
National Academy of Professional Studies (NAPS)

Governance Framework

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Preamble

The Board of Directors and Council (The Board) of the National Academy of Professional Studies Pty Ltd desires to establish an educational institution dedicated to the pursuit of excellence in the provision of quality higher education leading to professional qualifications and careers for graduates.

The Board also considers that such an educational provider must conform to standards, procedures and processes established by relevant government legislation and regulations, including but not limited to the *Tertiary Education Quality and Standards Agency Act 2011* (TEQSA Act) and the *Higher Education Standards Framework (Threshold Standards) 2015*¹.

The Board further considers a documented Governance Framework as an essential foundation for the academic integrity and operation of such an institution.

The Board accordingly adopts this Governance Framework.

Interpretation

1. Defined Terms

1.1. In this document:

Academy: means The National Academy of Professional Studies (NAPS)

Board: means The Board of Directors and Council of the National Academy of Professional Studies Pty Ltd

Corporations Act: means the *Corporations Act 2001* (Cth) as modified or amended from time to time

ESOS Act: means the *Education Services for Overseas Students Act (2000)* (Cth)

External Members: means members of the Board who are neither Members or Executive Directors of the Company, or members of the Academic Board who are not employees of or hold executive positions in NAPS

NAPS: means the National Academy of Professional Studies

TEQSA: means the Tertiary Education Quality and Standards Agency

¹ "Higher Education Standards Framework 2015 | Tertiary Education" <https://www.teqsa.gov.au/higher-education-standards-framework-2015>. Accessed 9 Feb. 2018.

TEQSA Act: means the *Tertiary Education Quality and Standards Agency Act 2011*(Cth)

Threshold Standards: means *Higher Education Standards Framework (Threshold Standards) 2021*

2. References

2.1 In this document, except where the context otherwise requires:

- a) the singular includes the plural and vice versa, and gender includes other genders
- b) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of or schedule or annexure to this Constitution and a reference to this Constitution includes any schedule or annexure;
- c) a reference to a document includes the document as amended from time to time; and
- d) the meaning of general words is not limited by specific examples introduced by ‘including’, ‘for example’, or similar expressions.

1.2 Headings are for ease of reference only and do not affect interpretation.

Articles

3. Status of the Governance Framework

This document is the official governing instrument for the educational institution to be established by the Board. It will be used to guide NAPS as a quality higher education provider in the Australian higher education sector and in compliance with the relevant legislation.

4. The Establishment of the National Academy of Professional Studies

The Board hereby establishes and adopts an educational institution to be called the National Academy of Professional Studies (NAPS).

5. The Purpose of the Academy

The purpose of NAPS is to advance knowledge through the provision of quality higher education, and to build a high-quality academic environment to international standards in which students acquire lifelong learning and research skills that prepare them for their professional careers and general community roles.

To this end, NAPS shall perform the following functions to achieve its purposes:

- 5.1 provide facilities for teaching and learning of a standard commensurate with that of a university;
- 5.2 promote free intellectual inquiry and research among its lecturers, tutors and students, and encourage the application of knowledge;
- 5.3 engage experts in the higher education sector to develop and provide materials to support or to teach its courses;
- 5.4 provide courses of study or instruction in a range of fields to meet the needs of the community while paying particular attention to new and emerging fields of study;
- 5.5 actively pursue collaborative relationships with other institutions of higher learning nationally and internationally for the benefit of its students and faculty;
- 5.6 confer awards to qualified students in accordance with its rules and regulations;
- 5.7 develop governance and procedural rules, admission policies, financial arrangements and quality assurance processes underpinned by the values and goals that ensure the integrity of its academic programs;
- 5.8 provide such facilities for its students and staff as NAPS considers desirable to promote social, cultural and intellectual discourse;
- 5.9 perform such other related activities as may be directed by the Board to promote the academic and institutional objectives of NAPS; and
- 5.10 encourage, support and undertake research and scholarship activities and research training in fields directly relevant to its teaching programs to advance the stock of knowledge and carried out consistently with ethical and other standards appropriate to the conduct of such activities.
- 5.11 ensure student representation within the governance framework of the Academy

6. Terms of Reference

6.1 The National Academy of Professional Studies Board of Directors and Council

The Board is the independent governing body of NAPS.

6.2 Functions and Responsibilities of the Board

Without limiting its general role, the Board exercises governance oversight of NAPS' operations, including accountability for the award of higher education qualifications and NAPS' adherence to relevant legislation and regulations. To this end, the Board shall:

- a) authorise the conferring of degrees and awards to qualified students in accordance with NAPS' course requirements and academic standards;
- b) review periodically the general performance of NAPS including that of the President and CEO, the administrative management and the academic management and consider, approve and review the strategic development plan of NAPS;
- c) consider, approve and review the Business Plan and annual budget of NAPS, and receive and consider the financial reports and/or statements relevant to the financial viability and sustainability of NAPS' operations.
- d) monitor risk indicators and potential risks of the Academy, and consider and approve the risk management framework and including risk assessment, analysis and mitigation strategies;
- e) consider, and ensure quality assurance arrangements, including cycles of monitoring, review and improvements, are in place;
- f) consider and approve reports from the Academic Board;
- g) consider, approve and periodically review agreements for strategic collaboration between NAPS and other institutions;
- h) liaise with the relevant external regulatory authorities and organisations on behalf of NAPS;
- i) consider, approve and review any special business of NAPS which may be suggested by the President and CEO;
- j) make policies, by-laws and regulations for the governance of the Academic Board and other Committees as may be necessary from time to time;

- k) delegate or authorise the Chairperson or their nominee to act on its behalf in between meetings of the Board and on other such occasions as it considers appropriate to facilitate its functions and to promote the interest of NAPS; and
- l) Appoint and remove the President and CEO of NAPS.

6.3 Chairperson of the Board

- a) There shall be a Chairperson of the Board. The initial Board Chair was chosen by the shareholders of NAPS. Post registration and with the commencement of operations, the Chairperson shall be selected and appointed by the members of the Board from among their membership. Post-registration with TEQSA, members of the Board shall also elect a Deputy Chair from among their membership.
- b) The Chairperson shall be an external member of the Board with a depth and breadth of experience in the higher education sector.
- c) The Chairperson and the Deputy Chair shall each serve for a period of 3 years.
- d) The Chairperson's term of office may be renewed or extended upon expiration of the period of 3 years for a further 3-year term.
- e) Meetings of the Board shall be chaired by the Chairperson. Where the Chairperson is unable to attend a meeting of the Board, the Deputy Chair shall chair such a meeting.
- f) In between meetings of the Board, the Chairperson shall have the authority of the Board to take executive action in consultation with members of the Board. Any such action taken or decision made shall be formally reported to the Board at the next Board meeting.

6.4 Membership of the Board

- a) Members of the Board shall be selected and appointed by the members of the company upon satisfaction that they meet the "Fit and Proper Person" requirements in the TEQSA regulatory framework and will act in good faith and exercise care and diligence.
- b) There shall be a minimum of five members, including the Chairperson. The maximum number of Directors shall not be more than 10. There must be at least two external independent members of the board.
- c) To ensure the widest possible expertise to equip NAPS to achieve its objectives, external members of the Board shall be persons drawn from a broad range of backgrounds

including academia, higher education management, law, finance, governance and other relevant business areas.

- d) At least one member of the Board shall have formal qualifications and extensive experience in financial management and/or accountancy and/or other related financial services.
- e) External members are members who are not employees, owners with greater than 10% shareholding in the company, or officers of the company.
- f) The Chairperson of Academic Board shall be an *ex officio* member of Board.
- g) The Board shall appoint an Executive Secretary upon the President and CEO's nomination to serve the Board and its meetings. The Executive Secretary shall attend Board meetings without a voting right.
- h) Members will be appointed for terms of 3 years. Member's appointments may be extended for a further 3-year period.
- i) 6.5 Meetings of the Board
 - a) The Board shall meet four times a year in ordinary sessions and at such other times as may be necessary.
 - b) Meetings out of the ordinary sessions shall be extraordinary meetings.
 - c) The Chairperson, upon request by the President and CEO, shall convene extraordinary sessions of the Board.
 - d) NAPS shall provide e-communication/teleconference facilities to Board Members who may be outside of NAPS or overseas to participate in meetings.
 - e) NAPS shall cover the costs for the expenditure and time for the Chairperson and the external Members.
 - f) Decisions and resolutions of the Board shall be made by majority vote. In the case of an equality of votes, the chairperson of the meeting has a casting vote.
 - g) Where the Chair considers it necessary or appropriate, the Board may discuss issues by email and asynchronously with 'unanimous consent minutes' prepared that document what has been agreed to. The unanimous consent minutes or records shall be part of the officially recorded minutes of the Board.

6.6 Quorum of the Board meeting

- a) No business may be transacted at a meeting unless a quorum of members is present when the meeting proceeds to business. Members can join by e-communication if they are not present. A quorum of members is at least half of the appointed members including a majority of external members.
- b) Where a quorum is not present within 30 minutes after the time appointed for a meeting:
 - i. if the meeting was called at the request of the members, it is automatically dissolved;
 - ii. in any other case it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Chairman; and if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the meeting, it shall be automatically dissolved.

6.7 There shall be an Academic Board for NAPS

- a) The Academic Board shall be delegated by the Board as the body responsible for the academic governance of NAPS.
- b) The Academic Board shall report to the Board on matters concerning the academic activities and academic governance of NAPS.

6.8 Functions and Responsibilities of Academic Board

The functions and responsibilities of the Academic Board are to uphold the academic quality standards and academic integrity of higher education provided by NAPS and that these are in line with the TEQSA regulatory framework, including but not limited to:

- a) considering, establishing, approving and reviewing the plans, policies, processes and procedures in relation to all academic-related affairs and operations to ensure the academic standing of the Academy and to protect the academic integrity of all programs of study;
- b) considering, establishing, approving and reviewing the academic development strategy of NAPS;
- c) establishing, reviewing and revising the Teaching and Learning Plan for NAPS and monitoring its implementation;
- d) monitoring and analysing academic risk indicators and potential academic risks through the use of student data and benchmarking information, and to establish risk mitigation strategies and plans;
- e) considering and approving new course programs upon the recommendation of the Course Advisory Committee;
- f) overseeing course development, approval and review including monitoring and use of student feedback in course renewal and improvement activities;
- g) considering and approving improvements to existing courses following their review by the Course Advisory Committee;
- h) promoting scholarly and research activities and the research culture and research ethics at NAPS;
- i) approving the criteria for hiring, probation and promotion of academic positions; and
- j) providing advice on policies and procedures to support academic exchange programs, research initiatives, conferences, special lectures and the professional development plans for all academic staff.

6.9 Chairperson of the Academic Board

- a) There shall be a Chairperson of the Academic Board.
- b) The Chair of the Academic Board shall be an external senior academic and shall be appointed by the Chair of the Board of Directors and Council upon the recommendation of the President and CEO. The appointment shall be reported to the Board of Directors and Council.
- c) The Chairperson shall be ex officio a member of the Board.
- d) The Chairperson shall serve for a period of 3 years which is renewable for a further 3-year term.
- e) The Chairperson may be removed from office by a unanimous vote of the Board of Directors and Council.
- f) The Chairperson shall chair meetings of the Academic Board. Where the Chairperson is unable to attend a meeting of the Board, he or she may nominate another external member of the Board to chair such a meeting in his or her absence.
- g) In between meetings of Academic Board, the Chairperson shall have the authority of the Academic Board to take executive action and make decisions on behalf of the Academic Board. Any such action taken or decision made shall be communicated in a special memorandum to Academic Board members and be reported to Academic Board at the next Academic Board meeting for ratification.
- h) Chair of Academic Board shall present a report from Academic Board to the Board of Directors and Council at its meetings.

6.10 Membership of Academic Board

- a) There shall be a minimum of 5 and a maximum of 14 members of the Academic Board.
- b) The majority of members shall be external academic experts in the field of academia to ensure the widest possible expertise for NAPS to achieve its academic objectives. NAPS shall support the selection of members with records of service and/or research at internationally reputable higher education institutions.
- c) The members shall be appointed by the Chair of the Board of Directors and Council upon the recommendation of the President and CEO.

- d) Members will be appointed for terms of three years. Member's appointments may be extended for a further 3-year period.
- e) The President and CEO of NAPS is an ex officio member of the Academic Board.
- f) Membership of the Academic Board shall include one student representative and one staff representative. The designated student and staff representatives will be invited periodically (at least p a year) to attend a Board of Directors and Council Meeting and report or comment upon matters relevant to the governance or operation of NAPS.
- g) For membership, the Board may elect a student whose name is entered on the roll of students in the case of the student member, or on the roll of academic staff in the case of the staff member.
- h) The Board shall appoint an Executive Secretary upon the President and CEO's nomination to serve the Academic Board and its meetings. The Executive Secretary shall attend Academic Board meetings without voting rights.
- i) The Chair of the Board of Directors and Council shall report to the Board of Directors and Council any changes in the membership of the Academic Board.

6.11 Meetings of the Academic Board

- a) Academic Board shall normally meet 4 times a year in ordinary sessions and such other times as may be necessary. The quorum at each meeting of Academic Board is five members including at least two external members.
- b) Meetings out of the ordinary sessions shall be extraordinary meetings.
- c) The Chairperson, upon request by the Board or the President and CEO, shall convene extraordinary sessions of Academic Board.
- d) NAPS shall provide e-communication facilities to Academic Board members who may be overseas or unable to be present to participate in Academic Board meetings.
- e) NAPS shall cover the costs for the expenditure and time for all external members.
- f) Decisions and resolutions of Academic Board shall be adopted by majority votes. In the case of an equality of votes, the chairperson of the meeting has a casting vote.

- g) Where the Chair of Academic Board considers it necessary or appropriate, the Academic Board may discuss issues by email and asynchronously with 'unanimous consent minutes' prepared that document what has been agreed to. The unanimous consent minutes or records shall be part of the officially recorded minutes of the Academic Board.
- h) Between meetings, the decisions and resolutions of the Academic Board may be made by flying minutes or the Chairperson's executive action. Where the Chair takes any executive action, she or he shall report any action taken to the Academic Board at its next meeting.

6.12 Committees of Academic Board

The Academic Board may establish committees as it considers appropriate from time to time to assist in its operations in directing the academic policies of NAPS. The committees may include, but may not be limited to the following:

- Course Advisory Committee (CAC),
- Teaching and Learning Committee (TLC), and
- Research and Scholarship Committee (RSC).

The Academic Board will develop Terms of Reference for each of these committees.

6.13 Functions of Academic Board Committees

- a) The CAC is delegated by the Academic Board to assist it in course development and accreditation applications in respect of academic quality and standing through inter alia benchmarking with the similar programs in the Australian higher education sector. The Committee shall submit its recommendations on new course programs to the Academic Board for approval.
- b) The CAC is delegated by the Academic Board to assess and review existing courses and suggest improvements in respect of academic quality and standing through benchmarking with similar programs in the Australian higher education sector and other means available to it.
- c) The Teaching and Learning Committee (TLC) is delegated by the Academic Board to develop the Teaching & Learning Plan through benchmarking with similar programs in the Australian higher education sector, and to implement, monitor and review the Plan for improvement.

- d) The Research and Scholarship Committee (RSC) is delegated by the Academic Board to oversee the research and scholarly activity of the Academy to ensure all such activity is carried out ethically and meets the needs of the Academy.

6.14 Membership of Academic Board Committees

- a) Each Academic Board Committee shall have one Chairperson and at least two Members.
- b) The Chairpersons and the Members shall be appointed by Academic Board.
- c) The Chairpersons of the Committees shall not be from the academic or managerial team of NAPS.
- d) Academic Board Committees may invite external experts on a casual basis as advisors to assist in their functions.
- e) NAPS shall cover the costs and remuneration expenses of the Chairpersons, Members and the External Experts for their services to Academic Board Committees.

7. Executives and Senior Management Team

7.1 President and CEO

- a) The President and CEO shall be appointed by the Board, which will also determine the terms under which he or she is appointed, including remuneration, and the scope of delegated authority. He or she is also the legal representative and authorised signatory for NAPS in respect of the *ESOS Act 2000*, the *National Code of Practice 2018*, the TEQSA regulatory framework and all other State and Federal legislation and regulations applicable to the operation of NAPS.
- b) The President and CEO is responsible and accountable to the Board for the overall management and performance of NAPS. The President and CEO shall manage NAPS in accordance with the strategy, plans, and policies approved by the Board to achieve agreed goals.
- c) The President and CEO reports to the Board.
- d) The President and CEO shall act as a delegate of the Board. He or she shall perform such relevant functions as may be authorised or directed by the Board, including the financial management of NAPS.

- e) The President and CEO shall consider, approve and review the administrative policies and relevant procedures or rules and their amendments in consultation with the related management teams or external experts and independent auditors. If the policies contain overlapping elements with academic issues, the PRESIDENT AND CEO shall consult the Academic Board.
- f) The President and CEO shall appoint another suitably qualified person at his or her discretion to act on his or her behalf when the President and CEO is unable to implement his or her duties. Such appointments will be subject to the Board's approval.
- g) The President and CEO can also use the title NAPS President.

7.2 Senior Executives of NAPS

- a) The President and CEO may, on their discretion, appoint and delegate to the Senior Executives of NAPS for the purpose of assisting him or her in managing the day-to-day operations of NAPS. The President and CEO may from time to time determine the need for and scope of the role of the Senior Executives. Such persons will be appointed under executive contracts and their ongoing employment will be determined by those contracts under Australian law.
- b) All position descriptions, delegation relations and reporting lines shall be in accordance with NAPS' Organisational Chart as approved by the Board.

7.3 Managerial Committees

- a) To assist the functions of NAPS' operation, the President and CEO may at their discretion establish Managerial Committees for academy-wide duties. Such committees may include the following:
 - Library Committee - to manager the library information resources development; and
 - Student Experience and Engagement Committee – to manage NAPS' student services and support at all aspects and stages.
- b) The President and CEO or his or her nominee may chair the Committees.
- c) The President and CEO may invite the Chairpersons or Members of the Board or the Academic Board to advise any of the committees.
- d) The President and CEO may invite other senior executives with relevant duties to attend the Committees' meeting.

- e) The President and CEO may invite external experts to be advisers on any of the committees.
- f) The President and CEO may establish managerial committees in respect of academic operational matters as he or she may consider appropriate from time to time.

8. Interpretation and Review of the Constitution of Governance

The Board reserves the right of interpretation and review of this Governance Framework. [NAPS](#)

Document owner: Board of Directors and Council through the President and CEO.