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LAWYERS

Corporate Governance Charter

Cancer Council Queensland

ACN 009 784 256

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Definitions

ASIC	the Australian Securities and Investments Commission.
Board	board of directors of the Company.
Charter	the charter of any Committee set out in this Corporate Governance Charter.
Committee	each committee created by the Board including without limitation, the Management and Finance Committee and Medical and Scientific Committee.
Company	Cancer Council Queensland (CCQ) ACN 009 784 256.
Corporate Ethics Policy	the policy set out in Section D setting out directors' duties given their position with the Company.
Corporate Governance Charter	the policies, procedures and charters set out in this document.
Corporations Act	the <i>Corporations Act 2001 (Cth)</i> as amended or replaced from time to time.
Constitution	the constitution of the Company.
Directors	the directors of the company that make up the Board
Lay Director	Directors who come from the law/accounting/business professions.
Management	The Chief Executive Officer and senior management of the Company.



Section A – Principles of Corporate Governance – Cancer Council Queensland (Company)

A.1 General overview of Company structure

Cancer Council Queensland is a public company limited by guarantee being incorporated in 1969 under the *Corporations Act*. The Directors of the Cancer Council Queensland are its members.

The Governance structure of Cancer Council Queensland consists of a Board of Directors supported in their functions by, but not limited to, two Committees. These Committees are the Management and Finance Committee and the Medical and Scientific Committee. These Committees are in turn supported by Task Groups and Sub committees, as formed by these Committees.

The Board has also established a number of Advisory Panels. A diagram representing Cancer Council Queensland's current governance structure is attached at Section F. The roles of the various governance bodies are:

- (1) **The Board:** The role of the Board is to provide strategic oversight and direction for CCQ's activities and ensure that organisational activities are aligned with CCQ's Mission.
- (2) **Committees:** The Board delegates specific responsibilities and activities to committees in order to assist the Board in its enactment of its duties. The role of committees is to fulfil their responsibilities and make recommendations to the Board as appropriate. The Committees are to assist the Board in the efficient discharge of its duties. The Committees do not take on the responsibilities of the Board; they ensure that the Board is adequately informed and supported so that the Board uses its time and energy most effectively.
- (3) **Advisory Panels:** Advisory Panels are created by the Board to provide specialist advice on a technical or complex area of expertise.
- (4) **Sub-Committees/Task Groups:** Sub-Committees/Task Groups are bodies that provide specific activity or task support to Committees and assist them in fulfilling their obligations to the Board.

A.2 Board of Directors

(a) General

This charter sets out the main principles adopted by the Board of Directors of the Company in order to develop, implement and maintain a culture and standard of good corporate governance for both internal and external stakeholders.

The Board is committed to ensuring that Company policies and principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance commensurate with the Company's needs.

The matters set out in this charter are subject to the *Corporations Act* and the Constitution.

The purpose of preparing and detailing the matters set out in this charter are to:



- (1) formalise procedures to help ensure the Company and the Board act in a transparent and dutiful manner in both its internal and external dealings;
- (2) ensure that appropriate checks and balances are in place to monitor the operations of the Company and those charged with its management;
- (3) provide for a transparent method for stakeholders to evaluate the performance of the Company from a corporate governance perspective.

(b) **Functions, Powers and Responsibilities of the Board**

Generally, the powers and obligations of the Board are governed by the *Corporations Act* and the general law.

Without limiting those matters, the Board expressly considers itself responsible for the following:

- (1) Ensuring compliance with the *Corporations Act* and all relevant laws;
- (2) Selecting, appointing and removing directors;
- (3) Developing, implementing and monitoring organisational and financial targets for the Company;
- (4) Appointment of appropriate staff, consultants and experts to assist in the Company's operations, including the selection and evaluation of the Chief Executive Officer;
- (5) Ensuring appropriate financial and risk management controls are implemented;
- (6) Approving and monitoring financial and other reporting;
- (7) Setting, monitoring and ensuring appropriate accountability of executive officers' remuneration;
- (8) Establishing and maintaining communications and relations between the Company and third parties;
- (9) Implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
- (10) Oversight of the Company including its framework of control and accountability systems to enable risk to be assessed and managed;
- (11) Appointing and removing the Chief Executive Officer;
- (12) Appointing and removing the Company Secretary;
- (13) Ratifying the appointment and, where appropriate, removal of the most senior Financial Officer;
- (14) Input into and final approval of Management's development of corporate strategy and performance objectives;
- (15) Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;



- (16) Monitoring organisational performance, implementation of strategy and ensuring appropriate resources are available;
- (17) Approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (18) Approval of the annual budget;
- (19) Monitoring and reporting on the financial performance of the Company;
- (20) Appointing the Company's external auditors;
- (21) Appointing and overseeing Committees and Advisory Panels where appropriate to assist in the Board's functions and powers;
- (22) Reviewing the Corporate Governance Charter;
- (23) Speaking to enhance cancer control.

A.3 **Structure of the Board**

The structure of the Board is determined in accordance with the following principles:

The Board will comprise of up to ten persons, one of whom will be the Chairman, one Deputy Chairman – who is also Chairman of the Management and Finance Committee - and one member who will be the Chairman of the Medical and Scientific Committee. The balance of Directors should, as much as possible, be evenly from the lay profession-law/accounting/business and the medical/health/science community.

Nominations to the Board can be by invitation, advertisement or as otherwise determined.

Directors of the Cancer Council Queensland should possess a combination of personal and professional attributes in addition to a proven commitment to the work of Cancer Council Queensland and its mission, values and strategic priorities.

Personal attributes:

- Ability to build consensus
- Ability to manage competing priorities
- Ability to motivate and influence others
- Courageous
- Demonstrated leadership skills
- Excellent communication skills
- Flexible
- High level of integrity/ethical character
- Positive interpersonal skills
- Public credibility



- Sound judgment
- Team player
- Visionary
- Meeting facilitation skills

In appointing Directors, in addition to personal qualities, skills and experience, the Board shall consider the diversity of the Board with respect to gender, age, ethnicity, socio-economic and cultural background and other similar factors.

The initial Directors of the Board shall be appointed by the members at the initial Members Meeting.

A.4 The Chairman

(1) Role of Chairman

The Chairman is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings. The Chairman is also responsible for arranging Board performance evaluation.

The Chairman of the Board's role is to:

- Promote effective decision-making and manage constructive debate at meetings.
- Maintain open communication with CCQ staff and Board and Committee members.
- Uphold the highest standards of integrity and probity including the management of disclosures of conflicts of interest in relation to any matters brought before the Board or Committees.
- Ensure that the Board and Committees receive accurate, timely and clear information to enable effective monitoring of CCQ's performance and sound decision-making to support CCQ's mission, goals, values, operational priorities and commitments.
- Liaise with the Chief Executive Officer and the Company Secretary to ensure that Board and Committee decisions are implemented.
- Make a casting vote when equal votes have been cast at a meeting. This casting vote is in addition to the Chairman's deliberative vote.
- Sign meeting minutes to confirm that they are an accurate record of the meeting proceedings.
- Adjourn meetings with the consent of the meeting attendees.
- Determine disputes about meeting procedures and any other Board matters.
- Monitor the attendance of Board or Committee members to ensure a quorum is present at each meeting and follow up non-attendance.
- Work with the members of the Board in the event of underperforming Directors and/ or Chief Executive Officer and Company Secretary.



- Assist in the three-year appointments of Board members.
- Be available to speak for the organisation to enhance cancer control.

(2) Appointment of the Chairman

The Chairman of the Board will be a lay (non medical/ scientific) Chairman and will be elected by the Board members by consensus. All members are entitled to vote. The vote will be by secret ballot. In the event of a hung vote, the deciding vote will be cast by the current Chairman.

Should the position of Chairman become vacant, the deputy Chairman will become the Chairman unless they are unwilling or unable to accept the appointment. In that event, the Board will elect another Chairman. Unless the Board otherwise agrees, a person must have served on the Management and Finance Committee, as Chairman or Deputy Chairman, to be eligible for service as the Chairman and must always be a lay person.

The Chairman is eligible for re-appointment every three years and may hold office for a maximum period of nine years. Previous service as a member of the Board is to be disregarded for the purposes of calculating the terms of service as Chairman.

(b) The Deputy Chairman

(1) Role of Deputy Chairman

The role of the Deputy Chairman is to assist the Chairman in performing their role, particularly with regard to governance matters. In addition, the Deputy Chairman fulfils the responsibilities of the Chairman in the event that the Chairman has temporarily vacated their position or is not present at a meeting of the Board. It is expected that the Deputy Chairman would take over the role of Chairman when the current Chairman vacates the position. Responsibilities of the Deputy Chairman include:

- Fulfilling the Chairman's responsibilities for organising and leading Board meetings when the Chairman is not available to do so;
- Keeping in close contact with the Chairman, Chief Executive Officer and Company Secretary on key matters;
- Actively participating in Board meetings, in order to be well informed and stay current with the view of committees and their members;
- Providing input on Board agendas to the Chairman; and
- Together with the Chairman, providing advice and support to senior management on Board matters.

(2) Appointment of the Deputy Chairman

The Deputy Chairman will be the Chairman of the Management and Finance Committee. If the Chairman of the Management and Finance Committee is unwilling to serve in that position, then the Board may appoint an alternate Deputy Chairman from the Board in their absolute discretion.

The Deputy Chairman is eligible for re-appointment every three years and may hold office for a maximum period of nine years. Previous service as a member of the Board or the



Management and Finance Committee is to be disregarded for the purposes of calculating the terms of service as Deputy Chairman.

(c) **Chief Executive Officer**

The Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategies set by the Board. In carrying out his/her responsibilities, the Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial position and operating results.

The Chief Executive Officer (together with the most senior operating officer) shall be required to state in writing to the Board that the financial reports of the Company represent a true and fair view in all material respects, of the Company's financial condition and operating results and are in accordance with relevant accounting standards.

The Chief Executive Officer will attend Board meetings and verify the accuracy of the reports.

The Chief Executive Officer will not be entitled to vote at Board meetings.

(d) **Company Secretary**

The Company Secretary is responsible for advising the Board on governance matters and ensuring that there is a system of corporate governance and compliance in place in the Company. The Company Secretary ensures that the company meets its statutory obligations and provides advice to Directors on matters including, but not limited to, risk management, corporate ethics, governance, compliance and insurance.

The Company Secretary works in conjunction with the Chairman to manage the smooth functioning of the Board by managing Board processes and ensuring Board meetings are properly held and called and appropriate records are maintained.

The Company Secretary attends the meetings of the Board but is not entitled to vote.

A.5 **Committees and Panels**

- (a) As set out in Section A.2(b), one of the functions of the Board is to form and monitor any Committees and Panels established to provide advice on various areas in relation to the strategic direction and operating of the Company.

Without limiting the power of the Board to make such Committees as it desires, the Board has established the following Committees:

- (1) Management and Finance Committee;
- (2) Medical and Scientific Committee;

Without limiting the power of the Board to make such Advisory Panels as it desires, the Board has established the following Advisory Panels:

- (1) Public Health Advisory Panel
- (2) Supportive Care Advisory Panel



- (3) Viertel Cancer Research Centre (CRC) Advisory Panel
- (4) Nomination and Governance Advisory Panel

The Board may appoint to each Panel such persons as it chooses. Panels act in accordance with direction or instruction from the Board.

The Board may from time to time create additional Committees and Panels to assist the Board in the discharge of its duties in managing the affairs of the Company. These Committees and Advisory Panels will be governed by the terms of this Charter.

An allocated Board Director is required to sit as the Chairman of each Committee.

The Chairman and Deputy Chairman of each Committee is appointed by the Board.

A.6 Attendance at Directors meetings

Board members must attend at least three of the five meetings of the Board throughout the year. Failure to do so may result in the Director being asked to leave the Board. This is at the recommendation of the Chairman of the Board.

A.7 Orientation for Directors and members of Committees and Advisory Panels

An orientation meeting for new members will be scheduled as required. This meeting will provide an overview of CCQ's business activities, organisational structure, corporate priorities and policies. The Company Secretary is responsible for organising such meetings.

Training for Directors is available on request through the Chairman who will discuss the training requirement with the Company Secretary. The Company Secretary is responsible for maintaining an accurate record of training and orientation attended by Directors and members of Committees and Advisory Panels.

A.8 Access

- (a) The Board shall have unlimited access to the external and internal auditors, and to senior management of the Company. The Board shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.
- (b) The Board also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Board consulting an independent expert will be borne by the Company.

A.9 Corporate Ethics

The Company has adopted a separate Corporate Ethics Policy at Section D which has been agreed to by each member of the Board, setting out, in addition to these principles, the obligations of integrity and honesty beheld of each member of the Board.

In addition to the Corporate Ethics Policy at Section D, the Company also adheres to the following Corporate Code of Conduct at Section E which is a statement of principles and responsibilities with respect to both its internal dealings with employees and consultants, and external dealings with shareholders and the community at large.



A.10 **Corporate Code of Conduct**

The Company has adopted a separate Code of Conduct at Section E which sets out the standard which the Board, management and other employees of the Company are to comply with when dealing with each other and the broader community. This code is supported by organisational operational policies and guidelines.



Section B – Management and Finance Committee Charter

B.1 Committee Members

The Board delegates specific responsibilities and activities to committees in order to assist the Board in its enactment of its duties. The role of committees is to fulfil its responsibilities and make recommendations to the Board as appropriate. The Committees are to assist the Board in the efficient discharge of its duties. The Committees do not take on the responsibilities of the Board; they ensure that the Board is adequately informed and supported so that the Board uses its time and energy most effectively.

The Board has established a Management and Finance Committee. The composition of the Committee and the number of members are as determined by the Board from time to time, however, members will be senior people from the accounting, legal, human resources, general management, property and banking professions.

The Management and Finance Committee is to consist of the following:

- (a) No greater than eight members, including the Chairman and Deputy Chairman, but excluding staff, and all will be leaders in their field and possess relevant skills and abilities.
- (b) A Chairman who is appointed by the Board and who also holds the position of Deputy Chairman of the Board (unless otherwise agreed).
- (c) A Deputy Chairman who is appointed by the Board.
- (d) The Chief Executive Officer and such other senior managers as he/she appoints.

The Chief Executive Officer is an eligible voting member of the Committee but no other staff or senior managers will have voting rights.

Membership will be by advertisement or invitation or as otherwise determined by the Board.

B.2 Purpose

- (a) The Management and Finance Committee Charter (the **Charter**) sets out the role, responsibilities, composition, authority and membership requirements of the Management and Finance Committee of the Company.
- (b) Key features of the Charter will be outlined in the Annual Report.

B.3 Definition and Objectives of the Committee

- (a) The Management and Finance Committee (**Committee**) is a Committee of the Board. The role of the Committee is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company by focussing on the following matters:

General

- (1) Administration
- (2) Management
- (3) Fundraising
- (4) Budgeting



- (5) Staffing and employment
- (6) Financial investments including share portfolios
- (7) Real and personal property
- (8) Volunteers and branches

Audit Related

- (9) ensuring that the quality of financial controls is appropriate for the business of the Company;
- (10) reviewing the scope and results of external and internal audits;
- (11) monitoring corporate conduct and business ethics, including auditor independence and ongoing compliance with laws and regulations;
- (12) maintaining open lines of communication between the Board, management and the external auditors, thus enabling information and points of view to be freely exchanged;
- (13) reviewing matters of significance affecting the financial welfare of the Company;
- (14) ensuring that systems of accounting and reporting of financial information to stakeholders, regulators and the general public are as agreed;
- (15) reviewing the Company's internal financial control system;
- (16) considering and recommending the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor;
- (17) monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements; and
- (18) developing and implementing policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provisions of non-audit services by the external audit firm.

Risk Related

- (19) ensuring the development of an appropriate risk management policy framework that will provide guidance to Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- (20) defining and periodically reviewing risk management as it applies to the Company and clearly identify all stakeholders;
- (21) ensuring the Committee clearly communicates the Company's risk management philosophy, policies and strategies to Directors, Management, employees, contractors and appropriate stakeholders;
- (22) ensuring that Directors and Management establish a risk aware culture which reflects the Company's risk policies and philosophies;
- (23) reviewing methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews;



- (24) making informed decisions regarding business risk management, internal control systems, business policies and practices and disclosures; and
- (25) considering treasury and market trading activities with particular emphasis on risk treatment strategies, products and levels of authorities.

Volunteer and Branch

- (26) considering complaints and issues relating to personnel made by volunteers
- (27) establishing, amalgamating, modifying or subdividing any branches and their respective areas, or disbanding any branch;
- (28) appointing or removing office bearers of any branch;
- (29) appointing or removing volunteers as required.

B.4 Membership of the Committee

- (a) Membership of the Committee will be disclosed in the Annual Report.
- (b) Members of the Committee will be appointed for a three year term or part thereof.
- (c) Membership of the Committee shall be reviewed on a three year cycle by the Board and members may hold office for a maximum period of nine years.
- (d) In the event that a Member no longer wishes to serve, the Member should where possible notify the Chairman of the Committee of this with as much notice as possible. Notice of intention to resign must be in writing.

B.5 Chairman and Deputy Chairman

- (a) The Chairman and Deputy Chairman of the Committee are selected by the Board and the Chairman is a member of the Board.
- (b) Should the Chairman be absent from a meeting, the Deputy Chairman will serve as Chairman. If the Deputy Chairman is also absent and no Acting Chairman been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.
- (c) A Chairman or Deputy Chairman who resigns or is removed may remain as an ordinary member of the Committee with their term of office beginning on the initial date of appointment to the Committee.

B.6 Meetings

- (a) The Management and Finance Committee will meet monthly, with the exception of December.
- (b) In addition, the Chairman is required to call a meeting of the Committee if requested to do so by any Committee member, the Chairman of the Board or other Board member.
- (c) A Quorum of the Committee shall consist of at least 50.1% of the total number of eligible voting members.



- (d) The Chairman will be allocated a staff member to act as Secretary to the Committee who shall be responsible:
 - (1) In conjunction with the Chairman, for drawing up the agenda, supported by explanatory documentation, and circulating it to the relevant Committee members prior to each meeting; and
 - (2) for keeping the minutes of meeting of each Committee and circulating them to Committee members and to the Company Secretary.

B.7 Attendance at Meetings

- (a) Other Directors have a right of attendance at Committee meetings. However, no Board Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director is being investigated or discussed.
- (b) Notwithstanding clause B.7(a), if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Director, the Committee may invite that Director to address the Committee. The Committee will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.
- (c) Failure to attend at least 50% of the meetings of the Committee throughout the year may result in the Committee member being asked to leave the Committee. This is at the recommendation of the Chairman of the Committee but is at the absolute discretion of the Board.

B.8 Reporting

- (a) Proceedings of all meetings of the Committee are minuted and signed by the Chairman.
- (b) The Committee, through its Chairman, is to report to the Board at the earliest possible Board meeting after each Committee meeting. Minutes of all Committee meetings are to be circulated to the Board through the Company Secretary. The report should include but is not limited to:
 - (1) the minutes of the Committee and any formal resolutions;
 - (2) information about the Audit process including the results of internal and external audits;
 - (3) an assessment of:
 - (A) whether external reporting is consistent with Committee members' information and knowledge and is adequate for stakeholder needs; and
 - (B) the management processes supporting external reporting;
 - (4) procedures for the selection and appointment of the external auditor and for the rotation of external audit partners;
 - (5) recommendations for the appointment or removal of an auditor;
 - (6) any determination by the Committee relating to the independence of the external auditor and whether the Committee is satisfied that independence of this function has been maintained having regard to the provision of non-audit services;
 - (7) assessment of the performance and objectivity of the internal audit function;



- (8) results of its review of risk management and internal compliance and control systems;
 - (9) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action; and
 - (10) (if relevant), a review of the formal written Charter and its continuing adequacy and an evaluation of the extent to which the Committee has met the requirements of the Charter.
- (c) In addition, the Chairman of the Committee must submit an annual report to the Board (at/ prior to the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year. The report (and where appropriate, any interim report) must include:
- (1) a summary of the Committee's main authority, responsibilities and duties;
 - (2) biographical details of the Committee's members, including expertise, appointment, dates and terms of appointment;
 - (3) member and related party dealings with the Company;
 - (4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member;
 - (5) details of any determination by the Management and Finance Committee regarding the external auditor's independence.

B.9 Risk Management Policies

The Committee will ensure that the necessary controls are in place for risk management policies to be maintained by:

- (a) devising a means of analysing the effectiveness of risk management and internal compliance and control system and of the effectiveness of their implementation; and
- (b) reviewing, at least annually, the effectiveness of the Company's implementation of the risk management system.

B.10 Fees

- (a) Committee members are honorary positions and are not entitled to receive remuneration.

B.11 Review of Charter

- (a) Each Charter is to be reviewed as and when needed by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.
- (b) Significant changes to the Charter must be recommended by the Committee and approved by the Board.

B.12 Duties and Responsibilities

- (a) The duties and responsibilities of a member of the Committee are in addition to those duties set out for a Director of the Board.



B.13 Access

- (a) The Committee shall have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.
- (b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

B.14 Orientation of Committee members

An orientation meeting for new members will be scheduled as required. These sessions will provide an overview of CCQ's business activities, organisational structure, corporate priorities and policies. The Company Secretary is responsible for organising Committee member orientation.



Section C – Medical and Scientific Committee Charter

C.1 Committee Members

The Board delegates specific responsibilities and activities to committees in order to assist the Board in its enactment of its duties. The role of committees is to fulfil its responsibilities and make recommendations to the Board as appropriate. The Committees are to assist the Board in the efficient discharge of its duties. The Committees do not take on the responsibilities of the Board; they ensure that the Board is adequately informed and supported so that the Board uses its time and energy most effectively.

The Board has established a Medical and Scientific Committee. The composition of the Committee and the number of members are as determined by the Board from time to time, however, members will be senior people from the medical and scientific community.

The Medical and Scientific Committee is to consist of the following:

- (a) No greater than ten members, including the Chairman and Deputy Chairman, but excluding staff and all will be leaders in their field and possess relevant skills and abilities.
- (b) A Chairman who is appointed by the Board.
- (c) A Deputy Chairman who is appointed by the Board.
- (d) The Chief Executive Officer and such other senior managers as he/she appoints.

The Chief Executive Officer and the Director Cancer Registries are eligible voting members of the Committee but no other staff or senior managers will have voting rights.

Membership will be by advertisement or invitation or as otherwise determined by the Board.

C.2 Purpose

- (a) The Medical and Scientific Committee Charter (the **Charter**) sets out the role, responsibilities, composition, authority and membership requirements of the Medical and Scientific Committee of the Company.
- (b) Key features of the Charter will be outlined in the Annual Report.

C.3 Definition and Objectives of the Committee

- (a) The Medical and Scientific Committee (**Committee**) is a Committee of the Board. The role of the Committee is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company by focussing on the following matters:
 - (1) Advise on medical and scientific aspects of cancer.
 - (2) Support and advise on all aspects of research into cancer control.
 - (3) Assess grant applications for research, study and travel and make recommendations to the Management and Finance Committee and the Board.

C.4 Membership of the Committee

- (a) Membership of the Committee will be disclosed in the Annual Report.
- (b) Members of the Committee will be appointed for a three year term or part thereof.



- (c) Membership of the Committee shall be reviewed on a three year cycle by the Board and members may hold office for a maximum period of nine years.
- (d) In the event that a Member no longer wishes to serve, the Member should where possible notify the Chairman of the Committee of this with as much notice as possible. Notice of intention to resign must be in writing

C.5 Chairman and Deputy Chairman

- (a) The Chairman and Deputy Chairman of the Committee are selected by the Board and the Chairman is a member of the Board.
- (b) Should the Chairman be absent from a meeting, the Deputy Chairman will serve as Chairman. If the Deputy Chairman is also absent and no Acting Chairman been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.
- (c) A Chairman or Deputy Chairman who resigns or is removed may remain as an ordinary member of the Committee with their term of office beginning on the initial date of appointment to the Committee.

C.6 Meetings

- (a) The Medical and Scientific Committee will meet nine times a year with the exception of August, December and January.
- (b) In addition, the Chairman is required to call a meeting of the Committee if requested to do so by any Committee member, the Chairman of the Board or other Board member.
- (c) A quorum of the Committee shall consist of at least 50.1% of the total number of eligible voting members.
- (d) The Chairman will be allocated a staff member to act as Secretary to the Committee who shall be responsible:
 - (1) in conjunction with the Chairman, for drawing up the agenda, supported by explanatory documentation, and circulating it to the relevant Committee members prior to each meeting; and
 - (2) for keeping the minutes of meeting of each Committee and circulating them to Committee members and to the Company Secretary.

C.7 Attendance at Meetings

- (a) Other Directors have a right of attendance at Committee meetings. However, no Board Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director is being investigated or discussed.
- (b) Notwithstanding clause C.7(a), if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested Director, the Committee may invite that Director to address the Committee. The Committee will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.



- (c) Failure to attend at least 50% of the meetings of the Committee throughout the year may result in the Committee member being asked to leave the Committee. This is at the recommendation of the Chairman of the Committee but is at the absolute discretion of the Board.

C.8 Reporting

- (a) Proceedings of all meetings of the Committee are to be minuted and signed by the Chairman.
- (b) The Committee, through its Chairman, is to report to the Board at the earliest possible Board meeting after the Committee meeting. Minutes of all Committee meetings are to be circulated to the Board through the Company Secretary. The report should include but is not limited to:
 - (1) the minutes of the Committee and any formal resolutions;
 - (2) (if relevant) information about the review process undertaken by the Committee;
 - (3) any matter that in the opinion of the Committee should be brought to the attention of the Board and any recommendation requiring Board approval and/or action; and
 - (4) (if relevant) a review of the formal written Charter and its continuing adequacy, and an evaluation of the extent to which the Committee has met the requirements of the Charter.
- (c) In addition, the Chairman of the Committee must submit an annual report to the Board (at/prior to the Board meeting at which the year end financial statements are approved) summarising the Committee's activities during the year. The report (and where appropriate, any interim report) must include:
 - (1) a summary of the Committee's main authority, responsibilities and duties;
 - (2) biographical details of the Committee's members, including expertise, appointment, dates and terms of appointment;
 - (3) member and related party dealings with the Company;
 - (4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member.

C.9 Fees

- (a) Committee members are honorary positions and are not entitled to receive remuneration.

C.10 Review of Charter

- (a) Each Charter is to be reviewed as and when needed by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.
- (b) Significant changes to the Charter must be recommended by the Committee and approved by the Board.

C.11 Duties and Responsibilities

- (a) The duties and responsibilities of a member of the Committee are in addition to those duties set out for a Director of the Board.



C.12 Access

- (a) The Committee shall have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.
- (b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

C.13 Orientation of Committee members

An orientation meeting for new members will be scheduled as required. These sessions will provide an overview of CCQ's business activities, organisational structure, corporate priorities and policies. The Company Secretary is responsible for organising Committee member orientation.



Section D - Corporate Ethics Policy

D.1 Introduction

Directors of the Company are subject to certain stringent legal requirements regulating the conduct both in terms of their internal conduct as directors of the Company and in their external dealings with third parties both on their own behalf and on behalf of the Company.

To assist directors in discharging their duty to the Company and in compliance with relevant laws to which they are subject, the Company has adopted the following Corporate Ethics Policy (Policy).

This Policy sets out rules binding Directors in respect of:

- (1) a Director's legal duties as an officer of the Company;
- (2) a Director's obligations to make disclosures generally.

D.2 Directors' Powers and Duties

Each Director of the Company is required to comply strictly with the legal, statutory and equitable duties as an officer of the Company. Broadly, these duties are:

- (1) to act in good faith and in the best interests of the Company;
- (2) to act with due care and diligence;
- (3) to act for proper purposes;
- (4) to avoid conflicts of interest or duty; and
- (5) to refrain from making improper use of information gained through the office of Director, or taking improper advantage of the office of Director.

D.3 General

Directors of companies owe a variety of duties to those companies which may impact upon the appropriateness of their attendance and participation in meetings of the board of directors. These duties arise as a result of the general law and also under the *Corporations Act*.

Directors should be aware that if they breach their fiduciary duties to the company, they may be liable to account to the entity for any profit they derive or indemnify the entity against any loss their breach has caused.

Breaches of the *Corporations Act* duties may also give rise to an action for damages, fines and penalties or disqualification.

Common Law Fiduciary Duties

A director is said to be in a fiduciary, as opposed to an arm's length, relationship with the Company. As such a director will owe various fiduciary duties to the Company which underlie matters relating to the conduct of a director, including attendance and participation at meetings. The positive duties of a director include the duty to act in good faith in the best interests of the Company, to act for proper corporate purposes and to give adequate consideration to matters for decision and to keep discretions unfettered.



Corporations Act

A director of a corporation will also be subject to duties imposed by the *Corporations Act*. They include the duty to exercise care and diligence, to exercise their powers in good faith and for a proper purpose and not to misuse their position or information obtained from their position to gain an advantage for themselves or others or cause detriment to the company.

D.4 General Duties of Directors

(a) Proper Corporate Purpose

General law duty - to act for proper corporate purposes.

The duty to act for proper corporate purposes requires directors to exercise the powers granted to them for the purpose for which they were given, not for collateral purposes.

(b) Adequate Consideration

General law duty – to give adequate consideration and duty not to fetter a director’s discretion

The duty to give adequate consideration to matters for decision and to keep discretions unfettered requires directors to give adequate consideration to matters when exercising their discretions. They must take positive steps to inform themselves about matters and not simply acquiesce in the decision making process.

(c) Care and diligence

General law and Corporations Act duty – to act with a reasonable degree of care and diligence in exercising a director’s powers and discharging a director’s duties

Under the *Corporations Act*, a director must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they:

- (1) were a director of a corporation in the same circumstances as the Company; and
- (2) occupied the same office and had the same responsibilities as the director.

Case law on these provisions illustrates that the scope of the obligation of care and diligence will depend upon the nature of the director’s role and their position with the Company. For instance, generally executive directors will be subject to a higher standard of care and it has been held that a Chairman of a Company who is also Chairman of the Management and Finance Committee may have a higher duty of care than a mere non-executive.

Apart from the *Corporations Act* obligation, a failure of a director to act with a reasonable degree of care and diligence is also likely to be considered negligent.

Business Judgment Rule

The *Corporations Act* provides for a mechanism for directors to avoid a breach of their duty of care and diligence where certain parameters are met. This is known as the “business judgment rule”. All directors of the Company are expected to be familiar with this rule.

In summary, a director who makes a business judgment is taken to meet the duty of care and diligence (whether under statute or the general law) if they:

- (1) make the judgment in good faith and for a proper purpose;



- (2) do not have a material personal interest in the subject matter of the judgment;
- (3) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- (4) rationally believe that the judgment is in the best interests of the corporation.

The director's or officer's belief that the judgment is in the best interests of the corporation is a rational one unless that belief is one that no reasonable person in their position would hold.

A 'business judgment' is any decision to take or not take action in respect of a matter relevant to the business operations of the corporation.

Whilst the business judgment rule assists directors to avoid a breach of their duty of care and diligence both under the *Corporations Act* or under the general law, it does not relieve breaches of the other duties of directors, whether under the *Corporations Act* or otherwise, described above.

(d) **Act in Good Faith**

General law and Corporations Act duties:

- (1) *To act in good faith in the best interests of the Company*
- (2) *To act for a proper purpose*
- (3) *Not to improperly use the director's position*
- (4) *Not to improperly use information obtained by virtue of the director's position*

The duty to act in good faith in the best interests of the company requires directors to use their discretions honestly and with reasonable care and diligence for the purposes for which they were conferred. Directors must not promote his or her personal interest by making or pursuing a gain in circumstances in which there is a conflict, or a real possibility of a conflict, between his or her personal interests and those of the company. Additionally, a director must not act to promote the interest of a third person where there is a conflict, or a real possibility of conflict, between duties owed by the fiduciary, on the one hand, to the company and on the other, duties owed to the third person.

D.5 **Avoiding Conflicts**

Attending and Participating in Board Meetings

The duties in relation to conflict are of particular importance when a director is considering whether or not they should attend and participate in Board meetings.

This rule requires a director to avoid situations in which there is a "real and sensible possibility" of conflict between the director's personal interests and the company's interests. This duty is also of particular significance where directors hold multiple directorships. Whilst merely holding multiple directorships, even in competing companies, is not a breach of the rule against conflict, the rule will be breached if the director discloses confidential information which the director has gained as a result of their directorship of the other company.

Consequently, if a director has a conflicting personal interest, whether direct or indirect, in a matter to be discussed at a board meeting, they should firstly disclose this matter to the Board and secondly consider whether participating in the matter would result in a breach of their fiduciary duties.



Material Personal Interest

A director who has a material personal interest in a matter that relates to the affairs of the Company is required to disclose this to the Company.

Directors of the Company who have a material personal interest in a matter generally must not attend a directors meeting while the matter is being considered or vote on the matter. However, a director may do these things if a resolution of the Board is passed to this effect or if ASIC consents.

Despite this, the same cautions must be exercised as discussed above if the other directors consent to a conflicting director participation in the meeting. The conflicting director should ensure that participation will not be in breach of their fiduciary duties or the duties imposed by the *Corporations Act*.

Common Directorships

These duties become particularly relevant where companies have directors in common and a decision involving a potential conflict of interest is required to be taken by one of the companies. In this case it is prudent for the common directors not to participate in the relevant Board's decision making process on that matter.

Directors Providing Services to the Company

In order to capitalise on the professional/technical expertise or experience of directors of the Company from time to time (other than in their capacity as directors), the Company may engage the services of that director (or a firm associated with the director) **only** on the following terms and conditions:

- (a) the scope of the consultancy (or other services) is identified, together with a schedule of estimated costs and charge out rates to be incurred with the director or their firm;
- (b) (where considered necessary or appropriate) the directors seek additional quotations for the same services; and
- (c) the consultancy services are approved by the directors.

D.6 Confidentiality

Directors of the Company will have access to any information which the Directors may consider necessary to perform their responsibilities and exercise their independent judgment when making decisions. All information received by a Director in these circumstances must be considered confidential and at all times remains the property of the Company.

Any confidential information of the Company acquired by a Director during the Director's appointment must not be disclosed by the Director, or the Director must not allow it to be disclosed, to any other person unless the disclosure is authorised by the Chairman or is required by law or regulatory body.

D.7 Independence

The Board is required to regularly assess the independence of Directors to ensure that Directors do not have any relationship or interest that interferes with their unfettered and independent judgment, or could reasonably give the impression that the Director's independence has been compromised.



Directors are required to co-operate fully with any assessment process and give all reasonable information requested.

Directors are required to fully and frankly tell the Board about anything that:

- (1) may lead to an actual or potential conflict of interest or duty;
- (2) may lead to a reasonable perception of an actual or potential conflict of interest or duty;
- (3) interferes with a Director's unfettered and independent judgment; or
- (4) could reasonably give the impression that a Director's independence has been compromised.



Section E- Corporate Code of Conduct

E.1 Introduction

The Code of Conduct covers all Cancer Council Queensland (CCQ) staff and volunteers including members of the Board, Committees, Advisory Panels and task groups (**Personnel**). It is expected that when representing CCQ, personnel will demonstrate fairness, integrity and sound professional and ethical practice at all times.

E.2 Mission

Medical research has successfully beaten most disease, it will beat cancer. Cancer Council Queensland raises funds which are dedicated to eliminating cancer and diminishing suffering from cancer through Research, Treatment, Patient Care, Prevention and Early Detection.

E.3 Goal

Our goal is cancer control through all actions that aim to reduce the burden of cancer on individuals and the community.

E.4 Values

Cancer Council Queensland is a community based organisation dedicated to serving the community in cancer control. Cancer Council Queensland is dynamic, outcome focused, responsive to community needs, committed to voluntarism and the pursuit of excellence in all its activities. All personnel from Cancer Council Queensland, through their work, are actively involved in cancer control.

Cancer Council Queensland in its responsibility to the community aims:

- a. To comply with systems of control and accountability which the organisation has in place as part of its corporate governance; and
- b. To act with honest, integrity and fairness.

To demonstrate commitment to the highest ethical standards all personnel are required to:

- Perform duties impartially, with professionalism, objectivity and integrity.
- Work effectively and efficiently.
- Respect the privacy of personal information and maintain confidentiality at all times (Refer to the Privacy Policy).
- Behave fairly and honestly, including reporting others who behave dishonestly.
- Avoid conflicts of interest and act in the best interests of the organisation and the people Cancer Council Queensland represents.
- Follow all Cancer Council Queensland policies, guidelines and procedures.

E.5 Bribes, Gifts, Benefits, Travel and Hospitality

This provision applies equally to all personnel who, more particularly should not:

- Seek or accept a bribe or other improper inducement.
- Use their official position to gain advantage or to improperly influence fellow Directors or Members of staff in the performance of their professional duties for the purpose of private gain or personal benefit.
- Accept gifts or services for personal advantage.
- By virtue of their official positions accept or acquire a personal profit or advantage of a personal material value (except of a token nature) other than permitted by this code now or in the future.

E.6 Whistleblower protection

Cancer Council Queensland ensures that there is no retaliation or discrimination against those who raise business concerns or issues.



E.7 Outside Employment

If employees engage in any secondary employment or business activity they must advise of any real or potential conflict of interest between current employment at the Cancer Council Queensland and any other employment. Managers are responsible for monitoring and following up on any impact of secondary employment. (Refer to the Conflict of Interest Guideline).

E.8 Use of Resources

Cancer Council Queensland resources including funds, computers, photocopiers, equipment, stationery, travel and motor vehicles should be used effectively and economically on work related matters.

E.9 Discrimination, Harassment and Bullying

The principles of Equal Employment Opportunity apply across the organisation. Cancer Council Queensland representatives must not harass, discriminate or bully colleagues or clients for any reason. Cancer Council Queensland does not tolerate these behaviours including the use of obscenities and offensive language.

If personnel witnesses or experiences discrimination, harassment or bullying, where possible they should do something to stop it and report it to the appropriate manager or Human Resources, Chairman or Company Secretary. Direct intervention by senior management or Board member may be used to resolve the issue.

E.10 Working in a Healthy and Safe Manner

Cancer Council Queensland is committed to providing a healthy and safe workplace for all employees, volunteers and visitors.

All personnel are responsible for working in a healthy and safe manner, following safety and security directives, using security and safety equipment provided, wearing appropriate clothing, keeping the work area tidy and safe and raising potential safety issues with the appropriate Manager, Chairman or Company Secretary promptly. Cancer Council Queensland will address risk management and rehabilitation as priorities.

E.11 Public Comment

All personnel have the right as a private citizen to express personal views through public comment on political and social issues. Public comments should not be made or appear to be made as statements on behalf of Cancer Council Queensland. Public comment includes public speaking engagements, comments in the media, views expressed in letters to newspapers, comments in social media forums, online services (such as Internet bulletin boards) or in other mediums which may impact the reputation of Cancer Council Queensland.

Personnel may make an official comment when authorised to do so or when giving evidence in court. Cancer Council Queensland's media guidelines must be followed in any dealings with the media. When undertaking speaking engagements staff and volunteers must comply with the organisation's policy and guidelines.

Corporate Governance Charter



Section F- Corporate Governance Structure

