



Minister for Local Government and
Minister for Aboriginal and Torres Strait Islander Partnerships

Our ref: DATSIP 03044-2017

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Mr Nigel Tillett
Chairman
Community Enterprise Queensland Board of Management
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Dear Mr Tillett

I am writing in accordance with s.60VB of the *Aboriginal and Torres Strait Islander Communities (Justice, Land and Other Matters) Act 1984* (the Act).

In accordance with the Act, and in the public interest, I am providing the Community Enterprise Queensland Board of Management (CEQ Board) with a written direction:

I require the CEQ Board to seek approval of the Portfolio Minister in regards to:

- a. significant decisions relating to the scoping of commencement of operations in a new location or negotiations on potential new business acquisitions
- b. significant decisions relating to potential closure of an existing operation.

In accordance with s.60VA of the Act I also direct the CEQ Board to provide a written quarterly report to the portfolio minister on the performance of CEQ's core functions as defined by s.60B of the Act, CEQ financial activities and status, business operations, and community engagement. I also direct on a six-monthly basis a workforce report detailing employee profile information (gender, management vs operational, employee diversity, training and development statistics). The format of these reports will be provided to the CEQ Board by the Department of Aboriginal and Torres Strait Islander Partnerships.

The Board must publish this direction in accordance with the requirements of s.60VB(5) of the Act. I ask that you table this direction at your next board meeting.

The above reports recognise that CEQ is a substantial enterprise and employer in the regions it operates. The information provided will assist me in my role as Minister for Aboriginal and Torres Strait Islander Partnerships in communicating with my Government colleagues and stakeholders about CEQ's operations and successes.

I thank the CEQ Board for the Terms of Reference (Attachment 1) provided to me for approval and confirm my approval. The Terms of Reference provide the CEQ Board with clear operating procedures and principles, and will help guide the CEQ Board in this next exciting phase of the delivery of services to remote and very remote Aboriginal and Torres Strait Island communities.

If you require any further information or assistance in this matter, please contact my Chief of Staff, Louise Foley on 3719 7420 or at louise.foley@ministerial.qld.gov.au.

Yours sincerely



MARK FURNER MP
Minister for Local Government and
Minister for Aboriginal and Torres Strait Islander Partnerships

Enc.

COMMUNITY ENTERPRISE QUEENSLAND BOARD OF MANAGEMENT

TERMS OF REFERENCE

Establishing Legislation

Community Enterprise Queensland (CEQ) is established under Part 7A of the *Aboriginal and Torres Strait Islander Communities (Justice, Land and Other Matters) Act 1984* (the *Act*). The Board of Management is established under s. 60D of the *Act*.

Purpose of Board

The purpose of the board is to oversee CEQ's functions in line with the requirements of the *Act*; provide direction to its operations, governance and accountability; develop and implement a growth strategy; and provide advice on its operations to the Minister for Aboriginal and Torres Strait Islander Partnerships.

Responsibilities of the Board of Management

The board is responsible for:

- Ensuring CEQ functions in accordance with the requirements of the *Act*, with specific focus on ensuring a reliable food supply for communities its services at a fair price.
- Deciding CEQ's strategies for performing its functions and deciding the operational, administrative and financial policies under which CEQ is to operate.
- Ensuring CEQ acts under, and achieves the objectives in, approved strategy and policies with a focus on achieving growth and applying any operating surplus or assets to promote, support and improve its services and the general welfare, of the Aboriginal and Torres Strait Islander residents in remote and very remote Queensland.
- Reporting to the Minister about the performance of CEQ's functions and the exercise of its powers.
- Determining remuneration package and appointing the chief executive officer.
- Reviewing annually the performance of the chief executive officer (CEO).

Power of the Board of Management

The Board of Management has powers in accordance with s. 60C of the *Act*. Noting the Minister has the power to direct the Board in accordance with s. 60 VB, the Board of Management is required to consult with the Minister prior to commencement of any actions in relation to significant decisions which impact on Government policy. Such examples may include, but are not limited to:

- . providing advice and seeking approval of the Minister prior to scoping of commencement of operations in new locations
- . providing advice and seeking approval of the Minister prior to scoping and negotiation on potential new business acquisitions

The Board of Management has approval authority on:

- a) Matters relating to the strategic direction of CEQ in line with Government priorities and outcomes of Ministerial consultation as appropriate; and
- b) Operational, financial and administrative matters and policies of CEQ as outlined in the Act;
- c) Engagement and review of performance of the CEO.

Structure of Board of Management

The Board of Management has up to 10 members including the Chair.

Composition of the Board is in accordance with s. 60 DB of the Act.

The Board of Management may establish Sub Committees to report to the Board of Management on issues such as, but not limited to:

- Financial, Risk, Governance and Audit
- Health and Safety
- Community Engagement
- Business development
- Employment and training

The Board of Management shall elect a Deputy Chair at its first meeting. The Deputy Chair will assume the responsibilities of the Chair in their absence.

Role and responsibilities of the Chair

The Chair of the Board of Management is appointed by Governor in Council in accordance with the requirements of the Act. In meeting the responsibilities of the Board, the Chair will:

- Chair the meetings of the Board
- Provide leadership to the Board
- Enable a respectful and professional culture where open discussions are facilitated ensuring CEQ issues are addressed
- Monitor the performance of the Board
- Mentor current and potential future Board members as required
- Ensure governance protocols are observed, including being alert to conflicts of interest
- Ensure Board records are maintained
- Consult with the Minister on significant issues

Responsibilities of Members

- attend and actively contribute at board meetings and sub-committee meetings;
- provide input and feedback on development of strategy, operational policy and procedure;

- adhere to corporate governance requirements, including being alert to conflicts of interest;
- undertake tasks relating to the functions of the board at the request of the Chair;
- travel to meetings if necessary;
- Model values and behaviours expected of CEQ employees; and
- Nominate for sub-committees commensurate with skills.

Meeting Frequency

- There are generally a minimum of 10 board meetings per year and up to six sub-committee meetings per year. Board meetings are generally a full day while sub-committee meetings are half a day.
- A notice of each meeting confirming the date, time, and venue will be forwarded to each member at least three weeks prior to the meeting date with the call for agenda items.
- A member of the CEQ board is taken to have vacated office as a board member if they are absent without the board's permission from three consecutive board meetings where notice of the meeting has been given; or absent in any period of six months without board permission from all board meetings where notice of the meeting has been given (s.60 I).

Operations of the Board

- The Chair has the ability to call a meeting.
- In addition to appointed members, the Board may invite presenters on specific areas of expertise.
- An observer nominated by the Department of Aboriginal and Torres Strait Islander Partnerships will also attend all meetings.
- The CEO of CEQ may attend meetings as an observer.
- A Quorum is achieved when at least half the total number of Board members are in attendance (s. 60M).
- Board meetings are held in Cairns in person and with the assistance of technology for board members based out of Cairns. Some board meetings are held in the locations in which stores operate.
- A yearly meeting schedule is to be circulated to all members by the secretariat.
- Minutes will be kept for each meeting. The minutes will capture decisions of the Board, actions and recommendations. Minutes are to be reviewed and confirmed at the next meeting.
- The Board may request advice from relevant experts as required to make a decision.

Secretariat

- All records, including agenda, minutes and any reports or recommendations will be prepared by the secretariat.
- The secretariat will circulate a call for agenda items at least three weeks prior to the next meeting date and will nominate a date for receipt of items.
- The Board may determine regular standing items for the agenda such as (but not limited to) CEO update or CFO update.

- The secretariat will liaise with the Chair on preparation of meeting agendas and any associated papers.
- The secretariat will circulate meeting agenda, follow up action items and papers to Board members at least one week prior to the next meeting date.
- The secretariat will attend meetings to take minutes.
- Draft minutes are to be finalised in consultation with the Chair and circulated to members within one week post meeting date.

Code of Conduct

- All members are required to adhere to the CEQ Code of Conduct, and have particular attention to any issues of conflict of interest.

Confidentiality and conflicts of interest

Members of the Board of Management should adhere to the CEQ Code of Conduct in relation to confidentiality of matters discussed by the group.

Members of the Board of Management will also not participate in discussions on any issues in respect of which there is an actual or perceived conflict of interest. These conflicts should be recorded in the minutes.

Review Performance

The Board of Management will perform an annual evaluation of its performance and provide that information to the Minister for consideration.

The Board of Management will review its terms of reference on a regular basis to ensure relevance and currency against the current and future needs of the Queensland Government relevant to CEQ's legislative mandate.