

Purpose

The purpose of this policy is to evidence and document Cancer Council Queensland's commitment to achieving and demonstrating the highest standards of corporate governance.

Policy Statement and Details

Cancer Council Queensland (CCQ) is committed to implementing sound governance and management systems and processes that allow us to conduct our affairs and services with the highest standards of integrity and agility and support us to maintain our compliance with relevant legislative, regulatory and contractual requirements.

Governance Principles

CCQ is a not-for-profit, charitable organisation. Our vision is for a cancer-free future and our mission is to reduce the burden of cancer.

CCQ is committed to ensuring that our structure, systems and processes enable us to provide sustainable, effective and safe services. Our Governance Structure is available on our website at <https://cancerqld.org.au/about-us/our-structure/> and as an Appendix to our Corporate Governance Charter. CCQ is committed to the following principles of governance:

- our policies and principles of good governance are implemented openly and with integrity, agility and a deep sense of belonging, pursuing the true spirit of good corporate governance, commensurate with our objectives and strategic plans;
- our services users and supporters are at the centre of everything we do. We promote the rights and best interests of our service users at all times;
- we strive to have rigorous monitoring systems and processes in place to ensure our ongoing compliance with the requirements of laws, industry and organisational standards and codes, principles of good governance and accepted community and ethical standards.

Governance Processes

CCQ's governing document is the CCQ Constitution. CCQ is a Company Limited by Guarantee.

CCQ's corporate governance structure is described in the CCQ Board and Committees Manual. The Board and each of the Board Committees has a Corporate Governance Charter. The Charters:

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

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Version: 1

Next review date: 17 June 2024

Policy sponsor: Company Secretary

Policy contact: Company Secretary

Page 1 of 7

The Board and its Committees have a fixed meeting schedule. The Board must meet at least five times every year. The Board also meets once annually to review the strategic plan. CCQ management reports to the Board in relation to the CCQ's performance relative to strategic initiatives at each Board meeting.

Delegation of Authority

Documented organisational authority ensures that all employees and members of Committees and the Board know what decisions they can make and where they must seek approval for actions they wish to take. This safeguards the organisation from decisions being made by unauthorised individuals and ensures that appropriate accountability for decisions is maintained.

The Board retains accountability for its role and responsibilities as documented in the Constitution and Corporate Governance Charter and the matters reserved for Board decision as detailed in the Delegation of Authority Policy. 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 the CEO, CCQ Managers, an individual director and/or Board Committees.

The Delegation of Authority Policy and changes to that Policy must be approved by the Board and the Policy must be reviewed at least once every three years. The Delegation of Authority Policy is available on the CCQ intranet.

Reporting and Notification Obligations

CCQ has reporting obligations to the Australian Charities and Not-for-profit Commission ("ACNC"), including an Annual Information Statement and to notify them of changes to the following:

- legal name
- address for service (where legal documents can be sent)
- 'responsible persons' (CCQ's directors); and
- governing documents (CCQ's Constitution).

CCQ also has reporting obligations to the Queensland Office of Fair Trading ("OFT") in relation to annual financial statements and changes to CCQ's members and Constitution.

Reporting to the ACNC and the OFT is the responsibility of the Company Secretary.

Each year, CCQ's members (who are also our directors) receive our financial report at the Annual General Meeting. Members are given an opportunity to ask questions and vote on resolutions.

Stakeholders are informed about CCQ's organisational performance through our Annual Report.

CCQ may also from time to time have contractual reporting and notification obligations. For example, CCQ may have reporting obligations to Queensland Health pursuant to a Service Agreement (see Appendix 2: Queensland Health Reporting and Notification Obligations, for further details).

Date approved:	17 June 2021	Policy sponsor:	Company Secretary
Version:	1	Policy contact:	Company Secretary
Next review date:	17 June 2024		

Strategic and Operational Planning

CCQ's vision, purpose, and values are developed and embraced by the Board and Executive Team. They are documented and promoted on our website and in our Annual Reports. CCQ's stakeholders are encouraged to provide feedback on CCQ's governance and management processes and CCQ is committed to appropriately incorporating such feedback in the development and evaluation of our governance and management processes.

CCQ develops a strategic plan every three (3) years, reviews it annually and discusses progress at each Board meeting. CCQ's teams then develop operational plans to support the strategic plan. Our plans are consistent with and support:

- our vision, purpose and values;
- the provision of services in a manner that is consistent with relevant legislation; and
- relevant Queensland Health policies, specifications, and Service Agreements.

Progress toward achieving our objectives is reviewed at least five (5) times a year, at our Board meetings.

Board Recruitment, Induction and Training

CCQ's recruitment process for new Board members includes ensuring that candidates have the knowledge, skills, and experience to fulfil their roles. This may include:

- an understanding of the legislative and regulatory environment that we operate in;
- relevant skills in financial, risk, safety management and/or cancer research; and/or
- lived experience of cancer (for example, as a service user or carer).

In appointing Directors, in addition to personal qualities, skills and experience, the Board considers the diversity of the Board with respect to gender, age, ethnicity, socio-economic and cultural background and other similar factors to the extent that they are considered relevant. All of our Board members must pass the ASIC banned and disqualified persons search and a criminal check prior to commencing their duties with our organisation.

A person appointed as a Director must be a person who, in the opinion of the Board, will enhance the skills mix of the Board of CCQ. Directors of CCQ should possess a combination of personal and professional attributes in addition to a proven commitment to the work of CCQ and our mission, values and strategic priorities.

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

Each member of CCQ's Board is required to undergo an induction to the organisation when they commence in their role. This induction includes:

- an orientation to our organisation and our systems and processes;

Date approved: 17 June 2021

Version: 1

Next review date: 17 June 2024

Policy sponsor: Company Secretary

Policy contact: Company Secretary

Page 3 of 7

- information about the legislative and regulatory environment we operate in, including the status of the organisation as a Company Limited by Guarantee, relevant regulatory bodies, and the role and responsibilities of the Board; and
- information about their duties as directors.

All Board members are provided with ongoing training as required in relevant organisational, legislative, and regulatory policies and practices. Board members can also request or raise training needs in Board meetings or directly to the Chair.

Records of induction and training are kept and stored with each Board member's file.

Eligibility

This policy applies to CCQ employees and directors.

Associated CCQ Documents

- Strategic Plan
- Constitution
- Corporate Governance Charter
- Board Manual
- Delegation of Authority Policy
- Compliance Guideline

References

- Queensland Health Service Agreement – Standard Terms
- Critical Incident Policy – Queensland Government
- Australian Charities and Not-for-profits Commission Governance Standards
- *Australian Charities and Not-for-profits Commission Act 2012* (Cth)
- *Collections Act 1966* (Qld)
- *Corporations Act 2001* (Cth)

Human Services Quality Standards Indicators

- HSQS Indicators 1.1, 1.2, 1.3 and 1.6.

Revision History

Version	Date	Author	Description of Changes
1	17 June 2021	Company Secretary	New Policy.

Date approved: 17 June 2021

Policy sponsor: Company Secretary

Version: 1

Policy contact: Company Secretary

Next review date: 17 June 2024

Page 4 of 7

Appendix 1: Definitions

Serious Misconduct (actual or alleged)

The *Fair Work Regulations 2009* (Cth) (“**Fair Work Regulations**”) define 'serious misconduct' as follows:

- b. wilful or deliberate behaviour by an employee that is inconsistent with the continuation of the contract of employment; and
- c. conduct that causes serious and imminent risk to:
 - the health or safety of a person; or
 - the reputation, viability or profitability of the employer's business.

The Fair Work Regulations also list the following conduct as being deemed serious misconduct:

- a. the employee, in the course of the employee's employment, engages in theft, fraud or assault;
- b. the employee being intoxicated at work;
- c. the employee refusing to carry out a lawful and reasonable instruction that is consistent with the employee's contract of employment.

<https://www.fairworkcentre.com.au/newsblog/Employer-Tips/Termination-for-Serious-Misconduct/>

Date approved: 17 June 2021
Version: 1
Next review date: 17 June 2024

Policy sponsor: Company Secretary
Policy contact: Company Secretary

Page 5 of 7

Appendix 2: Queensland Health Reporting and Notification Obligations

Reporting Requirements

CCQ acknowledges its obligation to report to the Queensland Government, as per our Service Agreement. Compliance with our reporting obligations is monitored by the General Manager, Cancer Support and Information and coordinated by that General Manager and the Chief Financial Officer. Our reporting obligations include:

- Directors' Certification of expenditure;
- audited financial statement; and
- performance and outcome measurement reporting.

The documents listed above must be provided to Queensland Health. The timeframes for submitting such documents are set out in the Funding Schedules attached to each of the Service Agreements.

Notification of Alleged Misconduct

CCQ is aware of its obligation to report actual and alleged misconduct in the context of the services that it supplies to Queensland Health. All misconduct must be reported to the General Manager, Cancer Support and Information or the Chief Executive Officer. They will immediately notify Queensland Health of any allegation that raises a reasonable suspicion of misconduct or dishonesty of a serious nature relating to the use of funding or the operation of services, as per our Service Agreements. See Appendix 1 for a definition of Serious Misconduct as set out in the Fair Work Regulations. CCQ will also ensure alleged misconduct is reported to the relevant authority, such as the Police, and notify Queensland Health once this has occurred.

Notification of Reportable Incidents

CCQ acknowledges that, as an organisation that receives funding from the Queensland Government, we are obligated by our Service Agreements to report certain incidents to Queensland Health. Reportable incidents include:

- an incident that affects or is likely to affect the delivery of any of the services delivered under a Service Agreement ("**Services**");
- an incident that relates to any of the Services or service users and that requires an emergency response including fire, natural disaster, bomb threat, hostage situation, death or serious injury, or threat of death or serious injury, of any person or any criminal activity;
- an incident that may relate to any service users subject to interventions by Queensland Health, employees and carers; or
- a matter where significant media attention has occurred or is likely to occur.

All reportable incidents must be reported by employees to the General Manager, Cancer Support and Information and the Chief Executive Officer, as soon as such employees become aware of them. The General Manager, Cancer Support and Information will then report such incidents to Queensland Health within one business day.

Date approved: 17 June 2021
Version: 1
Next review date: 17 June 2024

Policy sponsor: Company Secretary
Policy contact: Company Secretary

Page 6 of 7

Subcontracting

CCQ acknowledges its obligation to seek prior written consent from Queensland Health before subcontracting any part of its funded service obligations, as per our Service Agreements. All subcontracting arrangements must be documented in writing and must be implemented and formalised in accordance with CCQ's Procurement of Goods and Services Guideline and Delegation of Authority Policy.

Date approved: 17 June 2021
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Policy sponsor: Company Secretary
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Page 7 of 7