



## **Terms of Reference**

### **CEQ Board of Management**

This document sets out the responsibilities of the CEQ Board of Management, including the Board's membership and meeting requirements.

Periodicity of reviews: Every 3 Years

Date of last review: August 2024

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## **1. 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.

## **2. Purpose**

The Board's purpose is to oversee CEQ's functions in accordance with the Act's requirements, provide direction to its operations, governance, and accountability, develop and implement a growth strategy, and advise the Minister on its operations.

## **3. Responsibilities of the Board of Management**

The Board of Management 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 the remuneration package and appointment of the Chief Executive Officer (CEO); and
- Reviewing annually the performance of the CEO.

## **4. 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 before the commencement of any actions concerning significant decisions that impact Government policy. Such examples may include, but are not limited to:

- Providing advice and seeking approval of the Minister before scoping of commencement of operations in a new location; and
- Providing advice and seeking the Minister's approval before scoping and negotiating potential new business acquisitions.

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The Board of Management has approval authority on:

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

## **5. The Board of Management Structure**

### **5.1 Membership of the Board**

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

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

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

- Governance, including finance, audit, risk, ESG, compliance and legal and regulatory matters.
- People, including employment, training, workplace culture, health and safety, team member wellbeing, and psychosocial care.
- Reputation, including community engagement and enterprise, cultural awareness and promotion, Good Pasin (Give-back), scholarships, foundations, customer feedback, public relations and marketing.
- Nutrition and Health, including education and promotion for communities and team members, the availability and affordability of healthy food, drinks, and health hardware, healthy store environments and data collection, partnerships, and innovation.
- Growth and Optimisation, including business development, innovation, expansion, acquisitions, store blueprints and formats, operational efficiencies and improvements, maintenance, assets, buildings, freight, merchandise and supply.
- Strategic Intent, including the Board Chairperson and subcommittee Chairpersons to review and assess Board Member performance, subcommittee performance and the CEO contract and performance.

The Board of Management may elect a Deputy Chairperson at its first meeting. The Deputy Chairperson will assume the Chairperson's responsibilities in their absence.

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## **5.2 Personal Attributes of Board of Management Members**

The desired core personal attributes of individual members include:

- An ability to think strategically, ask relevant questions, evaluate answers, and continue to probe for information until completely satisfied with the answers provided.
- The desire to always encourage openness and transparency.
- An ability to think independently and objectively and have an inquiring mind.
- Strong ethical values, including a thoughtful approach to ethical issues that might be faced.
- A sense of integrity and an ability to give direct and honest opinions.

## **5.3 Responsibilities of Board of Management Members**

Board of Management Members are required to:

- Attend and actively contribute to Board meetings and subcommittee meetings.
- Provide input and feedback on developing strategy, operational policy and procedure.
- Adhere to corporate governance requirements, including being alert to conflicts of interest.
- Undertake tasks relating to the Board's functions at the Chairperson's request.
- Travel to meetings if necessary.
- Model values and behaviours expected of CEQ team members.
- Nominate for subcommittees commensurate with skills.

A Member of the CEQ Board of Management is taken to have vacated office 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).

To make a decision, the Board may request advice from relevant experts as required.

## **5.4 Chairperson of the Board of Management**

The Minister appoints the Chairperson of the Board of Management in Council under the requirements of the Act. In meeting the responsibilities of the Board, the Chairperson 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;

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- Monitor the performance of the Board;
- Promote the development of current and potential future Board Members;
- Ensure governance protocols are observed, including being alert to conflicts of interest;
- Ensure Board records are maintained;
- Consult with the Minister on significant issues; and
- Provide media with updates and releases as required.

### **5.5 Board Secretariat**

The CEO (or delegate) shall be the secretary to the Board of Management to facilitate Board meetings and reporting duties unless otherwise determined by the Board of Management.

The secretary will be responsible for preparing and circulating the meeting agenda and accurately minuting all decisions of the Board, in consultation with its Chairperson. The secretary will also be responsible for the timely tabling of all correspondence, reports, and other information relevant to the Board of Management's activities and operations.

The Board Secretariate will attend meetings to take minutes.

Draft minutes are to be finalised in consultation with the Chairperson and circulated to Members within one week of the meeting date.

### **5.6 Ethical Practices**

In line with the CEQ Code of Conduct, Members of the Board of Management will at all times exercise honesty, objectivity, independence, and probity in the discharge of their duties and responsibilities and not knowingly engage in acts or activities that have the potential to discredit CEQ.

Members must also refrain from engaging in any activity that may prejudice their ability to perform their duties and responsibilities objectively and must always act properly and prudently in using information acquired during their duties. Members must not use CEQ's information for personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of CEQ.

Further, Members must not publicly comment on matters relative to the Board of Management activities other than as authorised by CEQ.

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## **6. Board Meetings**

### **6.1 Location of meetings**

Board meetings are held in Cairns in person and with the assistance of technology for Board Members who cannot attend in person. Some Board meetings are held in alternative locations as determined by the Board of Management.

### **6.2 Number of meetings**

There is generally a minimum of four Board meetings per year. Subcommittee meetings are to be held as per their Terms of Reference. Board meetings are generally a full day; subcommittee meetings are allocated up to four hours, and the Strategic Intent subcommittee is up to three hours.

The Chairperson can call a meeting.

Each Member will receive a notice of each meeting confirming the date, time, and venue. A calendar of scheduled Board meetings is provided to all Board of Management Members.

### **6.3 Quorum**

A Quorum is achieved when at least half the Board Members are in attendance (s. 60M).

### **6.4 Agenda**

Seven days before each meeting, the secretary will circulate to Members an agenda detailing the matters to be discussed and any relevant documentation.

The Chairperson will set the agenda in consultation with the CEO, with an emphasis on the most significant risks and threats to CEQ within the scope of the Board of Management's responsibilities and the ongoing evaluation of what is done to mitigate such risks. The active matters from the strategic plan must also be tabled, and progress will be monitored.

The Board of Management may determine regular standing items for the agenda, such as (but not limited to) the CEO update.

### **6.5 Resolutions**

Resolutions of the Board of Management shall be regarded as its collective decision or advice unless there is a material dissension, in which case a minority view will be recorded in the meeting minutes.

### **6.6 Minutes**

Minutes will be kept for each meeting. The minutes will capture the decisions of the Board of Management, actions and recommendations. Minutes of meetings must be prepared and distributed to Board Members as soon as possible after the conclusion of the meeting and, subject to any agreed amendments, shall be

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confirmed as an accurate record of the meeting at the next available meeting of the Board.

### **6.7 Flying Minutes**

Flying Minutes can be used to decide and record decisions the Board of Management makes outside planned meetings.

Flying Minutes are used for decisions:

- That are time-sensitive or require urgent attention (they cannot wait until the next meeting is scheduled); and/or
- Where there is not enough business to justify calling a full meeting.

Flying Minutes are issued using the Convene platform. The Board Secretary creates a review room with details of the matter to be decided and supporting documentation.

Members will receive a Convene email notification that their decision is required in a Flying Minute. They are to review the documentation and record their decision using the provided voting buttons by the specified closing time. Alternatively, if Members do not have access to Convene, they may cast their vote via email to the Secretary.

Member decisions are automatically recorded, with a majority of yes votes resulting in an affirmative resolution being passed. Members who do not register their vote will be noted as having abstained from the decision.

Flying Minutes will be ratified at the following Board meeting.

### **6.8 Other Attendees**

The Chairperson may request the CEO to have a CEQ officer or other external party(s) attend a Board meeting. In addition to appointed Members, the Board of Management may invite presenters on specific areas of expertise.

A Board Observer nominated by the Department will be invited to attend all meetings.

The CEO is also invited to attend all meetings as an observer.

### **6.9 Confidentiality**

Many of the issues and papers referred to the Board of Management will be confidential and sensitive. The secretary should be mindful of this when receiving and circulating documents to the Board of Management. Members should keep the Board papers confidential from any other business or responsibilities of the member.

Convene, or a similar alternative Board software package is used to support the efficient management of Board and subcommittee papers. Each Board Member is required to use the agreed-upon Board software package and take necessary precautions to safeguard the security and distribution of meeting papers.



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Hard copy papers should be avoided, and all those utilised should be returned to the secretariat at the close of each meeting. Member's hard copy notes should also be treated as confidential and should be kept secure or handed to the secretariate and close of each meeting.

**7. Conflicts of Interest**

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

Conflicts must be noted at the commencement of each Board meeting and entered on the Board Conflict Register.

Members of the Board of Management will not participate in any discussions on any issues regarding an actual or perceived conflict of interest. Board Members shall remove themselves from the room until called for. These conflicts should be recorded in the minutes.

**8. Evaluation of Board Performance**

Annually, the Board of Management shall facilitate the assessment of the performance of the Board and its Members and take appropriate action regarding areas where there is a perceived need to enhance its role, operational processes or membership. The Board of Management will review its Terms of Reference regularly.

**9. Relationship with Board Subcommittees**

The Board of Management is part of CEQ's corporate governance framework.

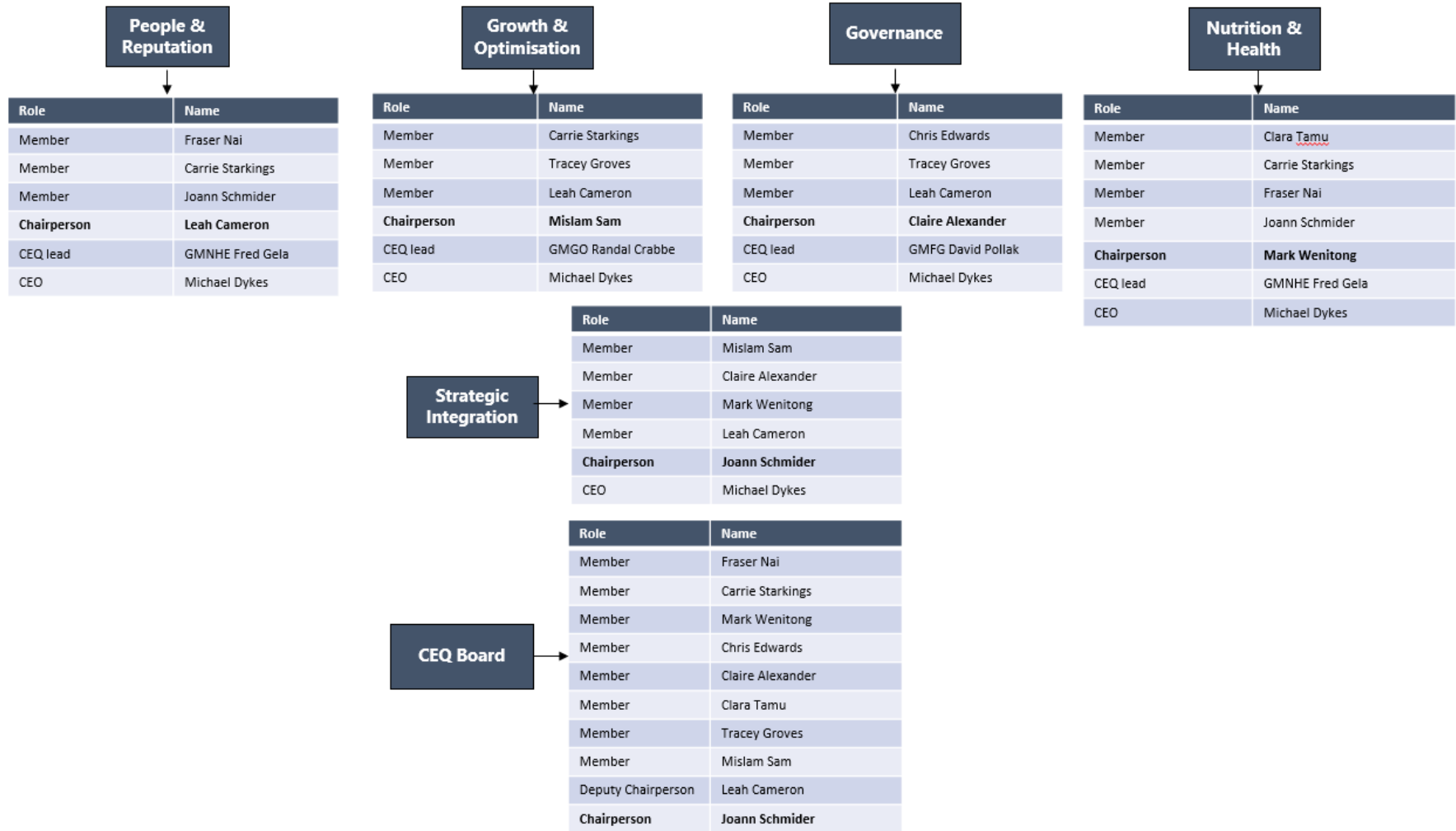
To the extent that the Board of Management's responsibilities overlap with those of its other subcommittees, the Board of Management will endeavour to ensure that the overlap is dealt with appropriately.

The Board of Management shall refer any issues that relate more appropriately to a particular subcommittee to that subcommittee.

**10. Management Cooperation with the Board**

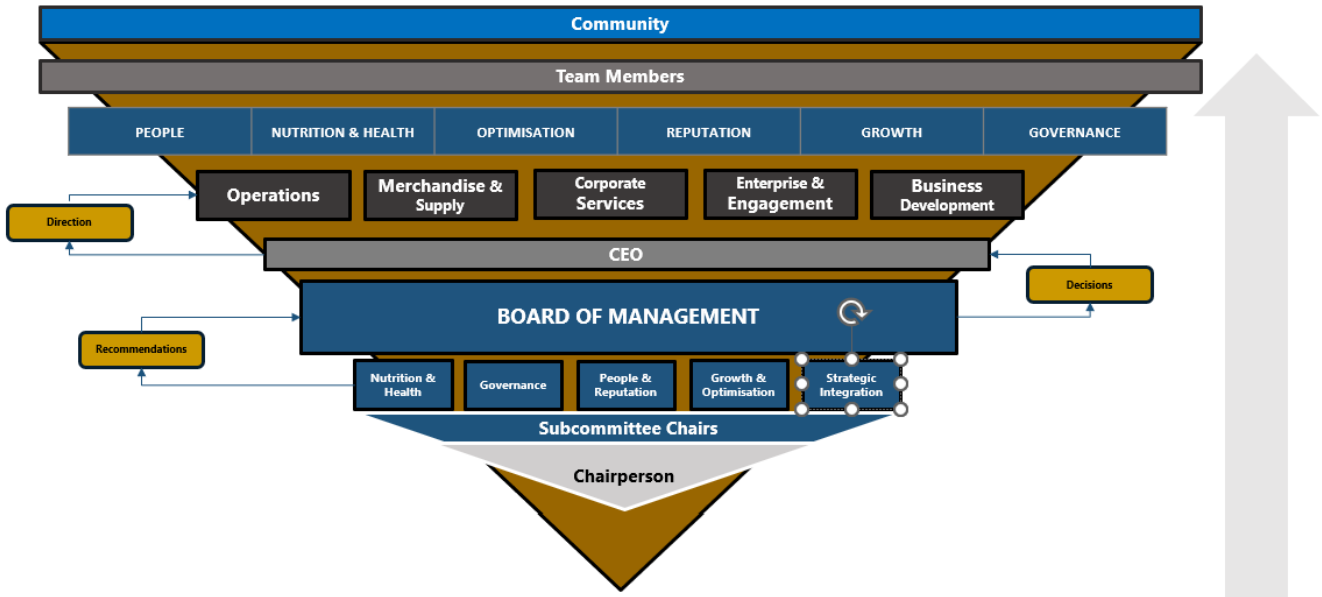
CEQ Management must provide meaningful advice on any issue raised by the Board of Management within a reasonable time of receiving such a request and shall cooperate fully with the Board's activities in all other respects. The Board of Management's Annual Report will include a statement as to the extent of cooperation provided to the Board of Management during the year.

# 11. Annexure A - CEQ Corporate Governance Framework



The organisational model recognises our team members on the ground and indicates that our Board, through the CEO and Executive, serves our team members and communities.

**Governance – The upside-down triangle**

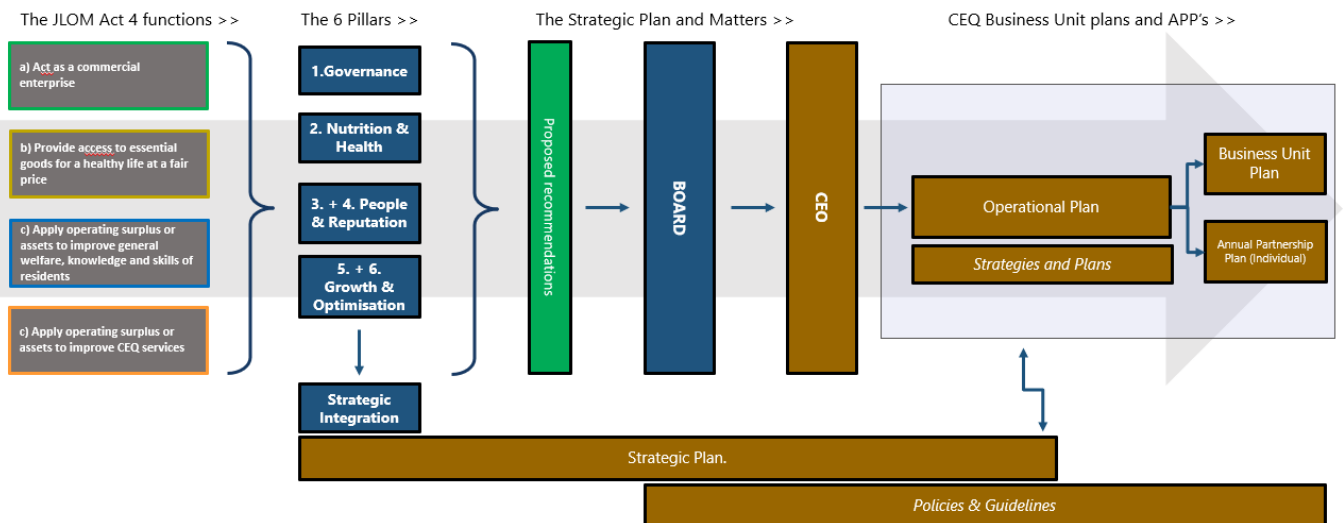


Line of sight to the JLOM Act must be considered across all matters through the Strategic Plan, Operational Business Unit plans and individual Annual Partnership Plans.

**Relationship Map keeping the line of sight with our legislated functions**



Driven by the JLOM Act we can clearly map our dependencies and interdependencies



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Communication flows are clear across Board and Subcommittee meetings.

## Pillar-related Subcommittee Support and Relationships



### Executive Management Team and Secretariate support for governance

- CEO carries oversight
- General Manager lead assigned to each Pillar and, hence, the related subcommittee
- Business Unit secretariate assigned to each to each Pillar and hence, the related subcommittee
- Clear directional flow of input and output routes, and most importantly, progressing the intended Pillar outcomes and impact sought

