



# Corporate Governance Charter

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# 1. INTRODUCTION

## 1.1 IPAA Queensland

The Institute of Public Administration Australia (IPAA) Queensland is a not-for-profit member-based association. It was incorporated on 5 November 2018 under the *Associations Incorporation Act 1981 (Qld)*.

IPAA Queensland is the professional association for public servants across Queensland and anyone interested or engaged in public purpose work.

## 1.2 IPAA National

The National Council of IPAA was established as a Federation of State Divisions. The Divisions, including IPAA Queensland, operate independently and form the basis for membership recruitment and service delivery, including the running of seminars, conferences and training programs related to developments and trends in public sector management.

Each State and Territory Division can nominate an individual to represent them on the National Council from time to time as outlined in the IPAA National Constitution.

The National Council is a representative body, responsible for supporting the Divisions, and providing strategic leadership, policy direction, and managing its international connections. It recognises the administrative autonomy of each Division and does not seek to influence the day-to-day decision-making processes of any Division or its management. Each Division is directly accountable to its State or Territory membership; the National Council is responsible to the broader Australia-wide membership.

# 2. CORPORATE GOVERNANCE

IPAA Queensland is governed by its Rules of Incorporation (the Rules) which were established under the *Associations Incorporation Act 1981 (Qld)*.

This governance charter has been designed to support IPAA to achieve its strategic objectives and has been endorsed by the IPAA Queensland Council. The Rules provide the legal framework for IPAA Queensland and in effect serve as our Constitution. The governance charter specifies the roles and responsibilities of the Council ([see Section 3](#)) and its members, the staff supporting IPAA Queensland and the structures and procedures of its day-to-day operations.

As IPAA Queensland evolves, the charter will be adjusted from time to time to ensure it reflects Council functions and processes, and best practice.

## 2.1 Objectives

As set out in Clause 3 of the Rules, the objectives of IPAA Queensland are to:

- a) serve as the professional association for public servants across Queensland and those in the private, not for profit and university sectors engaged in public administration or public purpose work
- b) build the capability, reputation and integrity of public administration and public purpose work across Queensland
- c) provide thought leadership opportunities to build networks, debate ideas and exchange information to enhance the capability of the public sector and those engaged in public purpose work.

## 3. COUNCIL

As an independent incorporated association, the affairs of IPAA Queensland are managed by the Council which is elected by, and accountable to, the members of IPAA Queensland.

### 3.1 Functions and Powers

The functions and powers of the Council are set out in Clause 21 and are broadly defined as having the general control and management of the administration of the affairs, property and funds of IPAA Queensland.

### 3.2 Composition

Clause 17 of the Rules outlines the membership of the Council, which includes three office bearer positions and any other members of the association elected to the Council. In keeping with professional member-based associations, all members of the Council must also be individual (or personal) members of the IPAA Queensland association.

The structure of the Council comprises:

#### Office Bearers

- President
- Treasurer
- Secretary and Vice-President

#### Members

- Up to ten (10) other persons elected to Council by IPAA Queensland members at an Annual General Meeting.

#### Ex Officio Members

- The Public Service Commission Chief Executive

### 3.3 Appointment and Tenure

Officer Bearers and members are elected for an initial two-year term and are eligible, on nomination, for re-election at the end of that term.

The process of election and/or nomination to the Council is set out in Clauses 17 and 18 of the Rules.

### 3.4 Roles and Responsibilities

The Council is responsible to association members for the overall performance of IPAA Queensland. The Council has responsibility for the general control and management of the affairs and funds of the association, and the authority to interpret the meaning of the Rules.

The Council sets the strategic priorities for IPAA Queensland, by setting out medium-term directions, strategies and targets. This forms the basis by which the Council can review performance, the results of which are published in the Annual Report.

Council roles are voluntary, however, travel and related costs associated with their roles may be paid for by IPAA Queensland.

#### President

The Rules are silent on the responsibilities of the President, however like other IPAA jurisdictions, it is the President's role to lead the Council and facilitate constructive contributions by all members to ensure the Council functions effectively as a whole in discharging its responsibilities.

Key responsibilities of the President include:

- Be the public face of IPAA Queensland and champion its role and purpose
- Promote organisational and individual memberships as well as corporate partnerships
- Lead the Council, as Chair, to set IPAA's strategic direction and oversee its operations
- Provide guidance and support from time to time to the staff supporting IPAA Queensland (see Section 4)
- Undertake speaking and ceremonial roles at IPAA events
- Represent IPAA Queensland at meetings of the IPAA National Council
- Set the agenda for and chair council meetings, ensuring their efficient and effective operation
- Work with the Director to oversee the management and performance of IPAA Queensland.

The President of IPAA Queensland, like its state and territory counterparts, is a member of the IPAA National Council. National Council meets via teleconference three times per year with one face-to-face meeting held at the annual National Conference (attendance by phone is permitted). If needed, the President may also appoint a proxy to attend.

### **Secretary and Vice President**

Rule 16 specifies several functions for the Secretary, including:

- Calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at each meeting in consultation with the President
- Recording and distributing minutes of each meeting
- Keeping copies of all correspondence and other documents relating to IPAA Queensland
- Maintaining a current register of members of the association

In addition, the Secretary must prepare and lodge the annual return of IPAA Queensland to the Office of Fair Trading. The Secretariat ([see Section 4.2](#)) may support the Secretary in the execution of these duties.

The Secretary and Vice President supports the President in the delivery of their responsibilities, including:

- Publicly representing IPAA Queensland and championing its role and purpose
- Promoting organisational and individual memberships as well as corporate partnerships
- Co-leading IPAA Council and overseeing operations in partnership with the President
- Undertake speaking and ceremonial roles at IPAA events
- Representing IPAA Queensland at meetings of the IPAA National Council as the President's delegate
- Support the President to set Council agenda, chair council meetings, ensuring their efficient and effective operation

### **Treasurer**

The Rules specify that the Treasurer must ensure that at the end of each financial year, a financial statement for the previous year is prepared. In addition, the Treasurer, with the assistance of the Director and Secretariat, must:

- Engage an independent auditor to audit the financial statements
- Prepare a financial report to accompany the audited financial statements for inclusion in the annual report
- Prepare and submit an annual operating budget to council at the first council meeting of a new financial year

- Submit any variations to the annual budget or expenditure above delegated thresholds to the Council for approval

## Members

The role of Council members is to:

- Actively champion and promote IPAA Queensland through all appropriate avenues
- Approve the annual event program, strategic plan, and operating budget of IPAA Queensland
- Assist in the development of broad policies to govern IPAA Queensland
- Attend the regular Council meetings prepared to contribute to the business of the Council
- Contribute to Council discussions in a spirit of collegiality and respect
- Participate in periodic Council assessments and contribute to the continuous improvement of the Council.

## 3.5 Conflict of interest

Council members must disclose to the Council actual or potential conflicts of interests which may exist, or might reasonably be thought to exist, in the interests of the member in carrying out the activities on behalf of IPAA Queensland. The Council will determine the best way to handle conflicts of interest as they arise.

A member who has a material interest in a matter being considered at a Council meeting must not be present while the matter is being considered or voted on.

## 3.6 Induction

Responsibility for the induction of new members to the Council resides with the President who may be supported by existing Council members or support staff.

Prior to their first Council meeting, new members will receive an induction pack containing the following documents:

- Rules (or Constitution)
- Corporate Governance Charter
- Annual reports and financial statements for the past two years
- Current strategic plan
- Current annual budget
- Meeting and event schedules
- Contact details for Council members and IPAA Queensland support staff.

# 4. IPAA SUPPORT TEAM

While IPAA Queensland works to become financially sustainable and independent, officer bearers and Council members are supported by a dedicated team of staff employed by the Queensland Public Service Commission. These roles currently include a Director whose salary has been funded by IPAA Queensland since 2019-20, and a Project Officer (Secretariat) whose salary has also been funded by IPAA Queensland since 2020-21.

## 4.1 Role of Director

The Director is responsible for the day-to-day management and operations of IPAA Queensland and shall report to the Council in relation to that management. The Director operates under delegated authority from the Council and

implements the policies and strategies of the Council. While not a member of the Council, the Director shall attend Council meetings and provide all necessary services to help the Council perform its functions.

The Director is also responsible for:

- Advising the Council on matters of corporate governance
- Reporting to Council on strategic priorities and activities and budgets
- Preparing budgets and financial reports
- Developing and managing meaningful relationships with partners and stakeholders
- Ensuring all marketing efforts maintain the integrity and professionalism of the IPAA Queensland brand
- Managing staff supporting IPAA Queensland
- Representing IPAA Queensland at meetings of the chief executives/executive directors of the IPAA jurisdictions.

## 4.2 Role of Secretariat

The functions of the Secretariat are largely administrative in nature and pertain to the effective and efficient coordination of Council meetings. This includes coordinating the annual meeting calendar, distributing meeting papers and recording minutes.

The Secretariat is also responsible for the policies, forms and procedural documents referred to in Schedule 1 of this Charter.

# 5. COUNCIL MEETINGS

## 5.1 Frequency and Notice

In accordance with Clause 22 of the Rules, the Council must meet at least once every 4 months to exercise its functions. The Secretariat is to provide members with an annual meeting calendar at the beginning of the year. Currently, the Council meets every three months – February, May, August and November.

Some business may be managed out-of-session as required ([see Section 5.8 Flying Minutes](#)).

## 5.2 Agenda

The Secretariat will call for agenda items from members which must be submitted with any accompanying papers at least 7 days prior to the meeting. The Director will draft the agenda for ratification by the President. The agenda and accompanying papers are to be distributed at least 3 working days prior to the meeting.

There are several standard reports which should be provided at each normal Council Meeting, including:

1. President's Report
2. Treasurer's Report
3. Director's Report

The format of these reports will be determined by the position holders and the Secretariat to meet the governance requirements of the Council.



## 5.3 Attendees

Attendees will comprise all Council members and members of the IPAA support staff ([see Section 4](#)), and any other person who may be able to assist the Council in matters under consideration. The President is to preside as chairperson at the meeting, or if not present, the members may choose one of their number to preside as chairperson.

## 5.4 Quorum

A quorum is achieved when more than 50% of the members elected to the Council are present at the meeting.

Members may take part in meetings with the use of technology if they are unable to attend in person, providing that the technology allows them to hear and take part in discussions as they happen. In this case they are taken to be present at the meeting and any votes cast are counted.

Members may also appoint a proxy to attend on their behalf ([see Section 5.5](#)).

## 5.5 Proxies

It is the responsibility of Council members to attend meetings of the Council held four times throughout the year. Annual reports of IPAA Queensland will report attendance by all members.

Should a Council member be unable to attend a meeting, they may appoint a proxy (using a prescribed form) to attend and vote on their behalf. Council members are expected to fully brief proxies to ensure they can reasonably contribute to Council deliberations.

## 5.6. Voting and Decisions

Questions arising at a meeting of the Council will be determined by a majority of the votes of members present. If votes are equal the question is decided in the negative. Members are entitled to appoint a proxy to exercise their powers, including the power to vote ([see Section 5.5](#)).

Also see [Section 3.5](#) which covers voting when a conflict exists.

## 5.7 Minutes

The Secretariat will ensure that the minutes of the meeting are promptly finalised and distributed to the President for verification, and subsequently to Council members, as soon as practicable after each meeting. The minutes of the previous meeting should also be tabled at the next meeting for approval by the Chair and members of the meeting.

## 5.8 Flying Minutes

Council members must agree to the recommendation of a flying minute before it can be acted upon. Written agreement by email will be accepted. If no written response is received by the due date, this will be implied as agreement.

Unless the decision is unanimous, the issue should come back to the Council at its next meeting.

Collated copies of written agreements shall be the record of the decision until next council meeting. At the next Council meeting the decision made shall be ratified and recorded in the minutes.

# 6. ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) provides the forum for the Council to meet with members of IPAA Queensland to

discuss performance and attend to matters for which approval of members is required, for example, the election of office bearers or changes to the Rules.

## 6.1 Notice of Meetings

The Rules stipulate that the AGM must be held at least once per year, within 6 months of the end of financial year (30 June). Written notice of the AGM must be provided to all members no less than 14 days before the meeting and state the business to be conducted at the meeting.

## 6.2 Business to be conducted

As a level 1 incorporated association, the following business must be conducted at the AGM:

- Presentation of the financial statements and independent auditor's report for the last financial year
- Election of members of the Council
- Appointment of an auditor for the present financial year

In addition, the annual report will be presented and the Council must report the result of reviewing IPAA Queensland's insurance requirements ([see Section 7 Indemnity and Insurance](#)).

## 6.3 Quorum

A quorum for the AGM is the number of members elected to the Council plus one. No business can be conducted at the AGM unless a quorum is present. The President serves as Chairperson for the AGM.

## 6.4 Proxies

Should an eligible member be unable to attend the AGM, they may appoint a proxy (using a prescribed form) to attend and vote on their behalf. Proxies should be fully briefed to ensure they can reasonably contribute to the business of the AGM.

## 6.5 Voting

Questions, matters or resolutions will be decided by a majority of those present at the AGM. The method of voting is to be decided by the Council.

## 6.6 Minutes

The Secretariat will ensure that the minutes of the AGM are promptly finalised and distributed to the Secretary for verification. These are published on the IPAA Queensland website and then tabled at the next AGM for approval by those present.

# 7. INDEMNITY AND INSURANCE

The Council has a legal requirement under the Act to review the insurance requirements for IPAA Queensland annually and report the results at the AGM. It must also advise members of the risks should the Council decide not to take out public liability insurance.

Members of the Council are protected from personal liability for the actions of the association if these are carried out in good faith and with due diligence.

# SCHEDULE 1 – POLICY REGISTER

Document Name	Type	TRIM Location
Corporate Governance Charter	Policy	GF76625 Policies, Procedures and Forms
IPAA Queensland Incorporated Rules of Incorporation	Policy	GF83680 - Rules of Incorporation
Financial Authority and Delegations Policy	Policy	GF76625 Policies, Procedures and Forms
Financial Management Practice Manual	Policy	GF76625 Policies, Procedures and Forms
Travel Request Form	Form	GF76625 Policies, Procedures and Forms
Business Expense Reimbursement Form	Form	GF76625 Policies, Procedures and Forms
Appointment of Proxy Form	Form	GF76625 Policies, Procedures and Forms
Gifts and Benefits Register	Form	GF76625 Policies, Procedures and Forms
IPAA Document Control Register	Form	GF76625 Policies, Procedures and Forms
Accounting Procedures	Procedural Guide	In development
Privacy Policy	Policy	In development