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**POLICY Title: Management Committee Charter**

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# 1 Governance Framework

## 1.1 Policy Statement

**Financial Counselling Queensland Inc. ABN 15 695 450 735 (FCQ or Association)** is committed to high standards of corporate governance.

FCQ recognises that corporate governance is a set of systems, policies and procedures which define and impact the way the Association is governed.

The Governance Framework ensures that the administration and the management of the Association, which are the ultimate responsibility of the Association's Management Committee, are undertaken in a manner which is consistent with the interests of the Association as a charitable institution and in furtherance of its Objectives, as set out in FCQ's Rules of Association (the Rules). Additionally, it establishes a system for monitoring and evaluating the achievement of those objectives.

The Association encourages Members from a wide array of backgrounds, ethnicities, skills and experiences to serve on the Management Committee to ensure it is representative of the membership body.

## 1.2 Purpose and scope of the Management Committee

The Management Committee's powers are established by the Rules. The Management Committee gets its authority from the Members of the Association and is accountable to them.

The role of the Management Committee is to govern FCQ so that the Mission and Objectives of FCQ are carried out effectively, whilst also acting ethically and prudently, operating within the law and meeting obligations under the Associations Incorporation Act 1981 QLD (the Act) and the Rules.

This Charter aims to provide the Management Committee of FCQ with guidance in managing The Association and in exercising the powers of FCQ in discharging its responsibilities.

This Charter sets out:

- the role, responsibilities, structure and functions of the Management Committee of FCQ;
- the way in which the Management Committee operates to discharge those roles, responsibilities and functions; and
- the extent to which the Management Committee delegates responsibilities to the Chief Executive Officer (CEO) and to management having regard to the responsibilities and obligations under the Act and the Rules.

Nothing in this Charter may conflict with the Rules or the Act. If a conflict occurs between this Charter and the Act, the Act shall prevail. If a conflict occurs between this Charter and the Rules, the Rules shall prevail.

This policy applies to all Management Committee members, the CEO, FCQ's staff and volunteers.

## 2 Code of Conduct

The following principles reflect The Management Committee's obligation to maintain the highest standards of ethical and professional conduct in all its dealings with the public, other members of our profession, individual members of the Management Committee and members of FCQ's staff.

All Management Committee members shall, in all dealings with, and on behalf of FCQ :

- **Act in FCQ's best interests:** Avoid, or declare, conflicts of interest; act in the best interests of the Association; attend committee meetings; and devote sufficient time in prior preparation for meetings.
- **Be transparent:** Act honestly and in good faith at all times; be open in dealings; and use the power of the position responsibly.
- **Be accountable:** Be open and accountable; and publicly support Management Committee decisions once determined.
- **Be competent and diligent:** Exercise thoughtful care and diligence when making decisions, recognising a duty of care to the Association; and exercise authority with clarity.
- **Protect FCQ's reputation:** Contribute to the Association and protect its reputation against harm, whether from individual misconduct or public commentary.
- **Be respectful:** Show mutual respect; respect different opinions of others; recognise the limits of the Management Committee's governance role and not seek to interfere in operational management decisions.
- **Be aware of confidentiality:** Maintain confidentiality of information received as a member of the Management Committee. All attendees at Management Committee or subcommittee meetings are required, as officers and /or fiduciaries of FCQ, to keep confidential all information presented (whether written or oral) or discussed at Management Committee and subcommittee meetings.

All members of the Management Committee agree and commit to be bound by the terms of this Charter.

## 3 Management Committee Role, Composition and Responsibilities

### 3.1 Role of the Management Committee

The Management Committee is responsible for FCQ's overall business and compliance performance, ensuring the Association meets its legal and ethical obligations by, inter alia:

<b>Strategic Planning and Direction</b>	Setting the mission, vision, strategic direction, goals, policies, and performance criteria for the Association to meet its Objectives and community expectations.
<b>Governance Framework</b>	Setting the governance framework of the Association, including cultural and ethical values.
<b>Relationship with the CEO</b>	Appointing the CEO, setting the CEO's remuneration, overseeing the CEO's performance and, where necessary, terminating the CEO's appointment.  Approving Delegations of Authority to the CEO, ensuring there is an appropriate separation of duties and responsibilities between the Management Committee and the CEO.
<b>Resource Management</b>	Ensuring financial, human and physical resources are adequate for management to achieve the Strategic Plan.
<b>Performance Management</b>	Monitoring the Association's performance against its Strategic Plan and operational targets.  Monitoring the Association's financial performance against its budgets.  Evaluating the performance of the Management Committee as the basis for development and training.
<b>Compliance</b>	Ensuring adequate processes and controls are in place to safeguard the Association's assets, to ensure the financial affairs of the Association are properly conducted and recorded and to ensure the Association complies with legal, monetary and reporting requirements.
<b>Risk Management</b>	Identifying risks and ensuring the implementation of processes and practices which mitigate those risks, including adequate insurance cover.
<b>Stakeholder Engagement</b>	Keeping informed of stakeholder and industry concerns, needs and developments.

<b>Accountability</b>	By delegation, reporting progress to Members, community, stakeholders, partners, management and employees through Annual General Meetings (AGM), Annual Reports, funding acquittals and other possible channels such as the FCQ website; social media; newsletters and communications.
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Responsibilities of the Management Committee are further outlined in the Act, the Rules, the authorised delegations to the CEO and FCQ's Strategic Plan.

## 3.2 Composition of the Management Committee

The Rules of Association specify the composition of the Management Committee as follows:

- (a) The Management Committee shall have no less than 5 and no more than 8 members.
- (b) The Management Committee members shall be elected by the Voting Members of the Association in accordance with these Rules.
- (c) The Management Committee consists of a Chair, Vice-Chair, Treasurer, Secretary and any other members the Members elect, subject to Rules 9.2(a), (d), (e) and (f).
- (d) One of the Management Committee members must be a representative of Murri Connections.
- (e) A maximum of 50% of Management Committee members may be employed by any one organisation.
- (f) A minimum of 2 Management Committee members must be employed and/or reside outside of South East Queensland.

FCQ's CEO attends Management Committee meetings via standing invitation.

## 3.3 Management Committee Member Induction

Each new Management Committee member must undergo an induction with the Chair and must familiarise themselves with the FCQ Rules of Association, the legislation which applies to FCQ and FCQ's policies and procedures.

To facilitate their induction, the Secretary will provide them with the following:

- a contact list of all Management Committee members,
- the volunteer agreement for Management Committee members (see Appendix A),
- an FCQ email address
- details of how to access the FCQ SharePoint,
- details of how to access support with online access from FCQ,
- electronic links to key documents including current versions of:

- FCQ Rules of Association
- Management Committee Charter
- FCQ Strategic Plan
- FCQ policies and procedures
- The Act and any other legislation which applies to FCQ
- Incorporated Associations in QLD Guide
- Committee calendar, including date of next meeting.

Processes for induction take account of the prior knowledge and experience of the new Management Committee member and any areas where the new member is seeking guidance or training if required.

### 3.4 Role of the Chair

The Chair's role is key as the Chair is considered the lead Management Committee Member. The Chair utilises their experience, skills and leadership abilities to facilitate FCQ's governance processes both inside and outside of Management Committee meetings.

The Chair's task is to ensure the Management Committee accomplishes its role and functions by:

- ensuring the Management Committee operates as an inclusive, well-functioning team;
- providing guidance to Management Committee members on what is expected of them as members of the Management Committee;
- fostering an ethical and professional culture;
- monitoring that all Management Committee members behave in accordance with this Charter and taking appropriate action in cases of non-compliance;
- ensuring the Management Committee has fully considered and approved an effective strategy for FCQ;
- setting the agenda for Management Committee Meetings, in collaboration with the CEO;
- presiding over Management Committee Meetings, ensuring that they are managed efficiently, effectively and respectfully; and
- participating in subcommittees.

With respect to management, the Chair will:

- be the principal point of contact between the Management Committee and the CEO;
- communicate with the CEO to ensure the Management Committee is kept up to date on all relevant matters;
- represent stakeholders' views to management;
- regularly review, with the CEO and such other managers as appropriate, progress on important initiatives and significant issues facing FCQ;
- provide mentoring for the CEO;

- approve the CEO's claims for expenses reimbursement; and
- initiate and oversee the annual CEO evaluation process.

Further, the Chair will:

- chair all meetings of Members, including the AGM;
- review the accuracy of minutes of all meetings and execute as such;
- be a spokesperson for FCQ when required; and
- participate in Representative Council meetings at a national level.

### 3.5 Role of the Vice Chair

The Vice Chair is the secondary leader of the FCQ Management Committee and, as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair supports the activities of the Chair including sharing responsibilities as appropriate.

### 3.6 Role of the Treasurer

The Treasurer is an office bearer and takes the key role in leading the Management Committee's oversight of the Association's finances and risk management. The Treasurer chairs the Management Committee's finance subcommittee.

The Treasurer is responsible for ensuring that accurate books and records are kept showing the financial affairs of FCQ including those in connection with agreements entered into with Government Authorities or key partners.

Therefore, it is preferable that the Treasurer has a competent understanding of financial matters, as the Treasurer assists the Chair and the other Management Committee members to understand The Association's financial affairs and position.

The specific responsibilities of the Treasurer include:

- overseeing bank accounts, including a scrutiny of material or unusual transactions;
- overseeing payments and other financial transactions and ensuring the Management Committee approves or ratifies expenditure in accordance with the Rules and/or Delegations to the CEO;
- overseeing compliance with relevant legislative requirements including those for DGR, Tax Exemption, Superannuation, GST, PAYG and FBT;
- ensuring an annual budget has been properly compiled and approved by the Management Committee;
- ensuring an appropriate risk management strategy and plan are in place, including insurance cover and monitoring their implementation;
- at Management Committee Meetings, representing and clearly expressing the position of FCQ with respect to its finances, including a comparison against the approved budget. The Treasurer should continually monitor the solvency of the Association and immediately report any concerns to the Management Committee;
- ensuring financial policies and accounting procedures are designed

and implemented to ensure a robust system of internal controls is in place;

- ensuring financial delegations are approved by the Management Committee and adhered to;
- having a discussion with the external auditor at least annually on any matters of concern; and
- presenting financial statements to the AGM on behalf of the Management Committee.

### 3.7 Role of the Secretary

The Secretary is an office bearer and is responsible for managing the non-financial records of FCQ.

The Secretary must carry out the responsibilities of a member of the Management Committee as well as those of a Secretary, which brings with it specific legal responsibilities.

The Secretary is responsible for:

- receiving all correspondence and bringing urgent matters to the attention of the Chair and/or Treasurer, as necessary;
- ensuring the register of Members is properly maintained;
- assisting the Chair and CEO to prepare the agenda for meetings;
- calling and convening Management Committee meetings and ensuring all correspondence or reports to be presented or discussed at meetings have been circulated to committee members at least 10 business days prior;
- taking and keeping the minutes of Management Committee meetings;
- circulating the minutes of Management Committee meetings to Committee Members within 10 business days after the meeting;
- completing any actions arising from meetings that require correspondence;
- calling and convening Members meetings including the AGM. This includes ensuring appropriate notice has been given, all documents have been circulated to Members as required, full and correct minutes are recorded and an attendance register is kept;
- taking nominations for the Management Committee; and
- compliance with legal and regulatory reporting requirements including the preparation and lodgement of FCQ's annual return to the Office of Fair Trading, Queensland.

## 4. Differentiating the roles of the Management Committee and the Executive Management

The Management Committee's role is to govern in accordance with the powers established in FCQ's Rules section 10.

It is the role of the Executive Management team to manage the day-to-day affairs of FCQ in accordance with the direction and delegations of the Management Committee.

The responsibility of the Management Committee is to oversee the activities of the Executive Management in carrying out these delegated duties.

The CEO is accountable to the Management Committee for the discharge of their role. The CEO manages a team responsible for all functions contributing to the success of FCQ, is responsible for the control and management of the Association, day-to-day operations of FCQ and is the public face of the Association.

## 5. Management Committee Meetings

### 5.1 Structure and Frequency

Meetings of the Management Committee will be structured as follows:

**Attendees:** All members of the Management Committee; and CEO, members of FCQ staff and other advisors by invitation

**Meeting Dates:** At least quarterly or as agreed by the Management Committee

**Meeting Place:** Meetings may be face to face, by telephone or video conference.

### 5.2 Papers

The Secretary is responsible for ensuring that the papers for a Management Committee meeting are distributed not less than 10 business days before a meeting.

The CEO is responsible for ensuring that papers are clearly written and succinct whilst providing sufficient detail to facilitate a sound appreciation of the key issues. A paper must indicate whether it is for noting by the Management Committee or for decision and, if for decision, provide management's recommendation.

### 5.3 Quorum and Voting Process

The quorum for a Management Committee Meeting is more than 50% of the Management Committee members in office and members are expected to place a high priority on their attendance at meetings.

Whilst the Management Committee aspires to a consensus model of decision making, a simple majority of unconflicted members is sufficient to pass a resolution at a Management Committee meeting. In the case of an equality of votes cast by unconflicted members of the Management Committee on a resolution, the decision is made in the negative.

From time to time, urgent issues may arise between scheduled Management Committee meetings. If the issue would benefit from discussion, a meeting of the Management Committee will be scheduled.

If discussion is not needed, for example, because a previous Management Committee meeting substantively discussed the issue, the Chair may issue a written resolution and the Secretary will circulate it electronically to Management Committee members for voting. Such a circular resolution is passed if a majority of unconflicted members approve.

## 5.4 Conflict of Interest

Conflict of Interest disclosure will be addressed at the commencement of each meeting.

Each Management Committee member must identify when they have a conflict of interest regarding any item on the agenda for a meeting or arising during the meeting and, unless the rest of the Management Committee, excluding the conflicted member, has resolved otherwise in the absence of the conflicted member, the member must not:

- be present while the matter, or a related resolution, is being considered by the Management Committee;
- vote on the matter; nor
- otherwise take part in any decision of the members in relation to the matter or a related resolution.

## 6. Remuneration

No remuneration shall be payable to members of the Management Committee or subcommittees. Nothing in this paragraph precludes reimbursement of reasonable and authorised expenses and costs incurred by them on behalf of FCQ or in the course of FCQ's business.

## 7. Subcommittees

The Management Committee may set up subcommittees as outlined in the FCQ Rules and this Charter. It is a matter for the Management Committee to determine what subcommittees it establishes, and this is generally reviewed at the first meeting of the Management Committee following the AGM.

Subcommittees can be established by the Management Committee on an ad hoc basis or formed as standing subcommittees.

### 7.1 Subcommittee Structure

#### *Terms of Reference*

All subcommittees must have terms of reference approved by the Management Committee to establish their membership, role, scope of function and delegated authority.

#### *Membership*

All subcommittees must include two or more members of the Management Committee, one of whom will be appointed by the Management Committee as the subcommittee's Chair.

The Management Committee may also appoint additional members such as:

- external individuals with relevant expertise; and/or
- Members of the Association, in order to incorporate a wider involvement of

the membership base.

The Management Committee Chair and CEO are entitled to attend all subcommittee meetings but only the Chair shall be entitled vote on resolutions of the subcommittee.

#### *General duties & authority of subcommittees*

- No subcommittee has authority independent of the functions delegated to it, and is to report its findings and recommendations directly to the Management Committee.
- Each subcommittee has the opportunity to invite Members, the CEO or other external people to attend meetings to provide advice or information. For the avoidance of doubt, such invitees are not members of the subcommittee and do not have the right to vote.

#### *Agenda and papers*

Each subcommittee Chair in conjunction with the CEO and committee administrators will set the agenda for subcommittee meetings.

All subcommittee members will have the opportunity to submit new agenda items together with supporting papers, prior to the release of the meeting agenda.

The agenda and supporting papers will be distributed to subcommittee members at least five working days in advance of the meeting.

#### *Recommendations to the Management Committee*

Any recommendations to FCQ's Management Committee must be by way of a subcommittee vote. If the voting is equal, the recommendation is decided in the negative. The subcommittee Chair does not have a casting vote.

Members who are against the recommendation may ask to have their decision noted in the minutes.

#### *Quorum*

A minimum of two members of any subcommittee shall constitute a quorum for voting purposes, with one member being the subcommittee Chair, or Acting Chair in the Chair's absence.

#### *Record of meetings*

The Management Committee, in consultation with the CEO, will appoint a staff member to act as subcommittee administrator.

The administrator will provide secretariat services for scheduled meetings. Minutes and/or an action status register shall record resolutions and recommendations to the Management Committee.

#### *Resources*

As permitted by the Terms of Reference, the subcommittee shall:

- have access to appropriate FCQ and Management Committee documents;
- have access to executive management, via the CEO;

- be provided with technical, secretarial and administrative support; and
- have costs of meeting participation reimbursed, in line with FCQ policy.

#### *Conflicts of interest*

Conflict of Interest disclosure will be addressed at the commencement of each meeting and mitigated in accordance with section 5.4 of this Charter.

#### *Absence of Chair*

In the absence of the Chair, the Chair of the subcommittee shall nominate another subcommittee member to act as Chair for the meeting or, with an unplanned absence, a member will be appointed by the other members present.

## 8. Independent counsel or other advisors

Management Committee members are entitled to seek independent advice at FCQ's expense, subject to the prior approval of the Chair or their delegate. FCQ will not pay for advice related to the individual's position on the Management Committee.

A copy of the advice received by the member of the Management Committee will be made available to all members of the Management Committee at the same time as the Management Committee member who requested the advice.

From time to time a Management Committee may determine it to be necessary or appropriate to recommend independent counsel or other advisors to provide independent advice to the Committee.

The Management Committee shall have the sole authority to retain, on terms recommended by the Management Committee, terminate and approve the fees of any such counsel and advisors. The Management Committee may meet with any such counsel or advisors without management present. FCQ will bear the cost of such counsel and advisors.

## 9. Media and Communication Protocol

The Management Committee has adopted the following protocol:

- The Chair and the CEO may make public statements and issue media releases relevant to the functions, performance or affairs of FCQ.
- A Management Committee member who receives an enquiry about operational, customer relations, legal or other matters must invite the inquirer to contact the CEO and advise the CEO that the enquiry has been made.
- A Management Committee member who receives an enquiry about an issue of a political or sensitive nature concerning the activities of FCQ must refer the matter to the Chair or the CEO.

## 10. Approval

Approved by the FCQ Management Committee: 14 September 2021

## 11. Contacts

For any questions about this policy, contact the CEO.

Jon O'Mally

Email: [jon.omally@FCQ.org.au](mailto:jon.omally@FCQ.org.au)

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<b>Ratified</b>	19 February 2025
<b>Review</b>	Biennial
<b>Monitoring Frequency</b>	Biennial
<b>Monitoring Level</b>	Management Committee

Version History			
Version Number	Issue Date	Nature of Amendment	Approved by
1	9/2021		Management Committee
2	3/2025	Structural changes and amendments to reflect updated Rules of Association.	Management Committee
3	5/2025	Amended to reflect Association change of name	Management Committee

# Appendix A

## FCQ Management Committee Volunteer Agreement

This is an Agreement between:

**[insert volunteer name]** (referred to in this document as **'the volunteer'** or **'you'**) and

**Financial Counselling Queensland Inc (FCQ or Association)** (sometimes referred to in this document as **'we'**).

This Agreement may be cancelled at any time by either us or you.

### 1. *You are a volunteer*

The role of **INSERT ROLE NAME** at FCQ is a volunteer role. This means you are not an employee of, or contractor to, **FCQ** and, if you accept the role, you perform all duties on a voluntary basis and you will not receive remuneration or payment for your work, other than reasonable reimbursement of expenses (see below).

Neither FCQ nor you intend any employment or contractual relationship to be created (you are not an employee, independent contractor or consultant at FCQ). If this changes at any time, and there is a possibility that you might perform paid work for the Association or be involved in vocational training, we will discuss this and document the arrangement in a formal contract.

### 2. *What you can expect as a Management Committee member of FCQ*

**FCQ** values its volunteers, and we will endeavour to provide you with:

- a written position description so you understand the responsibilities of your role
- an induction, orientation and training relating to the role
- reimbursement for your reasonable expenses so you are not out-of-pocket because of volunteering for us
- insurance to cover you for the volunteer duties you are authorised to perform, and
- respect for your privacy, including keeping your private information confidential.

### 3. *What FCQ asks of its Management Committee members*

All members of the Management Committee agree and commit to be bound by the terms of the Management Committee Charter.

### 4. *Contact support*

If you have any questions or concerns about your role, your health and safety, or if you need any assistance to help you perform your role, please contact **INSERT NAME** as soon as possible.

5. *Volunteer expenses and other benefits*

As a volunteer, **FCQ** will reimburse you for any reasonable out-of-pocket expenses that you incur when performing authorised tasks associated with your role.

We do this to ensure that you are not financially disadvantaged as a result of your volunteer role with us. These payments are not remuneration or wages. You will need prior approval by the Management Committee and will always need to produce receipts.

We may sometimes provide you with other benefits as part of your volunteering role, examples include training, food, accommodation and event entry. Where this occurs, it is on a gratuitous basis at the discretion of **FCQ** and is not payment in lieu of salary.

6. *Insurance*

We are committed to providing adequate insurance cover for volunteers while carrying out their volunteering roles that have been approved and authorised by us.

**FCQ** has the following relevant insurances: **Personal Accident Death and Capital Benefits**, limit of liability \$100,000. **General Liability** \$20,000,000.

We want to let you know that the following events are unlikely to be covered by our insurance:

- actions that are beyond the scope of your volunteer role, or that occur without appropriate authority or permission from us
- criminal activity (including criminal charges arising out of driving incidents), and
- dishonest or reckless activities (for example turning up intoxicated).

7. *Workers compensation*

During your term volunteering on the FCQ Management Committee, you will not be covered by any workers' compensation insurance policy taken out by **FCQ**.

8. *Consent to use photographs and images*

You **agree/do not agree** that **FCQ** may take photographs and video footage of you carrying out your volunteer work and use it for the purposes of marketing and promotion of **FCQ** and its services. This may include printed and digital marketing, including the use of your image on our website and social media platforms.

*Volunteer acknowledgement*

You acknowledge and agree to notify **FCQ** of any changes which impact your ability to carry out the role as outlined under this agreement.

**Please sign to acknowledge that you have read this volunteer agreement and have had an opportunity to ask questions.**

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Volunteer's Name / Signature

Date

FCQ Contact's Name / Signature

Date