitute and empower the Academic Board to carry out its functions prescribed by the [UNE By-law](#) and this Rule; and
  - b. To define the role of the Academic Board as a governance body for academic matters.

## Section 2 - Academic Board Membership

### Membership

- (6) The members of the Academic Board are as follows:
- a. Ex officio members
    - i. Vice-Chancellor and Chief Executive Officer (VC&CEO);
    - ii. Deputy Vice-Chancellor (DVC);
    - iii. Deputy Vice-Chancellor Research (DVCR);

- iv. Pro Vice-Chancellor (Indigenous Strategy) (PVC(IS));
- v. Executive Principal Education Futures (EP Ed Futures);
- vi. Deans of the Faculties (Deans);
- vii. Director Oorala Aboriginal Centre; and
- viii. Chairs of the Teaching and Learning Committee, Research Committee, and Curriculum Committee.

b. Elected members

- i. Two representatives of Levels D or E academic staff from each of the Faculties, and who is not a Deputy Dean or Associate Dean;
- ii. Two representatives of Levels B or C academic staff from each of the Faculties, and who is not a Deputy Dean or Associate Dean;
- iii. Two representatives of level E academic staff from across the University, from different Faculties, and who are not a Deputy Dean or Associate Dean;
- iv. Two undergraduate Current Students and two postgraduate Current Students comprising representation of on-campus and off-campus students and coursework and higher degree by research students. There must be gender diversity represented among the four student members; and
- v. Two representatives of Levels HEO6 to HEO10 full-time professional staff.

- c. Co-opted members - Up to two members of the University's staff may be co-opted to the Academic Board by the Academic Board Executive to meet gender representation objectives and/or for additional expertise.

## In attendance

(7) The following are recognised Observers under [Section 19\(2\) of the UNE By-law](#):

- a. University Secretary;
- b. the members of the University's Senior Executive, and
- c. any other person invited by the Chair.

## Election procedure for elected members

(8) Elections for Academic Board membership, other than to fill a casual vacancy, shall be held annually in March/ April with membership starting mid-year. Whenever possible, elections will be rotated to ensure that there is a balance between continuity and renewal of the elected membership. The rotation is determined by the Secretary of the Academic Board and notified annually to the Board for the ensuing three years.

(9) Elected representatives who are employed on fixed-term contracts are required to have sufficient service remaining to fulfil their period of office.

(10) Elections of Academic Board members are conducted by the Secretary to the Academic Board by secret ballot as determined by the Standing Orders of Academic Board and Committee's.

## Automatic vacancy of an elected representative

(11) An elected position becomes vacant automatically if:

- a. the member is absent without prior leave from the Chair from three consecutive Academic Board meetings, or
- b. the member loses their original qualification for election. In the case of promotion the elected position may be retained for a maximum of six (6) months.

## Acting ex officio members

(12) An ex officio member of Academic Board includes a person who has been appointed on an 'acting' basis to the

role.

## **Ex officio membership**

(13) A person who vacates an ex officio position is ineligible for continued membership in that position.

## **Temporary replacement of elected members**

(14) Where an elected member is granted leave of absence by the University (e.g. special studies program), or is otherwise unable to attend meetings due to conflicting duties, for up to one year, the Academic Board Executive has authority to arrange for the temporary vacancy on Academic Board to be filled for the duration of the leave of absence by secondment from the appropriate constituency and ratified at the next Board meeting after the vacancy has occurred. The temporary replacement representative shall have full voting rights.

## **Temporary substitution of elected members**

(15) Where an elected member is absent from a particular Academic Board meeting, the absentee may nominate a substitute to attend the meeting on the absentee's behalf. The nominee shall have observer rights for the meeting attended. The Secretary to the Academic Board must be notified of the nomination by the elected member before the meeting at which substitution is sought.

## **Casual vacancy of elected representatives**

(16) Where an elected member resigns from the University, is granted leave of absence by the University (e.g. special studies program) or is otherwise unable to attend meetings for more than one year, or ceases to be an elected representative for any other reason, the casual vacancy will be filled for the remaining term by election according to the provisions of Clause 10. The new representative shall have full voting rights.

## **Term of office**

### **Ex officio members**

(17) The ex officio members will be Academic Board members while they hold their primary office.

### **Elected members**

(18) The tenure of the Chair and Deputy Chair is two years, which is to commence and end on the day of a board meeting.

(19) Elected Academic Board staff members' tenure is three years.

(20) Elected Academic Board student members' tenure is two years.

### **Co-opted members**

(21) Members co-opted under Clause 6.c shall have tenure for one year, renewable to a maximum of three years.

## **Chair**

(22) The Academic Board will be chaired by the Chair of Academic Board, or in their absence, one of the two Deputy Chairs.

## **Gender representation objectives**

(23) Gender representation shall accord with the [Gender Representation on Decision-Making and Advisory Committees](#)

## Duties of Academic Board members

(24) As a governance body reporting to the Council, the duties that apply to Council members are deemed to apply to Academic Board members when they are carrying out board functions. All Academic Board members must carry out their board functions according to the duties as set out in [Schedule 2A of the UNE Act](#). These are:

- a. duty to act in the best interests of the University;
- b. duty to exercise care and diligence;
- c. duty not to improperly use position;
- d. duty not to improperly use information; and
- e. disclosure of material interests.

(25) Support and advice to carry out these duties is available via the University Secretary.

## Section 3 - Academic Board Functions

(26) The functions of the Academic Board are defined under [Section 21 of the UNE By-law](#) as reporting to the Council and advising the Council and the VC&CEO on all developments and initiatives relating to and affecting the University's teaching and research activities and its educational programs. Further functions are as delegated by the Council.

(27) The Academic Board is the body that oversees academic governance at the University. The Academic Board is the link between the University's internal quality assurance arrangements and the accountability of the Council for the quality of the higher education the University offers and for meeting the requirements of the [Higher Education Standards Framework](#).

(28) The Academic Board's role is to provide assurance (or otherwise) to the Council about the following matters at the University:

- a. Processes and structures are established and responsibilities are assigned that collectively:
  - i. achieve effective academic oversight of the quality of teaching, learning, research and research training;
  - ii. set and monitor institutional benchmarks for academic quality and outcomes;
  - iii. establish and maintain academic leadership at an institutional level, consistent with the types and levels of higher education offered; and
  - iv. provide competent advice to the corporate governing body and management on academic matters, including advice on academic outcomes, policies and practices.
- b. Academic oversight assures the quality of teaching, learning, research and research training effectively, including by:
  - i. developing, monitoring and reviewing academic policies and their effectiveness;
  - ii. confirming that delegations of academic authority are implemented;
  - iii. critically scrutinising, approving and accrediting or advising on approving and accrediting, courses of study and their associated qualifications;
  - iv. maintaining oversight of academic and research integrity, including monitoring of potential risks;
  - v. monitoring and initiating action to improve performance against institutional benchmarks for academic quality and outcomes;
  - vi. critically evaluating the quality and effectiveness of educational innovations or proposals for innovations;
  - vii. evaluating the effectiveness of institutional monitoring, review and improvement of academic activities;

and

- viii. monitoring and reporting to the corporate governing body on the quality of teaching, learning, research and research training.
- c. Students have opportunities to participate in academic governance.
- d. Academic Board will exercise its academic governance functions in all areas of benchmarking and quality assurance, including in relation to:
  - i. student participation and attainment, encompassing admission, credit and recognition of prior learning, orientation and progression, learning outcomes and assessment, qualifications and certification;
  - ii. learning environment, encompassing facilities and infrastructure, diversity and equity, wellbeing and safety, student grievances and complaints;
  - iii. teaching, encompassing course, design, staffing, learning resources and educational support;
  - iv. research and research training;
  - v. institutional quality assurance, encompassing course approval and accreditation, academic and research integrity, course monitoring, review and delivery with other parties; and
  - vi. representation, information and information management encompassing representation of course offerings, information for prospective and current students and information management.
- e. In exercising its functions, the Academic Board will take into account the University's objects, Strategic Plans and Values as well as academic and emerging risks.

(29) The Academic Board will consider University rules and policies that are developed to form part of academic governance, and any replacement of, or major changes to, them. If the rule or policy is considered to be in order then the Academic Board will endorse it to the VC&CEO (or delegate) for approval. The Academic Board will also take into consideration any recommendations from its Committees about such rules and policies.

(30) For the avoidance of doubt, the University's rules, frameworks, policies, protocols, procedures and guidelines take effect when they have been approved by the VC&CEO (or delegate), except for matters reserved to Council, which take effect when approved by Council.

## **Authority**

(31) The Academic Board and its committees are authorised to seek data and information from the University through the VC&CEO to meet the board's functions.

# **Section 4 - Academic Board Executive**

## **Members of Academic Board Executive**

(32) The members of the Academic Board Executive are prescribed by [Section 20 of the UNE By-law](#) and are as follows:

- a. Chair of Academic Board
- b. Two Deputy Chairs of Academic Board.

## **Function of Academic Board Executive**

(33) The function of the Academic Board Executive is to ensure that the Academic Board is constituted and carries out its functions in accordance with the [UNE Act](#), [UNE By-law](#) and these Terms of Reference.

## **Election of Academic Board Executive**

(34) The Chair of Academic Board and the two Deputy Chairs are elected by the Academic Board from among the elected Academic Board members who are Professors or Associate Professors. A Deputy Chair may stand for Chair.

(35) The election of the Chair will be held every second year at the last Academic Board meeting of that calendar year. The Chair-elect will assume office at the beginning of the first scheduled Academic Board meeting of the new calendar year.

(36) The election of one Deputy Chair shall be held each year at the first Academic Board meeting of the calendar year and will assume office immediately upon election.

(37) Once elected, the Chair and Deputy Chairs remain Academic Board members for the duration of their terms of office (provided they remain University employees) irrespective of any changes after election to the status that originally entitled them to Academic Board membership. The only exception is if the Chair or a Deputy Chair is appointed as a Senior Executive or Dean (other than on a temporary 'acting' basis), in which case their role as Chair or Deputy Chair will cease.

(38) There must be gender diversity and at least two different Faculties must be represented among the Chair and two Deputy Chairs.

## **Term limitation of the Chair**

(39) The office of Chair or Deputy Chair of the Academic Board may not be held by one person for more than three consecutive terms. However, this limit shall not apply to a Deputy Chair who is elected as the Chair, who may serve a maximum of three consecutive terms in either or both offices.

## **Chair's responsibilities**

(40) The Chair is the University academic spokesperson to the VC&CEO and to the Council, and represents the academic community as an ex officio member on the Council and on Committees of the University Senior Executive as the VC&CEO determines.

(41) The Academic Board may empower the Chair to act on its behalf on routine matters.

## **Deputising for Chair and Deputy Chair**

(42) If the Chair of Academic Board is unavailable or unable to act for a period of time, then the Chair must appoint one of the Deputy Chairs of Academic Board to act as Chair.

(43) The Chair must appoint from the elected members of the Academic Board:

- a. an acting Chair when the Chair and both Deputy Chairs are absent;
- b. an acting Deputy Chair when both Deputy Chairs are absent.

(44) If the office of Chair is vacant, or the Chair does not appoint one of the Deputy Chairs to act as Chair, then the Chancellor must appoint one of the Deputy Chairs to act as Chair.

(45) An acting Chair has the same powers and obligations as the Chair.

## **Temporary vacancy through the Special Studies Program**

(46) Where the Chair or Deputy Chair is absent for up to six months on Special Studies Program leave, the Chair will be replaced for this period by a Deputy Chair. Similarly, a Deputy Chair will be replaced for the same period by a

temporary Deputy Chair elected from among the elected membership of the Academic Board by secret ballot.

## **Relationships with chairs of other universities' boards and senates**

(47) The Academic Board Executive will maintain a working relationship with the Committee of Chairs of Academic Boards/Senates in NSW and the Federated Territories, and the national group of Chairs of Academic Boards and Senates, for purposes of benchmarking and keeping abreast of developments and changes in Academic Board activities and university Academic Governance at both the state and national level.

# **Section 5 - Elected Academic Board Members' Role**

## **Elected Academic Board members**

(48) In addition to the duties of all Academic Board members listed under Clause 24, elected members are required to:

- a. engage in the Academic Board as representatives of the University community and act always in the best interests of the University as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing them;
- b. exercise their own judgement in Academic Board discussions and decisions rather than present exclusively the views and recommendations of their constituencies; and
- c. facilitate communication between the Academic Board and the academic community.

# **Section 6 - Related Committees**

## **Standing Committee of Academic Board**

### **Establishment of Standing Committee**

(49) There is to be a Standing Committee of Academic Board.

(50) The terms of reference for the Standing Committee of Academic Board are set out in the Annex of this rule.

### **Relationship to Academic Board**

(51) The Standing Committee of Academic Board is a committee established by the Academic Board under [UNE By-law 23](#).

(52) The Standing Committee of Academic Board reports to the Academic Board.

(53) The Standing Committee of Academic Board, on behalf of the Academic Board, deals with matters of an urgent nature. It may also deal with matters of an administrative or routine nature.

## **Teaching and Learning Committee**

### **Establishment of Teaching and Learning Committee**

(54) There is to be a Teaching and Learning Committee.

(55) The terms of reference for the Teaching and Learning Committee are set out in a separate University Rule.

(56) The Teaching and Learning Committee will focus on the Academic Governance of teaching and learning at the University.

## **Relationship to Academic Board**

(57) The Teaching and Learning Committee of Academic Board is a committee established by the Academic Board under [UNE By-law 23](#).

(58) The Teaching and Learning Committee reports to the Academic Board and supports the Academic Board to carry out the Academic Board's functions.

## **Research Committee**

### **Establishment of Research Committee**

(59) There is to be a Research Committee.

(60) The terms of reference for the Research Committee are set out in a separate University Rule.

(61) The Research Committee will, on behalf of the Academic Board, focus on the Academic Governance of research and research training at the University.

## **Relationship to Academic Board**

(62) The Research Committee of Academic Board is a committee established by the Academic Board under [UNE By-law 23](#).

(63) The Research Committee reports to the Academic Board and supports the Academic Board to carry out the Academic Board's functions.

## **Curriculum Committee**

### **Establishment of Curriculum Committee**

(64) There is to be a Curriculum Committee.

(65) The terms of reference for the Curriculum Committee are set out in a separate University Rule.

(66) The Curriculum Committee will, on behalf of the Academic Board, focus on the Academic Governance of the following aspects of the University's curricula:

- a. the overall composition and profile of the University's courses;
- b. the establishment and disestablishment of courses at the University; and
- c. significant changes to courses, including gradual changes over time.

Note: Individual units of study are dealt with at the Faculty level.

## **Relationship to Academic Board**

(67) The Curriculum Committee of Academic Board is a committee established by the Academic Board under [UNE By-law 23](#).

(68) The Curriculum Committee reports to the Academic Board and supports the Academic Board to carry out the Academic Board's functions.

# Section 7 - Delegations

## Delegation from Council

(69) The Academic Board and its Committees have delegated authority from the Council to perform on behalf of Council the functions referred to in the Terms of Reference above and all matters ancillary to those functions.

# Section 8 - Conduct of Academic Board Business

## Reporting to Council

(70) The Chair of Academic Board will report to Council regularly on the business conducted by the Academic Board, including in an annual report of the Board's performance of its functions.

## Meetings

(71) The Academic Board will meet bimonthly, or otherwise as required in order to perform its functions. Academic Board members should be given at least seven days' notice of a meeting, or such shorter notice period as is practicable where the matter is urgent.

## Business papers

(72) Unless the Chair directs otherwise, Academic Board business papers will be distributed to Academic Board members and official attendees, at least seven days prior to the meeting, or such shorter period as is practicable.

(73) Public disclosure of business papers, minutes and other information received by the Academic Board should be made via the Chair or Secretary to the Academic Board.

## Quorum

(74) At any meeting of the Academic Board or its Committees, one half of the voting membership plus one constitutes a quorum.

## Use of technology

(75) For its business papers, meetings and otherwise to conduct its business, the Academic Board and its members may use technology including telephone, video-conferencing, telepresence, email and internet as arranged by the Chair and/or University Secretary.

## Resolutions

(76) The Academic Board or its Committees may pass a resolution by 'flying minute' provided that the resolution has been approved by a simple majority of the Academic Board members at the time the resolution is made.

## Confirmation of minutes

(77) Draft minutes will normally be circulated to members for comment promptly after each meeting. Next the minutes (with any necessary changes) will be circulated for adoption by the Academic Board. The minutes will be finalised and adopted when they have been approved by a majority of the members that were present at the relevant meeting. Alternatively, the minutes may be included in the business papers for the next Academic Board meeting and considered and adopted by the Academic Board at that meeting.

## Self-review

(78) Once in every twelve month period, the Academic Board shall devote part of one meeting to the review of its policies, practices and procedures over the preceding twelve months.

## Secretary to Academic Board

(79) The University Secretary and/or nominee will provide secretarial and administrative support to the Academic Board.

## Standing Orders

(80) The Academic Board may make standing orders relating to the conduct of meetings and business generally. To the extent of any inconsistencies between these Terms of Reference and the Academic Board's Standing Orders, these Terms of Reference prevail.

# Section 9 - Definitions and Interpretation

## Definitions

(81) Words and phrases used in this document have the following meanings, unless the context requires otherwise:

- a. Academic Governance means the framework of policies, structures, relationships, systems and processes that collectively provide leadership to and oversight of the University's academic activities (teaching, learning and scholarship, and research and research training) at an institutional level.
- b. Current Student means a person who is at the time a Student and who is enrolled in one or more units.
- c. Senior Executive means the VC&CEO, DVC, DVCR, Chief Financial Officer and Chief Operating Officer.
- d. Student means a person who has been accepted into a course at the University and is entitled to enrol in units for the purposes of that course.
- e. UNE Act means the [University of New England Act 1993 \(NSW\)](#).
- f. UNE By-law means the [University of New England By-law 2005 \(NSW\)](#).

## Interpretation

**This document should be interpreted using the following principles.**

(82) Where Academic Board membership is defined by reference to an office held (e.g. 'Chair of Academic Board'), that office-bearer is an ex officio member and has all of the same rights and responsibilities (including voting) as other Academic Board members whilst holding the office specified.

(83) This document does not override or otherwise affect:

- a. the [UNE Delegations Framework Rule](#); or
- b. the [Vice-Chancellor Functions Rule](#).
- c. However, it operates as a delegation of certain authorities that have been retained by Council.

## Academic Board documents

(84) The existing Terms of Reference and any other documents governing the Academic Board at the time these new Terms of Reference are approved are replaced and have no further operation.



## Status and Details

<b>Status</b>	Current
<b>Effective Date</b>	2nd February 2023
<b>Review Date</b>	2nd February 2024
<b>Approval Authority</b>	Director Governance and University Secretary
<b>Approval Date</b>	17th January 2023
<b>Expiry Date</b>	To Be Advised
<b>Unit Head</b>	Kate McNarn Director Governance and University Secretary
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## Glossary Terms and Definitions

**"Student"** - Is an admitted student or an enrolled student, at the relevant time: 1. an admitted student is a student who has been admitted to a UNE course of study and who is entitled to enrol in a unit of study or who has completed all of the units in the UNE course of study; 2. an enrolled student is a student who is enrolled in a unit of study at UNE.

**"Senior Executive"** - Means the Vice-Chancellor, Deputy Vice-Chancellor, Deputy Vice-Chancellor Research, Chief Financial Officer, and Chief Operating Officer.

**"Academic Governance"** - Means the framework of policies, structures, relationships, systems and processes that collectively provide leadership to and oversight of the University's academic activities (teaching, learning and scholarship, and research and research training) at an institutional level.

**"Faculty"** - An organisational unit consisting of a group of related Schools, which is responsible for coordinating the management and quality of the teaching and research conducted by those Schools.