



Corporate Governance Charter



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Definitions

ACNC	Australian Charities and Not-for-profits Commission
ACNC Act	<i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth)
ASIC	Australian Securities and Investments Commission.
Board	Board of Directors of the Company.
CCQ	Cancer Council Queensland.
Charter	Charter of the Board and any Committee set out in this Corporate Governance Charter.
Committee	Committee created by the Board including without limitation, the Audit and Risk Management Committee and the People and Culture Committee.
Company	Cancer Council Queensland (CCQ) ACN 009 784 256.
Corporate Governance Charter	Policies, Procedures and Charters set out in this document.
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Constitution	Constitution of the Company.
Directors	Directors of the company that make up the Board
Management	The Chief Executive Officer and senior management of the Company.

Corporate Governance Charter

1. General overview of Company structure

- a) Cancer Council Queensland is a public company limited by guarantee being incorporated in 1969 under the Corporations Act and registered with the ACNC. The Directors of Cancer Council Queensland are its members.
- b) The Governance structure of Cancer Council Queensland consists of a Board of Directors supported in their functions by Committees. These Committees are currently:
 1. the Audit and Risk Management Committee, and
 2. the People and Culture Committee.
 3. .
- c) These Committees are in turn supported by Task Groups, as formed by these Committees. From time to time the Board may also establish Advisory Groups.
- d) A diagram representing Cancer Council Queensland's current governance structure is attached at Appendix A.

2. The Board

- a) The role of the Board is to provide strategic oversight and direction for CCQ's management and activities and to ensure that organisational activities are aligned with CCQ's Mission.

2.1 General

- a) 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.
- b) 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 objectives of the Company. The Board acknowledges the importance of accountability to and engagement with stakeholders.
- c) The matters set out in this Charter are subject to the Corporations Act, the ACNC Act and the Constitution.
- d) The purpose of this Charter is 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; and
 3. provide for a transparent method for stakeholders to evaluate the performance of the Company from a corporate governance perspective.

2.2 Functions, Powers and Responsibilities of the Board

- a) Generally, the powers and obligations of the Board are governed by the Corporations Act, the ACNC Act, the Constitution and the general law.
- b) Without limiting those matters, the Board expressly considers itself responsible for the following:
 1. protecting, promoting and preserving the Company's reputation and standing as a community charity;
 2. ensuring the Company has a system of corporate governance which is compliant with the Company's Constitution, the Corporations Act, the ACNC Act and all other relevant laws;
 3. selecting, appointing and removing Directors;
 4. reviewing the Company's performance relative to the Company's organisational and financial targets;
 5. reviewing and ratifying systems of risk management, compliance and control and maintaining oversight of the implementation of financial and risk management controls;
 6. implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
 7. appointing, supervising and removing the Chief Executive Officer (in consultation with the People and Culture Committee);
 8. appointing and removing the Company Secretary (in consultation with the People and Culture Committee);
 9. consulting with the Chief Executive Officer (or delegating to the People and Culture Committee to consult with the Chief Executive Officer) in relation to the appointment and removal of General Managers (Level 6) – consistent with Board-approved strategy, plans, budgets, policies and directions;
 10. providing input into and final approval of the Company's Strategic Plan;
 11. monitoring organisational performance, implementation of strategy and ensuring appropriate resources are available;
 12. approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
 13. approving the annual budget, any budget reforecasts and annual financial statements and any variations;
 14. monitoring and reporting on the financial performance of the Company;
 15. appointing the Company's external and internal auditors;
 16. creating, appointing members of and overseeing Committees and Advisory Groups where appropriate, to assist in the Board's functions and powers;
 17. speaking to enhance cancer control;
 18. any matters in excess of the limits delegated to the Company's employees.

3. Board Structure

- a) The Board will comprise of not less than three nor more than ten Directors.
- b) The Directors will determine the skills requirements of the Board so that collectively, the Board will have the capability and experience in leadership, industry, skills and governance to guide the Company's strategic directions and performance.
- c) 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.
- d) A person appointed as a Director must be a person who, in the opinion of the Board, possesses substantial skills which will enhance the skills mix of the Board of Cancer Council Queensland.

- e) 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. In appointing Directors, the Board should give consideration to the following personal attributes:
 1. ability to build consensus;
 2. ability to manage competing priorities;
 3. ability to motivate and influence others;
 4. courage;
 5. demonstrated leadership skills;
 6. excellent communication skills;
 7. flexibility;
 8. high level of integrity/ethical character;
 9. positive interpersonal skills;
 10. public credibility;
 11. sound judgment;
 12. team player;
 13. visionary; and
 14. meeting facilitation skills.
- f) Nominations to the Board can be by invitation, advertisement or as otherwise determined by the Board.

4. The Role of the Chair

- a) The Chair is responsible for leadership of the Board, for efficient organisation and conduct of the Board's functions and the briefing of all Directors in relation to issues arising at Board meetings. The Chair is also responsible for arranging Board performance evaluation, if required.
- b) The role of the Chair is to:
 1. ensure the effectiveness of Board meetings;
 2. maintain open communication with CCQ management and Board and Committee members;
 3. 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;
 4. 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;
 5. establish the agenda for Board meetings in conjunction with the CEO;
 6. liaise with the Chief Executive Officer and the Company Secretary to ensure that Board and Committee decisions are implemented;
 7. sign meeting minutes to confirm that they are an accurate record of the meeting proceedings;
 8. adjourn meetings with the consent of the meeting attendees;
 9. determine disputes about meeting procedures and any other Board matters;
 10. monitor the attendance of Board or Committee members to ensure a quorum is present at each meeting and follow up non-attendance;
 11. work with the members of the Board in the event of underperforming Directors and/or Chief Executive Officer and Company Secretary;
 12. assist in the appointment of Directors;
 13. chair members' meetings; and
 14. be available to speak for the organisation to enhance cancer control.

4.1 Appointment of the Chair

- a) The incoming Chair will be elected by the Directors by consensus. In the event of a hung vote, the deciding vote will be cast by the current Chair.
- b) Should the position of Chair become vacant, the Deputy Chair will become the Chair unless they are unwilling or unable to accept the appointment. In that event, the Board will elect another Chair as soon as reasonably practicable.
- c) The Chair will be elected for a period of three years.

5. Role of Deputy Chair

- a) The role of the Deputy Chair is to assist the Chair in performing their role, particularly with regard to governance matters. In addition, the Deputy Chair fulfils the responsibilities of the Chair in the event that the Chair has temporarily vacated their position or is not present at a meeting of the Board. In the ordinary course it is expected that the Deputy Chair would take over the role of Chair when the current Chair has served a period of three years, or any lesser period upon vacation of the position.
- b) Responsibilities of the Deputy Chair include:
 - 1. fulfilling the all of the Chair's responsibilities when the Chair is not available to do so;
 - 2. keeping in close contact with the Chair, Chief Executive Officer and Company Secretary on key matters;
 - 3. actively participating in Board meetings, in order to be well informed and stay current with the views of Committees and their members;
 - 4. providing input on Board agendas to the Chair; and
 - 5. together with the Chair, providing advice and support to senior management on Board matters.

5.1 Appointment of the Deputy Chair

- a) The Deputy Chair will be elected by the Directors by consensus. In the event of a hung vote, the deciding vote will be cast by the Chair.
- b) The Deputy Chair will be elected for a period of three years.

6. Chief Executive Officer (CEO)

- a) The Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board and for implementing the policies and strategies set by the Board. In carrying out those 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.
- b) The Chief Executive Officer (together with the Chief Financial 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.
- c) The Chief Executive Officer will attend Board meetings and verify the accuracy of the reports.
- d) The Chief Executive Officer will not be entitled to vote at Board meetings.

7. Company Secretary

- a) 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 monitors compliance of the Company with the Constitution, this Charter and its statutory obligations and may be called upon to provide advice to, or procure advice for, the Board on various matters including, but not limited to, risk management, corporate ethics, governance, compliance and insurance.
- b) The Company Secretary works in conjunction with the Chair 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.
- c) The Company Secretary attends the meetings of the Board but is not entitled to vote.

8. Board Meetings

- a) The Board Meeting is a fundamental governance process. It is the decision-making forum for the Board. It is critical as it is the main opportunity for Directors to:
 - 1. obtain and exchange information with the CEO;
 - 2. obtain and exchange information with each other;
 - 3. review the reports and recommendations of the Committees; and
 - 4. make decisions.
- b) The Board Meeting agenda is important as it shapes the information flow and subsequent discussion.

8.1 Meeting Frequency

- a) Unless otherwise agreed, the Board will meet at least five times each financial year as per the Constitution.

8.2 Attendance at Board meetings

- a) Unless a leave of absence has been approved by the Chair (or in the case of a proposed leave of absence of the Chair, approved by the Deputy Chair), Board members must attend at least three Board meetings each year. Failure to do so may result in the Director being asked to leave the Board. Removal of a Director will be at the recommendation of the Chair of the Board.

8.3 Quorum

- a) Unless otherwise provided in the Constitution, the quorum necessary for the transaction of the business of the Directors as a Board meeting shall be at least 50.1% of the Directors entitled to attend and vote.

8.4 Voting

- a) The Board may decide on any matter which falls within its power. A majority of votes by Directors present and entitled to vote will decide questions arising at Board meetings or by way of circular resolution. Each Director shall have one vote on every occasion. This includes the Chair who shall have a deliberative vote like every other Director. In the case of an equality of votes, the Chair will not have a casting (nor second) vote.

8.5 Director Protection

- a) As a general rule, a Director has two key areas of protection - the right to information and the ability to insure against specific risks of being a Director. Therefore, as a matter of policy, the following measures of Board member protection will apply:

8.5.1 Information-seeking protocol

- a) Directors will adhere to the following protocol when seeking information:
 - 1. approach the CEO to request the required information;
 - 2. if the information is not forthcoming, approach the Chair;
 - 3. if the information is still not forthcoming, write a letter to all Board members and the CEO detailing the information required, the purpose of the information, and who the Director intends to approach in order to obtain the information.
- b) When considering an application from a Director to access information, other than Board papers, the party considering the application may ask the Director for the reason for their request to establish that the information is required for organisational (and not personal) reasons. In the normal course, information obtained by a Director in the course of the Director's duties should be made available to all Directors.

8.5.2 Access

- a) The Board shall have unlimited access to the external and internal auditors.
- b) Directors sign a Deed of Access, Insurance and Indemnity that enables access to all Board papers as well as financial and operational information in the custody of the Company during the specified access period.
- c) The *Corporations Act 2001* (Cth) also provides Directors with the right to inspect the Company's books.
- d) The Directors have complete and open access to the Company's management following consultation with the Chair and CEO. The Board collectively, and each Director, has the right to seek information from the Company Secretary to assist them to carry out their responsibilities.

8.5.3 Independent advice

- a) The Board 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 Cancer Council Queensland; however, no Director is authorised to commit the organisation to the expenditure of monies on professional advice until first obtaining the approval of the Chair to do so. In the event the Chair is unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, then the approval of the Board must be sought and obtained.
- b) Where the Chair is seeking professional advice, which will incur any level of expenditure, then the Chair must first seek and obtain approval from the Board for that expenditure.
- c) Prior to seeking professional advice, a Director must inform the Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair will endeavour to coordinate the provision of the advice. The Board as a whole must be the recipient of such advice.

9. Insurance

- a) Directors are covered under a Directors and Officers insurance policy.

10. Bribes, Gifts, Benefits, Travel and Hospitality

- a) Directors and committee members must not:
 - 1. seek or accept a bribe or other improper inducement;
 - 2. use their official position to gain advantage or to improperly influence fellow Directors or employees in the performance of their professional duties for the purpose of private gain or personal benefit;
 - 3. accept gifts, services for personal advantage;
 - 4. accept travel or hospitality benefits, except where such benefits may also be to the benefit of the Company, e.g. hospitality at a corporate networking event or travel to a conference that is relevant to their official position; nor
 - 5. 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 Charter, now or in the future.

11. Code of Conduct

- a) The Company has adopted a separate Code of Conduct (a copy of which is available on request) 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. It is a statement of principles and responsibilities with respect to both its internal dealings with employees and consultants, and external dealings with stakeholders and the community at large. This code is supported by organisational, operational policies and guidelines.

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12. Committees, Task Groups, Steering Groups and Advisory Groups

- a) The Board delegates specific responsibilities and activities to Committees in order to assist the Board in the 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.
- b) Advisory Groups are created by the Board (or on recommendation of a Committee) to provide specialist advice on a technical or complex area of expertise. Task Groups are bodies that provide specific activity or task support to Committees and assist them in fulfilling their obligations to the Board. Steering Groups may also be formed to assist the Executive in discharging its responsibility to exercise due care, diligence and skill in relation to key projects.
- c) One of the functions of the Board is to form and monitor any Committees and Advisory Groups established to provide advice on various areas in relation to the strategic direction and operations of the Company.
- d) Without limiting the power of the Board to make such Committees as it desires, the Board has established the following Committees:
 - 1. Audit and Risk Management Committee;
 - 2. People and Culture Committee; and
- e) The composition, role and functions of the Committees are set out in their respective Charters (which are annexed to this Charter). All members of all Committees will be appointed by the Board. An allocated Director is required to sit as the Chair of each Committee.
- f) The Board or a Committee may appoint to an Advisory Group such persons as it chooses. Advisory Groups act in accordance with direction or instruction from either the Board or the Committee that has established the Group.
- g) The Board may from time to time create additional Committees and Advisory Groups to assist the Board in the discharge of its duties in managing the affairs of the Company. These Committees and Advisory Groups will be governed by the terms of this Charter.

13. Orientation and Training for Directors

- a) An orientation meeting for new Directors will be scheduled. This meeting will provide an overview of CCQ's business activities, organisational structure, corporate priorities and policies. The Chief Executive Officer (or the CEO's delegate) is responsible for organising such meetings.
- b) Directors are expected to undertake training relevant to their duties as members of the Board. Assistance is available on request through the Chair who will discuss the training requirement with the Chief Executive Officer. The Chief Executive Officer (or the CEO's delegate) is responsible for maintaining an accurate record of training attended by Directors.

14. Delegation of Authority

- a) The Board decides what matters are to be delegated either to Committees, the CEO, CCQ management or CCQ employees. Individual Directors have no individual authority to participate in day-to-day management, including making any representations or agreements with suppliers, customers, employees or other parties or organisations. The exception to this principle occurs where the Board through resolution explicitly delegates an authority to the Director individually. Committees and their members require specific delegations from the Board as a whole.
- b) In general, the Board retains all powers and authorities required to carry out CCQ's business effectively and efficiently, except where specific authority is delegated to Committees or CCQ employees.
- c) To facilitate the day-to-day operations of the Company the Board has delegated its authority to the Committees, the CEO and certain CCQ employees as specified in the Delegation of Authority Policy. Any changes or amendments to these delegations must be approved by the Board.
- d) Although the Board has delegated its authority as above, the following matters can only be approved by the Board:
 - 1. authority to affix the company seal;
 - 2. approval of the annual budget;
 - 3. appointment of external and internal auditors;
 - 4. approval of CCQ's Strategic Plan;
 - 5. approval of the annual financial statements;
 - 6. approval of CCQ's policies and material amendments to those policies;
 - 7. appointment of the CEO and the Company Secretary.

See separate Delegation of Authority Policy

15. Review of Charter

- a) This Charter is to be reviewed as and when needed, but at least once every three years, by the Board to ensure it remains consistent with the Board's authority, objectives and responsibilities. Changes to this Charter must be approved by the Board.



Audit and Risk Management Committee Charter



Audit and Risk Management Committee (ARMC) Charter

1. Introduction

The Board has established a Audit and Risk Management Committee to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company's finances, audit processes, risk management and compliance. This ARMC Charter (the ARMC Charter) sets out the role, responsibilities, composition, authority and membership requirements of the ARMC.

2. Role and Responsibilities of the ARMC

The ARMC is a Committee of the Board. The role of the ARMC is to assist the Board in discharging its responsibilities by focussing on the following matters:

2.1. Financial reporting

- a) reviewing the annual financial statements presented by management together with reports and opinions from the external auditor;
- b) reviewing significant accounting and reporting issues and assessing the appropriateness of accounting policies and methods chosen by management;
- c) reviewing the results of the audit with the external auditor, including significant adjustments, uncorrected misstatements or unresolved disagreements with management;
- d) reviewing the appropriateness of disclosures in the financial statements, particularly in regard to estimates and judgements;
- e) providing a recommendation to the Board as to whether the financial statements should be approved;
- f) reviewing the other sections of the annual report before its release and considering whether the information is presented fairly and is consistent with members' knowledge about the Company and its operations;
- g) endorsing the annual budget for approval by the Board and monitoring financial performance against budget and the strategic plan;
- h) reviewing any proposed major capital expenditure and sales, write-offs of significant assets or bad debts;

2.2. Investments

- 2.2.1. ensuring that the Company has an appropriate investment strategy and that investments are in accordance with that strategy;
- 2.2.2. assisting in the management of the investments and funds of the Company;

2.3. External Audit

- a) providing recommendations to the Board on the selection, appointment, re-appointment or replacement of the external auditor;
- b) assessing the quality and effectiveness of the external audit and evaluating performance of the external auditors;

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- c) reviewing the scope, plans and results of external audit, including auditor's reports, management letters and closing reports;
- d) monitoring and reviewing auditor independence and objectivity;
- e) establishing ongoing communications with the auditors and ensuring access to directors and the ARMC thus enabling information and points of view to be freely exchanged;
- f) discussing with the external auditors matters arising during the audit, including any restrictions on the scope of audit activities or access to information, significant disagreements with management and the adequacy of management response;
- g) 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;

2.4. Internal Audit

- a) assessing the overall effectiveness and evaluating performance of the internal audit service provider;
- b) recommending to the Board the appointment or replacement of the internal audit service provider;
- c) reviewing the internal audit structure, organisational independence, access to senior management, the ARMC and the Board, and monitoring any scope or budget limitations that may impede the performance of internal audit responsibilities;
- d) reviewing and approving the annual internal audit plans;
- e) reviewing reports of results from internal audit engagements and the implementation of internal audit recommendations;

2.5. Risk management, fraud and internal control

- a) reviewing the Company's risk management policies and frameworks and reporting to the Board on their adequacy;
- b) defining and periodically reviewing risk management as it applies to the Company including periodic review of Enterprise Risks;
- c) fostering the development of a risk-aware culture which reflects the Company's risk management policies and philosophy;
- d) reviewing the adequacy of the Company's insurance coverage;
- e) monitoring any significant legal actions in which the Company is involved (either as a party or where the Company's interests could be materially affected by the outcome of the action) and reporting such matters to the Board;
- f) reviewing management's anti-fraud strategies and plans;
- g) reviewing and reporting to the Board on the appropriateness of the risk appetite statement;

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- h) reviewing policies to ensure conflicts of interest and whistleblower complaints are managed appropriately;

2.6. Compliance

- a) ensuring that appropriate compliance frameworks are in place and that the business is conducted in accordance with those frameworks; and
- b) reviewing and assessing any significant compliance issues, including the adequacy of management's responses, and escalating them to the Board.

3. Membership of the ARMC

- a) The composition of the ARMC and the number of members is as determined by the Board from time to time, however, members will be senior people from the accounting, legal, risk management, digital, asset management, audit and banking professions. All members must be financially literate. At least one member must have accounting or related financial expertise.
- b) The ARMC is to consist of no less than three and no greater than eight members, including a Chair and Deputy Chair, all of whom will be non-executive, and all will be leaders in their field and possess relevant skills and abilities. The Chair and at least one other member must be a member of the Board.
- c) Membership will be by advertisement or invitation or as otherwise determined by the Board. All members (including the Chair and Deputy Chair) will be appointed by the Board.
- d) Membership of the ARMC will be disclosed in the Annual Report.
- e) Members of the ARMC will not continue in office for a period of three years without submitting themselves for re-election by the Board. Any such re-election will take place at the Director's meeting which occurs immediately prior to 30 June in that year (the Relevant Meeting).
- f) A member must retire on or before the date of the Relevant Meeting if the member will have held office for a period exceeding nine (9) consecutive years at any point in the following year. A member retiring pursuant to this clause shall not be eligible for re-election except pursuant to a special resolution of the Board to that effect.
- g) In the event that a member no longer wishes to serve, the member should, where possible, notify the Chair of the ARMC of this with as much notice as possible.

4. Chair and Deputy Chair

- a) The Chair and Deputy Chair of the ARMC are selected by the Board. The Chair of the ARMC must not be the Chair of the Board.
- b) Should the Chair be absent from a meeting, the Deputy Chair will serve as Chair. If the Deputy Chair is also absent and no acting Chair has been appointed, the members of the ARMC present at the meeting have authority to choose one of their number to be Chair for that particular meeting.
- c) A Chair or Deputy Chair who resigns may remain as an ordinary member of the ARMC with their term of office beginning on the initial date of appointment to the Committee.
- d) The maximum term of office as a Chair and/or Deputy Chair will be three (3) consecutive years for each office. Any period of office as a Chair and/or Deputy Chair will be excluded

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for the purpose of determining the number of years that the individual may be a member (for the purpose of clauses 3e) and f)).

5. Meetings

- a) The ARMC will meet at least four times a year. In addition, the Chair is required to call a meeting of the ARMC if requested to do so by any Committee member or the Chair of the Board.
- b) A quorum of the ARMC shall consist of at least 50% of the total number of eligible voting members.
- c) The Chief Executive Officer, or their nominee, must attend every meeting but will not have voting rights.
- d) The Chief Executive Officer or delegate is a standard invitee to all ARMC meetings. The Chief Executive Officer may also recommend other senior managers to attend ARMC meetings. CCQ employees who attend ARMCs meetings are not considered members and do not have voting rights.
- e) Additional attendee may be invited at the discretion of the Committee Chair. The external auditor and internal auditor will each be invited to attend at least one ARMC meeting per year.
- f) A majority of votes by members present and entitled to vote will decide questions arising at ARMC meetings or by way of circular resolution. Each member shall have one vote on every occasion. The Chair will not have a casting (nor second) vote.
- g) The CEO will allocate one or more employees to act as secretary to the ARMC and perform the following functions:
 - i. providing notice of each meeting to ARMC members, confirming the date, time and venue;
 - ii. in consultation with the Chair, the CEO and the Chief Financial Officer, drawing up the agenda;
 - iii. circulating the agenda and supporting documentation to the ARMC members prior to each meeting; and
 - iv. keeping the minutes of each ARMC meeting and circulating them to ARMC members and to the Company Secretary.

6. Attendance at Meetings

- a) Directors have a right of attendance at ARMC meetings. However, no 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 6a), if in the opinion of the ARMC, hearing from the interested Director will assist their investigation or discussion, the ARMC may invite that Director to address the ARMC. The ARMC will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.
- c) Unless a leave of absence has been approved by the Chair (or in the case of a proposed leave of absence of the Chair, approved by the Deputy Chair), failure to attend at least 50% of the meetings of the ARMC each year may result in that ARMC member being asked to leave the Committee. This is at the recommendation of the Chair of the ARMC but is at the absolute discretion of the Board.

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7. Reporting

- a) Proceedings of all meetings of the ARMC are to be minuted and signed by the Chair.
- b) The ARMC, through its Chair or delegate, is to report to the Board at the earliest possible Board meeting after each ARMC meeting. Minutes of all ARMC meetings are to be included in the papers for that Board meeting, after they have been approved by the Chair. The report should include but is not limited to:
 1. the minutes of the ARMC and any formal resolutions;
 2. information about the audit process including the results of internal and external audits;
 3. an assessment of:
 - i. whether external reporting is consistent with ARMC members' information and knowledge and is adequate for stakeholder needs; and
 - ii. 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 ARMC relating to the independence of the external auditor and whether the ARMC 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 ARMC, 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 ARMC Charter and its continuing adequacy and an evaluation of the extent to which the ARMC has met the requirements of the ARMC Charter.

8. Fees

ARMC memberships are honorary positions and members are not entitled to receive remuneration.

9. Review of Charter

- a) This ARMC Charter is to be reviewed every two years by the ARMC to ensure it remains consistent with the ARMC's authority, objectives and responsibilities.
- b) Changes to the ARMC Charter must be recommended by the ARMC and approved by the Board.

10. Access

- a) The ARMC 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 such be instructed by the Board to co-operate fully in the provision of such information.
- b) Members sign a Deed of Access, Insurance and Indemnity that enables access to all ARMC papers during the specified access period.

11. Independent Experts

The ARMC has the authority to consult independent experts where they consider it necessary to carry out its duties. Any costs incurred as a result of the ARMC consulting an independent expert will be borne by the Company. If costs are to be incurred for an independent expert, the costs should be approved by the Chair of the ARMC and the CEO prior to being incurred.

Date approved: 23 July 2024

Version: 6

Next review date: 23 July 2026

Policy sponsor: Chair of the Audit and Risk Committee

Policy contact: Company Secretary

12. Insurance

ARMC members are covered under a Directors and Officers insurance policy.

13. Orientation of ARMC members

An orientation meeting for new ARMC members will be scheduled as required. This meeting will provide an overview of CCQ's business activities, organisational structure, corporate priorities and policies. The CEO (or their delegate) is responsible for organising ARMC member orientation meetings, at the request of the ARMC Chair.

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Policy sponsor: Chair of the Audit and Risk Committee
Policy contact: Company Secretary



People and Culture Committee Charter



People and Culture Committee (PCC) Charter

1. Introduction

The Board has established a People and Culture Committee to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company's human resources, volunteer and health, safety and wellbeing functions. This People and Culture Committee Charter (the PCC Charter) sets out the role, responsibilities, composition, authority and membership requirements of People and Culture Committee.

2. Role and Responsibilities of the PCC

a) In relation to the Organisation

1. Oversee Management's establishment and maintenance of effective health, safety and wellbeing, and human resources, performance management and remuneration systems;
2. Once informed of relevant information by the Organisation, satisfy itself of the existence, currency and adequacy of meeting the strategic goals of the business;
3. Inform the Board of human resources or remuneration matters that may have a significant influence upon the financial condition or affairs of the organisation;
4. Review the effectiveness of management identification and response, to developments in, and changes to, the rules and regulations for human resources management and remuneration of staff and reporting of same to the Board;
5. Once informed of relevant information by the Organisation, monitor and review the extent to which the Board is meeting its obligations on health, safety and wellbeing, remuneration and human resources matters;
6. Identify areas of risk in recruiting and retaining, managing and remunerating staff and providing information to management about ways to effectively control the risks;
7. Review and confirm the philosophy and the methodology used to assess staff performance, remuneration and associated benefits;
8. Once informed of relevant information by the Organisation, monitor and review CCQ's key people and organisational culture strategies and their alignment with CCQ's overall strategy and vision;
9. Once informed of relevant information by the Organisation, monitor and review the capability needs and the proposed training and development priorities to support the attainment of the strategic goals of the business;
10. Review and input into the scope of HR audit activity undertaken by third parties at agreed intervals;
11. Provide a channel for escalation of people-related matters from the Board where advice might be sought on HR and other related matters; and
12. Once informed of relevant information by the Organisation, monitor and review CCQ's cultural strategy and its alignment and success in meeting the strategic goals of the business.

b) In relation to the CEO and Executive

1. Review and make recommendations to the Board on the remuneration and benefit strategies for the CEO and their direct reports;
2. Review and assess the remuneration and benefit strategies recommended by the CEO for senior staff, to satisfy itself that these are appropriate for the position, are fair, reflect the contribution made to the business to the business by the staff member and enhance a business culture that supports accountability and a zero-tolerance environment for unethical conduct, through appropriate compensation and

employment decisions;

3. Review and recommend to the Board the performance objectives of the CEO and Executive Team and assessment of actual performance against those objectives;
4. Review succession plans for members of the Executive Leadership Team;
5. Review performance objectives of the Executive Leadership Team and the CEO's assessment of actual performance against objectives of the Executive Leadership Team; and
6. Support the CEO and / or Executive in the recruitment process for senior positions in the organisation, as seen appropriate by the CEO.

3. Membership of the PCC

- a) The composition of the PCC and the number of members are as determined by the Board from time to time, however, members will be senior people from the human resources, organisational development and recruitment or related professions.
- b) The PCC is to consist of no less than three and no greater than eight members, including a Chair and Deputy Chair, all of whom will be non-executive, and all will be leaders in their field and possess relevant skills and abilities.
- c) Membership will be by advertisement or invitation or as otherwise determined by the Board. All members (including the Chair and Deputy Chair) will be appointed by the Board.
- d) Membership of the PCC will be disclosed in the Annual Report.
- e) Members of the PCC will not continue in office for a period of three years without submitting themselves for re-election by the Board. Any such re-election will take place at the Director's meeting which occurs immediately prior to 30 June in that year (the Relevant Meeting).
- f) A member must retire on or before the date of the Relevant Meeting if the member will have held office for a period exceeding nine (9) consecutive years at any point in the following year. A member retiring pursuant to this clause shall not be eligible for re-election except pursuant to a special resolution of the Board to that effect.
- g) In the event that a member no longer wishes to serve, the member should, where possible, notify the Chair of the PCC of this with as much notice as possible.

4. Chair and Deputy Chair

- a) The Chair and Deputy Chair of the PCC are selected by the Board and the Chair must be a member of the Board.
- b) Should the Chair be absent from a meeting, the Deputy Chair will serve as the Chair. If the Deputy Chair is also absent and no acting Chair has been appointed, the members of the PCC present at the meeting have authority to choose one of their number to be Chair for that particular meeting.
- c) A Chair or Deputy Chair who resigns may remain as an ordinary member of the PCC with their term of office beginning on the initial date of appointment to the PCC.
- d) The maximum term of office as a Chair and/or Deputy Chair will be three (3) consecutive years for each office. Any period of office as a Chair and/or Deputy Chair will be disregarded for the purpose of determining the number of years that the individual may be a member (for the purpose of clauses 3 e) and f)).

5. Meetings

- a) The PCC will meet at least three times a year.
- b) In addition, the Chair is required to call a meeting of the PCC if requested to do so by any PCC member or the Chair of the Board.
- c) A quorum of the PCC shall consist of at least 50% of the total number of eligible voting members.
- d) The Chief Executive Officer, or delegate is a standard invitee to PCC meetings. The Chief Executive Officer may also recommend other senior managers to attend PCC meetings. CCQ employees who attend PCC meetings are not considered members and do not have voting rights.
- e) Additional attendee may be invited at the discretion of the Committee Chair
- f) A majority of votes by members present and entitled to vote will decide questions arising at PCC meetings or by way of circular resolution. Each member shall have one vote on every occasion. The Chair will not have a casting (nor second) vote.
- g) The CEO will allocate one or more employees to act as secretary to the PCC and perform the following functions:
 1. providing notice of each meeting to PCC members, confirming the date, time and venue;
 2. in consultation with the Chair and the CEO, drawing up the agenda;
 3. circulating the agenda and supporting documentation to the PCC members prior to each meeting; and
 4. keeping the minutes of each PCC meeting and circulating them to PCC members and to the Company Secretary.

6. Attendance at Meetings

- a) Directors have a right of attendance at PCC 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 6(a), if in the opinion of the PCC hearing from the interested Director will assist in their investigation or discussion, the PCC may invite that Director to address the PCC. The PCC will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.
- c) Unless a leave of absence has been approved by the Chair (or in the case of a proposed leave of absence of the Chair, approved by the Deputy Chair), failure to attend at least 50% of the meetings of the PCC each year may result in the PCC member being asked to leave the PCC. This is at the recommendation of the Chair of the PCC but is at the absolute discretion of the Board.

7. Reporting

- a) Proceedings of all meetings of the PCC are to be minuted and signed by the Chair.
- b) The PCC, through its Chair or delegate, is to report to the Board at the earliest possible Board meeting after each PCC meeting. Minutes of all PCC meetings are to be included in the papers for that Board meeting, after they have been approved by the Chair. The report should include but is not limited to:
 1. the minutes of the PCC and any formal resolutions;
 2. any matters that, in the opinion of the PCC, should be brought to the attention of the

Board and any recommendations requiring Board approval and/or action; and

3. (if relevant), a review of the formal written PCC Charter and its continuing adequacy and an evaluation of the extent to which the PCC has met the requirements of the Charter.

8. Fees

PCC memberships are honorary positions and members are not entitled to receive remuneration.

9. Review of Charter

- a) This Charter is to be reviewed every two years by the PCC to ensure it remains consistent with the PCC's authority, objectives and responsibilities.
- b) Changes to the Charter must be recommended by the PCC and approved by the Board.

10. Access

- a) The PCC 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 such be instructed by the Board to co-operate fully in the provision of such information.
- b) Members sign a Deed of Access, Insurance and Indemnity that enables access to all PCC papers during the specified access period.

11. Independent Experts

The PCC also has the authority to consult independent experts where they consider it necessary to carry out its duties. Any costs incurred as a result of the PCC consulting an independent expert will be borne by the Company. If costs are to be incurred for an independent expert, the costs should be approved by the Chair of the PCC and the CEO prior to being incurred.

12. Insurance

PCC members are covered under a Directors and Officers insurance policy.

13. Orientation of PCC members

An orientation meeting for new PCC members will be scheduled as required. This meeting will provide an overview of the Company's business activities, organisational structure, corporate priorities and policies. The CEO (or their delegate) is responsible for organising PCC member orientation meetings at the request of the PCC Chair.

APPENDIX A

Governance Structure



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Policy sponsor: Chair of the Board
Policy contact: Company Secretary