

LGAQ
Corporate Governance Charter

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1. Background

The purpose of the Local Government Association of Queensland (LGAQ) is to be the peak body for local government in Queensland with a vision of strong and effective local government. Our mission is to strengthen the ability and performance of local government to better serve the community.

This *Corporate Governance Charter* defines the role, responsibilities and authorities of the Policy Executive and the Board of the LGAQ, along with the role and function of individual Executive Representatives and Directors.

LGAQ is committed to effective governance practices which reflect accountability, transparency, and professional integrity within an inclusive framework based on trust and intellectual honesty.

The LGAQ Board and Policy Executive have previously resolved to adopt a number of corporate objectives including:

- Establish a leadership reputation for advocacy & representation
- Establish a leadership reputation for integrity (trusted and authoritative)

Furthermore, the Board and Policy Executive have also resolved to adopt the corporate values of: Accountable; Trusted; Empowered.

Together these elements provide the foundation for the Association's policy initiatives and activities.

This Charter is intended to assist the Policy Executive and Board by:

- Providing clear guidelines on roles, responsibilities and relationships of the Policy Executive, Board, Directors and Executive Representatives;
- Identifying key principles for effective corporate governance to allow "best practice" performance;
- Ensuring appropriate accountability of the Policy Executive and Board to LGAQ members;
- Ensuring that the link between the Association's corporate objectives and values and the activities of members of the Board and Policy Executive is identified and understood.

The Charter also provides valuable information for new Directors and Executive Representatives, facilitating the induction process. As stipulated in the LGAQ Constitution (Rule 6.8(17)), Directors and Executive Representatives are required to comply with this Charter.

2. Corporate Governance Principles and Structure

Within the private sector, corporate governance is regarded as the system by which companies are directed and managed. It influences how the objectives of the company are set and achieved, how risk is monitored and assessed, and how performance is optimised. Good corporate governance structures encourage companies to create value (through entrepreneurship, innovation, development and exploration) and provide accountability and control systems commensurate with the risks involved.

Corporate Governance for LGAQ is broadly defined as the processes used to represent member interests, including the way in which decisions are made on policies and strategies and how these are actioned to obtain an optimal return for members as the key stakeholders of the Organisation.

Corporate Governance arrangements for LGAQ include:

- The role of Annual Conference
- The election of Executive Representatives
- The role of the Policy Executive
- The role of the President of the Board (“President”)
- The role of the Board
- The role of the CEO.

Whilst Directors and Executive Representatives are encouraged to refer to the Constitution of LGAQ for details of the role of Annual Conference, the composition and election of the Policy Executive and Board, the powers and duties of the Policy Executive and Board, and the powers and functions of the CEO and other officers, the following is a brief summary of the key points.

LGAQ’s Annual General Meeting of member councils (Annual Conference) is the Association’s supreme decision-making body responsible for setting the overall policy direction of LGAQ and electing the President (Rule 5.4 of the Constitution). In a separate process, LGAQ’s member councils elect 15 District Representatives (Rule 5.1 of the Constitution) who, together with the President, form the Association’s Policy Executive. The President is the only member of the Policy Executive who does not represent a district.

The Policy Executive is responsible for: appointing three Directors to join the LGAQ President in forming the LGAQ Board; appointing the CEO; approving the annual budget of the Organisation; and determining the Association’s policy on behalf of member councils (in line with the overall direction set at Annual Conference). The Policy Executive may delegate any of its powers to a Committee appointed out of its number (Rule 5.13 of the Constitution).

The LGAQ Board is responsible for the operation of the business of the company (Rule 6.8 of the Constitution). It is authorised to exercise all of the Organisation’s powers that are not required to be exercised by Annual Conference. The Board is responsible for adopting a strategic plan before the end of each financial year. The Board may

delegate any of its powers to a Committee appointed out of its number (Rule 6.16 of the Constitution).

The President is the highest elected official of LGAQ and chairs General Meetings, including the Annual General Meeting, and meetings of the Board and Policy Executive.

The CEO is responsible for day-to-day management of the Organisation, subject to the Board's instructions (Rule 6.8 of the Constitution). The CEO's powers may only be exercised after full consultation with the President; and the President must be kept fully informed on an ongoing basis of all action taken pursuant to the CEO's powers. Consistent with normal corporate practices, the President and CEO are the official spokespersons for the Board, Policy Executive and LGAQ.

3. Director Role

The general qualification for becoming and remaining a Director is outlined in Rule 6.1 of the Constitution.

The powers and duties of the Directors are spelt out in detail in Rule 6.8 of the Constitution. In summary, the Directors:

- Are responsible for setting the strategic direction and monitoring of the business
- Must adopt an annual strategic plan for the Association and ensure that LGAQ conducts its business in accordance with it
- Are not directly involved in the day-to-day management of the Organisation but issue the CEO with instructions for the day-to-day management
- Make decisions that are not items of day-to-day management of the Organisation

- Must ensure that LGAQ maintains its property in good working order and condition, complies with all agreements to which it is a party, pays its debts as and when they fall due, maintains relevant insurance, complies with the requirements of all relevant legislation, maintains books and records, etc.
- Have oversight of the financial management of LGAQ and are responsible for major financial decisions (although the annual budget is approved by the Policy Executive)
- May grant a power of attorney.

As Directors are appointed out of the ranks of the Policy Executive, a Director must have the skills and the time to be able to perform both roles.

To effectively perform their role, a Director requires:

- Competency in modern corporate and financial management standards and practices
- An ability to provide a holistic focus on local government issues
- An ability to put the interests of their own council behind those of the Association
- Capacity to devote sufficient time to both Board and Policy Executive responsibilities
- Legitimacy and confidence in the eyes of members and fellow Executive Representatives
- Ability to exercise objective judgement on corporate affairs independent from management
- Access to accurate, relevant and timely information.

A Director has a duty to:

- Act consistently in the best interests of LGAQ as a whole
- Act honestly and in good faith
- Not gain advantage by improper use of their position
- Not misuse information
- Act with due care and diligence
- Disclose real or perceived conflicts between personal interests, or the interests of any associated person, and the interests of LGAQ to the other Directors
- Not allow such interests to conflict with the interests of LGAQ.

A Director has no individual authority to participate in the day-to-day management of LGAQ, including making any representations or agreements with member councils, suppliers, customers, employees or other parties or organisations.

Directors are expected to regularly attend Board, Policy Executive, Committee and other meetings organised as part of the Director role. According to Rule 6.1(5) of the Constitution, a Director vacates that office at the conclusion of the third consecutive Board meetings that the person has failed to attend, without the Board's leave.

Directors are supported in their role by secretariat services provided by LGAQ.

4. Conduct of Board Meetings

A Board meeting is the main opportunity for a Director to:

- Obtain and exchange information with the senior management team
- Obtain and exchange information with each other
- Make decisions.

A Director shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- Behaving in a business-like manner
- Acting in accordance with policy resolutions of the Association
- Addressing issues in a courteous manner
- Using judgement, common sense and tact when discussing issues
- Avoiding distractive behaviour such as email, text, chatter and irrelevant remarks during meetings
- Ensuring that others are afforded a reasonable opportunity to put forward their views.

5. Review of Board's Effectiveness and Training Needs of Directors

The President shall conduct a biennial review of the Board's effectiveness, one year and three years into the Board's term. As part of the review, the President shall consult with each Director separately. The review thus provides an opportunity for each Director to discuss any concerns about the Board's operation with the President. A report on the review must be prepared and submitted to the Policy Executive for consideration.

Directors are encouraged to raise any request or need for independent expert advice, training or guidance with the President at any time. Furthermore, the President shall discuss Directors' training and professional development needs during the biennial review of the Board's effectiveness and pass any needs identified to the secretariat for action.

6. Executive Representative Role

The General Qualification for becoming and remaining an Executive Representative is outlined in Rule 5.2 of the Constitution.

To be able to fulfill its role, it is important that the Policy Executive incorporates a breadth of experience. This requires capacity to present an appropriate balance of district, member-wide and external viewpoints.

The primary responsibility of an Executive Representative is to LGAQ members as a whole. In fulfilling this responsibility, an Executive Representative should, where appropriate, have regard to the interests of all stakeholders, both internal and external. Policy Executive decisions will be distributed in the public realm unless the Policy Executive makes an express decision to keep the matter confidential.

An Executive Representative therefore requires an extensive knowledge of and connection to local government related issues. It is expected that an Executive Representative will develop an appreciation of the scope, policy and activities of the Association.

The key roles of an Executive Representative can be broadly defined as:

- Representing the overall interests of local government within Queensland
- Representing each district's interests on the Policy Executive
- Contributing to Policy Executive decision-making
- Assisting in relationships between councils at a district and regional level.

In representing, liaising with and informing member councils at a district level, the reasonable expectation of an Executive Representative as the District Representative is that they will:

- Attend and represent LGAQ at meetings of regional groupings of councils, such as District LGAs and/or ROCs (and/or, where appropriate, other relevant bodies such as Regional Road Groups and RDA Committees)
- Undertake direct communication with member councils within their electoral district including on key issues and matters before the Policy Executive for consideration
- Develop a full understanding of the scope and scale of the activities of the Association to enable referral of member councils to relevant solutions and support services
- Familiarise themselves with and provide input into LGAQ segment¹ plans and segment activities relevant to the councils within their district.

¹ LGAQ's internal structure is based on segments, ie groups of councils with a common interest (eg Rural/Remote Councils)

In order to be an effective District Representative, an Executive Representative is expected to engage in a process of two-way representation, i.e. reporting regional advocacy issues and council support needs and opportunities to the Policy Executive and reporting outcomes back to the district. Executive Representatives are instrumental in ensuring transparent and inclusive LGAQ decision-making on policy positions by feeding views from members in their district into the decision-making process and communicating the rationale behind the decision-making back to members.

It is up to each Executive Representative to identify and develop appropriate methods of engagement with the councils in their district. Where active District LGAs or ROCs exist, the meetings of these groupings provide an established platform for regional engagement in relation to LGAQ policy-making. Attending meetings of other regional groupings involving councils, such as Regional Road Groups or RDAs, may also be an option. Executive Representatives should also undertake regular one-on-one engagement with individual councils in their district.

In recognition of the workload involved, Executive Representatives receive appropriate support from LGAQ in the conduct of their duties as District Representatives. Executive Representatives are supported by senior LGAQ officers who, whenever possible, accompany Executive Representatives to ROC and other regional meetings. LGAQ also has a Policy Executive Support Coordinator who acts as the central point of contact

and clearing house for all communications material, information and enquiries related to Policy Executive activities and who coordinates and arranges attendance of Executive Representatives and senior LGAQ staff at meetings of regional groupings of councils.

There will also be a CEO Reference Group comprising the CEOs of Executive Representatives. This group will both support Executive Representatives and provide strategic advice and input to LGAQ. It is important that elected members who are considering nominating for the Policy Executive understand that their involvement on the Policy Executive will be supported by participation of their CEO in the CEO Reference Group.

To effectively perform their role, an Executive Representative requires:

- An ability to provide a holistic focus on local government issues
- An ability to put the interests of their own council behind those of their electoral district and those of the Association
- Capacity to devote sufficient time to Policy Executive responsibilities
- Legitimacy and confidence in the eyes of members
- Ability to exercise objective judgement on corporate affairs independent from management
- Access to accurate, relevant and timely information.

An Executive Representative has a duty to:

- Act consistently in the best interests of LGAQ as a whole

- Act honestly and in good faith
- Not gain advantage by improper use of their position
- Not misuse information
- Act with due care and diligence
- Disclose real or perceived conflicts between personal interests, or the interests of any associated person, and the interests of LGAQ to the other Executive Representatives
- Not allow such interests to conflict with the interests of LGAQ.

An Executive Representative has no individual authority to participate in the day-to-day management of LGAQ, including making any representations or agreements with member councils, suppliers, customers, employees or other parties or organisations.

Executive Representatives are expected to regularly attend Policy Executive, Committee and other meetings organised as part of the Policy Executive role. According to Rule 5.2(2)(c) of the Constitution, an Executive Representative vacates that office immediately upon the conclusion of the third consecutive Policy Executive meeting that the Executive Representative has failed to attend, without the Policy Executive's leave.

7. Conduct of Policy Executive Meetings

A Policy Executive (or Committee) meeting is the main opportunity for an Executive Representative to:

- Report to the Policy Executive on engagement with their district on LGAQ policy and advocacy issues
- Obtain and exchange information with the senior management team
- Obtain and exchange information with each other
- Make decisions.

An Executive Representative shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- Behaving in a business-like manner
- Acting in accordance with policy resolutions of the Association
- Addressing issues in a courteous manner
- Using judgement, common sense and tact when discussing issues
- Minimising distracting behaviour such as email, text, chatter and irrelevant remarks during meetings
- Ensuring that others are afforded a reasonable opportunity to put forward their views.

Unless prevented by extenuating circumstances, Executive Representatives are expected to attend Policy Executive meetings for the full duration of the meeting.

Executive Representatives should be forthright in Policy Executive meetings and have a right to question, request information, raise an issue, fully canvass all aspects of any policy issue confronting LGAQ and to cast their vote on any resolution according to their own judgment.

Outside Policy Executive meetings, an Executive Representative will support the spirit of all Policy Executive decisions in discussions with member councils, staff and other parties when acting in their capacity as an Executive Representative. Executive Representatives are expected to advocate the position of their district constituency at Policy Executive meetings and the position of LGAQ back to their district constituency. However, as mentioned earlier, the President and CEO are the official public spokespersons for the Policy Executive and LGAQ.

8. Ethical Practices

Directors and Executive Representatives will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity and probity and not engage knowingly in acts or activities that have the potential to bring discredit to the Organisation.

Directors and Executive Representatives must also refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Directors and Executive Representatives must not use Association information for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of the Association.

Further, Directors and Executive Representatives must not publicly comment on matters relative to activities of the Board or Policy Executive, other than as authorised by the Board or Policy Executive.

Finally, Directors and Executive Representatives must not engage in conduct, whether in the course of undertaking LGAQ business or otherwise, tending to bring the LGAQ or local government in the State of Queensland into disrepute or to cause damage to the public standing and reputation of either of them.

9. Code of Conduct

LGAQ has adopted “The way we do business”, a code of conduct and service standards for the Association’s employees. Although not LGAQ employees, Directors and Executive Representatives are encouraged to familiarise themselves with this document and, in light of the leadership role and responsibility of the Board, lead by example in following it.

10. Use of Social Media

What is social media?

Social media is the use of on-line or internet based technologies to communicate interactively with other people. There are several well-known internet sites which are used for social media, including but not limited to, Facebook, Twitter, MySpace and LinkedIn.

The LGAQ and social media

The LGAQ embraces the use of social media for the promotion, development and delivery of services and that of its members.

LGAQ encourages all Directors and Executive Representatives to communicate online in many ways, such as through social media, professional networking sites, blogs and personal web sites. However, all Directors and Executive Representatives need to use good judgment about what material appears online, and in what context.

Information published on social media sites by Directors and Executive Representatives

Directors and Executive Representatives must behave in a manner which promotes and protects the interests of LGAQ. Directors and Executive Representatives must not publish information on social media which:

- In any way disparages or harms LGAQ's business or reputation
- Disparages or personally criticises fellow Directors, Executive Representatives or LGAQ employees
- Includes any information which may offend or embarrass fellow Directors, Executive Representatives or LGAQ employees
- Contains defamatory statements in relation to fellow Directors, Executive Representatives, LGAQ employees, elected representatives of members or employees of members
- Breaches a Directors' or Executive Representatives' obligations to keep information confidential
- Breaches a Directors' or Executive Representatives' obligations with respect to Anti-Discrimination, Sexual Harassment or Bullying
- Could be perceived as representing the viewpoint or official position of LGAQ on any issue, in circumstances where the Director or Executive Representative has no LGAQ authority to publish that information on the LGAQ's behalf.

11. Review of Charter

This Corporate Governance Charter has been adopted by the LGAQ Board and will be formally reviewed by the Board on an annual basis.



