



## **Corporate Governance Body (CGB) – Terms of Reference**

As per its Constitution, Gestalt Therapy Brisbane Pty Ltd (GTB) has established a Corporate Governance Body (CGB) that has responsibility for the governance oversight and strategic direction of higher education operations. The following describes the CGB and outlines its responsibilities.

The CGB delegates authority of the GTB executive management functions to the Managing Director and Directors (the Owners), who are responsible for meeting registration, accreditation and corporation conditions.

### **1. General Responsibilities**

- 1.1.** The CGB will include independent members who will have responsibility for exercising competent oversight of GTB higher education operations, including meeting the Higher Education Standards Framework (Threshold Standards) 2021.
- 1.2.** The CGB will ensure GTB complies with the requirements of the legislation under which the provider is established, recognised or incorporated, alongside any other legislative requirements.
- 1.3.** The CGB has responsibility for oversight of GTB operations, including the conferral of higher education awards.
- 1.4.** The Director/s of Gestalt Therapy Brisbane report to the CGB.
- 1.5.** The CGB delegates certain managerial and financial tasks to appropriate sub-committees and expert external agencies.
- 1.6.** The CGB delegates authority for academic matters to the Academic Governance Body (AGB), which is accountable to the CGB for the roles and responsibilities outlined within its Terms of Reference.
- 1.7.** The CGB protects the academic integrity and quality of GTB's higher education operations through providing a discernible separation between corporate and academic governance.
- 1.8.** The CGB regularly monitors potential risks to GTB's operations and ensures that it has strategies to mitigate risks that may eventuate.

- 1.9.** The CGB ensures GTB's financial and managerial operations are appropriate, documented, observed and regularly reviewed.
- 1.10.** The CGB monitors GTB's five-year strategic plan to ensure it:
- 1.10.1.** Provides clear future directions for higher education;
  - 1.10.2.** Identifies key performance indicators;
  - 1.10.3.** Is adequately communicated to internal and external stakeholders; and,
  - 1.10.4.** Guides management decision-making.
- 1.11.** The CGB delegates authority to the Directors of GTB to establish, review and implement policies within GTB in order to implement GTB's mission.
- 1.12.** The CGB ensures 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 the opportunity to participate in the deliberative and decision-making processes of GTB.

## **2. Scope**

### **2.1. Policy**

- 2.1.1.** Approving, reviewing, developing, disseminating and monitoring policies related to operations to ensure GTB carries out its mission.
- 2.1.2.** The CGB delegates to the AGB the approving, reviewing, developing, dissemination and monitoring of all academic policies related to academic standards.
- 2.1.3.** Ensuring 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.

### **2.2. Planning**

- 2.2.1.** Approving and monitoring the GTB five-year strategic plan.
- 2.2.2.** Reviewing the mission, vision and values of GTB and the processes by which GTB achieves its objectives.
- 2.2.3.** Ratifying the GTB budget at the beginning of each year.
- 2.2.4.** Receiving, reviewing and ratifying the audited yearly financial statements.
- 2.2.5.** 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.

**2.2.6.** 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.

**2.2.7.** Advising the Directors of GTB on long and short-term strategies for achieving GTB's mission, vision and values.

**2.2.8.** Identifying and managing risks to GTB's operations

### **2.3. Accreditation**

**2.3.1.** Approving major changes to Higher Education Courses prior to submission to TEQSA.

**2.3.2.** Approving re-registration and reaccreditation applications to TEQSA.

**2.3.3.** Approving applications to PACFA for professional body accreditation.

**2.3.4.** Deliberating on and approving the application of any new Higher Education Courses that may be proposed.

**2.3.5.** Identifying lapses in compliance and ensuring that prompt corrective action is taken and that those actions are monitored.

### **2.4. Grievance processes**

**2.4.1.** Providing oversight to ensure that industry and professional association standards for managing grievances and ethical matters are compliant.

### **2.5. Quality Assurance**

**2.5.1.** Ensure GTB has effective quality assurance mechanisms for corporate governance.

**2.5.2.** Ensure a complete and accurate record of CGB business is maintained.

**2.5.3.** Ensure all GTB governance arrangements are independently reviewed every seven years.

### **2.6. External relationships**

**2.6.1.** Considering and advising on opportunities to extend the effectiveness of collaboration with other tertiary institutions, industry, government and community organisations.

**2.6.2.** Ensure benchmarking activities of GTB include matters relating to corporate governance.

### **2.7. Educational processes**

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

## **2.8. Health and Safety**

**2.8.1.** A Health and Safety Committee may be established when need demands. The responsibilities of this Committee are to:

- a) Assist in the development, monitoring and review of health and safety policies and procedures;
- b) Consider any proposal for, or changes to, policies, practices or procedures which may affect the health and safety of employees or students;
- c) Promote the importance of health and safety amongst management, employees and students;
- d) Monitor GTB health and safety performance;
- e) Monitor the rehabilitation of injured employees and provision of support to injured students;
- f) Assist in the resolution of health and safety disputes.

## **3. Composition**

Membership of the CGB will have a majority of external independent members and use a full range of expertise required for effective governance, including individuals with significant knowledge in higher education and finance. Membership must be of two independent individuals at a minimum and four at a maximum and consist of the following:

- a) Fit and proper persons;
- b) ordinary residents of Australia;
- c) external independent members with a sound knowledge of the fields of higher education, business, law and/or the counselling or psychotherapy professions;
- d) Managing Director of GTB;
- e) Chair of the AGB; and
- f) Board Secretary

The Chair will be elected for a two (2) year term and can be re-elected into this role for a maximum of three terms. Members will hold office for a period of five (5) years, commencing March each year.

Membership can be renewed for an additional period of five (5) years.

If a member is absent for three (3) consecutive meetings and/or fails to give adequate notice or justifiable reason for absence the CGB will review the membership of this member. In such cases the CGB is entitled to replace the member if the reasons for absence are deemed inadequate.

Grounds for termination of CGB membership include criminal or negligent activity, extremity of views or action, failure to report a conflict of interest, or any action that negatively impacts the financial or reputational standing of GTB.

### **3.1. The Chair**

The Chair of the CGB will provide meeting steerage and leadership, including:

- a) Ensure CGB papers, agendas and minutes are prepared and distributed in a timely manner
- b) Ensure CGB meetings are run in a manner conducive to the values of GTB
- c) Ensure all members are aware of new business

### **3.2. The Deputy Chair**

The Deputy Chair of the CGB will assume the roles and responsibilities of the Chair in their absence.

### **3.3. The Managing Director**

The Managing Director (or appointed delegate) will attend CGB meetings to ensure current knowledge of all GTB matters.

### **3.4. The Chair of the AGB**

The AGB Chair will attend CGB meetings to present and discuss academic matters and to receive recommendations and/or advice.

### **3.5. The Secretary**

The CGB secretary acts in an administrative capacity and will prepare and distribute working papers seven (7) days prior to a meeting and will transcribe and distribute the CGB minutes within 14 days of a meeting.

#### **4. Standing Orders**

The Managing Director of GTB is a standing position on the CGB and is responsible for implementation of recommendations and advice made by the CGB. To navigate undue influence or conflicts of interest the CGB director will not take the position of CGB chair.

The chair of the CGB is a standing position and will be drawn from the membership of CGB and will not be the CGB managing director or the Chair of the AGB. The Chair will be given the title of Chair, Corporate Governance Body, Gestalt Therapy Brisbane Pty Ltd. The Chair shall preside at all meetings of the CGB at which they are present. If the Chair is not present, another member (excluding the Director) will chair the meeting.

Minutes of the meetings of the CGB will be prepared by the Secretary. The Managing Director of GTB will provide a written report to the CGB through the chair as to the changes or initiatives that have been implemented as a result of recommendations made by the CGB within its meeting processes.

#### **5. Meetings**

The CGB shall meet at least twice per year and usually quarterly (4) times a year. More frequent meetings can be called if deemed necessary. Meetings may be held in-person or via electronic medium.

#### **6. Quorum**

A quorum (half the recognised membership plus one, which must consist of at least two (2) external independent individuals) must be present at each meeting.

#### **7. Review**

The CGB Terms of Reference shall be reviewed within the regular seven-year governance review. Interim changes may be made if CGB members agree by consensus.

DOCUMENT INFORMATION		
Document Attributes	CGB Terms of Reference	
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Owner	Administration Manager	
Contributor	Director/Academic Manager	
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Version	Issue Date	Changes
7.0.	23 August 2021	Significantly revised version. Realignment of content to reflect external governance review recommendations and revised governance structure.
7.1.	07 June 2022	Minor revision. Remove paragraph 3 in the preamble as a result of confirmation of directorial and not advisory status of the CGB. Replace academic manager with governance and version number in document approvals field. Addition of information table within footer. Addition of director as document contributor. Removal of watermark.
DOCUMENT APPROVALS		
Role	Name	Date
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