



Good Governance Guide

August 2020



RSL
Queensland

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CONTENTS

CONTENTS	1
BACKGROUND	2
BOARD CHARTER	8
BOARD CODE OF CONDUCT	14
CONFLICT OF INTEREST POLICY.....	22
CONTINUOUS DISCLOSURE OF CONFLICTS OF INTEREST	26
FRAUD, BRIBERY AND CORRUPTION POLICY	28
WHISTLEBLOWER POLICY	34
RISK MANAGEMENT FRAMEWORK	39
INFORMATION SECURITY POLICY	41
BOARD RESOURCES AND EXPENDITURE POLICY.....	46
BOARD MEETING STANDARD	52

RSL Queensland Good Governance Guide Version Control

Version	Date	Change Description
<i>Version 1</i>	<i>27 March, 2018</i>	
<i>Version 2</i>	<i>September, 2018</i>	<i>Inclusion of Board Resources and Expenditure Policy and Investment Policy as approved by the Board and recommendations made by Effective Governance.</i>
<i>Version 3</i>	<i>August, 2020</i>	<i>Updated as approved by the Board following the conclusion of a review undertaken by the Board.</i>

FOREWORD

In 2019 the RSL Queensland Board adopted the 2025 Strategy. The strategy restates the RSL Queensland purpose '*to ensure a bright future and enduring legacy for all veterans and their families*'. RSL Queensland has ambitious goals in the furtherance of this purpose and in pursuit of our vision to be the most valued and trusted partner to enrich the Australian Defence Family's Quality of Life. In order to best position ourselves to achieve this vision, RSL Queensland is committed to maintaining a strong leadership capability and a robust governance culture.

This revision of the RSL Queensland Good Governance Guide (GGG) reflects a commitment to embedding this strong governance culture. It has been revised to ensure it reflects contemporary governance policies, standards and processes aligned to best practice and in compliance with relevant legislation and regulations, including those of the Australian Charities and Not-for-profits Commission Act.

The RSL Queensland Good Governance Guide has been specifically tailored to RSL Queensland's requirements and will continue to be a guide for RSL Queensland to ensure observance of contemporary, best practice governance and thus enabling our purpose and vision.



Tony Ferris
State President/Chair



Melanie Wilson
Chief Executive Officer

BACKGROUND

1.1 Scope and purpose of this Guide

RSL Queensland is committed to good corporate governance through an ongoing process of continuous improvement in its governance practices. The RSL Queensland Good Governance Guide outlines the governance system required to operate a registered Charity under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (**ACNC Act**) in alignment with the expectations of its stakeholders such as members, veterans and their families, volunteers, customers, donors, regulators and the wider community.

Mates4Mates Limited ABN 54 160 646 999 is a company limited by guarantee and a wholly owned subsidiary of Returned & Services League of Australia (Queensland Branch (RSL (Qld))) with its own Constitution and Board of Directors. It is a registered Charity whose Objects include the support of current and former Australian Defence Force members and their immediate families who have suffered physical or psychological wounds, injuries or illnesses as a result of their service.

This Good Governance Guide applies to RSL (Qld) and does not apply to Mates4Mates Limited, however nothing limits Mates4Mates Limited immediately adopting the Good Governance Guide.

1.2 RSL (Qld) a body corporate under Letters Patent

The Returned & Services League of Australia was founded in 1916 to support serving and ex-serving members of the Australian Defence Force and their families. RSL (Qld) is an independent branch of the Returned & Services League of Australia Limited.

RSL (Qld) was constituted as a body corporate by letters patent first issued on 31 August 1944 under the *Religious Educational and Charitable Institutions Act 1861 (Qld)*, an act originally established to enable religious, educational and charitable institutions to establish corporate entities to enable them to hold property.

The legislation was amended in 1967 to exempt these bodies corporate from the Companies Act (and later Corporations Act), and to introduce specific powers such as the right to acquire property, pay salaries and borrow or lend money and to do all such things as are incidental or conducive to the attainment of the objects and exercise of the powers of the corporate entity.

By letters patent issued on 18 February 1993, RSL (Qld) changed its name to Returned & Services League of Australia (Queensland Branch). These letters patent continue to be of full force and effect by express provision under section 144 of the *Associations Incorporation Act 1981 (Qld)*.

RSL (Qld) is a body corporate under the *Corporations Act 2001 (Cth)* but with the exception of limited provisions, is not regulated under that legislation.

1.3 Governance structure of RSL (Qld)

Board of Directors

There are 245 Sub Branches in Queensland with approximately 35,000 members that fold up into 10 District branches. Each District Branch has an elected representative, the District President.

Under the Constitution of RSL (Qld), each of the 10 District Branches is automatically entitled to sit on the Board of RSL (Qld) and the Board is constituted by up to 16 Directors as follows:

- 10 Directors who hold a dual role as District President of their District Branch
- 3 elected Executive Officers (Chair, Deputy Chair and Vice Chair), who are elected by the membership base at the Annual General Meeting of RSL (Qld)
- Up to 3 independent Directors who are appointed by the Board of RSL (Qld) and are neither a District President nor an Executive Officer.

District Branches and Sub Branches

There are 3 distinct layers in the governance framework of RSL in Queensland:

- (a) State Branch (RSL Qld)
- (b) District Branches (including Chapters)
- (c) Sub Branches (including Chapters)

The District Branches and Sub Branches are supported by State Branch in the provision of high level governance and support services. District Branches provide administrative support to a network of more than 245 Sub Branches throughout Queensland, and Sub Branches provide grassroots welfare and wellbeing services.

1.4 Constitution and Objects of RSL (Qld)

RSL (Qld)'s Objects under its Constitution are as follows.

- (a) provide for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those who are serving or who have served in the Australian Defence Forces and their dependants;
- (b) perpetuate the close and kindly ties of friendship created by a mutual service in the Australian Defence Force or in the forces of nations traditionally allied with Australia and the recollections associated with that experience;
- (c) maintain a proper standard of dignity and honour among all past and present members of the Defence Forces of the nation and to set an example of public spirit and noble hearted endeavour;
- (d) preserve the memory and the records of those who suffered and died for Australia, erect monuments to their valour, provide them with suitable burial places, and establish and preserve, in their honour, the annual commemoration days known as ANZAC Day, Remembrance Day and other commemorative days;
- (e) encourage loyalty to Australia and secure patriotic service in the interests of Australia;

- (f) protect the good name and preserve the interests and standing of members of the Australian Defence Force;
- (g) encourage Members, as citizens, to serve Australia with that spirit of self-sacrifice and loyalty with which they served as members of the Australian Defence Forces; and
- (h) provide welfare to the sick, helpless, wounded, vulnerable, aged, destitute and needy.

In furtherance of these Objects, RSL (Qld) may do any or all of the following:

- (a) be part of a national association which is non-sectarian, and in relation to party politics, non-partisan;
- (b) establish and accept trusts having for their objects the welfare and benefit of members of the League, its branches, or Sub Branches, or of any member, or ex-member, of the Australian Defence Force, or their dependants;
- (c) establish Women's Auxiliary and Citizens' Auxiliary branches of the League throughout the State of Queensland and in such other places as RSL (Qld) may, from time to time determine;
- (d) seek the cooperation of like associations, corporations and/or other persons to further the welfare and commemorative/patriotic objects;
- (e) undertake all manner of charitable or other work to further the objects and to accept any specific or general gifts or bequests for such charitable or other purposes, whether conditional or not;
- (f) make grants to and give assistance to such persons, trusts, groups, associations, societies, institutions or other organisations and authorities and to establish such scholarships as RSL (Qld) may, from time to time, determine;
- (g) raise money to further the aims of the RSL (Qld) and to secure sufficient funds for the purposes of the RSL (Qld);
- (h) receive any funds and to distribute these funds in a manner that best attains the objects of the RSL (Qld); and
- (i) doing all such things as are incidental, convenient or conducive to the attainment of all or any of the objects of the RSL (Qld).

2 Registered Charity

2.1 Australian Charities and Not-for-Profit Commission Act 2012 (Cth)

RSL (Qld) is a registered Charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**).

The Objects of the ACNC Act are:

- (a) to maintain, protect and enhance public trust and confidence in the Australian not-for-profit sector; and
- (b) to support and sustain a robust, vibrant, independent and innovative Australian not-for-profit sector; and
- (c) to promote the reduction of unnecessary regulatory obligations on the Australian not-for-profit sector.

2.2 Governance Standards

The ACNC Act establishes minimum governance standards that RSL (Qld) is required to meet on an ongoing basis as a registered Charity. Compliance with the governance standards is a condition of registration under sec 25-5(3)(b) of the ACNC Act. The object of the governance standards is to provide a minimum level of confidence that RSL (Qld) will as a registered Charities promote the effective and efficient use of its resources, meet community expectations in how it manages its affairs and uses public money, volunteer time and donations, and minimise the risk of mismanagement and misappropriation.

Section 45 of the ACNC Act outlines the minimum governance standards that RSL (Qld) is required to adhere to as a registered Charity under the ACNC Act.

The objects of these governance standards are to give the public (including donors, members and volunteers of RSL (Qld) confidence that RSL (Qld):

- (a) manages its affairs openly, accountably and transparently; and
- (b) uses its resources (including contributions and donations) effectively and efficiently;
- (c) minimises the risk of mismanagement and misappropriation; and
- (d) pursues its purpose.

These governance standards are listed as follows:

Standard 1	Purposes and Not for Profit nature of Charity
Standard 2	Accountability to members
Standard 3	Compliance with Australian laws
Standard 4	Suitability of Responsible Persons
Standard 5	Duties of Responsible Persons

**CONSTITUENT BOARD
DOCUMENTS**

BOARD CHARTER

Board Charter	The RSL (Qld) Board Charter acts to establish the role and responsibility of the Board broadly and links to several of the specific documents listed within the RSL Good Governance Guide. The document is published on RSL (Qld)'s web site.
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Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) is a body corporate under letters patent issued under the *Religious, Educational and Charitable Institutions Act 1861* (Qld) and an independent branch of Returned & Services League of Australia Limited.

RSL (Qld) is a registered Charity and operates in furtherance of the welfare and commemorative objects set out in its Constitution, including but not limited to providing for the sick, helpless, wounded, aged, vulnerable, destitute and needy among those that are serving or who have served in the Australian Defence Forces and their dependents. In furtherance of the objects, the Constitution provides that RSL (Qld) may (among other things):

- undertake all manner of charitable or other work to further the objects;
- raise money to secure sufficient funds for the purposes of the organisation; and
- receive any funds and distribute these funds in a manner that best attains the objects of the organisation.

This Board Charter sets out the functions, key responsibilities, and main operating mechanism of the Board in order to clarify Board and management accountabilities for RSL (Qld)'s strategic direction and performance.

The Board is committed to conducting all business activities, legally, ethically and in accordance with the highest standards of integrity and propriety.

The Board has responsibility for driving the strategic direction and governance of RSL (Qld) on behalf of the members.

The members of RSL (Qld) have, through the Constitution, vested the power to manage RSL (Qld) in the Board, to be exercised as a Board. The members have not vested any powers in any individual Board member and it follows that, unless a clear delegation has been given to one or more Directors by the whole Board, decisions must be made collectively, and members are generally bound by the Board's decisions.

BOARD POWERS AND MATTER RESERVED FOR THE BOARD

The Constitution of RSL (Qld) provides under clause 11.1:

The Board may exercise all those powers of the RSL (Queensland Branch) as are not, by this constitution, required to be exercised by the members in general meetings or otherwise.

Without limiting the powers of the Board set out in clause 11.1, clause 11.3 of the Constitution describes the specific powers of the Board which may include, but are not limited to, the exercise of power of the Board to:

- *Direct, control and conduct the business and affairs of RSL (Qld);*
- *Purchase, sell, lease, mortgage, charge, exchange or otherwise deal with or dispose of any real or personal property of RSL (Qld);*
- *Invest money in the name of RSL (Qld); and*
- *Promote and contribute to any enterprise for a purpose connected with its objects.*

THE ROLE OF THE BOARD

RSL (Qld) Directors are accountable for the proper management of the organisation's business and affairs.

The Board's key responsibilities include to:

- Set, drive and oversee management's implementation of the strategic direction and governance of RSL(Qld) on behalf of the members;
- Direct, control and conduct the business and affairs of RSL(Qld);
- Endeavour to ensure best practice corporate governance and compliance with the law and the highest standards of business and ethical conduct;
- Oversee appropriate use of RSL (Qld)'s resources;
- Approve RSL (Qld)'s Code of Conduct which underpins the desired culture within RSL (Qld);
- Monitor the performance of the RSL (Qld)'s management and Board individually and collectively;
- Appoint and remove the CEO and Company Secretary;
- Endeavour to ensure that appropriate risk management systems, internal control and reporting systems and compliance frameworks are in place and are operating effectively; and
- Monitor financial and non-financial results and systems and approve the annual budget for RSL (Qld).

It also follows that, unless individual Directors receive specific delegations from the Board, they must refrain from participating in the day-to-day management of RSL (Qld). Nor can individual Directors make representations on behalf RSL (Qld) or its management team, or influence or attempt to influence management as individuals.

The Board delegates responsibility for day-to-day management of RSL (Qld) to the CEO through the CEO Delegations policy. However, the CEO must consult the Board on matters that are sensitive, extraordinary or of a strategic nature.

The responsibilities of management personnel are also dealt within the Delegations of Authority policy document. The Board is still ultimately accountable for management personnel and for the use of any delegated authority by the CEO or other management personnel.

RSL (Qld) also has the following policies, which apply personally to Board members:

- *Board Code of Conduct - outlines the standards required of all of RSL (Qld)'s Directors;*
- *Code of Conduct - outlines the standards of personal and corporate behaviour required of all of RSL (Qld)'s officers and employees;*
- *Conflict of Interest Policy and Conflicts of Interest Register;*
- *Board Resources and Expenditure Policy;*
- *Fraud, Bribery and Corruption Policy; and*
- *Whistleblower Policy.*

The Board is also ultimately responsible for ensuring compliance of RSL (Qld)'s officers and employees with other company policies including:

- *Equal Employment Opportunity;*
- *Health & Safety;*
- *Regulatory compliance;*
- *Privacy;*
- *Environment; and*
- *Security.*

THE ROLE OF THE CHAIR

The Chair's role is to lead the Board and to manage its affairs so that it can effectively discharge its duties under the law and the Constitution. Since the Board usually exercises its authority when acting as a collective when it meets, it is the Chair's principal role to make those meetings as efficient and effective as possible and to promote constructive and respectful relations between directors and between the Board and management.

The Board recognises that the effectiveness of the Board will be enhanced if contributions to Board discussions are kept brief and relevant, and if each builds on the previous contribution of others.

As manager of the Board's affairs, the Chair must ensure that appropriate matters are brought to the Board's attention and he/she must therefore set the agenda for its meetings while having regard to the matters which the CEO and other Directors wish to bring to the Board's attention. Directors who wish to have matters brought to the Board for discussion should ask the Company Secretary to place them on the agenda at least ten days before the scheduled date of the meeting in accordance with the Board Meeting Standard.

The key responsibility of the Deputy Chair and the Vice Chair is to chair meetings of the Board in the absence of the Chair (in the case of the Deputy Chair) or the Chair and the Deputy Chair (in the case of the Vice Chair).

The Board can only be effective if it reaches clear decisions which are recorded accurately and implemented properly. Draft minutes of Board meetings will be sent to the Chair for approval within seven working days of the end of the Board meeting. Following confirmation by the Chair they will be circulated to other Directors. If Directors have any major concerns regarding the minutes they should notify the Company Secretary/CEO and copy their

comments to the Chair. The minutes will then be formally tabled for approval (subject to any necessary amendments) at the subsequent Board meeting.

THE ROLE OF THE CEO

The day-to-day management of the organisation has been delegated by the Board to the CEO and the Chair has no powers over the RSL (Qld)'s business affairs beyond those of any other Director. The Board/CEO relationship is fostered between meetings through encouraging a close working relationship between the Chair and the CEO. Terms of appointment, position description and delegations for the CEO are to be determined by the Board and regularly reviewed. Annual CEO performance reviews against position description and the agreed KPIs is the responsibility of the Board as a whole. The Remuneration Committee makes recommendations to the Board with respect to CEO succession, appointment, assessment and remuneration.

THE ROLE OF THE COMPANY SECRETARY

The Company Secretary may fulfil other management responsibilities in addition to company secretarial duties. The Company Secretary is accountable to the Board through, and has a direct reporting line to, the Chair of the Board on all matters relating to the proper functioning of the Board. The Company Secretary has a direct reporting line to the General Counsel on legal matters.

BOARD MEETINGS

Board meetings are held on a regular basis, usually monthly as determined annually by the Board, and otherwise as often as the Board determines necessary to enable it to fulfil its duties and responsibilities or as otherwise convened in accordance with the Constitution.

Board meetings are conducted in accordance with the Board Meeting Standard as approved by the Board. The Board Meeting Standard was developed in accordance with accepted governance practices as recommended from the AICD and the Governance Institute of Australia. The requirements outlined in the Board Meeting Standard are procedural in nature and are in alignment with RSL (Qld)'s Constitution, By-Laws and other governing documents previously approved by the Board. The agenda for each Board meeting is to be determined by the Chair, CEO and Company Secretary. Directors should also meet periodically, in-camera without management for discussion of management issues. Otherwise, the CEO, Company Secretary and such of the senior management team as agreed by the CEO and Chair may attend Board meetings.

The Board shall meet in accordance with the Constitution including meetings by electronic means. The Board shall invite appropriate members of management to attend its meetings in order to deliver reports or to offer guidance to the Board when and if required, however the CEO shall be entitled to be present at all times unless the Board is holding an in-camera session.

BOARD MEMBERSHIP, COMPOSITION AND INDEPENDENCE

In accordance with the Constitution, the Board comprises of three Executive Officers (being the Chair, Deputy Chair and Vice Chair, with these officers also known as the State President,

Deputy President and Vice President, respectively) that are elected by members at the AGM, ten District presidents representing the 10 Districts and 240 Sub Branches. In accordance with the Constitution and By Laws, the Board may also appoint up to three independent skills-based Directors. All Directors are volunteers and non-employees in accordance with the Constitution.

The Board regularly assesses the independence of Directors in light of their disclosed interests. When conducting the assessment, materiality is judged on a case-by-case basis by reference to each Director's individual circumstances. An independent Director is a Director who is not a member of management (i.e. not an Executive Director) and who either does not hold any office for profit within RSL (Qld), is not directly or indirectly interested in any contract or proposed contract with RSL (Qld) or is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of RSL (Qld).

In accordance with the Constitution of RSL (Qld), an Executive Officer may not retain office for more than 3 years after the AGM without submitting himself or herself for re-election.

Each director is appointed by way of a formal Director Engagement Agreement.

BOARD COMMITTEES

The Board has established a number of Committees to assist the Directors in the discharge of their duties and to allow consideration of complex issues. The Committees include but are not limited to the Audit and Risk Committee, Lotteries Committee, Constitution and Awards Committee and Remuneration Committee. Each Committee operates in accordance with written Terms of Reference and the Constitution. The Terms of Reference will be reviewed at least annually by the Committee and the Board to ensure the Terms of Reference remains consistent with the Committee's authority, objectives and responsibilities.

INDUCTION

New Directors undertake an induction program in order to assist them in fulfilling their duties and responsibilities. As part of their induction Directors are required to undertake the formal Director Learning Pathway. The Director Learning Pathway is an online governance e-learning tool available internally at RSL (Qld).

PROFESSIONAL DEVELOPMENT

Directors are encouraged to participate in professional development and keep up to date on relevant topical issues. Directors are also encouraged to be members of the Governance Institute of Australia (GIA), the Australian Institute of Company Directors (AICD) or the Australian Institute of Management (AIM). Board training days are also allocated in the Board meeting calendar and relevant and meaningful professional development is provided for the Board.

The Board considers that there is a clear benefit for the Directors to have access to development opportunities in relation to Directors' duties and corporate governance generally and, accordingly, RSL (Qld) will reimburse membership to either the GIA, AICD or the AIM.

ACCESS TO INFORMATION AND INDEPENDENT PROFESSIONAL ADVICE

To effectively discharge its responsibilities, the Board may request additional information from management and auditors, both internal and external (as applicable). Requests by a Director for access to information from management, or access to an employee, should be made via the CEO or Company Secretary (in liaison with the CEO). Each Director has the right to seek independent professional advice at the RSL (Qld)'s expense, in accordance with the Director Engagement Agreement. Directors may consult with external advisers at RSL Queensland's reasonable expense to enable them to perform their duties. Prior consultation with the Chair is required for the engagement of external advisers.

In accordance with the Constitution, RSL (Qld) through the Board may appoint an investigating officer to make enquiries that are in relation to matters in the interest of the Returned & Services League of Australia Limited and RSL (Qld), and carry out investigations, on that account, that are considered necessary, desirable or appropriate in relation to any District Branch, Sub-Branch, member and fundraising, business or services activity in the name of the Returned & Services League of Australia Limited and RSL (Qld).

EVALUATION OF BOARD PERFORMANCE

Meaningful evaluations are conducted of the effectiveness of the Board and its Committees on a regular basis, within the time between evaluations not to exceed two years. The performance review process is determined by the Board from time to time and includes the assessment of individual Directors, the Board Chair and Committee Chairs.

The evaluation of the Board's performance and effectiveness is carried out under the responsibility of the Chair. The evaluation process may be undertaken by an internally managed evaluation of its performance such as via Directors completing a questionnaire which surveys Board performance of its role, function and responsibilities as detailed in this Board Charter or via an independent review of the performance of the Board by an independent consultant with expertise in conducting Board reviews.

Based on the findings of the evaluation, the Chair and the Company Secretary provide direction to the Board on areas of potential improvement.

REVIEW PROCESS

This Charter will be reviewed at least annually to ensure that the Charter is operating effectively.

BOARD CODE OF CONDUCT

Board Code of Conduct	Compliance with the Board Code of Conduct is an obligation under the Director Engagement Agreement.
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Title	Board Code of Conduct
Policy Number	POL-01
Version	V3
Authorised by	CEO
Policy Owner	Board
Date Adopted	24 October 2019
Date of last review	24 October 2019
Related Documents	Conflict of Interest Policy <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth) and Governance Standard 5

INTRODUCTION

The Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) Board will ensure that Board members are aware of their duties as directors and they properly discharge their duties as officers of RSL (Qld).

PURPOSE

The purpose of this Code of Conduct is to help Board members of RSL (Qld) to properly discharge their duties as directors in order to meet legislative requirements and to strive for the highest standards of business and ethical conduct. The Code of Conduct will also assist Directors to understand the expectations around personal behaviour and communication.

APPLICATION

This Code applies to the Board members of RSL (Qld).

POLICY STATEMENT

Director's duties are predominantly derived from the *Corporations Act 2001* (Cth) and Australian general law. Accordingly:

1. A director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
2. A director must exercise the powers of office and discharge duties for a proper purpose, and honestly, in good faith in the best interests of RSL (Qld) as a whole.
3. A director must recognise that their primary responsibility is to RSL (Qld) as a whole but should, where appropriate, have regard for the interests of all stakeholders of RSL (Qld).
4. A director must not make improper use of information acquired as a director to gain an advantage for themselves or someone else or cause detriment to RSL (Qld).
5. A director must not take improper advantage of the position of director to gain an advantage for themselves or someone else or cause detriment to RSL (Qld).
6. A director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the RSL (Qld).
7. A director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
8. Confidential information received by a director in the course of the exercise of directorial duties remains the property of RSL (Qld) and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by RSL (Qld), or the person from whom the information is provided, or is required by law (even after the directors cease to be a director or officer of RSL (Qld)).
9. A director should not engage in conduct likely to bring discredit upon RSL (Qld).
10. A director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

GUIDELINES FOR THE INTERPRETATION OF PRINCIPLES

The following Guidelines are intended to assist directors in complying with the core principles of the Code. They are not meant to be exhaustive and may be added to over time to address issues of importance as they arise.

DUTIES TO RSL (Qld)

1. Each director should endeavour to ensure that the functions of the Board have been specified clearly, are properly understood and are competently discharged in the interests of RSL (Qld).
2. A director should endeavour to ensure that the management of RSL (Qld) is competent and is devoting its best endeavours in the interests of RSL (Qld).
3. In evaluating the interests of RSL (Qld), a director should take into account the interests of RSL (Qld) as a whole, but where appropriate and/or required by law should take into account the interests of creditors and other stakeholders.
4. Each director should endeavour to ensure that RSL (Qld) is financially viable, properly managed and constantly improved so as to protect and enhance the interests of RSL (Qld).

5. A director who is appointed to a Board at the instigation of a party with a substantial interest in RSL (Qld) such as a major stakeholder or a creditor, should recognise the particular sensitivity of the position. Fiduciary duty requires the director to make a contribution in the interests of RSL (Qld) as a whole and not only in the interest of the nominators.
6. Where obligations to other people or bodies preclude an independent position on an issue the director should disclose the position and seriously consider whether to be absent or refrain from participating in the Board's consideration of the issue (see also Guideline 17). Before taking the decision to be absent, a director should consider whether that absence would deprive the Board of essential background or experience. The matter should be disclosed and resolved by the rest of the Board.

DUTIES TO CREDITORS

7. Whilst the obligations of a director are primarily owed to RSL (Qld), there are situations in which it is necessary to evaluate the interests of creditors. This is particularly so where RSL (Qld)'s financial position is uncertain or where insolvency may be pending. In cases of doubt, a director should, with some urgency, seek professional advice.

DUTIES TO OTHER STAKEHOLDERS

8. All companies and their directors must comply with the legal framework governing their operations and must be conscious of the impact of their business on society. Without limiting in any way the nature of the issues with which the director must be concerned in the running of the business, particular attention should be paid to the environment, questions of occupational health and safety, industrial relations, equal opportunities for employees, the impact of competition and consumer protection rules, and other legislative initiatives that may arise from time to time. Although the director owes a primary duty to RSL (Qld) as a whole, the responsibilities imposed on companies and the director under various acts of parliament clearly demand that the director evaluate actions in a broader social context.

DUE DILIGENCE

9. A director should attend all Board meetings but where attendance at meetings is not possible appropriate steps should be taken to obtain leave of absence.
10. A director must acquire knowledge about the business of RSL (Qld), the statutory and regulatory requirements affecting directors in the discharge of their duties to RSL (Qld), and be aware of the physical, political and social environment in which it operates.
11. In order to be fully effective, a director should insist upon access to all relevant information to be considered by the Board. This information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided the director should make an appropriate protest about the failure on the part of RSL (Qld) to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention and the reasons for it, should be included in the minutes. It may also be appropriate to vote against the motion or move for deferment until proper information is available.

12. A director should endeavour to ensure that systems are established with RSL (Qld) to provide the Board, on a regular and timely basis, with necessary data to enable them to make a reasoned judgment and so discharge their duties of care and diligence. An internal audit of systems supporting the Board should be conducted regularly.
13. A director should endeavour to ensure that relations between the Board, the Audit and Risk Committee and the auditors are open, unimpeded and constructive. Similarly, the auditors should have direct and unimpeded access to the director. A director should be satisfied that the scope of the audit is adequate and that it is carried out thoroughly and with the full cooperation of management.
14. A director shall endeavour to ensure RSL (Qld) complies with the law and strives for the highest standards of business and ethical conduct.
15. A director from time to time may need expert advice (whether it be legal, financial or some other professional advice and whether it relates to fiduciary or other duties) in order to discharge duties properly. The director should ensure, to the extent possible, that any advice obtained is independent of RSL (Qld). In that regard wherever necessary the services of advisers external to those advising RSL (Qld) may need to be sought. In any case of doubt separate independent advice should always be sought by the directors on matters that may impact on their position vis-a-vis RSL (Qld).

CONFLICTS OF INTEREST

16. A director must not take improper advantage of the position as director to gain, directly or indirectly, a personal advantage or an advantage for any other person or, cause detriment to RSL (Qld).
17. The personal interests of a director (including the director's duty to another organisation the director is involved in), and those of their family, must not be allowed to prevail over those of RSL (Qld) generally. A director should seek to avoid conflicts of interest wherever possible. Full disclosure of the conflict, or potential conflict, must be made to the Board in accordance with the Conflict of Interest Policy. In considering the issues, account should be taken of the significance of the potential conflict for RSL (Qld) and the possible consequences if it is not handled properly. Where a conflict of interest requiring disclosure under the Conflict of Interest Policy does arise, the Board must consider whether the conflicted director should to refrain from participating in the debate and/or voting on the matter, whether he or she should be absent from discussion of the matter, , or, in an extreme case, whether to resign from the Board. Where a director chooses to, or the Board decides the director should, be absent from the meeting, consideration should be given as to whether expertise that would be contributed by the director is otherwise available. In the case of a continuing material conflict of interest a director should give careful consideration to resigning from the Board and consider the provisions of Guideline 20.

USE OF INFORMATION

18. A director must not make improper use of information acquired by virtue of the position as a director. This prohibition applies irrespective of whether the director would gain directly or indirectly a personal advantage or an advantage for any other person or might cause detriment to RSL (Qld).

19. Matters such as trade secrets, processes, methods, advertising or promotional programs, sales and statistics affecting financial results are particularly sensitive and must not be disclosed.
20. A director who takes the serious step of resignation on a point of principle should consider whether the reasons for resignation should be disclosed to the appropriate regulator. In deciding whether or not to make public the reasons for resigning and composing any resignation statement, a director should have regard to the following:
 - The duty not to disclose confidential information so as to damage RSL (Qld)
 - The duty to act bona fide in the interests of RSL (Qld).
21. A director who has been nominated to the Board by outside parties should recognise the sensitivity of the position and should be especially careful not to disclose confidential matters to the nominators unless the prior agreement of the Board has been obtained.

PROFESSIONAL INTEGRITY

22. If there is any doubt about whether a proposed course of action is inconsistent with a director's fiduciary duties then the course of action should not be supported. Independent advice should be sought as soon as possible to clarify the issue.
23. When a director feels so strongly as to be unable to acquiesce in a decision of the Board, some or all, of the following steps should be considered:
 - Making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decisions.
 - Asking for additional legal, accounting or other professional advice.
 - Asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion.
 - Tabling a statement of dissent and asking that it be minuted.
 - Writing to the Chair, or all members of the Board, and asking that the letter be filed in the minutes.
 - If necessary, resign, and consider advising the appropriate regulator such as the Australian Charities and Not-for-Profit Commission (the **ACNC**).
24. 'Opinion shopping' and the search for loopholes in the law is unacceptable.

RESPONSIBILITIES

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across RSL (Qld); and
- monitoring compliance with this Code.

RSL (Qld) must ensure that its Board members are aware of the ACNC Governance Standards, particularly Governance Standard 5, and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5.

The register of interests must be maintained by the Company Secretary, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

BREACH

If the Board of RSL (Qld) has a reason to believe that a person subject to this Code has failed to comply with it, the Chair will investigate the circumstances. In accordance with the RSL (Qld) Constitution, the Board has powers to stand down a Director or Committee member due to that person's conduct being detrimental to the interests of the League. All reporting of breaches by a Director should be reported to the Chair of the Board in the first instance or if in relation to breaches by the Chair to the Company Secretary. All complaints against a Director (including the Chair) are dealt with in accordance with the process as outlined in the RSL (Qld) Constitution.

FURTHER ASSISTANCE

For questions about this Code, contact the Board or Company Secretary.

RELATED DOCUMENTS

Conflict of Interest Policy

Australian Charities and Not-for-profits Commission Act 2012 (Cth) and Governance Standard 5

REVIEW PROCESS

This Code will be reviewed at least every two years by the Board to ensure that the Code is operating effectively.

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CONFLICTS OF INTEREST

CONFLICT OF INTEREST POLICY

Conflict of Interest Policy	The objective of the Conflict of Interest Policy is to ensure RSL (Qld) manages Director disclosure of conflicts of interest and conflict of duty. The Conflict of Interest Policy will explicitly determine the RSL (Qld)'s standard in terms of conflicts arising from holding multiple responsible entity duties between related legal entities (RSL (Qld), District and Sub- Branches).
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Title	Conflict of interest policy
Policy Number	POL-04
Version	V2
Authorised by	CEO
Policy Owner	Board
Date Adopted	24 October 2019
Date of last review	24 October 2019
Related Documents	Board Code of Conduct Policy Fraud, Bribery and Corruption Policy Whistleblower Policy Conflicts of Interest Register Gift and Gratuities Guideline <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth) and Governance Standard 5</i>

INTRODUCTION

The Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) Board will ensure that Board and committee members are aware of their obligations to disclose any conflicts of interest that they may have, and comply with this policy to effectively manage those conflicts of interest as representatives of RSL (Qld).

PURPOSE

The purpose of this policy is to help Board and committee members of RSL (Qld) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest or pecuniary interests in order to protect the integrity of RSL (Qld) and manage risk. The Policy will also ensure RSL (Qld) manages Director disclosure of interest and conflict of duty.

APPLICATION

This policy applies to the Board and committee members of RSL (Qld).

POLICY STATEMENT

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to RSL (Qld) if they are openly and effectively managed. It is the policy of RSL (Qld) as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to RSL (Qld). RSL (Qld) will manage conflicts of interest by requiring Board and committee members to:

- avoid conflicts of interest where possible;
- identify and disclose any conflicts of interest;
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

In particular, conflicts arising from the Board holding multiple responsible entity duties between RSL (Qld), District and Sub Branches.

Directors who receive more than a nominal gift or benefit (eg meals or modest hospitality amongst other things) from a third party in connection with their role with RSL (Qld) may have a conflict of interest. For the purpose of this policy, a gift or benefit will be regarded as more than nominal if its value is more than \$100.

IMPLEMENTATION

Once an actual, potential or perceived conflict of interest is identified, it must be entered into RSL (Qld)'s register of interests, as well as being raised with the Board. Where all of the other Board members share a conflict, the Board should refer to the Australian Charities and Not-for-Profit Commission (the **ACNC**) Governance Standard 5 to ensure that proper disclosure occurs.

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should:

- vote on the matter (this is a minimum);
- participate in any debate; or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

What should be considered when deciding what action to take

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented;
- whether the conflict will on an objective basis (i.e. in the view of a reasonable person) realistically impair the disclosing person's capacity to impartially participate in decision-making;
- alternative options to avoid the conflict;
- RSL (Qld)'s objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of RSL (Qld).

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

A director who is aware that he or she has a conflict of interest that requires disclosure should decline to receive or review copies of Board minutes or other Board papers relating to the relevant matter and also papers of relevant committees, until the Board has had the opportunity to consider the conflict issue.

RESPONSIBILITIES

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across RSL (Qld); and
- monitoring compliance with this policy.

RSL (Qld) must ensure that its Board members are aware of the ACNC Governance Standards, particularly Governance Standard 5, and that they disclose any actual or perceived material conflicts of interests as required by Governance Standard 5. The register of interests must be maintained by the Company Secretary, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

BREACH

If the Board of RSL (Qld) has a reason to believe that a person subject to the policy has failed to comply with it, the Board will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them in accordance with the process as outlined in the RSL (Qld) Constitution. This may include seeking to terminate their relationship with RSL (Qld). If a person suspects that a Board member has failed to disclose a conflict of interest, they should notify the Company Secretary who is responsible for maintaining the register of interests.

FURTHER ASSISTANCE

For questions about this policy, contact the Board or Company Secretary.

RELATED DOCUMENTS

Board Code of Conduct

Fraud, Bribery and Corruption Policy

Whistleblower Policy

Conflicts of Interest Register

Gift and Gratuities Guideline

Australian Charities and Not-for-profits Commission Act 2012 (Cth) and Governance Standard 5

REVIEW PROCESS

This Policy will be reviewed annually by the Board to ensure that the policy is operating effectively.

DEFINITIONS

A **conflict of interest** occurs when a person's personal interests conflict with their responsibility to act in the best interests of RSL (Qld). A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of RSL (Qld) and must be managed accordingly.

Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Board member's duty to RSL (Qld) and another duty that the Board member has (for example, to another charity).

Pecuniary interests include where there is a reasonable likelihood or expectation of appreciable financial loss or gain to a person, or to another person.

CONTINUOUS DISCLOSURE OF CONFLICTS OF INTEREST

Continuous Disclosure of Conflicts of Interest	Responsible Persons are required to disclose conflicts of interest as they arise, but formally at the commencement of each Board meeting as a standing agenda item and these disclosures are then formally recorded in the Board meeting minutes. An action incumbent upon the Company Secretary is then to immediately manage the RSL (Qld) Register of Interests to assist RSL (Qld) in managing any conflicts of Responsible Persons.
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Directors may give a specific notice or a standing notice about an interest. For a specific notice, the notice must be given at a Board meeting as soon as practicable after the Director becomes aware of their interest in the matter. Further, it is good practice to ask if there are any conflicts of interest to declare at every Board meeting, which RSL Qld does as a standing agenda item for every meeting. Any such disclosures must be carefully recorded in the minutes along with, who was present for discussion and who did not vote on which items.

**BOARD POLICY
AND STANDARDS**

FRAUD, BRIBERY AND CORRUPTION POLICY

Fraud, Bribery and Corruption Policy	Directors, officers and employees of RSL (Qld) are subject to various Australian antibribery, corruption, anti-money laundering and terrorism financing legislation or standards as well as the potential occurrence of fraud. Due to the complexity of the modern regulatory landscape, the Fraud, Bribery and Corruption Policy considers the position of RSL (Qld) to the threat and management of these aspects.
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Title	Fraud, Bribery and Corruption Policy
Policy Number	POL06
Version	V3
Authorised by	Board
Policy Owner	Board
Date Adopted	24 October 2019
Date of last review	24 October 2019
Related Documents	Code of Conduct Policy Board Code of Conduct Conflict of Interest Policy Whistleblower Policy Gift and Gratuities Guideline <i>Criminal Code Act 1995</i> (Cth) and state criminal law legislation <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth) and Governance Standard 3 RSL (Qld) Risk Appetite Statement RSL (Qld) Enterprise Risk Management Standard Australian Standard AS 8001-2008 Fraud and Corruption Control

INTRODUCTION

The Directors, officers and employees of the Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) are subject to various antibribery, corruption, anti-money laundering and terrorism financing legislation and standards as well as the potential occurrence of fraud or bribery.

PURPOSE

The purpose of this Policy is to protect the assets and reputation of RSL (Qld) by providing a clear statement that, as articulated by the RSL (Qld) Risk Appetite Statement, fraud, bribery and corruption will not be tolerated and to provide an overview of who is responsible for management of these aspects.

APPLICATION

This Policy applies to all employees, who, for the purpose of this Policy, shall be taken to mean Directors, executives, managers, employees, volunteers and contractors of RSL (Qld). In addition, this Policy applies to employees and volunteers of Mates4Mates (with all above persons referred to as **personnel** in this Policy).

POLICY STATEMENT

RSL (Qld) has no tolerance for fraud, bribery or corruption and is committed to the prevention of fraud, bribery and corruption in the organisation. All reports of fraud, bribery or corruption will be investigated and addressed.

RSL (Qld) is committed to promoting and achieving a strong culture of governance, including the prevention and detection of fraud, bribery and corrupt conduct and in cases of suspected or proven fraud, bribery and corrupt conduct, investigating reporting and taking appropriate action. All allegations or notification of fraud, bribery and corrupt conduct are treated seriously. RSL (Qld) will notify and refer suspected or actual instances of fraud, bribery and corrupt conduct to the appropriate authorities as required.

IMPLEMENTATION

RSL (Qld) recognises that the development of an effective fraud, bribery and corrupt conduct control framework is necessary to prevent, detect, investigate and take appropriate action in responses to allegations of fraud, bribery and corrupt conduct. As such, the following integrated suite of strategies and initiatives are intended to be applied within RSL (Qld) as an effective control framework that is closely integrated with the broader enterprise risk management framework:

- Conduct risk analysis across the organisation to identify and assess potential fraud, bribery and corruption risks;
- Establish internal control measures to mitigate, deter and detect fraud, bribery and corruption risks; and
- Establish protocols for dealing with and investigating allegations of fraud, bribery and corruption and reporting of investigation outcomes.

The procedure associated with reporting and investigation of fraud, bribery and corruption. to support the Fraud, Bribery and Corruption Policy is in accordance with the Australian Standard AS 8001–2008 Fraud and Corruption Control.

RESPONSIBILITIES

The Board has overall responsibility for ensuring this Policy complies with RSL (Qld)'s legal and ethical obligations, that all personnel comply with it and, together with management, for 'setting the tone at the top'.

The Chief Executive Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate training on it at appropriate intervals. This Policy, and RSL (Qld)'s internal control systems and procedures, will be subject to regular and at least annual reviews by the Risk & Compliance Manager with reporting to the Audit and Risk Committee to provide assurance that they are effective in countering bribery and corruption.

The Company Secretary is responsible for providing advice and assistance to the Board regarding any investigation linked to this Policy.

RSL (Qld) must ensure that its Board and Committee members are aware of the Australian Charities and Not-for-Profit Commission (the **ACNC**) Governance Standards, particularly Governance Standard 3 – Compliance with Australian laws and that appropriate processes and controls are in place to protect RSL (Qld)'s finances and assets and that RSL (Qld) meets its legal obligations.

The ACNC Governance Standard 3 also states that the ACNC will investigate serious offences (for example, fraud, money laundering or terrorist financing) that are likely to affect public trust and confidence and where this is necessary to protect the assets of the charity and the people it serves.

BREACH

A breach of this Policy, may also breach federal and state criminal law legislation or other applicable legislation and regulations. Beach of these laws could be a serious offence which can result in fines on RSL (Qld) and its personnel and imprisonment of personnel. Even the appearance of a breach of these laws can have a serious reputational impact on RSL (Qld).

Any personnel who is an employee of RSL (Qld) found in breach of this Policy may face disciplinary action up to and including termination of employment.

Any material breach of this policy must be reported to the Board.

REPORTING AND INVESTIGATIONS

Suspected or actual instances of fraud, bribery and corrupt conduct must be reported to the Audit and Risk Committee and Board. If the Board has a reason to believe that a person subject to the Policy has failed to comply with it, it will arrange an independent investigator to investigate the circumstances.

All personnel have a responsibility to be aware of, and report, suspicious behaviour or activities which may be in contravention of this Policy. Personnel who wish to report suspected or actual instances of fraud, bribery and corrupt conduct should contact a suitably senior member of RSL (Qld), for example:

- any General Manager
- Company Secretary
- Director
- Member of the Legal Team

and disclosing an allegation of the relevant conduct on confidential basis in order for a complaint to be investigated. Investigations will not be disclosed to, or discussed with, anyone other than those who have a legitimate need to know.

Alternatively, the whistleblower protection program pursuant to the Whistleblower Policy is also an alternate avenue for reporting suspected or actual instances of fraud, bribery and corrupt conduct for situations where any personnel wishes to disclose incidents of reportable conduct but has formed the view, on reasonable grounds, that RSL (Qld)'s normal reporting processes are not appropriate in the particular instance.

Actions involving suspected fraud and corruption should be reported to the relevant authorities, such as the Queensland Police Service.

RECORD KEEPING

RSL (Qld) must keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments to third parties.

All personnel must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses procedures and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

DUE DILIGENCE

RSL (Qld) and its personnel may also be held responsible for acts of bribery by third parties. The use of third parties for the purpose of committing acts of bribery is prohibited.

All personnel must take reasonable precautions to ensure that third parties also comply with this Policy, including through the exercise of reasonable care in selecting our business partners with a view to ensuring they are reputable, honest and qualified for their roles, and, where possible, the inclusion of appropriate contractual protections in our terms of engagement with such parties.

TRAINING AND COMMUNICATION

RSL (Qld) will provide training for its employees and managers, which will focus on ensuring they are able to recognise fraudulent or corrupt activities and know how to deal with such activities.

RSL (Qld)'s zero-tolerance approach to bribery and corruption must be communicated in writing to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

GIFTS AND HOSPITALITY

This Policy does not prohibit acceptance of gifts and gratuities in accordance with the Gifts and Gratuities Guideline,

FURTHER ASSISTANCE

For questions about this Policy, contact the Company Secretary.

RELATED DOCUMENTS

Code of Conduct Policy

Board Code of Conduct

Conflict of Interest Policy

Whistleblower Policy

Gift and Gratuities Guideline

RSL (Qld) Risk Appetite Statement

RSL (Qld) Enterprise Risk Management Standard

Australian Standard AS 8001-2008 Fraud and Corruption Control

Criminal Code Act 1995 (Cth) and state criminal law legislation

Australian Charities and Not-for-profits Commission Act 2012 (Cth) and *Governance Standard 3*

REVIEW PROCESS

This Policy will be reviewed annually by the Board to ensure that the Policy is operating effectively. Any proposed changes to this Policy must be approved by the Board.

DEFINITIONS

Fraud is an intentional act by one or more individuals among management, those charged with governance, employees or third parties, involving the use of deception to obtain an unjust or illegal advantage. A fraud can typically result in actual or potential financial loss to any person or entity however this is not always the case.

Examples of fraud could include, but are not limited to:

- misappropriation of funds, securities, stock, supplies or other assets including use of assets for private purposes;
- causing a loss to RSL (Qld) or creating a liability for RSL (Qld) by deception;
- impropriety in the handling or reporting of money or financial records;
- accepting or seeking anything of value from contractors, vendors or persons providing services or goods to RSL (Qld);
- false invoicing for goods or services never rendered or backdating agreements;

- submission of exaggerated or wholly fictitious accident, harassment or injury claims or misuse of sick or family leave.

Corruption or Corrupt Conduct is dishonest activity which involves any personnel acting contrary to the interests of RSL (Qld) and abusing his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.

Examples of corrupt conduct include but are not limited to:

- payment of secret commissions (i.e. bribes or gratuities) and Facilitation Payments in money, or some other value, to other businesses, individuals or public officials;
- receipt of bribes or gratuities from other businesses, individuals or public officials;
- release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage;
- a staff member manipulating a tendering process to achieve a desired outcome;
- a conflict of interest involving a staff member acting in his or her own self-interest rather than the interests of RSL (Qld).

Facilitation Payment means a payment made to secure or expedite the proper performance of a routine action by a government official or agency to which the payer (or RSL (Qld) on behalf of which payment is made) has legal or other entitlements.

Volunteers means volunteers of RSL (Qld) and Mates4Mates and does not apply to volunteers of subsidiary companies, Trusts, Districts, Sub Branches League Members, however it may be used as guidance for the development of respective policies.

WHISTLEBLOWER POLICY

Whistleblower Policy	The Whistleblower Policy is intended to encourage Board members, staff and any volunteers to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events without retribution, when usage of existing policy and actions have not resulted in an outcome.
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Title	Whistleblower Policy
Policy Number	POL09
Version	V1.2
Authorised by	Board
Policy Owner	Board
Date Adopted	July 2016
Date of last review	20 September 2018
Related Documents	Code of Conduct Policy Board Code of Conduct Conflict of Interest Policy Fraud, Bribery and Corruption Policy Workplace Health and Safety Policy

INTRODUCTION

The Returned & Services League of Australia (Queensland Branch) (RSL (Qld)) has established the Whistleblower Policy for the following reasons:

- to encourage the 'blame free' reporting of matters that may amount to breaches of statutory, regulatory or codified obligations
- to promote a healthy and balanced culture of compliance throughout RSL (Qld)
- to promote a healthy and safe working environment
- to reinforce the fact that RSL (Qld) is committed to, and serious about, its legal and corporate governance obligations.

PURPOSE

The purpose of this Policy is to help the RSL (Qld) to effectively manage a process for disclosure of Reportable Conduct.

RSL (Qld)'s Whistleblower Policy complements RSL (Qld)'s Code of Conduct and reinforces our culture of open communication, doing what is right, and encouraging employees and volunteers to speak up and report corrupt, illegal or undesirable conduct.

This Policy has been developed in line with Australian Standard 8004-2003 "Whistleblowing protection programs entities", for situations where an employee wishes to disclose incidents of Reportable Conduct but has formed the view, on reasonable grounds, that RSL (Qld)'s normal reporting processes are not appropriate in the particular instance.

APPLICATION

This Whistleblower Policy applies to all employees, who, for the purpose of this Policy, shall be taken to mean Directors, employees, volunteers and contractors of RSL (Qld). In addition, this Policy applies to employees and volunteers of Mates4Mates. Referred to in this Policy as "Employees".

POLICY STATEMENT

RSL (Qld) is committed to encouraging all Employees to be responsible for speaking up and reporting corrupt, illegal or undesirable conduct.

An individual who discloses Reportable Conduct may be protected from civil and criminal liability. This is referred to as "protected disclosure".

Protected disclosure includes protection from a breach of the confidentiality clause in the Employee's employment contract, contractor agreement or any other agreement.

An Employee cannot be terminated, demoted, harassed, discriminated against or shown any bias from RSL (Qld) after having made a protected disclosure and RSL (Qld) must take reasonable steps to ensure that the Employee is not subjected to victimisation or persecution.

The provisions offered under protected disclosure may not be available to an Employee who makes a disclosure that is not based on reasonable grounds, is malicious or where the Employee was involved in the Reportable Conduct.

Protection and assistance will be offered to Employees who make a disclosure of Reportable Conduct against their manager or a colleague. This may include:

- placing the Employee on temporary paid leave as applicable;
- relocating the Employee either temporarily or permanently;
- redeploying the Employee to another role, either temporarily or permanently as applicable;
- offering the Employee access to the Employee Assistance Program.

RSL (Qld) will take reasonable measures to ensure that Employees are aware of, and understand the Whistleblower Policy, and the types of behaviour or scenarios that are reportable.

IMPLEMENTATION

Employees are responsible for contacting a suitably senior member of RSL (Qld), for example:

- General Manager People and Culture
- any Executive Manager
- Company Secretary
- Director
- Member of the Legal Team
- Other appropriate Senior Manager
- and disclosing an allegation of Reportable Conduct in order for a complaint to be investigated.

The allegation will then be forwarded to the General Counsel for investigation.

The procedure associated with reporting and investigation of Reportable Conduct is an Employee may make a report under this Policy or under the Fraud, Bribery and Corruption Policy.

RESPONSIBILITIES

RSL (Qld) is committed to appointing and maintaining an appropriately qualified Whistleblower Protection Officer. The General Counsel is designated as RSL (Qld)'s representative with the responsibility of protecting and safeguarding the interests of whistleblowers.

Employees may make a disclosure anonymously, or ask the General Counsel that their identity not be disclosed. RSL (Qld) is committed to protecting Employees who make genuine disclosures and all reasonable efforts will be made to ensure that anonymous disclosures remain anonymous. However anonymity cannot be guaranteed in certain circumstances (e.g. legal papers, court orders).

The CEO and management at all levels will be held accountable for the quality of response to issues disclosed by whistleblowers and to reports of retaliation as well as for supporting policies that ensure misconduct at RSL (Qld) is disclosed.

INVESTIGATIONS

RSL (Qld) is also committed to appointing and maintaining an appropriately qualified Whistleblower Investigations Officer. The nominated Whistleblower Investigations Officer is responsible for investigating the Reportable Conduct and advising any other relevant RSL (Qld) business area as appropriate (e.g. People, and Culture, and Finance) so that a plan can be developed to investigate the disclosure.

While the responsibility for ensuring investigations are completed thoroughly and on a confidential basis in a timely manner, the General Counsel will ensure that an appropriate person is nominated as the Whistleblower Investigations Officer to manage an investigation, and any resulting action(s).

Due to confidentiality constraints, the outcome of any investigation, and resulting action taken by RSL (Qld), may not be made available to the Employee who made the disclosure.

All investigations will be conducted in a manner that is consistent with the rules of natural justice and devoid of bias or prejudice against the Employee or any person against whom the allegation is made.

BREACH

Compliance with this Policy is a condition of employment or ongoing engagement with RSL (Qld). Breaches of this Policy will lead to disciplinary action up to and including termination of employment or of association.

All suspected breaches of this Policy must be reported to the General Counsel on 07 3634 9432 or alternatively via email on whistleblower@rslqld.org. The identity of the person reporting the breach will be protected where possible.

RSL (Qld) will monitor and review this Policy regularly to assess its effectiveness in encouraging the reporting of reportable conduct, protection of persons making reports, investigating fairly and effectively and rectifying verified wrongdoing.

This monitoring will be facilitated by reports to the Audit and Risk Committee and/or the Board that will not compromise confidentiality. A report is to be provided to the Board of the outcome of each review.

FURTHER ASSISTANCE

For questions about this Policy, contact the General Counsel.

RELATED DOCUMENTS

Code of Conduct Policy
Board Code of Conduct
Conflict of Interest Policy
Fraud, Bribery and Corruption Policy
Workplace Health and Safety Policy

REVIEW PROCESS

This Policy will be reviewed annually by the General Counsel to ensure that it remains effective and relevant to RSL (Qld) and that it continues to comply with relevant laws.

DEFINITIONS

Whistleblowing is a term used to describe a situation whereby an employee is able to make a voluntary disclosure about reportable conduct within, or concerning, RSL (Qld), but feels they are unable to make the disclosure via their usual reporting lines.

Reportable Conduct includes (but is not limited to) activities that are:

- illegal;
- corrupt;
- fraudulent;
- dishonest;

- unethical;
- unlawful;
- constituting an unsafe work-practice;
- constituting serious improper conduct; or
- giving rise to the possibility of causing financial or non-financial loss to RSL (Qld), or might otherwise be detrimental to the interest of RSL (Qld).

RISK MANAGEMENT FRAMEWORK

Risk Management Framework	<p>RSL Qld is committed to a comprehensive and systematic approach to the effective management of risk and opportunities in accordance with its objects, organisational strategy and risk appetite statement which is aligned with the requirements of AS/NZS ISO 31000:2009, Risk Management - Principles and guidelines.</p> <p>The organisation holds a Risk Management Policy, Risk Management Standard, Risk Guidelines and Risk Appetite Statement (the Policies) which provide the overarching statements about the role of risk management within RSL Qld and the associated responsibilities of directors, management and employees, contractors and suppliers.</p> <p>This Policies sets the foundations for RSL Qld’s Risk Management Framework, which supports an integrated and systematic approach to managing risk and opportunity so RSL Qld can meet its Objects. Together the collateral comprising the Risk Management Framework:</p> <ul style="list-style-type: none"> - ensures financial and non-financial risks which have the potential to affect the achievement of the organisation’s strategic and operational objectives are identified and managed in accordance with the Board’s Risk Appetite; - ensures the strategic direction of the organisation is appropriate given the economic, social, political, legal and regulatory environment in which the organisation operates; - provides a means of identifying priorities (in terms of relative risk levels) and allocating resources accordingly; - provides a means of demonstrating due diligence in discharging legal and regulatory obligations and meeting the expectations and standards of the organisation’s stakeholders; - articulates the roles and responsibilities for the implementation, monitoring and review of the Risk Management Framework; and - provides a means of identifying, evaluating and maximising opportunities for business growth and diversification where such opportunities involve some level of risk. - for an event to be considered a risk, it must meet certain criteria, including the following: <ul style="list-style-type: none"> ▪ the event has the potential to negatively impact objectives, be they strategic, operational or there is the potential for loss due to the event; and ▪ there is uncertainty as to the outcome, i.e. it is an event in the future that may or may not occur a decision is required i.e. to accept or reject the risk, or identify a course of action to
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	<p>influence either the likelihood of the event occurring or its consequence.</p> <p>The purpose of these documents is to detail the risk management principles that define the key activities for effective risk management within RSL (Queensland Branch) (RSL Qld), including the minimum standards required for risk management within RSL Qld.</p> <p>The practical implementation of these risk practices includes but is not limited to the preparation of risk registers, management plans and governance and review processes and the assessment criteria.</p> <p>This Policy applies to all directors, management and employees, regardless of their or type of employment contract, RSL Qld volunteers and contractors and suppliers who provide goods and services to the organisation. This Policy also applies to Mates4Mates Limited ABN 54 160 646 999, a wholly owned subsidiary of RSL Qld, but does not apply to any other legal entity outside of RSL Qld.</p>
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INFORMATION SECURITY POLICY

Information Security Policy	<p>The Information Security Policy along with the Board Code of Conduct and Director Engagement Agreement determines the obligations of Directors when handling RSL (Qld) Board papers and other Board-in confidence materials. These documents also identify what materials can be produced or distilled from Board meetings as information that can be distributed to aid good communication within the broader RSL League, whilst maintaining strict, best practice information security controls</p>
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STATEMENT OF INTENT

Information, in whatever form, is of fundamental importance to our business and as such, RSL (Queensland) recognises that information security is a key component in meeting our business objectives. Furthermore, protection of our customer's information is critical to the success of the services we provide.

Business continuity is heavily dependent upon the confidentiality, integrity and continued availability of information and the means by which it is stored and processed, communicated and reported. As such, RSL (Queensland Branch) sets a clear policy direction and demonstrates support for, and commitment to, information security through the issue and maintenance of the RSL (Queensland Branch) Information Security Policy Framework.

PURPOSE

The purpose of this policy is to define the principles that must be afforded to information to ensure its protection, as well as the roles and responsibilities for information security throughout the organisation.

This policy represents the top-level policy of the information security Policy Framework and is supported by a suite of policies, standards, procedures and guidelines that govern the implementation of controls to address the principles in this policy.

SCOPE

This policy applies to all employees, regardless of tier or type of employment contract e.g. temporary, fixed term, directors etc. and also includes contractors who are providing services, agency workers, volunteers and trainees on vocational or work experience schemes.

This policy applies to the security of all information assets, whether they are RSL (Qld Branch) assets or the assets of our stakeholders for which we have responsibilities for their protection.

INFORMATION SECURITY PRINCIPLES

The purpose of information security is to ensure business continuity by preventing or minimizing the impact of a security incident.

information security has three basic tenets:

- **Confidentiality:** protecting information from unauthorised disclosure;
- **Integrity:** safeguarding the accuracy and completeness of information; and
- **Availability:** ensuring that authorised users have to information when required.

Additionally, RSL (Queensland Branch)'s information security policies and standards, and supporting controls must take into account the following principles:

- **Authentication and Authorisation:** users of information assets shall be uniquely identified and shall have the necessary rights to access the information;
- **User Accountability:** users of information, assets and systems maintained by RSL (Queensland Branch) shall be linked to their actions by a monitored audit trail to identify misuse or abuse. This adds to our ability to protect the organisation's information assets and enables the delivery of our charter. Audit trails may be manually recorded or automatically generated.
- **Need to Know:** information shall only be divulged on a need-to-know basis, as determined based on the classification of the information and the defined access rights of the user;
- **Least Privilege:** access to information shall be granted and controlled based on the principle of Least Privilege. This means that the level of access granted to any information asset will be the minimum required to perform the task required.
- **Defence in Depth:** RSL (Queensland Branch) understands the importance of 'layered security' and as such shall establish and maintain security controls based on the principle of defence in depth; meaning that where possible, if one control fails, another control will act to prevent an incident occurring.
- **Deny by Default:** any systems or assets involved in the transit of data, whether private or public, will apply the principles of Deny by Default. This is essentially a set of rules in which the default condition of the device or system is to deny ALL connectivity, from anywhere to anywhere. In essence this means that everything, not explicitly permitted, is forbidden.

RISK ASSESSMENT

The security controls required by each of RSL (Queensland Branch)'s information security policies and standards must be determined based on an assessment of risk in accordance with RSL (Queensland Branch)'s Information Security Risk Management Standard and take into account industry best practice as well as applicable legal, regulatory and contractual obligations.

Risk assessment ensures that the level of investment in security controls is appropriate to the value of the assets requiring protection and the potential impact and likelihood of an attack on those assets.

ROLES AND RESPONSIBILITIES

It is the responsibility of all employees to:

- Read and understand RSL (Queensland Branch)'s information security policies, standards and procedures:

- Maintain the confidentiality, integrity and availability of RSL (Queensland Branch)'s and customer's information: and
- Ensure that information is only used for authorized purposes.

To avoid ambiguity, it shall be made clear to an individual when they are authorized to access an item of information or information system, the limits of that access, and the permitted use of that information or information system.

The Chief Executive (CEO) is ultimately responsible for ensuring information Security within RSL (Queensland Branch) is in compliance with legal, regulatory and contractual obligations, and this policy is issued with their authority.

The Chief Information Officer is responsible for ensuring the management and protection of RSL (Queensland Branch)'s Information Assets, Systems, Infrastructure and Services

The Information Security Manager is responsible for developing and maintaining the Information Security Policy Framework; monitoring compliance with policies and standards; establishing and maintaining an Information Security Awareness Programme; and managing, monitoring and reporting risks to Information Assets.

The Information Security Forum is responsible for providing overall direction and support for information security within RSL (Queensland Branch). The Information Security Committee consists of the Information Security Manager (chair) and others as necessary, including the IT Operations Manager, CIO, P&C, technical personnel, etc.

The Information Security Forum is responsible for co-ordinating information security activities and providing technical subject-matter expertise to stakeholders throughout RSL (Queensland Branch), under the guidance of the Information Security Manager.

All managers and team leaders are responsible for ensuring the implementation and compliance of information Security policies, standards and procedures within the business area.

All employees are responsible for the protection of information in accordance with the requirements of RSL (Queensland Branch)'s information security policies and standards. These responsibilities extend to all forms of that information asset, whether based on technology, printed content or verbal discussions and communication.

Additional, specific roles and responsibilities are defined in the underlying functional policies and standards.

INDEPENDENT REVIEW OF INFORMATION SECURITY

RSL (Queensland Branch)'s approach to managing information security, as well as the implementation and maintenance of security controls, shall be reviewed independently at planned intervals, or whenever significant changes to the business environment occur.

APPROVAL, REVIEW AND DISTRIBUTION OF INFORMATION SECURITY POLICIES AND STANDARDS

RSL (Queensland Branch)'s information security policies and standards must be approved by the CEO. The CEO may delegate authority to approve as required, dependent upon the

functional area which the policy or standard addresses.

All information security policies and standards must be subject to formal review, updated as appropriate, and re-approved at least annually, and after significant change to the business or threat environment.

All employees must read and sign the acceptance of the information security policies and standards applicable to them, at least annually.

SECURITY INCIDENTS AND WEAKNESSES

To minimise the potential damage from security incidents and malfunctions, and to monitor and learn from such incidents, it is vital that actual or suspected security breaches or weaknesses that could result in a breach are reported as quickly as possible.

All security incidents or weaknesses, however small, must be reported immediately to the T&I Operations Manager Incident Response Team Leader or the Information Security Manager, as per the RSL (Queensland Branch) Information Security Incident Response procedures.

COMPLIANCE, DISPENSATION AND SANCTIONS

All Employees must comply with the requirements of this policy, in order to achieve compliance, RSL (Queensland Branch) will ensure that appropriate knowledge, skills and resources are available to enable employees to meet security requirements, including providing appropriate training.

The Information Security Manager will ensure that compliance with information security Policies is regularly assessed and measured.

It is the responsibility of managers and team leaders to ensure their employees are made aware of applicable information Security policies and standards, and their responsibilities to abide by them.

If for any reason, full compliance with RSL (Queensland Branch)'s information security policies and standards is not possible, the employee may request a temporary dispensation.

Dispensation must be fully documented and justified and submitted to the Information Security Manager for assessment.

The Information Manager shall assess dispensation requests based on risk and duration. Dispensation will only be approved if the risk is considered acceptable and the dispensation is appropriately justified and accompanied by identified risk/threat levels, mitigating factors, controls and set duration. The Information Security Manager may escalate dispensation requests to the Chief information Officer, as applicable, dependent upon the scope and impact of the dispensation.

All dispensations are temporary and will be reviewed every 3 months by the Information Security Manager, based on original justification and risks, along with any new information, or knowledge of new risks or vulnerabilities. The purpose of the review is to re-assess the appropriateness of the dispensation, and approve an extension of the dispensation, alternative mitigating controls or revoke the dispensation.

If an employee cannot implement a security control as specified in a RSL (Queensland Branch)

policy or standard, rather than immediately requesting a dispensation, the employee should consider a compensating control. Compensating controls must be documented and justified. As with dispensation requests, compensating controls must be communicated to, and approved by, the Information Security Manager.

Compensating controls must only be used where there is legitimate and justifiable business or technical constraint for not meeting the original requirement as stated in the applicable policy or standard.

The rules and obligations described in this policy and supporting policies and standards apply to all employees and forms part of their contract of employment. Breach of RSL (Queensland Branch)'s policies or standards will be taken very seriously and may result in disciplinary action being taken against the employee responsible, including possible dismissal and civil or criminal liability.

DEFINITIONS

Dispensation – permission to be exempted from the rule or policy requirement, procedural or business control

Compensating Control - a security control that can be implemented in lieu of another security control where the original security control cannot be maintained due to a legitimate business or technical constraint. Compensating controls must be sufficiently mitigate the risk that the original control was designed to address and meet the intent and rigor of the original control.

Stakeholders – In the context of this policy, the definition of stakeholders is; a customer, client, lottery player, veteran or any persons retaining services from RSL (Queensland Branch).

REFERENCES

RSL (Queensland Branch) Information Security Risk Management Standard

ISO/IEC 27001 – Information Security Management – Specification for formation Security management systems.

ISO/IEC 27002: - Information technology – Code of Practice for information security management. Payment Card Industry Data Security Standard (PCI DSS)

BOARD RESOURCES AND EXPENDITURE POLICY

Board Resources and Expenditure Policy	This Policy provides direction to the Directors of RSL (Qld) on the resources that will be provided by RSL (Qld) and the types of expenditure that will be reimbursed to enable them to perform their Board duties.
Title	Board Resources and Expenditure Policy
Policy Number	POL10
Version	V2
Authorised by	Board
Policy Owner	Board
Date Adopted	24 October 2019
Date of last review	24 October 2019
Related documents	RSL (Qld) Constitution and By-Laws Board Code of Conduct Conflict of Interest Policy Fraud, Bribery and Corruption Policy Whistleblower Policy Credit Card Policy Motor Vehicle Policy <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i> and Governance Standard 5

INTRODUCTION

The Directors of the Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) bear ultimate responsibility for the sound governance of RSL (Qld). As a result, they are provided with the resources necessary to carry out their duties as Board members by RSL

(Qld). They may also claim reimbursement for approved travel and other expenses in the performance of their duties.

The Directors must act honestly, in good faith and in the best interests of RSL (Qld) in the use of RSL (Qld)'s resources and incurring expenditure. In particular, they must not take improper advantage of their position as a Director or obtain personal gain or profit from their position as a Director.

PURPOSE

This policy provides direction to the Directors of RSL (Qld) on the resources that will be provided to them by RSL (Qld) and the types of expenditure that will be reimbursed to enable them to perform their Board duties.

APPLICATION

This policy applies to all Directors of RSL (Qld).

The Executive Officers are also Directors and they have additional responsibilities to the other Board members.

This policy does not apply to District Presidents, Committee members who are not Directors, volunteers of subsidiary companies, RSL Tribunal, Trusts, Districts or Sub-Branched League Members, or staff. However, it may be used as guidance in the development of policies for those individuals and organisations.

POLICY STATEMENT

The Board of RSL (Qld) bears ultimate responsibility for protecting RSL (Qld)'s finances and assets. The Board discharges this responsibility as follows:

- The Directors, including the Executive Officers, are committed to promoting and achieving sound governance practices including a strong culture of compliance, accountability and transparency regarding the appropriate use of RSL (Qld)'s resources.
- Directors act in a voluntary capacity and are not paid fees for acting as a Board member.
- The resources provided to Directors are those necessary for them to carry out their duties and will be approved by the members at each Annual General Meeting (AGM) of the members.
- Directors will also be reimbursed for reasonable expenses they properly incur in the performance of their duties.
- All expenses incurred by Directors are to be substantiated, meaning that all expense claims are to include the tax receipts associated with the claim.
- All payments to Directors will be in accordance with the guidelines at Appendix A.

IMPLEMENTATION

All expenditure must be in accordance with extant RSL (Qld) policies.

RESPONSIBILITIES

All Directors are classified as 'responsible persons' under the Australian Charities and Not-for-Profit Commission (**ACNC**) Governance Standards and are required to comply with these

Standards in accordance with the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Each Director has a duty to understand and acknowledge all materials provided to them by RSL (Qld) in the course of their duties as a Director in accordance with ACNC Governance Standard 5 which concerns the duties of responsible persons.

Directors are expected to exercise good judgement and act prudently when incurring expenses in the course of their duties.

BREACH

A Director is responsible for immediately notifying the Chair and the Chief Executive Officer (CEO) if the Director considers they or any other Director may be in breach of this policy.

All actual or potential breaches are reportable. Any breach of this policy is subject to investigation by RSL (Qld).

FURTHER ASSISTANCE

The Company Secretary should be consulted concerning questions about this Policy.

RELATED DOCUMENTS

This Policy should be read in conjunction with:

- RSL (Qld) Constitution and By-Laws
- Board Code of Conduct
- Conflict of Interest Policy
- Fraud, Bribery and Corruption Policy
- Whistleblower Policy
- Credit Card Policy
- Motor Vehicle Policy
- *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and Governance Standard 5

REVIEW PROCESS

This policy will be reviewed as required by the Board, but no less frequently than annually.

DEFINITIONS

- **Chair** means the Director as elected as Executive Officer to the position of Chair at the AGM of members to preside as chairperson at Board meetings.
- **Executive Officer** means a Director who has been elected to the position of Chair, Deputy Chair or Vice Chair of RSL (Qld) also known as State President, Deputy President and Vice President, respectively.
- **Official Carer** means a person who provides personal care, support and assistance to a Director in need of support due to disability, medical condition, including terminal or chronic illness, mental illness or is frail and aged.

APPENDIX A – RESOURCE AND EXPENDITURE GUIDELINES

Provision of resources to Directors

The resources provided to Directors are approved by the members at the AGM. These resources are:

- Mobile phone and laptop on appointment, if requested;
- Business attire for representational duties to the value of \$1,000 per annum, if requested. All business attire to be purchased through the provider as approved by the RSL (Qld) Board.
- Use of a RSL (Qld) motor vehicle, if required;
- Membership to either the Governance Institute of Australia (GIA), Australian Institute of Company Directors (AICD) or the Australian Institute of Management (AIM), if required;
- For the Executive Officers, or Directors outside of the Brisbane region, membership to one airline lounge, if required;
- Travel expenses, including accommodation and meals, directly related to undertaking RSL (Qld) business;
- RSL (Qld) credit card; and
- RSL (Qld) Director's partner attendance (including any associated travel and accommodation costs) at two functions per annum (State Congress and Christmas Party) or if invited by the Chair to an official function. The exception to this is if a partner is an official carer; in that instance, RSL (Qld) would automatically fund the travel. Partners of the Executive Officers will have their travel costs paid for by RSL (Qld), including accommodation and meals when accompanying on official invitations.

Any Fringe Benefits Tax (FBT) payable on the provision of resources to individual Directors directly related to the conduct of their duties as a Board member will be met by RSL (Qld). The CFO in their capacity as the Public Officer approves the incurring of a taxation liability by RSL (Qld). Directors should note:

- The ATO may determine that there is a personal benefit associated with the provision of certain resources provided to them. This may incur taxation costs to RSL (Qld) or the District entity that utilises funds otherwise available for the charitable purpose.
- The taxable value of any such benefit in excess of \$2,000 is required to be disclosed on the Director's PAYG Payment Summary and this may have personal taxation implications. Directors should be aware of the FBT and cost implications of any resource use which may attract FBT, such as private use of an allocated vehicle, and seek to minimise any FBT.

Reimbursement of Director's expenses

The following expenses may be reimbursed if they are incurred in the course of a Director's duties:

- Travel, accommodation and meals for:
 - Directors to attend Board and Committee meetings;

- Directors nominated by the Chair to undertake representational duties on the Chair's behalf;
- Directors in the performance of their duties for other entities such as directorships for RSL National or Mates4Mates;
- Executive Officers in the performance of their duties as State President, Deputy President and Vice President;
- Under exceptional circumstances, Executive Officers for whom allowance may be made for the cover of additional costs incurred in support of the membership such as attendance at meetings which result in unavoidable additional cost.
- Reasonable dry cleaning or laundry expenses of business attire required in the performance of duties as a Director.
- Expenses incurred by Executive Officers in the performance of their duties as State President, Deputy President and Vice President.

Directors may claim additional expenditure in addition to those outlined above if these expenses are reasonable and in relation to duties performed by virtue of these positions and are fulfilling roles and responsibilities on behalf of the Board across RSL (Qld). Where possible, approval should be sought from the CEO in advance of the expenditure.

Claims for expenses are subject to a three-stage approval process. First, all submissions of expenses or travel allowance for Executive Officers and other Directors are reviewed by the Chair. In accordance with the By-Laws, they are then reviewed by the CEO or other authorised person for verification, authorisation and payment. Following the CEO's authorisation for reimbursement/expenditure, the Finance Officers will also review the transaction to ensure that all tax invoices have been provided, that the description provided is sufficient, that GST is properly recorded and that the correct account coding has been applied.

The following expenditure is not allowed and will not be reimbursed:

- Expenditure not incurred directly in the conduct of the role of being a Director of RSL (Qld);
- Expenditure for District and Sub-Branch expenses incurred by Directors;
- Expenditure on behalf of a RSL (Qld) District or RSL (Qld) Sub-Branch;
- Expenditure of a personal nature;
- Expenditure which will provide a personal gain or profit to Directors; and/or.
- Expenditure that is not in accordance with RSL (Qld) policies and procedures.

Submissions for reimbursement of expenses will be rejected if insufficient detail is provided. Statutory declarations will only be accepted in exceptional circumstances. Each statutory declaration is to be accompanied by the reason the relevant document was misplaced or lost and what action has been taken to prevent a re-occurrence.

RSL (Qld) will recover expenditure from Directors that has not been incurred in the authorised conduct of the Director's duties.

Use of credit cards

Credit cards have a maximum limit of \$2,000 for Directors and \$5,000 for Executive Officers.

Credit cards may only be used for:

- the provision of emergency welfare or relief of necessitous circumstances for veterans; and
- valid expenses incurred directly in the performance of Board duties as a Director of RSL (Qld).

Directors must obtain and retain a tax receipt for each credit card transaction. They will also be required to provide details of the transaction in the Dynamics accounting system including the correct account coding and GST allocation.

BOARD MEETING STANDARD

Board Meeting Standard	<p>The Board Meeting Standard sets out the requirements that all business of the Board must be treated with the appropriate formality and conduct in alignment with that set out in the Standard. The Standard is in accordance with accepted governance practices as recommended from the Australian Institute of Company Directors and the Governance Institute of Australia. The Standard also includes a Director Decision Checklist.</p> <p>The Director Decision Checklist assists Directors with the decision making process during Board meetings and is circulated with the Board papers prior to a meeting to give Directors a consistent approach to thinking about the decisions they will have to make and to formulate questions for the CEO and management team during the Board meeting. Such a checklist will also assist Directors in fulfilling their duty of care and diligence.</p>
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Title	BOARD MEETING STANDARD
Policy Number	N/A
Version	V2]
Authorised by	Board
Policy Owner	Board
Date Adopted	24 October 2019
Date of last review	24 October 2019
Related Documents	Board Charter RSL (Qld) Constitution RSL (Qld) State By-Laws Board Code of Conduct Director Engagement Agreement Deed of Access and Indemnity <i>Australian Charities and Not-for-profits Commission Act 2012 (Cth)</i> and Governance Standard 5

INTRODUCTION

This Standard is subject to, and should be read with, the Returned & Services League of Australia (Queensland Branch) (**RSL (Qld)**) Constitution and RSL (Qld) State By-Laws. Notwithstanding the RSL (Qld) Constitution and RSL (Qld) State By-Laws, any time any other policy comes into conflict with this Standard, this Standard prevails.

PURPOSE

The purpose of this Standard is to set out the procedural and conduct requirements for Board meetings, and in particular sets out what the Board should do and should not do.

APPLICATION

This Standard applies to all Directors and management of RSL (Qld). All business of the Board must be treated with the appropriate formality and conduct in alignment with that as set out in this Standard. This Standard is designed to apply to the current Board of RSL (Qld). This Standard does not apply to the District Presidents meeting. The attachments to this Standard include samples and other documents to provide guidance and may be updated from time to time.

MEETING STANDARD

Agenda

The Agenda is key to the conduct of successful Board meetings. It shapes the course of the meeting and focuses particular attention on those issues that must be dealt within the time available. An Agenda must be prepared for each Board and Sub-Committee meeting.

The Company Secretary will call for matters to be included as Agenda items from Directors and management at least two weeks prior to the scheduled Board meeting. Directors are invited to advise the Company Secretary of any items of business which they wish to table at the meeting. Agenda items and accompanying Board papers are required to be received by the Company Secretary no later than close of business 10 calendar days prior to the scheduled Board meeting. The Company Secretary will provide the draft Agenda and an indicative order of proceedings to the Chair and the CEO for their review and comment and to determine which items will be included on the Agenda and who will draft the relevant Board paper (usually management).

Standing items on the Agenda include the following matters:

1. Welcome and Apologies.
2. Starring of items on Agenda requiring discussion
3. Director conflicts of interest disclosures.
4. Approval of minutes of previous meetings and noting of any out of session approvals of resolutions in writing by circular resolution.
5. Actions arising from the previous minutes.
6. Matters for Decision, Matters for Discussion, Matters for Noting and Correspondence.

7. Sub-Committee minutes and reports.
8. Other Business for Noting Business.
9. Meeting Evaluation on meeting effectiveness.
10. In -Camera session (if required) Reports from the Chair, Chief Executive Officer, Chief Financial Officer & State Secretary.
11. Reports in relation to Risk (including Workplace Health and Safety).
12. Reports in relation to the RSL (Qld) Governance Plan which includes updates in relation to the Australian Charities and Not-for-profits Commission (ACNC) enforcement action.

RSL (Qld) is committed to transparent good governance.

We commit to do the following:	<ol style="list-style-type: none"> 1 Produce an Agenda for every Board Meeting 2 Adopt a strict approach to timing, meaning that Agenda items and papers must be provided on time
We commit to NOT do the following:	<ol style="list-style-type: none"> 1 Produce Agenda items in isolation 2 Allow any lack of discipline in accordance with this Standard

Guidance on the important elements of the Agenda are attached at Attachment 1.

Board papers

Board papers are the primary source of information that Directors use for their deliberations and decision making. They supply the information and data necessary to ensure that Board discussions and decisions are grounded on sound reasons and are as effective as possible. All papers tabled are to be in the approved Board paper format and template at Attachment 2 and must include a clear recommendation for a proposed Board motion or a draft resolution and contain the relevant supporting material/documents for the Board to consider in formulating its decision.

Once the Chair has approved the Agenda for the Board meeting, and this has been agreed by the CEO, the Company Secretary is responsible for collating Board papers from management. The Company Secretary will review the Board papers with the CEO and will be responsible for managing the process to distribute Board packs to Directors.

The Company Secretary must ensure that the notice of Board meeting and Board papers are made available to each Director at least 7 calendar days before the scheduled Board meeting. This enables sufficient time for Directors to review the papers and any supporting documentation prior to the meeting and to seek clarification or further information on any matter should they so desire. This will enable Directors to be fully prepared and apply due diligence in order to achieve more effective Board meetings. In the event that any paper included on the Agenda is not received by the Company Secretary at least 7 days before the scheduled Board meeting, the Sponsor of the Board paper may table the paper or circulate as a late paper (subject to the Chair's approval) with an explanation to the Board as to why the paper was tabled late. It is the responsibility of the Board to control the flow of, and of individual directors to read and understand, the information contained in Board papers. If directors feel

they need more information to perform their roles, it is their responsibility to seek it out via the CEO or Company Secretary or seek independent professional advice in accordance with their Director Engagement Agreement.

All Board papers are confidential as outlined in the Director Engagement Agreement and Deed of Access and Indemnity. Directors are also subject to legal and regulatory obligations to treat confidential information with due care and discretion. Governance Standard 5 under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) outlines a number of Directors duties, including the duty of care and diligence, the duty to act in good faith, the duty not to misuse position and the duty not to misuse information obtained as a Director.

RSL (Qld) is committed to transparent good governance.

We commit to do the following:	<ol style="list-style-type: none"> 1. Produce high quality Board papers that are well formulated and considered 2. Produce Board packs on time to enable Directors to execute their duties properly 3. Ensure packs are available online to ensure that regardless of location, Directors can access packs
We commit to NOT do the following:	<ol style="list-style-type: none"> 1. Not allow Board papers that fail the specification or quality outlined above 2. Not allow Board papers that fall outside of the residual powers of the Board (those that have not already been delegated to the CEO) 3. Not allow Board materials to be disseminated outside of those participating in the Board room

Board Meetings

Board meetings constitute an important and integral role in the governance framework and are the key mechanism for the formulation of strategic and policy decisions of the organisation. The procedures for convening and notice of Board meetings are set out in the RSL (Qld) Constitution. A meeting of the Board must be properly convened as a Board meeting and minuted.

In accordance with the RSL (Qld) Constitution, a Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting. Each of the Directors taking part in the meeting must be able to hear and be heard for each of the other Directors taking part in the meeting; and at the announcement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting. Directors must ensure that they have received and read all Board papers and other

documentation necessary for the Board meeting, including documents tabled at the meeting to fulfil their Directors' duties.

Board meetings are held on a regular basis, usually monthly as determined annually by the Board and as scheduled in the annual Board Calendar. The Board determines its meeting dates for the ensuing year in the year prior.

We commit to do the following:	<ol style="list-style-type: none"> 1. Record all Board meetings, or meetings that have the character and nature of a Board meeting and shall obtain a motion to destroy such recordings at the next meeting. All recordings will be securely stored and encrypted by the Company Secretary as a corporate record. 2. Accurately minute all Board meetings, or meetings that have the character and nature of a Board meeting 3. Actively work towards a culture that encourages participation, active questioning and independent thought of individual Directors
We commit to NOT do the following:	<ol style="list-style-type: none"> 1. Not allow any Board meeting or meeting that has the character and nature of a Board meeting to be conducted without being recorded. 2. Not allow any Board meeting or meeting that has the character and nature of a Board meeting to be conducted without being minuted

Conduct of Board meetings

The State President acts as the Board Chair. The role of the Chair is to lead the Board and to manage its affairs so that it can effectively discharge its obligations under law and the RSL (Qld) Constitution. Since the Board is a collective body, it can usually only act, consider and pass decisions when it meets as a whole. It is the Chair's principal role to ensure Board meetings are as effective and efficient as possible.

As manager of the Board's affairs, the Chair must ensure that appropriate matters are brought to the Board's attention for its consideration and must therefore set the Agenda for Board meetings while having regard to the matters which the CEO and other Directors may also wish to bring to the Board's attention. An effective Board meeting is strongly influenced by Boardroom conduct, behaviour and the role of the Chair. The Chair is central to ensuring all Board members engage, contribute, are heard and that there is robust debate and respectful engagement. An important responsibility of Directors is to question management and each other about the items of business in front of them. To assist the decision-making process during Board meetings, a checklist is included at Attachment 3 to aid Directors in the assessment of proposals requiring a decision. The checklist will also assist Directors in fulfilling their duty of care and diligence requirements.

The Board recognises that its effectiveness will be enhanced if contributions to Board discussions are kept brief and relevant, building on the contributions of its members. The Boardroom is a place of mutual respect. There should be respect for the office of the Chair as

well as all other people at the table, including fellow Directors and any other attendees. The guiding rule for Boardroom debate is that all Directors should ‘play the issue, not the person’ and avoid the discussion becoming personal.

All RSL (Qld) business must be considered and decided by Directors within the bounds of a validly convened Board meeting, and no Board matters may be decided by any Director/s outside of an RSL (Qld) Board meeting. The following principles apply to all Directors and all Board meetings of RSL (Qld):

1. Any matters required to be considered and decided by Directors must be considered and decided within the bounds of a validly convened Board meeting with the Company Secretary or management present;
2. Any Board matters that are considered and decided by Directors outside of a validly convened Board meeting is a breach of this Standard, a breach of good governance and may be a breach of Directors’ duties under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and may be required to be disclosed to the ACNC under the terms of the ongoing investigation; and
3. Any determination of any Board matters by Directors must be accurately recorded in Board minutes, and the Chair is responsible for ensuring that all Board matters are accurately recorded in Board minutes.

The only exception to this requirement is where a matter is decided under a resolution in writing validly resolved by Directors in accordance with the procedure set out in the RSL (Qld) Constitution. To ensure the necessary standards for a circular resolution are maintained, such resolutions will be conducted by the Company Secretary.

All proceedings at Board and Sub-Committee meetings are governed by Standing Orders for the conduct of such meetings in accordance with the RSL (Qld) State By-Laws, By-law 2 - Standing Orders Conduct of Meetings. The Board also has a Standing Order that the only recording of the meeting is to be undertaken by the Minute Taker and if District Presidents who are Directors leave the Boardroom, they must take their mobile telephones with them.

Directors may meet in-camera without management where the matter under discussion specifically relates to management issues. Otherwise, the CEO & Company Secretary shall be entitled to be present at all times during the meeting. The Board may invite appropriate members of management to attend Board meetings as and when required.

District Presidents and Conflicts of interest

Only the business of the RSL (Qld) Board is to be conducted at RSL (Qld) Board meetings and only the business of District Presidents is to be conducted at a meeting of District Presidents (by any name such as District President’s meeting or State Council meeting) prior to the Board meeting. It is imperative that these meetings are distinctly separately conducted to avoid any conflict of interests. It is the Chair’s accountability that this Standard is adhered to.

Resolutions in writing

Any urgent decision that cannot wait until the next Board meeting may be dealt with by a circular resolution or resolution in writing. The procedures for passing valid Board resolutions in writing are set out in the RSL (Qld) Constitution. For avoidance of doubt, the passing of a

valid Board resolution in writing is a unanimous decision by all Directors entitled to vote on the resolution (excluding Directors who have requested and have been given leave of absence by the Board) as opposed to voting at Board meetings where the Board must determine any questions arising at a Board meeting by a majority of votes of Directors present and voting.

The Company Secretary will circulate any proposed resolution in writing (with the Chair's express approval) and collate the responses to be noted at the next Board meeting. In the event that the Company Secretary is on annual leave or sick leave, the Chair may then circulate the proposed resolution. In the event that the Board initiates a resolution in writing a copy is to be provided to the Company Secretary to be noted at the next scheduled Board meeting and a hard copy to be kept in the Minutes Register.

It is imperative when each Director votes on the circular resolutions that the Director's email response be returned to the Company Secretary only and not copied to other members of the Board. This will ensure other Directors have the opportunity to fully consider the decision required and not be influenced by their fellow Board members.

Board Minutes

Minutes are important for a number of reasons, including that:

1. They are a permanent legal record of the decisions of the Board.
2. They are a reminder of what happened at the meeting, who attended, what was decided and what commitments were made.
3. The Board can only be effective if it reaches clear decisions which are recorded accurately and implemented properly.
4. Minutes will include the date, time and location of the meeting as well as those Directors present together with any apologies received and will also include management and external third parties in attendance at the meeting. The minutes of the meeting also document the recording of when attendees leave and or re-enter the meeting or attendance 'in part'.
5. The minutes will include the key points of the discussion on each item together with the broad reasons for the resolution adopted by Directors. It should be noted that all decisions must be recorded by means of a formal resolution. Any Director wishing to dissent from a resolution may ask to have his/her dissent recorded in the minutes.
6. The minutes will also include any significant issues raised with management by Directors and the responses received or action promised.

The Company Secretary is the person delegated for the responsibility for the minutes. The Company Secretary may receive administrative assistance with the actual minute taking in Board meetings via the provision of minute taking services. Any contractor providing services to RSL (Qld) for the taking of minutes is accountable directly to the Company Secretary for the production of accurate minutes.

The Chair and Company Secretary will receive draft Board meeting minutes and Action List (Company Secretary shall also receive the draft minutes and Actions List in word version to enable corrections as directed by the Board) and the associated action list for approval within 7 calendar days of the Board meeting. Following confirmation by the Chair the minutes must

be circulated to other Directors and the CEO. If Directors have any major concerns regarding the minutes they should notify the Company Secretary/CEO and copy their comments to the Chair.

The minutes will then be formally tabled for approval (subject to any necessary amendments) at the subsequent Board meeting. All Board and Subcommittee meeting minutes are signed by the Chair of the Board and Chairs of the Committees and are maintained both electronically and in a hard copy Register which is maintained by the Company Secretary.

An Action List is prepared each month from the Board minutes. This list includes details of the specific action, who is responsible for the action, timeframe for completing the action, the status of the action and relevant comments. The list is tabled at every Board meeting and allows Directors to keep track of decisions which require follow-up actions.

The minutes of Board Sub-Committees are also circulated with the Board papers and are noted by the Board. There will be times when a Sub-Committee has recommended a course of action by the Board. In these instances, it will be necessary for the Board to consider this recommendation and to pass an appropriate resolution.

Sample Board Meeting Minutes are attached at Attachment 4.

IMPLEMENTATION

This Standard is to be read in conjunction with all other applicable RSL (Qld) Policies, RSL (Qld) Constitution and RSL (Qld) State By-Laws. The Board and Company Secretary will also monitor any changes between these constituent documents and the Standard and will immediately remedy any inconsistencies between these documents and the Standard.

RESPONSIBILITIES

The Board is responsible for monitoring compliance with this Standard.

FURTHER ASSISTANCE

For questions about this Standard, contact the Board or Company Secretary.

RELATED DOCUMENTS

Board Charter

RSL (Qld) Constitution

RSL (Qld) State By-Laws

Board Code of Conduct

Director Engagement Agreement Deed of Access and Indemnity

Australian Charities and Not-for-profits Commission Act 2012 (Cth) and Governance Standard 5

REVIEW PROCESS

This Standard will be reviewed at least every two years by the Board to ensure that the Standard is operating effectively.

MEETING AGENDA GUIDANCE

The following guidance is provided concerning the meeting agenda.

1. Meeting Opening

The meeting can only begin once the Chair declares the meeting open. The Chair should confirm that a quorum is present. The Constitution will normally dictate the process to be followed, if there are not enough Directors in attendance to form a quorum.

1.1 Apologies

The Chair states the names of Directors who formally notified prior to the meeting that they were unable to attend.

1.2 Director Conflict of Interest Disclosures

The Chair will ask Directors to disclose any material personal interests and/or change in interests based on the agenda for that meeting. Details of any such disclosure will be recorded in the minutes of the meeting along with the Board's decision regarding the part the person disclosing the interest will take in the meeting. Details will be added to the Register of Conflicts of Interest.

1.3 Previous Minutes

The minutes of the previous meeting should have been circulated before the Board papers. Minutes recorded and signed are evidence of proceedings, resolutions or declarations to which they relate, unless the contrary is proved.

1.4 Actions Arising from Previous Meetings

All the decisions taken in a Board meeting will be in the minutes, with the actions arising from the previous meeting identifying decisions that require further action and lists the action to be taken. This allows people to see at a glance what decisions were made and how they will be implemented. This item will normally cover any point from the previous minutes about which any attendee requires further information, or a progress report, and which will not be raised in the main body of the meeting. An action list tells the Board and management:

What is to be done and how it will be done?

- The person or people responsible for carrying out the action
- The date by which is to be done.

1.5 Starring of Items

The Chair will give Directors the opportunity to nominate items that they wish to star for discussion in the 'Routine Decisions' and 'Matters for Noting' section. The Chair will move that the items remaining unstarred be adopted without discussion, and the action recommended be taken or the information therein noted by the Board as appropriate.

2. Matters for Decision

Decision making is among the Board's main roles, since the Board is responsible for determining the organisation's future direction and protecting its assets and reputation.

Therefore, items under this section of the agenda should be given priority. The Matters for Decision are divided into two groupings: Major Strategic Decisions and Other Matters for Decision.

For both legal and informational purposes, the decisions made by the Board are the most important content of the meeting's minutes. A record of the decisions made is not only the information needed by most audiences, but is also necessary if a Board needs to prove due care and diligence.

Decisions may be either:

- to approve the taking of some action; or
- not to approve the taking of some action.

Minutes should reflect either type of decision and any votes of directors against or abstaining. A decision to approve or disapprove some action typically takes the form of a 'Resolved' statement, such as:

The Board resolved that the proposal to review the Strategic Plan based on additional funding set out in the Board paper be approved.

3. Matters for Discussion

As shown in the sample agenda, 'Matters for Discussion' begin with discussions concerning forthcoming strategic decisions, the Chair's update, Committee Minutes and Reports, Management Reports and Operational Reports.

3.1 Chair's Update

This agenda item allows the Chair to update the Board on any specific issues related to the Board or its governance role that require discussion.

3.2 CEO's Report

The CEO's report is a key component of any meeting and is likely to generate the majority of discussion.

3.3 CFO's Report

The most common form of oversight is financial reporting, where the CFO presents financial reports to the Board, comparing current expenditure against the budget.

3.4 Forthcoming Strategic Decisions

Every Board has one core purpose – to make quality decisions. If the Board considers a matter important and strategic enough to require its involvement, it must make the effort to address that decision comprehensively. Thus, having an agenda item on forthcoming strategic decisions keeps Directors engaged in the strategic planning process and forewarns them of the work to come. This provides the CEO with the opportunity to seek input from Directors early in the CEO's deliberations, to guide the preparation of proposals to be put to the Board.

3.5 Other Matters for Discussion

Often no matters will be raised for discussion under this item. Examples of items that could arise include a report from an external adviser commissioned by the CEO or a specific issue a Director has asked to be placed on the meeting agenda.

3.6 Presentations by Management

Presentations by members of the management team will cover topics related to the manager's role in the organisation and are a way for the Board to get a different view than that provided by the CEO.

4. Matters for Noting

Matters for Noting are just that, for noting, not for discussion, and are discussed only on an exception basis. If a Director wished to discuss a particular item, they should have contacted the Chair prior to the meeting to have the item moved to being a matter for discussion. The minutes will record what the draft resolution on the paper stated.

4.1 Correspondence Register

Major correspondence (letters, faxes, emails, etc.) received by the organisation that Directors should be aware of, are noted here. Examples include any correspondence providing warnings, or about adverse performance of the organisation or the failure to comply with or conform to requirements, received from any department or agency of any government, statutory body, auditor or actuary.

4.2 Updated Board Calendar

The Board calendar will require regular updates as new dates that Directors need to know about are added.

4.3 Other Matters for Noting

As the heading suggests, this item is for matters that do not fit under any of the other headings. An example is a report of interest to Directors that a Board member has asked to be circulated with the papers.

5. Meeting Close

The final section of the agenda deals with meeting finalisation. It should only take ten or so minutes. The agenda covers the following topics:

- Review actions to be taken;
- Confirm any public disclosures required;
- Meeting evaluation;
- Next meeting; and
- Close.

5.1 Review Actions to be taken

The Company Secretary will summarise the major decisions at the end of the meeting. In this way, Directors can ensure that all major decisions and actions have been captured, review the wording of the item and ensure that a responsibility for implementation has been recorded and, if appropriate, the time for completion noted.

5.2 Confirm any Public Disclosures Required

Because of their positions, Directors will have access to a great deal of information through the Board papers and their attendance at Board meetings. Therefore, the Board should agree what information can be shared and what information should remain confidential.

A good way to deal with public disclosure for a Board is to have a Stakeholder Communication Policy that sets out the means of communication and respective responsibilities along with who are the organisation's key stakeholders and their information needs. For example, a major decision could be communicated to the members through a facts sheet prepared by the CEO following a Board meeting and then distributed via email and/or placed on the organisation's website.

5.3 Meeting Evaluation

Meeting evaluation is a way for the Board to continually refine and improve its meeting processes. The Chair will ask Directors to reflect on the meeting for a few minutes. If a Director wishes to raise any issues, he or she can then do so.

5.4 Next Board Meeting

If the next meeting is in the regular schedule of meetings set, the Chair will confirm the time and date of the next meeting. If subsequent meetings are set at the end the meeting, then Directors will decide on the next time and date and that will be recorded in the minutes.

5.5 Meeting Close

The Chair will formally declare the meeting finished with the time of finishing then noted in the minutes. Meetings may be followed by an informal lunch or dinner to give Directors the opportunity to interact with each other and with members of management involved in the meeting.

6. In-camera Session

'In camera' is from the Latin word for 'chamber' and has now come to mean 'in private'. In the context of a Board, an in-camera session refers to a closed session where only Directors are present. When in-camera sessions are a regular part of the agenda – even if there are no discussions necessary – they become less threatening to management and other stakeholders, while providing an excellent opportunity for Directors to speak privately and candidly with each other.

Such meetings are a good opportunity to discuss issues such as the Board's own performance or a personal issue a Director may be experiencing that they wish to remain private but that may impact on their duties as a member of Board. This process can be an excellent relationship-building device. However, these meetings should not become decision-making meetings; decisions are dealt with elsewhere in the agenda. *There are no minutes recorded for this session.*

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