

# Leading our people

## Society receives sound counsel

Queensland Law Society's Council plays an important role in setting the strategic and policy direction of the profession. Council guides Queensland Law Society in:

- protecting the rights and interests of the profession
- reviewing and making submissions on legislation
- maintaining the highest standards of professional development, ethical and professional conduct, and practice and business management.

Queensland Law Society Council members are solicitors who understand the needs of practice. They champion the profession and are ideally placed to do so as they understand the issues, pressures and opportunities facing members.

Specific duties of Council include:

- delivery of the strategic and policy direction of the profession through oversight of the strategic plan direction
- monitoring the Society's performance
- annual budget approval and financial management oversight.

In accordance with the *Legal Profession Act 2007* Council comprises 12 members – four office bearers of the President, Deputy President (who succeeds the President in Council's second year), Vice President and Immediate Past President and eight elected Council members. In addition, the Attorney-General nominates a Council representative. Therefore during Council's two-year term there are 13 council members in the first year and 12 Council members in the second year.

Elections are held in October every second year – the last one was held in 2011 – with all full Society members eligible to vote.

### Audit and Investment Committee

The Audit and Investment Committee is a Council sub-committee that ensures published financial information is transparent and reliable and surplus funds are appropriately invested according to the approved Investment Policy. This committee met four times during the year.

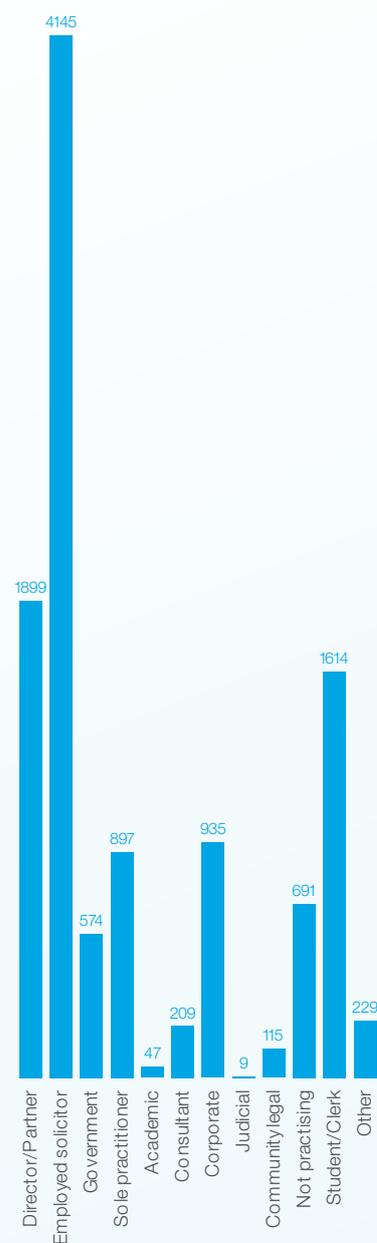
### Our corporate governance

Council meets regularly throughout the year to fulfil its duties, address policy issues and monitor performance.

### Meetings attended

	2012	2013
<b>Annette Bradfield</b> (President 2013, Deputy President 2012)	7/7	5/5
<b>Dr John de Groot</b> (Immediate Past President 2013, President 2012)	7/7	5/5
<b>Bruce Doyle</b> (Immediate Past President 2012)	7/7	n/a
<b>Ian Brown</b> (Vice President)	7/7	5/5
<b>Rohan Armstrong</b>	7/7	4/5
<b>Genevieve Dee</b>	6/7	2/5
<b>Warren Denny</b>	5/7	3/5
<b>Michael Fitzgerald</b>	7/7	5/5
<b>Suzanne Greenwood</b>	5/7	5/5
<b>Joanne Parisi</b>	4/7	3/5
<b>Bill Potts</b>	6/7	4/5
<b>Paul Tully</b>	6/7	4/5
<b>Deborah Awyzio</b> (Attorney-General's nominee)	7/7	5/5

Please note: Details on our consultancy use and overseas travel are available on our website, [qls.com.au](http://qls.com.au).



### Status of members by position type

Although close to 47% of solicitors are women, QLS membership records show 80% of directors and partners are men. We will assess results of the Law Council of Australia's National Attrition and Reengagement Study in 2013-14 in terms of outcomes and implications for the Queensland profession.

Government lawyer membership decreased by 7%, corporate lawyer membership increased slightly by 1%.

## Our Council



### Council members

1 July to December 2012

- Dr John de Groot**  
(President)
- Annette Bradfield\***  
(Deputy President)
- Ian Brown**  
(Vice President)
- Bruce Doyle**  
(Immediate Past President)
- Rohan Armstrong**
- Genevieve Dee\***
- Warren Denny**
- Michael Fitzgerald**
- Suzanne Greenwood**
- Joanne Parisi**
- Bill Potts**
- Paul Tully**
- Deborah Awyzio**  
(Attorney-General's nominee)



### Council members

January 2012 to 30 June 2013

- Annette Bradfield**  
(President 2013)
- Ian Brown**  
(Vice President)
- Dr John de Groot**  
(Immediate Past President 2013)
- Rohan Armstrong\***
- Genevieve Dee**
- Warren Denny**
- Michael Fitzgerald\***
- Suzanne Greenwood**
- Joanne Parisi\***
- Bill Potts**
- Paul Tully\***
- Deborah Awyzio**  
(Attorney-General's nominee)

\*not in photo

# ASX corporate governance principles and recommendations

## Principle 1 – Lay solid foundations for management and oversight.

Companies should establish and disclose the respective roles and responsibilities of board and management.

### 1.1 Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.

Queensland Law Society (QLS, the Society) has established a Council Charter that clearly outlines the role and functions the Council reserves for itself as the governing body of the organisation and those which may be delegated to management. The functions specifically reserved for Council include:

- appointing and removing the CEO and determining the role's terms and conditions of employment (including remuneration)
- reviewing and ratifying:
  - systems of risk management and internal control and compliance, codes of conduct and legal compliance
  - financial and other reporting
  - major capital expenditure, capital management, the investment policy for the Society, management of its statutory accounts (ie the Law Claims Levy Fund and Fidelity Guarantee Fund) and those of its entities, and acquisitions and divestitures
- any matters in excess of powers that, from time to time, it may have delegated to the CEO and senior management (for instance, in relation to capital expenditure)
- approving each of the following, on the recommendation of the CEO:
  - the strategic and operational plans, at least annually
  - the budget, at least annually
  - the appointment and, where required, the removal of the group chief financial officer, corporate secretary, and general counsel
- significant changes to organisational structure
- the acquisition, establishment, disposal or cessation of any significant business of the Society or its entities.

The Council Charter is published on the Society's website – [qls.com.au](http://qls.com.au).

We actively fulfil our obligations regarding continual professional development. QLS provides an induction program for all new councillors and has an approved policy and funding for the President or Deputy President to undertake the Graduate Diploma with the Australian Institute of Company Directors each year and for all councillors to attend relevant workshops, seminars and conferences to update and maintain their skills and knowledge to perform their role effectively.

### 1.2 Companies should disclose the process for evaluating the performance of senior executives.

The performance of the Society's senior management is evaluated by the Chief Executive Officer at least half yearly in reviewing progress against stated objectives of the Society's strategic and operational plans.

The Society has adopted a remuneration policy that supports the Society's values, is transparent, fair and consistent and aims to attract, retain and motivate employees to achieve the Society's strategic objectives by encouraging accountability and teamwork.

## **Principle 2 – Structure the board to add value.**

### **Companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.**

There were 12 Council (Board) meetings during the year. An attendance table is provided on page 46. The president, CEO and corporate secretary discuss and finalise the agenda for each meeting which routinely includes monthly financial reports, quarterly progress to strategic objectives and update and exception reports for major projects and undertakings. Council papers are distributed a week prior to the meeting to ensure councillors are fully conversant with issues for discussion.

#### **2.1 A majority of the board should be independent directors.**

12 of the current 13 positions of QLS's Council are determined by member vote every two years. The 13th position is a councillor nominated by the Attorney-General.

#### **2.2 The Chair should be an independent director.**

The President (Chair) and Deputy President of the Society are determined by member vote every two years. The President holds the position for one year and the Deputy President then becomes the President for the following year. Both positions are independent.

#### **2.3 The roles of the chair and chief executive should not be exercised by the same individual.**

The Society separates the role of the President (Chair) who is elected by members and the CEO who is employed by the Society. The CEO is appointed for a renewable term.

#### **2.4 The board should establish a nomination committee.**

Given the nature of the organisation and the manner in which members of the Council are selected, QLS has determined it is not practicable or necessary to establish a permanent nomination committee. As required, a nomination committee is established for the recruitment of the key positions, such as the Independent Chair of the Audit and Investment Committee in 2012.

The Council has adopted a policy for nominee appointments to be made with due consideration of:

- nominee appointments to external organisations
- the complexity of the business to which the appointment is made
- the necessary and desired skill set of the board/committee to which the appointment is made
- the level of experience required
- the appropriateness of the appointment
- any real or perceived conflicts of interests.

Appointments are made for a term of two years, after which the incumbent may seek reappointment for a maximum of three consecutive terms.

#### **2.5 Companies should disclose the process for evaluating the board, its committees and individual directors.**

The Council undertakes a bi-annual performance self-evaluation that compares the performance of the Council with the requirements of its charter and effects any improvements to the Council charter deemed necessary or desirable.

## Principle 3 – Promote ethical and responsible decision making.

Companies should actively promote ethical and responsible decision making.

### 3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to:

- the practices to maintain confidence in the company's integrity
- the practices necessary to take into account their legal obligations and the reasonable expectations of stakeholders
- the responsibility and accountability of individuals for reporting and investigating reports of unethical practice.

The Society has developed and implemented a Code of Conduct that applies to all staff and we encourage our Council, committee members, members and business colleagues to partner with us in implementing our Code. Staff are educated in the importance of the Code, requirements to ensure adherence and potential impacts if the Code is breached.

### 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measureable objectives of achieving gender diversity and for the board to annually assess both the objectives and the progress in achieving them.

The Society has developed and adopted a variety of policies and practices that encourage a diverse workforce and promote flexible working arrangements. These policies include our reward and remuneration policy, carers' policy, study assistance and learning and development policies.

### 3.3 Companies should disclose in each annual report the measureable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them.

The Society endeavours to encourage and maintain diversity in all forms throughout its workforce. To date this has been successfully addressed and achieved by our recruitment and selection processes, which seek to employ the best candidate to meet the ongoing needs of the Society at the time. We are mindful of our size, the industry in which we operate and the likely candidate pool for vacancies at any time. We provide:

- a flexible work environment
- opportunities for individual development
- a supportive learning and development policy which encourages continual professional development to enable an individual's career progression.

We do not currently have, or consider it necessary to have, a specific policy on, or plan to promote, gender diversity.

### 3.4 Companies should disclose in each annual report the proportion of women employees, women in senior executive positions and women on the board.

64% of the Society's workforce is female. Females represent 57% of middle management, 62.5% of senior management and 42% of the Society's Council (Board).

## Principle 4 – Safeguard integrity in financial reporting.

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

### 4.1 The board should establish an audit committee.

### 4.2 The audit committee should be structured so that it:

- consists only of non-executive directors
- consists of a majority of independent directors
- is chaired by an independent chair, who is not chair of the board
- has at least three members.

### 4.3 The audit committee should have a formal charter.

The Society has an Audit and Investment Committee that meets not less than three times per year. The committee has an independent Chair who is not the President and it currently consists of five independent councillors and the chief executive officer. The Audit and Investment Committee operates under a Terms of Reference document which is approved by Council and annually reviewed.

## Principle 5 – Make timely and balanced disclosure.

Companies should promote timely and balanced disclosure of all material matters concerning the company.

### 5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.

The Society is not a public entity and therefore does not have any continuous disclosure obligations. A copy of the Society's annual report is made available to all members and stakeholders and published on the Society's website.

## Principle 6 – Respect the rights of shareholders.

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

### 6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or summary of that policy.

The Society regularly uses video and teleconferencing facilities to overcome geographical challenges of providing services across Queensland and to ensure regional participation. We have developed a communication strategy to foster a high level of engagement with our members, stakeholders and the broader public.

## Principle 7 – Recognise and manage risk.

Companies should establish a sound system of risk oversight and management of internal control.

### 7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.

The Society has established an Audit and Investment Committee with an independent chair that oversees the financial activities, investments, risk management and reporting of the Society. The committee has its own Terms of Reference and meets at least three times per year. We are a statutory body and meet the obligations and requirements of the *Financial Accountability Act 2009*.

### 7.2 The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being effectively managed. The board should disclose that management has reported to it on the effectiveness of the company's management of its material risks.

The Society has adopted an integrated risk management approach, with risk assessments performed routinely in the development of business cases and the normal course of business. Material risks are identified, assessed and captured on a centralised risk register. Management reviews the register at least quarterly and updates it whenever new risks are identified. It is then submitted to both the Audit and Investment Committee and the Council for their respective consideration and review.

### 7.3 The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the *Corporations Act* is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

Through the Audit and Investment Committee, Council receives written assurance from both the chief executive officer and the group financial officer in accordance with *Financial Accountability Act 2009*. This Act contains similar provisions to section 295A of the *Corporations Act 2001*.

## Principle 8 – Remunerate fairly and responsibly.

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

### 8.1 The board should establish a remuneration committee.

### 8.2 The remuneration committee should be structured so that it:

- consists of a majority of independent directors
- is chaired by an independent chair
- has at least three members.

Given the size and nature of the Society and that Council is elected by Society members, we do not consider it necessary or practical to establish a remuneration committee.

### 8.3 Companies should clearly distinguish the structure of the non-executive directors' remuneration from that of executive directors and senior executives.

The President and Vice President are the only non-executive directors (councillors) who receive an Honorarium for their services to the Society. The Honorarium is determined by Council from time to time. The non-executive and independent chair of the Audit and Investment Committee is paid an agreed rate.

## Working for our members

This year we enhanced our internal efficiencies with a successful organisational restructure, bedding down iMIS and developing our managers' capabilities. Our highly effective workplace health and safety processes and practices, including comprehensive education for staff, resulted in no significant injuries in 2012-13.

### Steady hand in operations

In 2012-13 our workforce and policies remained relatively steady. Staff turnover decreased from 15% in 2011-12 to 11% in 2012-13 and 11 new team members received our comprehensive induction program. We achieved our target of 90% of new recruits staying with Queensland Law Society for at least 12 months. We have 92 full-time equivalent (FTE) staff.

#### QLS staff by employment type

Employment status	Number	Percentage
Full-time	77	71%
Part-time	22 (FTE: 15 people)	20%
Casual (not included in the FTE total)	10	9%

Our workforce is predominantly female (69% female, 31% male). Females represent 62.5% of our executive leadership team and 57% of our management team.

### QLS management by gender

#### Executive leadership team

Gender	Number	Percentage
Male	3	37.5%
Female	5	62.5%

#### Management team

Gender	Number	Percentage
Male	9	43%
Female	12	57%

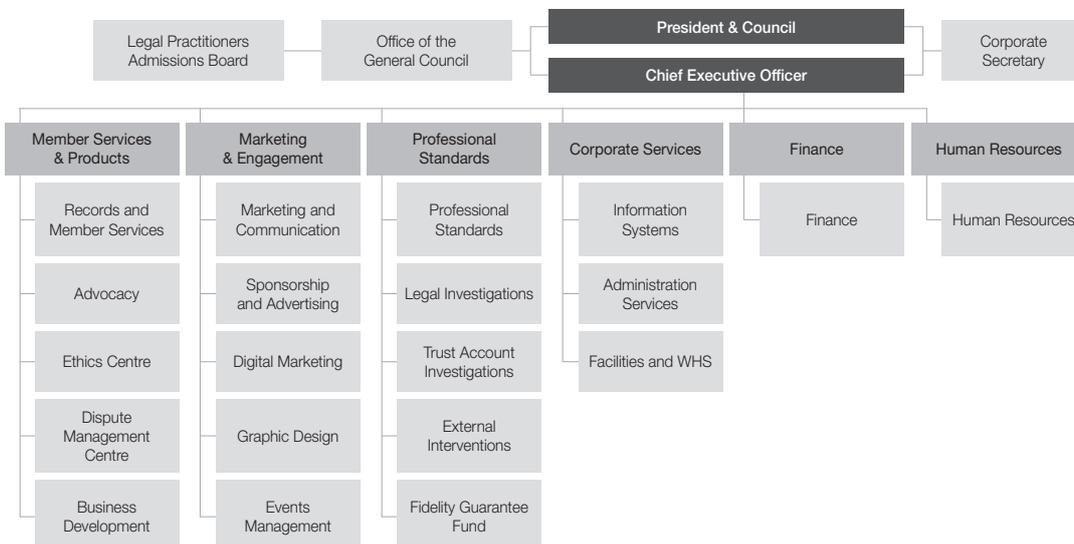


Like Queensland's legal profession, the majority of our staff are in the Generation X and Y age brackets.



A new flexible work arrangements policy was introduced in January 2013 with 20% of staff entering relevant agreements. Minor changes were made to the parental leave and equal employment opportunity policies to comply with legislative changes.

## Organisational structure



## Rising to the challenge

This year we successfully met a number of challenges regarding project delivery, business improvements and inter-team coordination.

- a. Project Connect was a significant business improvement project designed to provide internal and external service delivery efficiencies and better access to information. See page 10 for more information on deliverables and technical rollout. Project success hinged on effective training delivery and post-implementation support and consistent use of our systems.
- b. We implemented a new organisational structure in July 2012 (see diagram page 52) that improved strategic and operational alignment for business units with interrelated purposes, delivery expectations and activities. This has greatly improved internal collaboration and information sharing, resulting in improved product and service planning, better informed customer service and smoother event delivery for members.
- c. We managed organisational capacity and staff coordination and collaboration through regular strategic plan reviews to assess and address medium and long-term needs.

These changes place Queensland Law Society in a strong position to reinforce a culture of excellence. In the coming year, we will focus on building our leadership and team member capabilities underpinned by personal accountability.

In 2012-13, the majority of our business unit managers and team leaders attended management and leadership development workshops as part of their individual professional development plans, along with sessions on structured thinking and communication. This training embedded a consistent approach to business thinking, problem solving, decision making and business communication.

We encourage staff to further their tertiary qualifications relevant to QLS member service delivery. In the past year we provided study assistance to nine staff undertaking certificates and diplomas in business and management, postgraduate qualifications in law and employment relations, and to staff completing their Master of Business Administration.

## A healthy safety record

Queensland Law Society takes its commitment to a safe workplace seriously, evidenced by our excellent health and safety record of no significant workplace injuries, health issues or grievances. Every team member is familiar with the process for hazard and incident identification and reporting, hazard management is discussed at each team meeting and in the past year our proactive Workplace Health and Safety committee met quarterly, addressing environmental changes and new initiatives.

We conducted monthly introductory WH&S workshops for new team members, along with ongoing awareness activities on office-based safety. In addition, our corporate policies and procedures for workplace harassment, grievances and emergency situations were reviewed this year with only minor changes.

There were two incidents resulting in lost time injuries from pedestrian slips on the journey to work. See this page for the full list of incidents.

### 2012-13 workplace health and safety incidents

Incident type	Incidents reported in 2012-13
Manual handling and ergonomics	11
Slips, trips and falls	4
Near misses	4
Amenities	1
Traffic	1

## Our leadership team



### Noela L'Estrange

#### Chief Executive Officer

BA (Hons) LLB MAdmin  
FAICD FAIM

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Noela L'Estrange was appointed as Chief Executive Officer of Queensland Law Society in May 2009.

She is a director of Lexon Insurance Pte Ltd and is a member of its Audit and Investment Committee. Noela is a director of the Camerata of St John's and a Fellow of both the Australian Institute of Company Directors and the Australian Institute of Management. She is a member of the management committee for the Queensland Public Interest Law Clearing House (QPILCH), which operates the Society's pro bono legal program, a member of the Supreme Court of Queensland Library Committee and was recently appointed to the Griffith Law School Visiting Committee.

Noela has extensive experience in the legal profession, as a practitioner in both private and public practice, an academic, human resources lawyer, strategic consultant and, immediately prior to her appointment, as the Director of Legal Practice Support for the Australian Government Solicitor in Canberra. She has been a director of public and private companies, a national director of the Australian Corporate Lawyers Association and a councillor for the ACT for the Australian Institute of Company Directors.



### Erin Bray

#### General Manager, Marketing and Engagement

GradCertBus AFAMI CPM

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Erin Bray joined Queensland Law Society in May 2011 and is responsible for providing strategic and operational support to the organisation in terms of corporate branding, building member engagement, and marketing of services and products to ensure a commercially viable and relevant membership association. Erin leads a multi-disciplined team responsible for attraction and retention of members, publications, public relations, internal and external communications, advertising and sponsorship, market research, brand awareness and events management.

With more than 15 years' experience in marketing and communication, including managing her own online marketing consultancy, Erin has held key strategic senior roles within both private and public sector organisations.



### Dianne Firman

#### General Manager, Human Resources

Masters of Organisational  
Development and  
Strategic Human  
Resource Management

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Grad Dip Organisational  
Psychology

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Dianne Firman joined the Society in April 2010 and is responsible for ensuring effective human resource and organisational development systems and practices support the business strategy.

Dianne has an extensive background in human resource management across a range of sectors including hospitality, airlines, professional services and tertiary education.



### Anne Gately

#### General Manager, Member Services and Products

MA PGCE Drama in Education

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Anne Gately is responsible for the teams that design and deliver a range of products, services and experiences that are commercially viable and sustainable and which form the member value proposition of Queensland Law Society.

Anne's previous experience includes senior management roles in three global professional services firms, including two legal firms, and in a professional member association.

In her recent roles, Anne has been a member of the executive team and key contributor to strategic and operational leadership, providing commercially viable and sustainable products and services. Anne's background includes experience as a non-executive director of an e-learning company, three other professional associations and two youth arts organisations.



### **Peter Lyons**

**Former General Manager, Member Services and Products**

LLB LLM MA  
(Justice Studies) MBus

Peter Lyons led Queensland Law Society's member relations operations, incorporating records and membership management, professional development and corporate services. Peter finished work with QLS in July 2012.



### **Katrina North**

**Corporate Secretary**  
MBA, GAICD, ACIS

Katrina North ensures that Queensland Law Society meets its obligations as a statutory authority. Katrina has responsibility for corporate governance, risk management and relationships between Queensland Law Society and its governing Council, including keeping Council fully informed on how strategic planning decisions are being implemented.

Katrina joined the Society in May 2010 and has a background in strategy, corporate administration and governance, and brings experience from a variety of industries including professional services, government-owned corporations, small-to-medium size enterprises and financial institutions.

She holds an MBA from the Australian Graduate School of Management, is a Chartered Company Secretary, a Graduate Member of the Australian Institute of Company Directors and a Non-Executive Director of Museum and Gallery Services Queensland.



### **Scott Rowan**

**General Manager, Corporate Services**

BCom CA

Scott Rowan looks after Queensland Law Society's internal corporate needs, ensuring our IT systems, administrative support, facilities and workplace health and safety systems support operational and strategic requirements.

Scott is a graduate of the University of Queensland and has more than 13 years' experience in information systems, along with a background in accounting. He brings a strong drive to deliver on strategic objectives through the selection, implementation and ongoing use of appropriate systems and processes.



### **Anthony Walduck**

**Chief Financial Officer**

BCom, CA

Anthony Walduck joined Queensland Law Society in November 2005 and has financial responsibility for the Group.

He holds a Bachelor of Commerce from the University of Queensland and is a member of the Institute of Chartered Accountants Australia. He commenced his career with a Big 4 chartered accounting firm before holding various senior financial positions with a number of insurers.