

Committee of Management

Charter

March 2018

Committee of Management Charter

As approved by the Queensland Law Society Council on 29 March 2018.

1. Role and background

- 1.1. The Legal Practitioner's Fidelity Guarantee Fund ("fund") was established by the then *Queensland Law Society Act 1952* and continued in existence by then *Legal Profession Act 2004* and the current *Legal Profession Act 2007*. Section 359(3) of the *Legal Profession Act 2007* ("LPA 2007") provides that the Society must manage and administer the fund. The *Legal Profession Act 2007* further provides that the Society may establish a Committee of Management for the Fund and delegate any or all its powers in relation to the fund to the Committee of Management.
- 1.2. On 27 July 2005 the Council created the Committee of Management of the Legal Practitioners Fidelity Guarantee Fund ("Committee") pursuant to s366 of the then *Legal Profession Act 2004*. By that same instrument it delegated to the Committee all powers in relation to the Fund, save the discretion to enlarge the liability of the fund pursuant to s396(4) of the *Legal Profession Act 2004*.
- 1.3. On 23 March 2016 the Council approved a Delegations Manual to set out the Society's functions, powers and delegated authority.
- 1.4. This Charter governs the Committee and will be known as the Committee of Management Charter.

2. Responsibilities

- 2.1. The Committee is responsible to the Council for making decisions on claims against the fidelity fund.

3. Authority

- 3.1. The Committee has the authority to:
 - 3.1.1. consider, investigate and make determinations with respect to the fund in accordance with the *Legal Profession Act 2007* and its delegated powers as set out in the Delegations Manual; and
 - 3.1.2. make recommendations to Council regarding the good governance and successful operation of the fund.
- 3.2. The Committee is not authorised to undertake the following activities:
 - 3.2.1. to manage the fund's investments. The Finance and Risk Committee oversees all Society investments, including the fund; and
 - 3.2.2. any litigation arising with respect to the fund. Any litigation arising will be managed by the Society's legal team.

4. Composition (s366 LPA 2007)

- 4.1. The Committee will consist of a minimum of five and a maximum of nine members appointed by Council where:
 - 4.1.1. at least three Committee members and no more than five Committee members must also be members of Council; and
 - 4.1.2. the majority of members of the Committee must be council members; and
 - 4.1.3. all Committee members must hold current Local Practising Certificates.
- 4.2. Committee members appointed by Council may also sit on the Professional Conduct Committee.
- 4.3. The role of a Committee member is set out at **Attachment 1**.
- 4.4. Committee members are appointed by Council for a term of two years. An incumbent Committee member may seek reappointment for another term.
- 4.5. The Council retains its discretion to renew a Committee member's term of appointment beyond the six year period.

- 4.6. Members of the Committee must hold full membership.
- 4.7. If a Committee member is the subject of a legal professional disciplinary application or criminal charge, then that member must stand down from the Committee pending resolution of the application or charge. Membership of the Committee is automatically terminated if a person is found guilty of a charge of unsatisfactory professional conduct or professional misconduct.
- 4.8. A Committee member, chair or deputy chair may resign from the Committee at any time upon written notice to the chair or President.
- 4.9. If:
 - 4.9.1. a Committee member is absent for three consecutive meetings without a leave of absence being granted by the chair; or
 - 4.9.2. the chair, upon resolution of the Committee, determines that the member is otherwise regarded as not being an effective member,
 then the chair must recommend to the Council that the Committee member's membership of the Committee be terminated.
- 4.10. Membership of the Committee may be terminated by Council if Council considers that a Committee member has failed to discharge his or her duties under, or acted inconsistently with, the role of a Committee member as detailed in **Attachment 1** (including breaching confidentiality of Committee discussions) or otherwise brought the Society or the Committee into disrepute.
- 4.11. The chair of the Committee will, in consultation with the General Manager Professional Leadership, consider changing the membership of the Committee if:
 - 4.11.1. a position on the Committee falls vacant;
 - 4.11.2. the balance or expertise required of the Committee calls for changes; or
 - 4.11.3. expressions of interest in joining the Committee are received.
- 4.12. The chair must, in consultation with the General Manager Professional Leadership, consider whether expressions of interest should be called for to identify prospective candidates.
- 4.13. The chair is responsible for considering expressions of interest and making a recommendation to Council regarding appointment.

5. Sub-committees

- 5.1. The Committee may establish sub-committees to assist in the discharge of its duties.
- 5.2. The Committee shall appoint:
 - 5.2.1. a chair to chair the sub-committee meetings; and
 - 5.2.2. sub-committee members to constitute the sub-committee.
- 5.3. The role, responsibilities and authority of the sub-committee will be set out in the minutes of the Committee meeting or as otherwise set out in writing.
- 5.4. Sub-committee members will be appointed by the Committee and will regularly report to the Committee at each Committee meeting.
- 5.5. The sub-committee will meet as often as necessary to discharge its duties.
- 5.6. The sub-committee will keep a record of sub-committees meetings convened and work undertaken in the discharge of its duties.
- 5.7. It is the discretion of the chair of the Committee, in consultation with the Committee secretary, to retire any sub-committee of the Committee.

6. Chair and deputy chair

- 6.1. The chair will be appointed by Council on recommendation of the Committee.
- 6.2. The chair will be responsible for leading and managing the Committee in carrying out its responsibilities. Further detail on the role of the chair is at **Attachment 2**.
- 6.3. The Committee shall appoint a deputy chair to assist the chair as needed and to chair meetings where the chair of the Committee is not present.
- 6.4. The term of a chair and a deputy chair is two years. A Committee member may not be chair or deputy chair for a period greater than four consecutive years without the approval of Council.
- 6.5. The chair and deputy chair of the Committee must be full members.
- 6.6. A chair or deputy chair can be removed from the position by Council if Council is satisfied that the chair or deputy chair has failed to discharge his or her duties under, or acted inconsistently with, the role of a chair or deputy chair as detailed in **Attachment 2**, or otherwise brought the Society or the Committee into disrepute.

7. Meetings

- 7.1. The Committee will meet on two occasions each year and additionally as the Committee considers necessary.
- 7.2. The chair, the President or the Chief Executive Officer may request a meeting and such a request will be met.
- 7.3. The Committee will ordinarily meet immediately after the Professional Conduct Committee and will share some membership in order to achieve operational efficiencies and strategic alignment.
- 7.4. Committee papers are provided to Committee members, wherever possible, five working days prior to the relevant meeting.
- 7.5. It is the Society's policy to encourage the participation of Committee members in meetings by appropriate means, including by facilitating and encouraging attendance by phone or electronic or digital means where attendance in person is not possible or inconvenient.
- 7.6. The minimum quorum for a Committee meeting is half of the current number of members of the Committee, providing also that a majority of those present are members of Council.
- 7.7. The President and the Chief Executive Officer may attend and speak at a Committee meeting.
- 7.8. Should the chair of the Committee be absent from a meeting, the deputy chair (if appointed) will act as chair. If there is no deputy chair, the members of the Committee present at the meeting have authority to choose one of their members to be chair for the particular meeting.

8. Voting

- 8.1. Any matters requiring decision will be decided by a majority of votes of members present or participating.

9. Conflicts of interest

- 9.1. If a Committee member has a personal interest, or a direct or indirect financial interest, in an issue being considered or about to be considered by the Committee and the interest could conflict with the proper performance of the member's duties about the consideration of the issue, the member must disclose the nature of the interest to a Committee meeting.
- 9.2. Unless the chair otherwise directs, the interested member must not be present when the Committee considers the issue or take part in a decision of the Committee about the issue.
- 9.3. The interested member must not be present when the Committee is considering whether to excuse them from Committee discussions on the issue.
- 9.4. If, because of this clause 9 a member is not present at a meeting for considering or deciding an issue and there would be a quorum if the member were present, the remaining members present are a quorum for considering or deciding the issue, so long as there remain two Council members.
- 9.5. Any disclosure of a conflict of interest must be recorded in the minutes of the meeting.

10. Confidentiality

- 10.1. All Committee members and invited guests are expected to observe strict rules of confidentiality with respect to Committee business. They must be conscious that from time to time:
 - 10.1.1. they may be asked to consider and comment on highly sensitive documents released to the Society by government and other authorities;
 - 10.1.2. they may be asked to consider draft policy proposals intended for debate within the Committee which should not be presumed to reflect approved Society policy;
 - 10.1.3. they may have before them information which may affect the reputation and livelihood of practitioners and other members of the community.
- 10.2. Any breach of confidentiality could materially affect individuals, damage the trust which exists between the Society and a number of institutions and organisations, or create false impressions about Society policy.
- 10.3. It is the responsibility of all Committee members and invited guests to maintain the security of Committee papers and to treat as confidential any information received through their involvement with the Committee. Failure to maintain appropriate confidentiality of Society information and Committee discussions may result in termination of Committee membership pursuant to paragraph 4.10.
- 10.4. Unauthorised disclosure of personal information held by the Society relating to the administration of the *Legal Profession Act 2007* may breach *section 705 of the Legal Profession Act 2007*, which is an offence subject to a maximum penalty of 200 penalty units.
- 10.5. The chair is encouraged to consider the confidentiality of any discussion or matter at the end of each meeting.

11. Media

- 11.1. The president, or a person nominated by the president, is the primary spokesperson for the Society.
- 11.2. In line with the Society's media policy, no member of the committee should speak to the media or make any comment on behalf of the Society without specific approval of the president.

12. Stakeholder liaison

- 12.1. The chair, or Committee members approved by the Committee, may liaise with stakeholders on behalf of the Committee provided they have the Committee and the General Manager Professional Standard's knowledge and approval.
- 12.2. Any stakeholder liaison by Committee members in that capacity must be conducted in accordance with the Society's core values of respect, integrity and service.
- 12.3. Any stakeholder liaison undertaken on behalf of the Committee must be reported back to the Committee at its next meeting.

13. Guests

- 13.1. The Committee, through the chair, may invite guests to attend Committee meetings to bring relevant perspectives and expertise on matters under consideration. Guests may include an actuary or a government representative.
- 13.2. Guests do not have an automatic right of access to the Committee's papers (which includes agendas and minutes). Access to the Committee's papers is at the discretion of the General Manager Professional Leadership, in consultation with the chair.
- 13.3. Guests (including QLS staff) have no voting rights at meetings.
- 13.4. Councillors (in addition to the Councillors who are members of the Committee) may attend any Committee meeting and have access to the Committee's papers, on request to the General Manager Professional Leadership and/or the Manager of the Fund.

14. Secretariat duties

- 14.1. The General Manager Professional Leadership, or their nominee, will assist the chair by organising the venue for the meeting, producing the notice of meeting, agenda and papers within two weeks of a meeting, and taking and circulating the minutes of the meeting.

15. Minutes

- 15.1. Minutes must be prepared, reviewed by the chair and circulated to Committee members as soon as possible and not later than two weeks after the meeting. The minutes must be ratified by the members and signed by the chair.

16. Access to advice

- 16.1. The Committee may request such professional assistance as it requires in conducting its duties.

17. Reporting to Council

- 17.1. The General Manager Professional Leadership will report annually on behalf of the Committee concerning its administration of the fund.

18. Reviews

- 18.1. The Committee will perform an annual evaluation of its performance. The review may be conducted as a self-assessment and will be coordinated by the chair. The assessment may seek input from any person and will consider the Committee's compliance with this Charter and any aspects of this Charter that are recommended for review by Council.
- 18.2. Council will evaluate the performance of the Committee as appropriate. Council may review the Committee's Charter at any time.

19. Dictionary

- 19.1. **CEO** means the Chief Executive Officer (CEO) of the Queensland Law Society;
- 19.2. **Committee** means the Committee of Management of the Legal Practitioners Fidelity Guarantee Fund established pursuant to s366 of the then *Legal Profession Act 2004* and continued in existence pursuant to s366 of the current *Legal Profession Act 2007*;
- 19.3. **Council** means the elected Council of the Queensland Law Society;
- 19.4. **Delegations Manual** is a repository of statutory and non-statutory delegations made by Council from time to time;
- 19.5. **Fund** means the Legal Practitioner's Fidelity Guarantee Fund established by the then *Queensland Law Society Act 1952* and continued in existence by then *Legal Profession Act 2004* and the current *Legal Profession Act 2007*;
- 19.6. **Full membership** means a person who:
 - a. is a solicitor; or
 - b. is an Australian-registered foreign lawyer; or
 - c. has other qualifications or experience that the Council determines are appropriate; and
 - d. has been conferred full membership in accordance with rule 7 of the *Legal Profession (Society) Rules 2007 (QLD)*;
- 19.7. **General Manager Professional Leadership** means the person appointed to this position from time to time;
- 19.8. **Local Practising Certificate** means a practising certificate granted, or another document that is evidence of the renewal of a practising certificate granted, by the Society or by the bar association under the *Legal Profession Act 2007 (QLD)*;
- 19.9. **Manager of the Fund** means the person appointed by the Society to manage the fund;
- 19.10. **President** means the member elected as the head of the Council in accordance with rule 29 of the *Legal Profession (Society) Rules 2007* and acknowledged under section 686 of the *Legal Profession Act 2007 (QLD)*;
- 19.11. **Professional Conduct Committee** means the Professional Conduct Committee established to make certain investigations and determinations relating to professional conduct; and
- 19.12. **Society** means the Queensland Law Society Inc (QLS) as continued in existence pursuant to section 679 of the *Legal Profession Act 2007 (QLD)*.

20. Interpretation

- 20.1. Words importing the singular include the plural and vice versa.
- 20.2. Words importing one gender include any other gender.

Your role as a committee member

Overview

The position of member of a Committee is a voluntary and honorary role which brings necessary skills, knowledge and effort to support the Committee in fulfilling its role.

A Committee member occupies a position of trust, confidence and influence within the Committee and the Society. It is important that members conduct themselves in a manner that will maintain and enhance that trust, confidence and influence.

The Society's three core values underpin the performance of your role as a Committee member. These are:

1. respect;
2. integrity; and
3. service.

Respect

Demonstrating respect in carrying out the activities as a Committee member involves valuing people and acknowledging their contributions. It involves:

1. being polite and courteous in all actions;
2. treating Committee members, Society staff, stakeholders and others with dignity; and
3. valuing the contributions, opinions and diversity that other members, guests and stakeholders bring to the Committee's work.

Integrity

In your role with the Committee you have a responsibility to demonstrate integrity by being honest and fair in all your actions. This includes:

1. being accountable to the Committee and to the Society for your actions as a Committee member;
2. being honest and fair in your dealings with the Committee, the Society, other Society members and stakeholders; and
3. following through with your promises in a timely manner.

Service

By performing your role as a Committee member, you are providing a valuable service to the Society, the profession and the public. In your role you must work together with the Committee to anticipate needs, exceed expectations and honour commitments. You should:

1. actively listen and respond to member and stakeholder concerns;
2. play your part to ensure meetings and tasks are undertaken efficiently and with respect for others' time commitments; and
3. look for new ways to do things better and work with the Society to continually improve the operation of the Committee.

Other obligations

1. You must be scrupulous in your use of confidential information and ensure that privacy principles are maintained.
2. You must disclose any potential conflict of interest.
3. Your decision making must be fair and consistent, based on all relevant information and honest, open and impartial.
4. Harassment, discrimination and bullying are unacceptable from any Committee member or anyone involved with the Society. The duties under the *Work Health and Safety Act 2011* apply to all Committee members in the conduct of their roles.
5. When using the Society's premises or facilities, you must ensure that you comply with all rules, directions and procedures including those relating to security and work health and safety which are in effect at those premises or in regard to those facilities.
6. You must act professionally at all times in the performance of Committee duties, exercising skill, care and diligence.

Committee members should:	Committee members should not:
Attend meetings (in person or via technology) wherever possible	Consider meeting attendance optional
If unavailable to attend, provide a written apology to the meeting organiser two clear business days prior to the meeting	Be a 'no show'
Review all relevant materials and papers in advance of the meeting	Turn up unprepared
Provide thoughtful and timely input	Ignore emails circulated between meetings
Work toward fulfilling the Committee and Society's objectives	Run their own agenda
Carry out tasks assigned by the chair	Commit to contributing and then not follow through
Respect the role of the president and CEO as primary public spokespeople for the Society	Represent personal views as the views of the Society
Focus on the Society's best interests	Pursue personal, stakeholder or firm interests

Your role as committee chair

The chair of the Committee will be appointed by Council. The chair's role is to lead the Committee in fulfilling its role and complying with its charter.

Responsibilities

1. Accept and support the Committee charter.
2. Plan meetings and agendas in collaboration with the Society's staff member assigned to support the Committee (general manager professional leadership).
3. Attend all meetings and maintain awareness of Committee work between meetings.
4. Ensure meetings are efficiently and effectively administered to achieve Committee objectives.
5. Manage membership of the Committee with an emphasis on:
 - a. including as many interested Society members as possible;
 - b. promoting participation of regional, rural and remote practitioners;
 - c. engaging with early career practitioners to support their development into the future leaders of the profession;
 - d. facilitating the regular introduction of new ideas; and
 - e. considering candidates':
 - i. willingness and desire to contribute to the work of the Committee;
 - ii. recognised standing and expertise in the profession; and
 - iii. recognised contribution to the profession.
6. Maintain records of Committee work with the assistance of the Society's staff member assigned to support the Committee (general manager professional leadership).
7. Facilitate Committee members' active participation and decision-making.
8. Resolve Committee member issues and complaints wherever possible.
9. Ensure that the Committee reports to Council in accordance with the charter.
10. Lead self-assessment of Committee performance.
11. Encourage the Committee to appoint a deputy chair and ensure the deputy chair supports and supplements the chair as necessary.
12. Plan for your successor.
13. Recommend potential new members to Council.

Tips for meetings

1. Begin on time.
2. At the commencement of each meeting, quickly complete the following administrative tasks:
 - a. confirm the attendees (whether in person or via teleconference) and the apologies;
 - b. ask the Committee to review and confirm the minutes of the previous meeting, or agree on any changes to be made before they are confirmed;
 - c. ask Committee members if there are any material interests to be declared relating to any of the agenda items.
3. Do not pass out a lot of new material during the meeting. People will not have time to read it, and it distracts from good discussion.
4. Focus on the resolutions required of the meeting, ensure that all participants have adequate time to contribute, listen carefully to all contributions, and obtain agreement on decisions taken and future plans.
5. Remind Committee members and guests of their confidentiality obligations at the end of the meeting.
6. Close the meeting on time.

Using teleconferencing or videoconferencing

1. As the chair, call on the people on the telephone or videoconference to express a view on each agenda item: "Sarah, what do you think about this?"
2. Do not allow side conversations. Ask members to speak one at a time.
3. If using teleconferencing, ask members to say who they are before they make their point.
4. Make sure those calling or linking in have access to all of the materials being referred to at the meeting.

A chair is encouraged to:	A chair should not:
Value all members	Be the person who talks most at the meetings
Enable everyone to voice their view	Allow one or two people to dominate meetings
Strive for consensus	Make all the decisions
Encourage new Committee membership	Exclude any member from discussions
Ensure discussions are targeted to achieving a resolution or outcome	Allow meetings to become unproductive
Welcome new members	Make people feel uncomfortable
Allow others to take responsibility	Coerce members to contribute to discussions
Keep calm	Lose his/her temper
Take the lead in submission work, if necessary	Be afraid to delegate matters to appropriate members
Be responsive to the Society's staff to resolve issues in a timely way	Assume the Society's staff will do all the work