



Corporate Governance Body (CGB) – Terms of Reference

As per its Constitution and Governance Framework Gestalt Therapy Brisbane Pty Ltd (GTB) has established a corporate governing body that has responsibility for oversight of all of the higher education provider's higher education operations, including conferral of its higher education awards, and to which management is accountable. The following describes GTB's corporate governance body and the responsibility it has for the oversight of the operations of GTB' registered and accredited programs. The Governance Personnel Structure Diagram provides a representation of the position of this body in the organisational structure.

The CGB delegates authority of executive management functions of GTB with the Managing Director and Directors (the Owners) who are responsible for engaging suitable financial, legal and other external experts/consultants to ensure strong corporate governance to meet registration, accreditation and corporation conditions. The Managing Director is responsible for appointing administrative and educational staff within the policy frameworks approved by CGB and AGB.

The oversight of governance responsibilities is the responsibility of the CGB while the executive management function of GTB is the responsibility of the the Managing Director and Directors. The Terms of Reference below outline the responsibility of the oversight held and delegated by the CGB.

Terms of Reference

1. The CGB is a corporate governing body that has responsibility for oversight of all of the GTB operations, including the conferral of its higher education awards. The Directors of Gestalt Therapy Brisbane will report to the Corporate Governance Body. The Academic Governance Body (AGB) and the Gestalt Educational Process (GEP) are accountable to the Corporate Governance Body for the roles and responsibilities outlined in their Terms of Reference.
2. The CGB has delegated authority to an academic governing body, the Academic Governance Body (AGB) and this body is accountable to the Corporate Governance Body for the roles and responsibilities outlined in their Terms of Reference.
3. The CGB regularly monitors potential risks to GTB's operations and ensures that it has strategies to mitigate risks that may eventuate.
4. The CGB ensures that GTB's financial, academic and managerial operations are appropriate, documented, observed and regularly reviewed for the purposes of ensuring high academic quality and scholarship in the delivery of the higher education courses.
5. The CGB monitors GTB's five year strategic plan that:
 - a) Provides clear future directions for higher education;
 - b) Identifies key performance indicators;
 - c) Is adequately communicated to internal and external stakeholders; and,
 - d) Guides management decision-making.

6. The CGB delegates certain academic, managerial and financial tasks to appropriate sub-committees and expert external agencies.
7. The CGB protects the academic integrity and quality of GTB's higher education operations through its corporate governance arrangements that provide a clear and discernible separation between corporate and academic governance by overseeing the clarification of roles and responsibilities of the established AGB, and the avoidance of conflicts of interest.
8. The CGB delegates authority to the Board of Directors of GTB to establish, review and implement basic policies within GTB in order to oversee the governance of GTB's mission.
9. The CGB is responsible for:
 - a) The effective development, implementation and review of policies for all aspects of GTB's administrative and academic activities including delivery of courses of study and the conferring of Higher Degrees;
 - b) The maintenance of corporate and academic standards, with appropriate mechanisms for external input, in accordance with international conventions for good academic practice;
 - c) The effective quality assurance arrangements for all the higher education provider's higher education operations, encompassing systematic monitoring, review and improvement;
 - d) Ensuring that all delegations (including financial, academic and managerial) are appropriate, documented, observed and regularly reviewed;
 - e) Undertaking periodic (at least every seven years) independent reviews of the effectiveness of the governing body and academic governance processes and ensuring that the findings of such reviews are considered by a competent body or officer(s) and that agreed actions are implemented;
 - f) Maintaining a true record of the business of the governing body.
 - g) Ensuring that GTB complies with the requirements of the legislation under which the provider is established, recognised or incorporated, any other legislative requirements and the entity's constitution or equivalent.
 - h) Ensuring that there are credible business continuity plans and adequately resourced financial and tuition safeguards to mitigate disadvantage to students who are unable to progress in a course of study due to unexpected changes to the higher education provider's operations, including if the provider is unable to provide a course of study, ceases to operate as a provider, loses professional accreditation for a course of study or is otherwise not able to offer a course of study
 - i) Ensuring that steps are taken to develop and maintain an institutional environment in which freedom of intellectual inquiry is upheld and protected, students and staff are treated equitably, the wellbeing of students and staff is fostered, informed decision making by students is supported and students have opportunities to participate in the deliberative and decision-making processes of GTB.

The CGB will comprise at least six members.

Composition

The membership of the CGB has a majority of external members and uses a full range of expertise required for effective governance of the higher education provider, including higher education expertise and independent financial expertise, through its membership and/or through external advisors.

Consequently, its membership are:

- A. Fit and proper persons

- B. Ordinary residents of Australia
- C. From relevant professions drawn from organisations or associations within the Business, Law, Higher Education and/or Counselling/Psychotherapy industry;
- D. Independent practitioners with demonstrated experience in the practice of Counselling/therapy; and,
- E. Managing Director of GTB.
- F. The Chair of the Academic Governance Body

Standing Orders

The Managing Director of GTB is a standing position on the CGB and is responsible for the implementation of recommendations that are made by the CGB. However, in order to ensure any Managing Director of GTB does not have an undue influence on the deliberations and recommendation of the CGB will not take the position of chair. This will also help to ensure that governance matters are separate from executive management matters.

The chair of the CGB will be a standing position and the person will be drawn from the membership of CGB and will not be the Chair, Academic Governance Body. The person who takes on this role will be given the title of Chair, Corporate Governance Body, Gestalt Therapy Brisbane Pty Ltd.

Minutes of the meetings of the Corporate Governance Body will be prepared by the Secretary and the contents of the meetings will form part of Reports to Accrediting bodies. The Managing Director, of GTB will provide a written report to the Corporate Governance Body through the chair as to the changes or initiatives that have been implemented as a result of recommendations made by the Body within its meeting processes.

The composition of the current CGB is displayed in the addendum, along with brief biographies.

Roles & Responsibilities

Members will take responsibility for the following:

Policy

- Approving, reviewing, developing, disseminating and monitoring of all policies related to the operations of GTB in order to ensure that GTB carries out its mission. The CGB delegates to the AGB the approving, reviewing, developing, dissemination and monitoring of all academic policies related to academic standards;
- Receiving and reviewing a twice-yearly report from the Managing Director of GTB as to the implementation of the policies and procedures in order to ensure the rights and responsibilities of both students and staff.
- Ensuring that educational policies and practices support participation by Aboriginal and Torres Strait Islander people and are sensitive to Aboriginal and Torres Strait Islander knowledge and cultures.

Planning processes

- Approving and monitoring the GTB five year strategic plan;
- Reviewing the mission, vision and values of GTB and the processes by which GTB achieves its objectives;

- Ratifying the GTB budget at the beginning of each year. Receiving, reviewing and ratifying the audited yearly financial statements (GTB). The CGB delegates to the AGB the authority to inspect those financial items directly relating to the academic delivery of the program, namely, library allocation, teaching and learning allocations, professional development of staff allocation and academic staffing allocation. It is the responsibility of the CGB to make recommendations on budget allocations, and on matters arising from mid-year reviews of expenditure against budgets as they relate to the ongoing viability of GTB.
- Advising the Directors of GTB on long-term and short-term strategies for achieving GTB's mission, vision and values.
- Identify and manage risks to GTBs operations

Accreditation

- Approving major changes to the Higher Education Courses before they are submitted to TEQSA (Tertiary Education Quality Standards Agency);
- Approving re-registration and reaccreditation applications to TEQSA;
- Approving applications to PACFA for professional body accreditation;
- Deliberating on and approving the application by GTB of any new Higher Education Courses that may be proposed by GTB in its future operations.
- Identifying lapses in compliance with the Higher Education Standards Framework and ensuring that prompt corrective action is taken and that those actions are monitored.

Grievance processes

- Providing oversight of the mechanisms outlined in GTB's Policy No 3: Grievance and Complaints Policy to ensure that industry and professional association standards for managing grievances and ethics matters are complied with.
- The CGB delegates the receipt, investigation and response of formal grievance to the AGB. The AGB will report all investigations and responses to the CGB.

Quality Assurance

- Ensure that GTB has effective quality assurance mechanisms for both academic and corporate governance processes.
- The CGB delegates the review of quality assurance mechanisms to the AGB. The AGB will report to the CGB.

External relationships

- Considering and advising the Board of Directors on opportunities to extend the effectiveness of collaboration with other tertiary institutions, industry, government and community organizations
- Ensure that benchmarking activities of GTB include matters relating to corporate governance.

Educational processes

- Receive reports after each AGB meeting and respond to requests for advice on matters related to academic governance.

Health and Safety

- A standing item of the CGB agenda is **Health and Safety**. A Health and Safety Committee may be established when need demands. The responsibilities of the Committee are to:
- Assist in the development, monitoring and review of health and safety policies and procedures;
 - Consider any proposal for, or changes to the work, teaching and learning place, policies, practices or procedures which may affect the health and safety of employees or students;
 - Promote the importance of health and safety amongst management, employees and students;
 - Monitor GTB health and safety performance;
 - Monitor the rehabilitation of injured employees and provision of support to injured students;
 - Assist in the resolution of health and safety disputes.

Meetings

The Committee shall meet at least twice per year and usually will meet between 3 to 4 times a year. A quorum (half the recognised membership plus one) must be at each meeting.

Members will hold office for a period of 5 years commencing in March of each year. Membership can be renewed for an additional period of 5 years.

The Chair shall preside at all meetings of the Committee at which they are present. If the Chair is not present another member (not one of the Directors) will chair the meeting.

The Terms of Reference of the Corporate Governance Body shall be reviewed at its inaugural meeting every three years.

Composition of CGB as at 2020

Refer to Governance Delegation Framework