



Australian Graduate School of Leadership

Policy register

Policy name	Terms of Reference – Board of Directors		
Version	1.0	Status	Approved by Board of Directors
Communication	To all Directors	Date	21 January 2013

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1. Preamble

The principal role of the Board of Directors (the “Board”) is stewardship of the Company with the creation of shareholder value, including the protection and enhancement of the value of its assets subject to relevant ethical and legal constraints, as the fundamental objective. The stewardship responsibility means that the Board oversees the governance and broad strategy of the company whilst the CEO and the executive team are responsible the implementation of the agreed strategy and are responsible for the day-to-day conduct of the business.

The Board ensures that systems are in place to manage the risks likely to be faced by the Company with the objective of preserving the Company's assets. The Board, through the CEO, sets the attitude and disposition of the Company towards compliance with applicable laws, environmental, safety and health policies, financial practices and reporting. In addition to its primary accountability to shareholders, the Board is also accountable to employees, government authorities, its clients, students, the public and other relevant stakeholders .

2. Scope

The policy applies to all members of the Board.

3. Principles

The principal responsibilities of the Board required to ensure the overall stewardship of the Company are:

1. to ensure that there are long-term goals and a strategic planning process in place. The CEO, with the approval of the Board, must establish long-term goals for the Company. The CEO formulates the Company's strategy, policies

- and proposed actions and presents them to the Board for approval. The Board brings objectivity and judgment to this process. The Board ultimately approves, on an annual basis, the strategic plan which takes into account, among other things, the opportunities and risks of the Company's business;
2. to identify and have an understanding of the principal risks associated with the Company's businesses, and must ensure that appropriate systems are in place which effectively monitor and manage those risks;
 3. to ensure that processes are in place to enable it to monitor and measure the performance of the company in achieving stated objectives. These processes should include appropriate training, development and succession planning for members of the executive team;
 4. to ensure that the necessary internal controls and management systems are in place that effectively monitor the Company's operations and ensure compliance with applicable laws, regulations and policies; and
 5. to ensure that the company operates with the highest levels of integrity and probity and that a culture of integrity is fostered throughout the Company.

4. Procedures

Expectations of Directors

Each Director is expected to attend Board meetings and meetings of committees of which he or she is a member and to become familiar with deliberations and decisions as soon as possible after any missed meetings. A director who is not present, either in person or by teleconference or other means of telecommunication, at three consecutive Board meetings shall be deemed to have resigned from the Board.

Directors are expected to prepare for Board (and committee) meetings by reviewing meeting materials distributed to directors, to the extent feasible, in advance of such meetings. Matters of a confidential or sensitive nature may be discussed at Board (or committee) meetings without advance distribution of meeting materials to directors. It is expected that directors will actively participate in determining and setting the long and short term goals and strategies in the interests of the Company.

Compensation

No director, unless he or she is an officer of the Company, should receive remuneration from the Company other than compensation received in his or her capacity as a director.

Composition

The Board of Directors shall consist of at least five and not more than twelve directors as determined from time to time.

Term

Non-Executive Directors are appointed to the Board for a three year term, with an option to serve for a second three year term. Executive Directors are appointed to the Board until such time as they are no longer an officer of the Company, they resign from the Board or they are removed from the Board by legitimate actions of the shareholders or other stakeholders empowered to undertake such action.

A director ceases to hold office when he or she dies, is removed from office by the Shareholders, ceases to be qualified for election as a Director, or his or her written resignation is received by the Company, as of the date specified therein.

Meetings

Meetings of the Board are to be held at such time or place as the Board, the Chair, the Secretary or any three directors may determine. Notice of the time and place of each meeting of the Board shall be given to each director not less than forty-eight (48) hours before the time when the meeting is to be held. However, a director may in any manner waive notice of or otherwise consent to a meeting of the Board either before or after the convening of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where required by law.

Frequency

The Board shall meet not less than four times per year.

Quorum

The quorum of meetings shall be a majority of directors, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

Voting

Any matter requiring a resolution of the directors shall be decided by a majority of the votes cast on the question and, in the case of an equality of votes, the Chair shall be entitled to a second, or casting, vote.

Resolution by Circulation

A resolution signed in writing by all the directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the directors and shall be held to relate to any date therein stated to be the effective date thereof. A copy of such resolution in writing shall be kept with the minutes of the proceedings of directors.

Secretary

The Secretary shall attend and be the secretary of all meetings of the Board, shareholders and committees of the Board and shall keep minutes of all proceedings thereat. He or she shall give, or cause to be given, as and when instructed, all notices to shareholders, directors, the external auditor, and members of the committees of the Board.

Access to the Leadership Team

Although Directors have complete access to the leadership team of AGSL, contact will largely be in the context of their committee responsibilities, and Directors will use judgment to ensure this contact is not distracting to company operations.

Independent Advice

The Board collectively and each director, with the authorisation of the Board, has the right to seek independent professional advice at the Company's expense to assist them to carry out their responsibilities.

5. Responsibilities

The Board of Directors is responsible for implementation of this policy.