

# Terms of Reference

## HETI Higher Education Governing Council

Document:	Terms of Reference	
Committee:	Health Education and Training Institute Higher Education Governing Council	C/M Ref: DOC19/3529
Effective from:	15 December 2015	
Authors:	Rod West, Health Education and Training Institute Executive Officer	
Approved by:	Adjunct Professor Annette Solman Chief Executive	
Modifications:	<p>20.12.16 include membership ex officio of Executive Director Mental Health</p> <p>19.1.17 update membership terms to reflect second round of appointments</p> <p>13.6.17 adjusted to reflect current TEQSA Standards and increase number of consecutive years a member can serve</p> <p>27.9.17 amended due to feedback from Higher Education Governing Council</p> <p>27.03.19 amended due to feedback from Higher Education Governing Council after reflection on performance at the 27.03.19 meeting</p> <p>22.7.20 amendments due to recommendations made from a 2019 HETI-wide internal audit on governance</p> <p>30.09.20 extend five years of continuous service for external members to six years and extend six years of continuous service for chair and the independent members to seven years</p> <p>31.03.21 reviewed by governing council. No modifications made.</p> <p>27.07.2022 tabled for annual review. Out of session review requested.</p> <p>19.08.22 reviewed by Governing Council Chair; Academic Board Chair and HETI Mental Health and Higher Education Director. Minor editing change.</p> <p>27.03.2024 tabled for annual review. Updated branding and title update changes</p>	
Review Due Date:	March 2025	

I, Annette Solman, Chief Executive of the Health Education and Training Institute (HETI), do hereby establish the Health Education and Training Institute Higher Education Governing Council under section 52E of the Health Services Act 1997 and delegate the authority to oversee the Health Education and Training Institute's higher education functions as follows:

### Role

The Health Education and Training Institute Higher Education Governing Council is established to develop the strategic direction for the Health Education and Training Institute to fulfil its responsibilities as detailed in the Health Education and Training Institute Higher Education Strategic Plan and the Service Compact between the Health Education and Training Institute and the Secretary, NSW Health specifically in relation to supporting the Health Education and Training Institute's capability as a higher education provider.

## Functions

The functions of the Health Education and Training Institute Higher Education Governing Council will include:

1. Exercising overall responsibility for overseeing the Health Education and Training Institute's strategic initiatives for Higher Education and influencing corporate culture
2. Monitoring the implementation of the Health Education and Training Institute's Higher Education strategic direction, business plan, risk management and annual budget, including the provision of realistic and sustainable resources to deliver quality higher education with contingency plans
3. Overseeing and reviewing the management and performance of the Health Education and Training Institute's Higher Education, the appropriate delegation of authority, obtaining advice as needed to make informed decisions, conducting periodic independent reviews, and compliance with the Higher Education Standards Framework 2015 including publicly available information
4. Reviewing and ensuring the effectiveness of the Health Education and Training Institute's higher education governance systems
5. Overseeing the Health Education and Training Institute Higher Education Academic Board and monitoring its activities to ensure sound academic governance of the Health Education and Training Institute's Higher Education
6. Reviewing the Terms of Reference of the Health Education and Training Institute Higher Education Academic Board every year, reviewing membership of the Health Education and Training Institute Higher Education Academic Board at least every two years and, where appropriate, seeking recommendation for new members from the Health Education and Training Institute Higher Education Academic Board
7. Awarding higher education qualifications on the recommendation of the Health Education and Training Institute Higher Education Academic Board
8. Approving the submission of accreditation and registration applications and reporting to the Tertiary Education Quality and Standards Agency (TEQSA) on the recommendation of the Health Education and Training Institute Higher Education Academic Board
9. Ensuring that the Health Education and Training Institute Higher Education Academic Board and the academic sub-committees are engaging in processes compliant with the Higher Education Standards Framework 2015.
10. Approving operational policies and procedures for higher education operations consistent with legal and Higher Education Standards Framework 2015 requirements, and advice of the Health Education and Training Institute Higher Education Academic Board.

## Accountability

The Health Education and Training Institute Higher Education Governing Council reports to the Chief Executive of the Health Education and Training Institute (as the statutory established governing authority), who in turn reports to the Secretary of the NSW Ministry of Health. The Health Education and Training Institute Higher Education Governing Council will provide reports and make recommendations to the Health Education and Training Institute Chief Executive and Ministry of Health in relation to the management and performance of the Health Education and Training Institute Higher Education Functions.

## Composition

The composition of the Health Education and Training Institute Higher Education Governing Council will be:

- No less than four and up to eight external members with a range of expertise in higher education, business, finance and health. At least two of the external members must be independent – ie not have had any personal employment relationship, business relationship, or any direct or indirect material financial interest with HETI in the last three years (See Addendum B for additional

information on membership independence)

- External members will be appointed by the Health Education and Training Institute Chief Executive for varying terms up to two years to ensure that terms of members do not all cease on the same date. A member whose term expires may be reappointed, but a member may not serve more than six consecutive years except for independent members or the Chair who may not serve more than seven consecutive years. One of these external members will be selected by the Health Education and Training Institute Chief Executive as the Chair of the Higher Education Governing Council. Independent members will be selected according to varied skillsets assessed to be required for the Governing Council. Potential candidates will be identified and meet with the Chief Executive to identify their interest and fit for membership of the Governing Council
- The Health Education and Training Institute Chief Executive (ex officio)
- Chair of the Health Education and Training Institute Higher Education Academic Board (ex officio)
- The Health Education and Training Institute Director Mental Health and Higher Education (ex officio).

Secretariat support will be provided by the Office of the Health Education and Training Institute Chief Executive.

Ex officio members have full voting rights, including the right to abstain if they choose, and may nominate a representative to attend in their place.

If a member requires a period of leave, a temporary replacement can be approved by the Health Education and Training Institute Chief Executive.

## Standing Orders

- The Health Education and Training Institute Higher Education Governing Council is to meet at least 3 times per year. Urgent matters can be dealt with in between meetings by means approved by the Health Education and Training Institute Higher Education Governing Council
- A quorum consists of 50% of the membership plus one (including at least 50% of external members)
- In voting to determine a matter an absolute majority is required. In the event of a tied vote, the matter can be further discussed, at the discretion of the Chair. If a further vote is also tied, the chair has a casting vote

## Review of Terms of Reference

The Health Education and Training Institute Higher Education Governing Council will review its membership and performance against this Terms of Reference on an annual basis. There will be a major review of the functioning of the HETI Higher Education Governing Council at least every seven years by an independent assessor.

# Addendum A

## Role Description for the HETI Higher Education Committee Chair

### General

- Oversee the functions as set down in the HETI Higher Education Governing Council Terms of Reference (ToR) are followed
- Ensure meeting matters are dealt with in an orderly, efficient manner
- Bring impartiality and objectivity to meetings and decision-making
- Facilitate resolution of issues and address conflict within the Governing Council. Use the agreed dispute resolution processes should they be required
- Speak publicly on behalf of the HETI Higher Education Governing Council in liaison with the HETI Chief Executive.

### Ethical Behaviour

- At all times act honestly in good faith and in the best overall interests of the Health Education and Training Institute
- Use due care and diligence in fulfilling my role and exercising any powers, duties and functions under the Health Services Act 1997 and in accordance with the Minister's determination under the Health Services Act 1997
- Not use the powers of the role for an improper purpose or take improper advantage of the position held
- Not allow personal interests or the interests of any associated person to conflict with the interests of the Health Educational and Training Institute
- Be acquainted with Government policy and NSW Health Policy as they apply to public health organisations and take all reasonable steps to be satisfied as to decisions taken in my role
- Not engage in conduct likely to bring discredit on the Health Education and Training Institute or NSW Health
- Endorse the principles of ethical behaviour contained in the NSW Health Code of Conduct and commit myself to show leadership by complying with the regulations and spirit of that Code of Conduct.

### Confidentiality

- Understand that improper use or disclosure of confidential information may cause harm to the Health Education and Training Institute, the NSW Ministry of Health; and/or current or potential students of the Health Education and Training Institute
- Take all reasonable steps to ensure that any confidential information is kept confidential
- Not discuss any aspect of the work of the Health Education and Training Institute without the approval of the Higher Education Governing Council
- Acknowledge that the following items are to be maintained as confidential:
  - Information produced as part of the work of the Higher Education Academic Board and/or Higher Education Governing Council, and
  - Discussions held during the process.

### Conflicts of Interest

Remain aware of any related interest that may create, or appear to create, a conflict of interest. Immediately bring to the attention of the Chief Executive any potential conflict of interest arising.

## Role Description for the HETI Higher Education Council Members

### Ethical Behaviour

- At all times act honestly in good faith and in the best overall interests of the Health Education and Training Institute
- Use due care and diligence in fulfilling my role and exercising any powers, duties and functions under the Health Services Act 1997 and in accordance with the Minister's determination under the Health Services Act 1997
- Not use the powers of my role for an improper purpose or take improper advantage of the position held
- Not allow personal interests or the interests of any associated person to conflict with the interests of the Health Educational and Training Institute
- Be acquainted with Government policy and NSW Health Policy as they apply to public health organisations and take all reasonable steps to be satisfied as to decisions taken in my role
- Not engage in conduct likely to bring discredit on the Health Education and Training Institute or NSW Health
- Endorse the principles of ethical behaviour contained in the NSW Health Code of Conduct and commit myself to show leadership by complying with the regulations and spirit of that Code of Conduct.

### Confidentiality

- Understand that improper use or disclosure of confidential information may cause harm to the Health Education and Training Institute, the NSW Ministry of Health; and/or current or potential students of the Health Education and Training Institute
- Take all reasonable steps to ensure that any confidential information is kept confidential
- Not discuss any aspect of the work of the Health Education and Training Institute without the approval of the Higher Education Governing Council
- Acknowledge that the following items are to be maintained as confidential:
  - Information produced as part of the work of the Higher Education Academic Board and/or Higher Education Governing Council, and
  - Discussions held during the process.

### Conflicts of Interest

Remain aware of any related interest that may create, or appear to create, a conflict of interest. Immediately bring to the attention of the Chair of the Higher Education Governing Council, any potential conflict of interest arising.

# Addendum B

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## TEQSA definition of an independent member<sup>^</sup>

TEQSA has defined an independent member “... is a person who is independent from management and who does not have (or intend to have) any material or significant dealings with the provider (or an associated entity) that could interfere with the exercise of independent judgement as a director. Where members of governing bodies are paid fees for undertaking their responsibilities, TEQSA does not consider this to compromise their independence. However, payment for other roles, e.g. transactions with related parties, may compromise independence.”

Clarification as to how independence may be defined includes the following:

- has not had an employment relationship with HETI within the last three years
- has not had a business relationship or other material contractual relationship with HETI within the last three years
- does not have a direct or indirect material financial interest with the provider
- is not involved in the day-to-day management functions of the provider and not allied with the interests of management
- is sufficiently impartial and disconnected from HETI’s operations, such that they are in position to hold management to account and act in the organisation’s best interests
- does not have a material personal interest (i.e. doesn’t stand to gain, benefit or suffer a loss) in the outcome of a Governing Council meeting.

<sup>^</sup> TEQSA Guidance Note: Corporate Governance, Version 2.4, 26 August 2019