



Board Charter

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Board Charter

Preamble

Lyons College is established in accordance with the Constitution of Lyons Education Group Pty Ltd as an education provider providing higher education and vocational education and training services as its principal purpose. Governance and management of its operations is located in Melbourne, Australia.

The Lyons College Board of Directors is the primary corporate governing body of Lyons College, and is responsible for monitoring and continuous improvement of all of Lyons College's major functions. The Board is responsible for the strategy and governance of Lyons College. The Board is also the primary decision making body of Lyons College, charged with shaping the agenda and policy of Lyons College. The Board has delegated academic governance of higher education matters to the Academic Board through the Academic Board Terms of Reference.

Membership: Board Composition

1. Lyons College will at all times have a Board of no fewer than three (3) and no more than seven (7) Directors.
2. The Chair of the Academic Board (AB) will attend Board meetings in an ex-officio capacity. The Chair of the AB is not a Director. As an ex-officio attendee (and by virtue of not being a Director), the Chair of the AB does not have the authority to participate in decision making or vote on resolutions.
3. Appointment to Lyons College Board is based on skills and merit. The Board has developed a skills matrix tool to support its succession planning and help identify skills gaps and determine needs for adding new or different skills to the Board through targeted Director recruitment.
4. Directors are initially appointed by the Board. Director appointments are confirmed by the members at the next Annual General Meeting following the appointment of a Director.
5. Each Director is appointed for a two or three-year term, which may be renewed subject by mutual agreement and subject to satisfactory performance.
6. After ten years' service on the Board, a Director can only be re-elected with prior approval from the Board.
7. The removal of a Director must be in accordance with the Lyons Education Group Pty Ltd constitution.

Role and Objectives of the Board

1. Establishment and formal leadership of the direction for the future development and growth of Lyons College and to ensure Lyons College develops and implements strategies to enable it to fulfil its Vision and Mission.
2. Provide good governance by ensuring Lyons College has systems in place to enable it to comply with its legal and policy obligations. This includes compliance with all relevant Commonwealth and State laws and regulations and that all members of the board exercise all Director's duties established by the Corporations Act 2001 (Cth), including the prevention of insolvent trading, act in good faith, exercise care and diligence and act in the best interests of the organization.
3. Have oversight of Lyons College's operations, including all aspects of VET and higher education operations.
4. Have accountability for the award of higher education qualifications based on recommendations from the Academic Board.
5. Have responsibility for monitoring and oversight of higher education academic activities through the Academic Board.
6. Ensure a risk management framework is in place to protect students and staff, protect business assets and ensure financial sustainability.
7. Monitor the performance of Lyons College.
8. Be alert to and advise on emerging strategic issues.
9. Support Management in implementation of strategic goals.
10. Protect the interests of stakeholders.
11. Protect the interests and assets of shareholders.

Responsibilities

1. Set and review the medium and long-term direction and goals of Lyons College in consultation with management.
2. Approve the strategic plan and the budget. Strategic Plans approved by the board should be reviewed at least every three years
3. Responsible for oversight of financial performance and operations including:
 - 1.3.1. Oversee and present budgets, accounts and financial statements to the Board.
 - 1.3.2. Ensure that appropriate financial systems and controls are in place;

- 1.3.3. Ensure that record-keeping and accounts meet the conditions of funders or statutory bodies; and
- 1.3.4. Ensure compliance with relevant legislation.

4. Responsibility for establishing and maintaining oversight of effective compliance and risk management programs and ensuring compliance obligations are met and risks are mitigated.
5. Responsibility for continuing to meet the requirements of the *Higher Education Standards Framework (Threshold Standards) 2021, RTO Standards 2015 and the National Code 2018* and identify any lapses in compliances and promptly initiates corrective action.
6. Ensure compliance with professional accreditation bodies such as CPA Australia.
7. Provide leadership for Lyons College's quality, risk management and compliance programs and monitor the controls framework to ensure major risks are identified and managed.
8. Develop, approve and renew operational and governance policies and procedures.
9. Monitor complaints, critical incidents and misconduct and ensure action is taken to address underlying causes.
10. Ensuring an environment in which free intellectual inquiry is upheld, staff and students are treated equitably, wellbeing of staff and students is fostered and students have opportunities to participate in decision making processes.
11. Ensure there are systems in place to enable accurate financial reporting and compliance with all regulatory requirements and relevant aspects of the law.
12. Make provision for succession planning for Directors and executive management.
13. Appoint the CEO and regularly evaluate their performance.
14. Contribute to mobilisation of resources for Lyons College's work.
15. Communicate with key stakeholders and be accountable to the students, shareholders and members of Lyons College.
16. Monitor its own performance by conducting external reviews and strive for continuous improvement.

Board Roles/Office Bearers

With the exception of appointment of a Chair, the number and role of office bearers is at the Board's discretion. The Board of Lyons College will have two office bearers, whose roles are defined in more detail below.

All office bearers are appointed by the Board from among the Directors. A Director's skills and relevant experience are the primary criteria on which appointment to one of the office bearer roles will be based.

A Director may only hold a maximum of two Lyons College office bearer roles at one time.

Chair

The Chair of the Board is appointed by the Directors from among the Directors.

The Chair requires skills and experience in leadership, strategic planning and demonstrate a consultative approach suitable to achieving outcomes through influencing rather than exercising line management and control.

The primary role of the Chair is to provide leadership to the Board and ensure the effective working of the Directors as a team and the integrity of Board processes.

The Chair is responsible for ensuring that issues requiring Board attention are brought forward in a timely manner, that adequate information is available to allow informed decision-making, that there is appropriate consultation and discussion, and that decisions are transparent and timely.

The Chair is the primary liaison person between the Board and management, and between the Board and the Members of Lyons College. It is essential that the Chair is able to establish and maintain a strong working relationship with the CEO.

The Chair, together with the CEO, is the public face of Lyons College and may be called on to represent Lyons College in public forums, or speak on behalf of Lyons College to external audiences or the media.

Company Secretary

The Company Secretary has a pivotal role in corporate governance including ensuring compliance with and discharge of all matters of administration of Lyons College. The Company Secretary must have a thorough knowledge of:

- Lyons College;
- its operations;
- its constitution;
- its reporting obligations to the relevant regulator;
- Lyons College's students, shareholders, stakeholders and members; and
- the laws and standards which regulate Lyons College's operations.

The Company Secretary needs to establish and maintain a sound working relationship with the Chair of

the Board.

Terms of Office for Office Bearers

The Term of Office for each office bearer will usually be aligned with their term of appointment as a Director. The Board prefers Directors to acquit the full term of an office bearer appointment in the interests of planned and orderly succession.

On each occasion where an office bearer's term of Directorship is due for renewal, their office bearer role should be reviewed with the opportunity to re-commit to the role, or rotate responsibilities among the Directors.

A Director holding one of the office bearer roles can elect to relinquish that role early by giving two months' notice in writing to the Chair. The Chair must give notice of their intention to resign to the Board as a whole, ideally with not less than three months' notice. Notice periods do not apply where a decision to resign is due to special circumstances (such as illness, change in personal circumstances or other mitigating factors).

Expectations of Directors

1. Directors are expected to be familiar with the duties and responsibilities that attach to Directorship under the guidelines established by the corporate regulators and to have the skills and experience necessary to acquit their responsibilities professionally.
2. In particular - any potential and/or apparent conflict must be discussed with the Board and:
 - 3.1 Directors must maintain the confidentiality of Lyons College matters at all times and have to resign if they are unable to do so; and
 - 3.2 Directors are required to act in the interests of Lyons College at all times and must declare and manage conflicts of interest as part of their legal responsibilities as a Board Member to ensure that personal or individual interests do not impact on the Board's decisions.
3. In addition, Lyons College expects its Directors to:
 - 4.1 Must be fit and proper persons
 - 4.2 Commit to Lyons College's vision and values and to demonstrate their commitment through their behavior in the Board room and in interaction with students, staff, stakeholders and clients of Lyons College;
 - 4.3 Act respectfully and professionally at all times in their contact with fellow Directors, members, staff and clients of Lyons College and in any external forums where they may be representing Lyons College;
 - 4.4 Comply with Lyons College policies and procedures in all circumstances.

- 4.5 In accepting an appointment to Lyons College Board, a Director must be willing and able to give appropriate priority to Lyons College business in the context of other commitments. Directors are required to give advance notice before missing a Board or committee meeting and to request leave of absence for extended absences;
- 4.6 Devote on average 6-8 hours per month to Lyons College business, including attendance at Board and/or (sub-)committee meetings; preparation for meetings; and acquitting tasks delegated by the Board to individual Directors from time to time;
- 4.7 Deal with Lyons College Management via the CEO's office. It is not appropriate that Directors contact Lyons College staff other than the CEO and/or their Assistant directly; and
- 4.8 Participate constructively in self-assessment and Board evaluation processes.

Grievance Process

1. A grievance brought by a student, staff member or member of the public against a Director is a whole-of- Board matter which may be delegated and will be dealt with in accordance with the Lyons College Staff Complaints and Appeals Policy. The principles that apply include a commitment to natural justice and procedural fairness; prompt investigation and resolution of grievances and complaints; handling of grievance matters in confidence; and an undertaking that reportable matters will be reported to the appropriate authorities.
2. Any Lyons College students, staff member, client or other member of the public wishing to raise a complaint against any of the Directors will in the first instance be directed to advise the CEO in confidence of their grievance.
3. The CEO will alert the Chair, who will make a preliminary assessment of the seriousness of the complaint or allegation and determine the next course of action.
4. If the complaint is about the Chair, the CEO will be responsible for determining the next course of action.
5. Any grievance raised that concerns a breach of the law and/or reportable offence may be directed to the relevant authority.

Meetings

1. Lyons College Board meets as often as required, at least four times a year.

2. Board meetings will normally last two hours. An annual planning session may be a longer event and can take up to a full day.

Most Board meetings will be held at Lyons College head office in Melbourne. However, from time-to-time Board meetings may be held at other locations. Directors are expected to arrange their own travel to the relevant meeting venue.

3. Directors are expected to attend a minimum of 80% of scheduled meetings.
4. A Director who is going to be absent from three consecutive meetings or longer, or for 4 meetings over a 12 months' period, needs to arrange for formal leave of absence from the Board for the relevant period.
5. A Quorum for a Directors' meeting is dependent on the total number of Directors appointed at that time. For the avoidance of doubt, ex-officio attendees do not count towards achieving a Quorum. The number of Directors required for a Quorum to exist is as follows:

Number of Directors	Quorum
3	2
4	2
5	3
6	3
7	4

6. Board meetings may be held via teleconference.
7. Decisions outside Board meetings require passing of a circular resolution which will usually be distributed and 'voted on' via electronic mail. This option will be used sparingly and only in circumstances where delaying a decision to the next scheduled Board meeting would result in a significant disadvantage to the organisation or to an individual, or in a compliance breach.
8. Board agenda and papers (Board packs) will be distributed electronically. during the week prior to the next Board meeting.

The Academic Board

The Lyons College Board delegates authority for academic oversight at Lyons College to the Academic Board. The purpose of the Academic Board is to:

- 1.1. Be responsible for all academic governance for Lyons College.
- 1.2. Review and approve the development and implementation of courses.
- 1.3. Ensure maintenance and moderation of academic quality standards.
- 1.4. Report to the Board on all higher education academic matters.

- 1.5. Review and make directives on the enhancement of the quality of courses and the quality of teaching.

The Lyons College Board confers authority to the Academic Board to create such sub-committees, with appropriate terms of reference, as it needs to complete all tasks of academic governance.

Board Committees

The Board has authority to establish committees and delegate any of its powers to a committee or governance board. The number and nature of committees is at the Board's discretion.

Under this Charter, the Directors agree that:

1. The Board will establish each committee's terms of reference setting out its responsibilities, delegations, modus operandi and membership;
2. The Board shall appoint the members of each committee. Members of the committee shall be removed by resolution of the Board;
3. All Committees established by the Board will report to the Board;
4. The common purpose of Board Committees is to support the work of the Board and its decision-making by providing expert review and advice on matters before the committee and recommending action to the Board; and
5. Once a recommended course of action has been endorsed by the Board, providing guidance and oversight for implementation may be delegated by the Board to the relevant Committee.

Access

The Directors may invite management and/or an independent third party to attend all or part of a meeting of the Board.

Directors may contact the CEO at Lyons College directly between meetings of the Board to source information or seek help with specific queries.

Lyons College Support for Directors and Board Processes

Lyons College maintains Directors' and Officers' liability insurance providing coverage to the value of \$5,000,000 per any one claim. Directors are entitled to receive a copy of the Certificate of Currency for the insurance on appointment as part of their induction pack, or at other times once a year on request to management.

The Board is committed to modelling excellence and continuous improvement in its operation. The Board will undertake an evaluation of its performance at least every three years. This will be done by

engaging an external auditor who has experience in assessing Board performance.

Review of Board Charter

The Board will internally review this charter annually to ensure that Lyons College to ensure continued relevance and that it meets the requirements of the Higher Education Standards Framework 2021 and other regulatory legislation as required.

In accordance with Domain 6.1.3 (d) of the Higher Education Standards Framework 2021 an independent review of Lyons Colleges governance framework must be conducted at least every seven years. This review is to assess the effectiveness of the governance arrangements and processes, both corporate and academic and ensure that the findings of the reviewed are considered by Lyons College and that agreed action are implemented.

Version Control and Change History					
Version	Approval Date	Approved by	Amendment	Created by	Review Date
V0.1			Document creation		
V0.2			Refining purpose and duties and responsibilities. Define membership composition.		
V1.0	23 Sept 2016	Board	Final version	Michelle Lac	Three years from date of approval or as required
V2.0	14 July 2017	Board	Review and to update first with new Governance structures from July 2017.	Rukesh Sadhai	Prior to July 2020
V2.1	14/12/2017	Board	Minor grammar corrections. Change from minimum 2 to 3 Directors. Clearer explanation of Quorum in accordance with Board Resolution 20171214/03	Rukesh Sadhai	Prior to December 2020
V2.2	14/12/2018	Board	Increase the term of Board appointments from 2 years to 3 years in accordance with Board Resolution 20181108/02. Incorporate wording from AJ outlined in Board Resolution 20171214/03	Rukesh Sadhai	Prior to December 2021
V2.2a	16/05/2019	Board	Additional amendments from V2.2, with changes to wording in the Preamble to remove some ambiguity. Board Resolution 20190516/04	Rukesh Sadhai	Prior to May 2022

Version Control and Change History					
Version	Approval Date	Approved by	Amendment	Created by	Review Date
V2.3	18/07/2019	Board	<p>Incorporate improvements and suggestions stemming from TEQSA Assessment Report. The following amendments have been included to address the concerns raised by TEQSA:</p> <ul style="list-style-type: none"> ➤ Clearly articulate the Board's role in oversight of higher education and its responsibility for monitoring and having oversight of academic activities through the AB. ➤ Add the Chair of Academic Board as an ex-officio member of the Board. ➤ Clearly articulate the Board's accountability for the award of higher education qualifications. ➤ Clearly articulate the Board's responsibility for continuing to meet the requirements of the HES Framework. ➤ Provide explicit reference to implementing any actions as a result of the Board's cyclical three year review of the Board Charter. 	Rukesh Sadhai	Prior to July 2022
211221	21/12/2021	Board (Resolution No. 20211221/3. Approval of Revised Framework)	1.Inclusion of adherence to the Corporations ACT 2001 2.Specified financial oversight responsibilities of the Board 3.Additional Board responsibilities 4.Reduction of office bearers from four to two (removal of Deputy Chair and Treasurer) 5.Requirement to be fit and proper person 6.Align board review with HESF standards	Ben Saporta	December 2022
220225	25/02/2022	Minor change	Change director term to two or three years	Ben Saporta	December 2022
231214	14/12/2023		Clarify that AB is delegated academic oversight authority and create Board Committees Change Coleraine Share Trading to "Lyons Education Group"	Ben Saporta	December 2024
250624	24/06/2025	Minor Change	TOR reviewed as part of regular review cycle	Ben Saporta	December 2026