

Governance Committee

Charter

March 2018

Governance Committee Charter

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

1. Role

- 1.1. Although not a listed entity, the Queensland Law Society has adopted best practice governance arrangements in line with the ASX Corporate Governance Principles and Recommendations. The purpose is to ensure good governance outcomes and meet the reasonable expectations of our members.
- 1.2. Council is committed to excellence in corporate governance and believes that good corporate governance is consistent with respect, integrity and service, the Society's core values.
- 1.3. This Committee has been established to assist Council in fulfilling its corporate governance responsibilities.

2. Responsibilities

- 2.1. The Committee's role includes:
 - 2.1.1. reviewing current delegations and corporate governance policies, processes and practices and reporting to Council on review outcomes and recommendations;
 - 2.1.2. providing recommendations to Council on new or revised delegations or corporate governance policies, processes or practices;
 - 2.1.3. reviewing and reporting to Council on compliance with the best practice recommendations of the ASX Corporate Governance Council;
 - 2.1.4. providing a formal forum for communication between Council and management on corporate governance issues; and
 - 2.1.5. improving the efficiency of Council by enabling delegation of appropriate tasks to the Committee where such tasks should be discussed in sufficient depth.

3. Authority

- 3.1. The Committee has no decision making responsibility, but makes considered recommendations to Council.

4. Composition

- 4.1. The Committee will consist of at least three and no more than five members of Council.
- 4.2. The Committee will be appointed by the Council. The Committee will elect its chair.

5. Meetings

- 5.1. The Committee will meet as frequently as is necessary to undertake its role effectively and in any event at least three times per year.
- 5.2. The Chair may call a meeting of the Committee if required by any Committee member, the Chair, the Corporate Secretary or any member of the Council. Committee papers are provided to Committee members, where possible, five working days prior to the relevant meeting.
- 5.3. Committee meetings may be attended in person or remotely.
- 5.4. The minimum quorum for a committee meeting is two members.
- 5.5. Any Council member may attend and if agreed by the majority of committee members in a relevant matter speak at a Committee meeting. Any invitee of a Committee member may attend and speak as invited.
- 5.6. Committee business, including drafting, reviewing and approving policies for submission to Council, may be undertaken via email without a meeting being held.

6. Voting

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

7. Conflicts of interest

- 7.1. 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.
- 7.2. Unless the Committee 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.
- 7.3. The interested member must not be present when the Committee is considering whether to excuse them from committee discussions on the issue.
- 7.4. If, because of this clause 7, 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 at least two members.

8. Media

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

9. Secretariat duties

- 9.1. The Corporate Secretary will be the Committee Secretary and will prepare and keep all records of the committee, including the agenda, minutes and any reports or recommendations.
- 9.2. The Chair and Corporate Secretary will settle an annual program for the Committee, in consultation with Committee members. The annual program should comprise viable and measurable objectives for the Committee for the upcoming year.
- 9.3. The Corporate Secretary, or their nominee, may be tasked to undertake research and writing tasks for the Committee and to keep the Committee apprised of best practice developments in corporate governance.

10. Minutes

- 10.1. Minutes must be prepared, approved by the Chair and circulated to Committee members within two weeks of a meeting. The minutes must be ratified by the members and signed by the Chair.

11. Access to advice

- 11.1. Should the Committee consider that there is a need for it to obtain external professional advice, any such request and an estimate of the required expenditure will be provided to Council for its consideration. Advice obtained is made available to the whole Council.

12. Reporting to Council

- 12.1. Concluded outcomes of Committee deliberations will be included in a Council submission for Council's consideration.

13. Reviews

- 13.1. Council shall appoint, replace or remove members to and from the Committee and review the composition of the Committee at least every two years and ordinarily following a Council election.
- 13.2. The Committee shall review this Charter within twelve months of its adoption and thereafter every two years and report to Council on the outcomes of that review. Council will approve or further review the Charter.

14. Dictionary

- 14.1. **Committee** means the Governance Committee;
- 14.2. **Corporate Secretary** means the person appointed by Council to oversee the corporate governance of the Society and undertake relevant activities in the efficient administration of the Society;
- 14.3. **Committee Secretary** means the Corporate Secretary;
- 14.4. **Council** means the elected Council of the Queensland Law Society; and
- 14.5. **Society** means the Queensland Law Society Inc (QLS) as continued in existence pursuant to section 679 of the *Legal Profession Act 2007* (QLD).

15. Interpretation

- 15.1. Words importing the singular include the plural and vice versa.
- 15.2. Words importing one gender include any other gender.