

OUR GOVERNANCE FRAMEWORK

Our Council

In accordance with the *Legal Profession Act 2007* (LPA), Queensland Law Society Council is comprised of 12 elected members: four office bearers and eight members. In addition, the Attorney-General nominates a Council representative. The four office bearers are our president, deputy president, vice president and immediate past president. Council is elected for a two-year term, and the president is elected for one year. In the second year of Council's term, the elected deputy president succeeds to the office of president. This means there are 13 Council members in the first year and 12 Council members in the second year of a Council term.

Council is responsible for the governance of the Society, including the setting and review of the strategic plan and the Society's operating performance as reported via the CEO. Council is also responsible for approving the annual budget and overseeing the financial management of the Society's affairs. Our Council ensures QLS meets the needs of, and represents, our legal profession.

Council is committed to excellence in corporate governance and believes good corporate governance is consistent with respect, integrity and service – the Society's core values. Our Council uses the Australian Institute of Company Directors' *Good Governance Principles and Guidance for Not-for-profit Organisations* and the ASX Corporate Governance Principles and Recommendations as its benchmarks and as key guidance resources for the Society's corporate governance.

Council has delegated responsibility for management and day-to-day operations to the Society's CEO, and the CEO has the authority to carry out these responsibilities in accordance with the directions and policies established by the Council. The CEO supports the Council in carrying out its governance functions and ensures that the Society operates in compliance with all statutory obligations.

Council election 2017

Our biennial Council election was held in October 2017. The conduct of the election was governed by the LPA and the Legal Profession (Society) Rules 2007, and was for the first time conducted via an online e-elections platform supported by BigPulse, a Government Information Technology Contracting (GITC) accredited organisation. There were 9633 QLS members eligible to participate in the election, and of that number, 18 members were sent hard copy notices in the post because the Society did not hold an email address for them. There were multiple nominations for each available position on the Council.

By the close of the election, 2597 members had submitted and confirmed their votes (2594 electronic votes and three postal ballots). This is just under 27% of eligible members. The level of voter participation increased almost 2% from 2015, reflecting a greater level of engagement in the process. The Society's website received exceptional traffic throughout the election, with 10,328 unique page views of election pages: a 49.5% increase from 2015.

Council subcommittees

Council has delegated a range of its powers to committees to ensure the efficient management of the Society's responsibilities. Council operates three subcommittees to help it carry out its core business:

- 1. Executive Committee** – which makes decisions on practising certificate matters and related occupational matters arising under the LPA, and considers operational matters where required
- 2. Finance and Risk Committee (FRC)** – which is responsible for overseeing and ensuring the integrity of the financial reporting process, monitoring the Society's risk management framework, and overseeing the responsible investment of surplus funds in accordance with the Society's investment policies
- 3. Governance Committee** – responsible for reviewing and providing recommendations to Council on corporate governance policies, processes and practices.

Our FRC is led by an independent chair, who is not a member of the Council but was appointed by Council, based on a selection and recruitment process in February 2012. The chair was then reappointed in November 2017 by Council for a two-year term. The chair provides leadership to the FRC in fulfilling its duties and responsibilities, with the benefit of having current accountancy qualifications and other financial expertise and experience. Our current FRC chair is Grant Wallace, Director at Libertate Family Office. Grant is a qualified chartered accountant and advisor with more than 30 years' industry experience spanning all facets of accounting and financial services.

During the financial year, the FRC chair received remuneration of \$1200 per month plus GST from 1 July 2017 to 31 October 2017, and \$1800 per month plus GST from 1 November 2017 to 30 June 2018.

The Society does not operate an internal audit function. Sufficiency of controls is assessed through the external audit process conducted by the Queensland Auditor-General.

During the year the FRC, in observing its charter, addressed matters relating to finance, management and strategy, considered financial statements, investments, fraud and risk management and made recommendations to Council.

During the year, following review and recommendations of the Governance Committee, Council approved the Membership Committee Charter, approved the role descriptions for the president, deputy president, vice president and immediate past president, amended the Society Rules, reviewed the Council charter and approved the continuing professional development (CPD) charter and public interest disclosure (PID) policy. Council also approved the delegations manual and noted the operationally approved Queensland Law Society Procurement Policy – which aligns with the Queensland Procurement Policy – accepted the audit recommendations and performance audit recommendations by Queensland Audit Office (QAO). Council has been kept up to date and noted interim audit reports and progress.

Other committees

Council has established a number of other committees to assist it in discharging its statutory responsibilities and to carry out other business of the Society. These include:

- Committee of Management for the Fidelity Guarantee Fund – established under s366 of the LPA to exercise delegated powers of Council in managing the Legal Practitioners' Fidelity Guarantee Fund
- Practice Management Course Committee – established under Part 5 of the Queensland Law Society Administration Rule 2005 to oversee the conduct and management of the Practice Management Course conducted by the Society
- Continuing Professional Development Committee – established under Part 6 of the Queensland Law Society Administration Rule 2005 to assist Council in managing and monitoring the obligations of legal practitioners to complete Continuing Professional Development units each year
- Ethics Committee – established by Council to assist, advise and report to Council on matters relating to lawyers' professional ethics.

All committee chairs, deputy chairs and members are appointed by the Council. Each committee is supported by an appropriately qualified and experienced Society staff member.

Queensland Law Society Council 2017-18

| Member | 1 July- 31 December 2017 | 1 January- 30 June 2018 |
|---|---|--|
| Christine Smyth Accredited Specialist (Succession Law), Partner, Robbins Watson Solicitors | President | Immediate Past President |
| Ken Taylor Accredited Specialist (Personal Injuries), Director, Purcell Taylor Lawyers | Councillor | President |
| Bill Potts Criminal Lawyer, Director, Potts Lawyers | Immediate Past President | Deputy President |
| Kara Cook Director and Principal Lawyer, CookLegal | Vice President* | – |
| Christopher Coyne Accredited Specialist (Commercial Litigation), Coyne and Associates | Councillor Vice President** | Vice President |
| Michael Brennan Trustee in Bankruptcy and Official Liquidator, Managing Principal, Offermans Partners | Councillor | Councillor |
| Jennifer Hetherington Accredited Specialist (Family Law), Lawyer and Founder, Hetherington Legal | Councillor* | – |
| Chloe Kopilovic Lawyer, FC Lawyers | Councillor | Councillor |
| Peter Lyons Principal Solicitor, Prisoners Legal Service | – | Councillor |
| Kirsty Mackie Solicitor, Pippa Colman & Associates | – | Councillor |
| Luke Murphy Accredited Specialist (Personal Injuries), Partner, MurphySchmidt Solicitors | – | Councillor |
| Travis Schultz Accredited Specialist (Personal Injuries), Legal Practice Director, Travis Schultz Law | – | Councillor |
| Elizabeth Shearer Legal Practice Director, Affording Justice | Councillor | – |
| Kara Thomson Accredited Specialist (Personal Injuries), Solicitor, Cooper Grace Ward | Councillor | Councillor |
| Paul Tully Accredited Specialist (Personal Injuries), Legal Practice Director, McInnes Wilson Lawyers | Councillor | Councillor |
| Karen Simpson Solicitor, Gordon Legal Pty Ltd | Councillor Attorney- General's nominee | Councillor^ Attorney- General's nominee |

*Vice President Kara Cook and Councillor Jennifer Hetherington resigned from Council 31 August 2017.

**Council appointed Councillor Chris Coyne as Vice President 1 September 2017-31 December 2017.

^Councillor Karen Simpson was reappointed by the Attorney-General 13 February 2018-12 February 2020.

2017 Council



Back row: **Chloe Kopilovic, Ken Taylor, Bill Potts (Immediate Past President),
Chris Coyne, Kara Thomson, Paul Tully**

Middle row: **Michael Brennan, Kara Cook, Jennifer Hetherington,
Elizabeth Shearer**

Front row: **Christine Smyth, Matt Dunn (Acting CEO)**

Karen Simpson

2018 Council



Back row: **Luke Murphy, Peter Lyons, Paul Tully, Chloe Kopilovic,
Chris Coyne**

Middle row: **Bill Potts, Christine Smyth, Travis Schultz, Kara Thomson**

Front row: **Ken Taylor, Rolf Moses (CEO)**

Michael Brennan

Kirsty Mackie

Karen Simpson

Council and Finance and Risk Committee meetings

During the financial year, seven Council meetings and seven Finance and Risk Committee (FRC) meetings were held. The attendance list for Council and FRC meetings is (in alphabetical order):

| 2017-18 | | QLS Council | | FRC | |
|-----------------------|--|--------------------|-----------------|--------------------|-----------------|
| Member | | Eligible to attend | Attended | Eligible to attend | Attended |
| Michael Brennan | 2017-18 Councillor | 7 | 4 ^{^^} | 7 | 3 ^{^^} |
| Kara Cook | 2017 Vice President* | - | - | 1 | 0 |
| Christopher Coyne | 2017 Councillor and Vice President**/2018 Vice President | 7 | 7 | 7 | 6 |
| Jennifer Hetherington | 2017 Councillor* | - | - | - | - |
| Chloe Kopilovic | 2017-18 Councillor | 7 | 5 | - | - |
| Peter Lyons | 2018 Councillor | 4 | 3 | - | - |
| Kirsty Mackie | 2018 Councillor | 4 | 3 | - | - |
| Luke Murphy | 2018 Councillor | 4 | 4 | - | - |
| Bill Potts | 2017 Immediate Past President/2018 Deputy President | 7 | 7 | 7 | 7 |
| Travis Schultz | 2018 Councillor | 4 | 4 | - | - |
| Elizabeth Shearer | 2017 Councillor | 3 | 3 | 3 | 2 |
| Karen Simpson | 2017-18 Attorney-General's nominee | 6 [^] | 5 | - | - |
| Christine Smyth | 2017 President/2018 Immediate Past President | 7 | 6 | 7 | 5 |
| Kara Thomson | 2017-18 Councillor | 7 | 7 | 5 | 5 |
| Ken Taylor | 2017 Councillor/2018 President | 7 | 7 | 7 | 7 |
| Paul Tully | 2017-18 Councillor | 7 | 6 | 7 | 7 |
| Karen Simpson | 2017-18 Attorney-General's nominee | 6 [^] | 5 | - | - |

*Vice President Kara Cook and Councillor Jennifer Hetherington resigned from Council 31 August 2017.

**Council appointed Councillor Chris Coyne as Vice President 1 September 2017 to 31 December 2017.

[^]Councillor Karen Simpson's appointed term expired on 31 December 2017. Councillor Karen Simpson was reappointed by the Attorney-General effective 13 February 2018 to 12 February 2020.

^{^^}On 26 April 2018 Council approved a leave of absence for Councillor Michael Brennan from 26 April 2018 until 23 July 2018.

Ensuring risk management

The Society has a risk management and compliance framework which includes clear accountabilities for managing areas of risk and compliance, regular monitoring and updating of a centralised risk register and oversight of the framework and key risks as identified by the FRC and Council. We perform risk assessments routinely when developing business cases, Council submissions and in the normal course of business. We also supply the FRC and Council with quarterly reports on the Society's risk register. The Society's in-house legal unit provides advice on risk and compliance issues and delivers regular compliance training to staff.

In the 2015-16 financial year, the Society moved to a new risk register reporting template to improve accessibility and efficiency, and to assist executive staff to identify, classify, assess and monitor risk. During the 2017-18 financial year, the Society continued to use the risk register to mitigate current risks, analyse residual risk trends as well as to identify, assess, monitor and report new risks to the FRC and Council, in line with good governance practice. Following the Queensland Audit Office's *Fraud Risk Report 6: 2017-18* (accessible at www.qao.gov.au), the FRC also considered and recommended to Council a review of the Fraud Risk Assessment – stage 1, with the view to continue through stages 2-5 of fraud risk assessment. This framework of fraud risk assessment is to be developed in the next financial year, in tandem with preparing a draft and corruption policy based on the Crime and Corruption Commission's Fraud and Corruption Control: Best Practice Guide (accessible at www.ccc.qld.gov.au)

Our ethics

The Society is a public sector entity under the *Public Sector Ethics Act 1994*, and has developed and implemented a code of conduct that applies to all staff, which was approved by the Attorney-General in May 2016. The Society is reviewing the code, with reference to the Queensland Audit Office's *Fraud Risk Report 6: 2017-18*, with revisions to continue into the next financial year. QLS encourages its Council, committee members, and business colleagues to partner with us in implementing our code. New staff are educated in the importance of the code, requirements to ensure adherence and potential impacts if the code is breached. This training is included in on-boarding of all new staff. The code was also integral in assisting with the drafting and finalisation of the Society's Public Interest Disclosure (PID) policy.

Our staff values of respect, integrity and service are reinforced in our people and culture policies and procedures and staff awards.

Recordkeeping

During 2017-18 the Society undertook archival activities in accordance with our obligations under the *Public Records Act 2002*. The Society has policies to meet our obligations regarding the destruction of temporary public records and the transfer of permanent public records to Queensland State Archives (QSA).

We continue our review of QSA's Queensland Disposal Authority Number 674 version 1 to ensure it captures Society records not caught by the QSA's General Retention and Disposal Schedule for Administrative Records.

All Society staff, as part of their induction program, complete online training modules in recordkeeping, managing emails which are public records, and the *Information Privacy Act 2009* (IP Act) and *Right to Information Act 2009* (RTI Act), to ensure their awareness of regulatory obligations. Additionally, staff members complete refresher courses on an annual basis in relation to these obligations.

Right to information

The RTI Act allows members of the public access to certain information controlled by government and government agencies. The Society supports RTI principles by operating in an open, transparent and accountable manner, while endeavouring to protect the privacy of members, the public and staff. The Society is required to report the number of applications made to us for access to documents under the RTI Act and submits these figures to the Department of Justice and Attorney-General for inclusion in its Right to Information and Information Privacy Annual Report. This report can be found on the Queensland RTI website.

Our publication scheme is designed to release information we routinely make available to the public, without people having to apply through the formal RTI Act or the IP Act application processes. The publication scheme and its information are currently being reviewed and updated.

Information privacy

The Society is committed to ensuring that personal information collected is dealt with in accordance with the Information Privacy Principles contained in the *Information Privacy Act 2009* (Qld) and the Australian Privacy Principles contained in the *Privacy Act 1988* (Cth).

We continually review the procedures in place to prevent unauthorised access to, and use of, the personal information we collect. Society members and the public have the right to request access to any personal information which relates to them, and the right to request that the information be corrected should it be inaccurate. The Society's Privacy Policy and Privacy Code of Practice can be found on our website: qls.com.au.

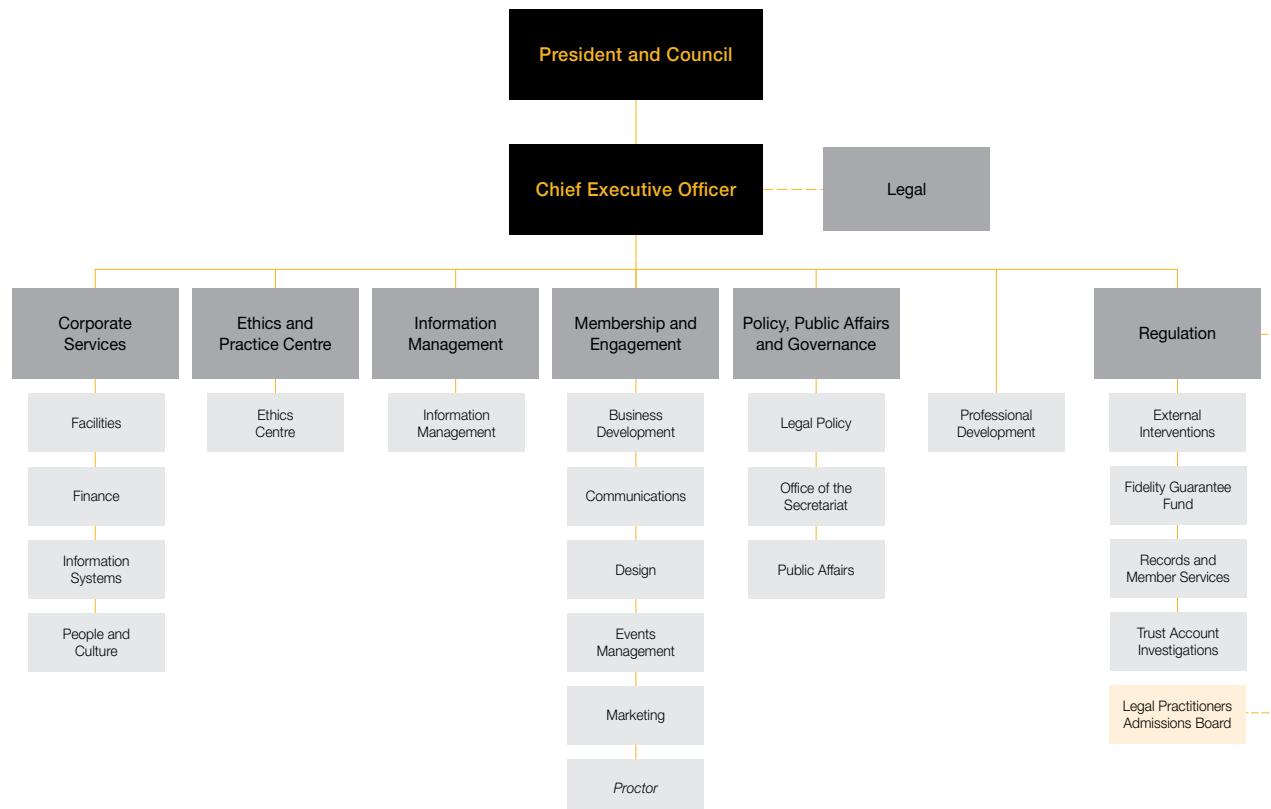
Our corporate structure

There are seven departments and one team that report to the chief executive officer:

1. **Legal:** provides in-house legal advice to the Society
2. **Corporate Services:** oversees the Society's finances, IT, People and Culture and in-house Facilities
3. **Ethics and Practice Centre** (formerly known as Ethics Centre): provides legal ethics and practice support guidance and education to QLS members
4. **Information Management:** oversees the management of the Society's information, databases and associated business processes
5. **Membership and Engagement:** provides marketing and communications services (excluding media releases) with an in-house design team and events team
6. **Policy, Public Affairs and Governance:** advocates for the Society through submissions, public hearings, consultation and updates to the profession; oversees the Society's

reach in mainstream media through public comment, speeches and media releases and also includes the office of the secretariat which oversees the governance of the Society, including risk management, insurance and implementation of the reconciliation action plan

7. **Professional Development:** oversees the Society's provision of continuing professional development, seminars, conferences, Symposium, and masterclasses (including the practice management course and specialist accreditation board)
8. **Regulation** (formerly known as Professional Leadership): oversees the Society's regulatory arm in trust account investigations, external interventions, the management of the Legal Practitioners' Fidelity Guarantee Fund, Records and Member Services as well as supporting the Legal Practitioners Admissions Board.



OUR LEADERSHIP TEAM



Rolf Moses

Chief Executive Officer

An inspirational and dynamic leader, Rolf joined Queensland Law Society in March 2018 as CEO. Rolf has over 20 years' human resources and general management experience working in large, international legal firms throughout Australia and Asia. Rolf is the former chair, and a current member, of the Queensland Law Society Wellbeing Working Group and faculty member of the Practice Management Course.



Sally Castle

Chief Financial Officer and General Manager Corporate Services

BA, BBS, DipPP, CA

Sally joined the Society in September 2017 from bric housing, a not-for-profit company in the community housing sector. Before migrating to Australia in 2003, Sally had a varied management career in the New Zealand public sector. Since arriving in Australia Sally has worked in a range of finance, governance and general management roles in government, both state and federal, and in the not-for-profit sector. Sally's areas of expertise include finance, governance, strategy and planning, human resources, IT management, business process improvement, project management, records management and administration. Sally has been an adjudicator on the Australasian Reporting Awards Panel for eight years, is honorary treasurer for a national not-for-profit organisation and also does voluntary work in the local community.



Matt Dunn

General Manager, Policy, Public Affairs and Governance

BSc LLB (Hons)

Matt started at QLS in a policy and in-house legal role in 2005, establishing a successful policy team for the Society. He led that team until he took on the role of first Director of Policy at the Law Council of Australia in 2014. Matt returned to QLS in 2015 to take on the role of Government Relations Principal Advisor, growing and maintaining the Society's vital relationships with government, the Parliament and government departments at both state and federal levels. In February 2017 Matt became Acting CEO and led the transition to Rolf Moses as CEO in March 2018, following which he returned to a General Manager position with its heart in legal policy, public affairs and media engagement and corporate governance. Matt shares his love of fine wine in a long-running and popular column in the Law Society's publication, *Proctor*.

Tony Keim



Media Manager

BA (Journalism)

Tony joined Queensland Law Society in early 2016 as the Media Manager of the newly created External Affairs division. He is responsible for promoting the Society's image with members, stakeholders and the general public, as well as representing its interests in external publications. Tony came to the Society after more than 25 years as a newspaper journalist, the last 17 years of which he worked as a senior crime and court reporter for Queensland's only metropolitan daily newspaper *The Courier-Mail*.



Kathleen March

Director, Information Management

Kathleen has a broad range of skills developed during a 25+ year career in information technology, systems and data management across industries including engineering, procurement and construction, professional services, oil and gas exploration and training organisations. Kathleen has brought to QLS her experience in global information management, data management, change management and project roles which drive improvements in IM maturity.



**Jason
Olsson-Seeto**

**General Manager,
Membership and Engagement**

Jason joined Queensland Law Society in February 2016 and is responsible for providing and driving strategic and operational support in corporate branding, digital transformation, building member engagement, and marketing of services and products to ensure a commercially viable and relevant membership association. With more than 18 years' experience across creative, advertising and digital industries, Jason has forged a career out of managing clients' advertising, branding, design and digital needs in a variety of industries. He has worked with many renowned brands, including University of Queensland Business School, UnitingCare Queensland, BDO and the Queensland Theatre Company.



**Louise
Pennisi**

**Acting Corporate
Secretary**

BA/LLB LLM TEP GIA (Cert) GAICD

Louise is tasked with overseeing corporate governance for Queensland Law Society as well as managing and monitoring risk management and compliance policies and processes. She is also responsible for working with Council and the executive leadership team to develop and implement strategy and manage reporting. Louise joined the Society in 2010 and commenced in this role in March 2017. Louise was admitted to practise as a solicitor in the Supreme Court of Queensland in 2006 and has extensive experience in succession and commercial law private practice as well as governance, risk management and policy law reform. Louise completed the AICD course in 2014 and is currently a non-executive director and vice president of the Australian Breastfeeding Association.



**Stafford
Shepherd**

Director, Ethics and Practice Centre

LLB LLM TEP J.P. (Qual) (Qld)

Stafford is the Director of QLS Ethics and Practice Centre, which is responsible for providing ethical and practice support guidance to the profession, and delivering legal ethics learning and professional development to members, university students and students undertaking practical legal training. Stafford previously practised in partnership and as a sole practitioner, then worked as a consultant until 2008 when he joined the Society as an ethics guidance officer. He also serves as secretary to the Ethics Committee and as executive editor of the *Australian Solicitors Conduct Rules 2012 in Practice: A Commentary for Australian Legal Practitioners*.



**Craig
Smiley**

**General Manager,
Regulation**

LLB (Hons)

Craig joined Queensland Law Society in June 2004 and heads the Society's Regulation division. Craig's leadership spans Trust Account Investigations, the Legal Practitioners' Fidelity Guarantee Fund and External Interventions. Craig also leads the Society's Records and Member Services team. Craig also works with the Legal Practitioners Admissions Board, the body responsible for making recommendations to the Supreme Court in respect of applications for admission to the legal profession in Queensland, to ensure the Society provides smooth-running and efficient secretariat services. He has practised as a solicitor and barrister, as well as a government lawyer.

BUILDING A TEAM TO TAKE US FORWARD

Queensland Law Society employs more than 100 people across diverse areas. Our people, their range of skills and their commitment ensure we are a leading professional society valued by our members.

Staff development

QLS's key focus for 2017-18 has been to continue our commitment to workplace wellness, advocating against domestic and family violence, supporting our reconciliation action plan (RAP) initiatives, and professional development for all staff. We do this via our QLS lunch and learn sessions, mental health first aid training and bringing continued awareness to domestic and family violence with staff information sessions and by supporting our community partnerships.

Over the past year, QLS has invested \$70,000 in training which is, on average, \$671 per staff member, comprised of:

- 33 staff members now being accredited mental health first aid officers, and QLS continuing to provide mental health awareness sessions focused on managing mental health concerns and identifying early warning signs
- domestic and family violence workshop for general and middle managers
- one-hour lunch and learn sessions with topics including law 101, professional leadership and ethics 101, RAP 101 and LinkedIn 101
- wellbeing sessions including work-life integration and activating potential mindfulness
- cultural awareness training including compulsory completion of the 'Share our Pride' online course, as well as a two-hour workshop with an external consultant
- study assistance for team members

- annual refreshers of our workplace health and safety and regulatory and compliance requirements
- attendance at external workshops and conferences.

The Society is committed to attracting and retaining quality staff. As part of this, QLS has become an endorsed work180 employer, which is the only advertising platform that pre-screens employers to ensure they meet the required selection criteria.

QLS welcomed 37 new team members this year across departments, all of whom took part in a comprehensive induction program. The majority of staff (62.5%) are employed full-time.

QLS continues to provide and promote flexible work arrangements with over 35% working flexibly, including working from home, job-sharing, compressed working weeks and flexible start and finish times.

In addition to these arrangements, the Society has a dedicated "bub hub" for working parents and encourages a family friendly atmosphere with a quarterly morning tea for employees to bring in their babies and young children.

Due to the dedication and commitment of the People and Culture Team, in September 2017 Queensland Law Society became the first Law Society in Australia to be a Breastfeeding Friendly Accredited Workplace.

During 2017-18, total redundancy-related payments were \$29,290.44.

No early retirement packages were paid during this period.

Key focus and outcomes for 2017-18

- We launched an internal wellbeing working group to drive wellbeing initiatives across QLS.
- We continued internal support for QLS RAP, through cultural awareness training for existing staff, and inclusion of RAP on-boarding and cultural awareness training as part of the new employee induction program.
- We became an endorsed work180 employer.
- We enhanced the QLS Parental Leave Policy.
- We continued compliance with the *Workplace Gender Equality Act 2012* for 2017-18.
- We became an accredited breastfeeding friendly workplace.

Workforce demographics

| Item | Number |
|---|--|
| Headcount | 120 (FTE: 104.3) |
| Employment type | Full-time: 75 (62.5%) Part-time: 26 (21.7%) Casual: 2 (1.7%) Fixed term: 12 (10%) Parental leave: 5 (4.2%) |
| Gender | Male: 33 (27.5%) Female: 87 (72.5%) |
| New team members | 37 |
| Permanent separation (turnover) rate | 29% |