

# QUEENSLAND BUILDING AND CONSTRUCTION BOARD

## BOARD CHARTER

26 FEBRUARY 2002





# BOARD CHARTER

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# 1. QUEENSLAND BUILDING AND CONSTRUCTION COMMISSION

## 1.1 QBCC

1. The Queensland Building and Construction Commission (**QBCC**) is a Queensland government statutory body.<sup>1</sup>

## 1.2 COMPOSITION

2. The QBCC consists of:
  - a. the Queensland Building and Construction Board (**Board**)
  - b. the Commissioner and the organisational unit under the control of the Commissioner
  - c. the Service Trades Council<sup>2</sup> (**STC**).<sup>3</sup>

## 1.3 QBCC FUNCTIONS

3. The QBCC has the following functions:
  - a. to administer the QBCC Act and further its objects
  - b. any function given to it under another Act.<sup>4</sup>

## 1.4 QBCC POWERS

4. The QBCC has all the powers:
  - a. given to it under an Act
  - b. of an individual and may, for example:
    - i. enter into contracts or agreements
    - ii. acquire, hold, deal with and dispose of property
    - iii. employ staff
    - iv. appoint agents and attorneys
    - v. engage consultants
    - vi. charge a fee for services and other facilities it supplies
    - vii. do anything else necessary or convenient to be done for its functions.<sup>5</sup>

## 1.5 AUTHORISATION

5. The QBCC does not have power to delegate its functions or powers but the Board, on behalf of the QBCC, may authorise QBCC officers to exercise the QBCC's functions or powers on behalf of the QBCC.

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<sup>1</sup> QBCC Act s 5

<sup>2</sup> Established *Plumbing and Drainage Act 2018* (Qld) s 105

<sup>3</sup> QBCC Act s 6

<sup>4</sup> QBCC Act s 7

<sup>5</sup> QBCC Act s 8



## 1.6 MINISTERIAL DIRECTION

6. The Minister may give the QBCC a written direction in relation to the QBCC and its functions. If the Minister gives a direction:
  - a. the QBCC must comply with the direction
  - b. the Minister must cause a copy of the direction to be tabled in the Legislative Assembly within seven sitting days after it is given
  - c. the QBCC's annual report must include a copy of the direction.<sup>6</sup>

## 2. QUEENSLAND BUILDING AND CONSTRUCTION BOARD

### 2.1 BOARD ROLE

7. The QBCC Act establishes the Board as the QBCC's governing body.<sup>7</sup>

### 2.2 BOARD FUNCTIONS

8. The Board has the following functions:

- a. deciding the strategies and the operational, administrative and financial policies to be followed by the QBCC
- b. ensuring the QBCC performs its functions and exercises its powers in a proper, effective and efficient way
- c. providing guidance and leadership to the Commissioner
- d. providing guidance and leadership to the Service Trades Council, other than in relation to its function of conferring on national policy development and implementation for the plumbing and drainage trade under the *Plumbing and Drainage Act 2018* (Qld)
- e. advising the Minister on issues affecting:
  - i. the building industry
  - ii. consumers
  - iii. the administration of this Act
  - iv. the administration of the QBCC
  - v. advising the Minister about unfair or unconscionable trading practices affecting security of payments to contractors and subcontractors
  - vi. consulting the building industry and its consumers and advancing their interests, consistently with the objects of the QBCC Act.<sup>8</sup>

### 2.3 DELEGATION

9. The Board may delegate its functions or powers to an appropriately qualified relevant officer of the QBCC.<sup>9</sup> For this purpose, 'appropriately qualified' includes having the qualifications, experience or standing appropriate to perform the function or exercise the power.<sup>10</sup>

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<sup>6</sup> QBCC Act s 9

<sup>7</sup> QBCC Act s 10

<sup>8</sup> QBCC Act s 11

<sup>9</sup> QBCC Act s 115A(1)

<sup>10</sup> QBCC Act s 15A(2)



10. An officer to whom a function or power is delegated by the Board may not subdelegate that function or power.<sup>11</sup>
11. Any function or power not expressly delegated by the Board is reserved to the Board.

## 2.4 CONDUCT OF BUSINESS

12. Subject to Division 2 of the QBCC Act and any requirement prescribed under a regulation, the Board may conduct its business, including its meetings, in the way it considers appropriate.<sup>12</sup>

# 3. MEMBERS

## 3.1 BOARD COMPOSITION

13. The Board consists of not more than seven members appointed by the Governor in Council.<sup>13</sup>

## 3.2 CHAIR

14. The Governor in Council must appoint a member as the chairperson of the Board (**Chair**).<sup>14</sup>
15. The Chair is responsible for:
  - a. leading the Board
  - b. steering the Board towards fulfilling its objectives with efficacy and adherence to this Charter
  - c. promoting constructive and respectful relations:
    - i. between members
    - ii. between the Board and the Commissioner and Senior Leadership Team.

## 3.3 DEPUTY CHAIR

16. The Governor in Council must appoint a member, other than the Chair, as deputy chairperson of the Board (**Deputy Chair**).<sup>15</sup>
17. The Deputy Chair must act as Chair:
  - a. during a vacancy in the office of Chair
  - b. during all periods when the Chair is absent from duty or, for another reason, cannot perform the functions of the office.<sup>16</sup>

## 3.4 APPOINTMENT

18. A member is appointed for the term, of no more than three years, stated in the member's instrument of appointment.<sup>17</sup>
19. In appointing a person as a member, the Governor in Council must:
  - a. have regard to the person's ability to make a contribution to the effective and efficient performance of the QBCC's functions

<sup>11</sup> *Acts Interpretation Act 1954* (Qld) s 27A(12)

<sup>12</sup> QBCC Act s 20

<sup>13</sup> QBCC Act s 12

<sup>14</sup> QBCC Act s 16

<sup>15</sup> QBCC Act s 17(1)

<sup>16</sup> QBCC Act s 17(4)

<sup>17</sup> QBCC Act s 15



- b. have regard to the person's experience and competence in the following areas:
  - i. building and construction
  - ii. finance
  - iii. corporate governance and risk
  - iv. insurance, including knowledge and experience in the reinsurance market
  - v. consumer advocacy and awareness
  - vi. public sector governance, including administration and enforcement of laws
- c. as far as possible, ensure the Board has equal representation of the areas mentioned in paragraph 19.b.

### 3.5 INDUCTION

- 20. The Company Secretary must provide new members with copies of:
  - a. the QBCC Act
  - b. the Department of the Premier and Cabinet Welcome Aboard: A Guide for members of Queensland Government Boards, Committees and Statutory Authorities (**Welcome Aboard**)
  - c. this Charter and each Committee Charter
  - d. the QBCC's Directors and Officers insurance policy.
- 21. The Company Secretary must provide new members with an induction which complies with the requirements set out in Welcome Aboard.

### 3.6 REMUNERATION AND ALLOWANCES

- 22. Members are paid the remuneration and allowances decided by the Governor in Council.<sup>18</sup>
- 23. Members' remuneration and allowances are determined and paid in accordance with the Remuneration Procedures for Part-Time Chairs and members of Queensland Government Bodies.

### 3.7 TERMINATION

- 24. A member may resign by signed notice given to the Minister.<sup>19</sup>
- 25. A member may resign from the office of Chair or Deputy Chair by signed notice given to the Minister.<sup>20</sup> A person resigning from the office of Chairperson or Deputy Chairperson may continue to be a member.<sup>21</sup>
- 26. The resignation takes effect:
  - a. on the day the notice is given
  - b. if a later day is stated in the notice – on the later day.<sup>22</sup>
- 27. A person is disqualified from becoming, or continuing as, a member if the person:
  - a. has a recorded conviction, other than a spent conviction, for an indictable offence
  - b. is an insolvent under administration

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<sup>18</sup> QBCC Act s 14

<sup>19</sup> QBCC Act s 18(1)

<sup>20</sup> QBCC Act s 18(2)

<sup>21</sup> QBCC Act s 18(4)

<sup>22</sup> QBCC Act s 18(3)



- c. is not able to manage a corporation under part 2D.6 of the *Corporations Act 2001* (Cth)
  - d. is an officer or contractor of the QBCC.<sup>23</sup>
28. The Governor in Council may remove or suspend a member at any time.<sup>24</sup>
29. A person who ceases to be a member or is suspended as a member must return all Board or QBCC assets and records (including documents, electronic devices and security passes) in their possession to the Commissioner or the Company Secretary, as soon as practicable.

### **3.8 BOARD MEMBER REGISTER**

30. The Company Secretary must:
- a. keep the copies of appointment letters as part of the Board records
  - b. maintain a Board Member Register which records the names, appointment terms and termination dates of all members.
31. Members must provide a copy of their appointment letter to the Company Secretary for inclusion in official Board records.

### **3.9 LIABILITY AND INSURANCE**

32. A member does not incur civil liability for engaging, or for the result of engaging, in conduct in an official capacity. Instead, the liability attaches to the QBCC.<sup>25</sup>
33. The QBCC may recover contribution from the member only if the conduct was engaged in:
- a. other than in good faith
  - b. with gross negligence.<sup>26</sup>
34. The QBCC maintains Directors and Officers liability insurance for members for their term of appointment and for a period after their term which is sufficient to cover any relevant limitation period.
35. This insurance underpins the indemnity granted to members per paragraph 32.
36. The insurance policy may require the QBCC to give notice to the insurer of the dates of appointment and termination of members or of members' other personal information.

## **4. MEETINGS**

### **4.1 ORDINARY MEETINGS**

37. The Board must meet at least ten times in a calendar year.
38. Generally, the Board meets in every month of the year except January.
39. At its last meeting of the calendar year, the Board considers and approves a meeting schedule (including the date, time and place of each meeting) and Work Plan for the following calendar year.

### **4.2 EXTRAORDINARY MEETINGS**

40. An extraordinary meeting may be convened with reasonable notice outside the approved meeting schedule.

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<sup>23</sup> QBCC Act s 13

<sup>24</sup> Acts Interpretation Act 1954 (Qld) **s 25**

<sup>25</sup> Public Sector Act 2022 (Qld) s 269(1)&(2)(b); Public Sector Regulation 2023 (Qld) s 16, sch 1 item 22

<sup>26</sup> Public Sector Act 2022 (Qld) s 269(4)



41. The Chair must convene a meeting if requested to do so by at least 3 members.
42. The Chair will consider convening a meeting if requested to do so by the Commissioner.

#### **4.3 LOCATION**

43. Generally, the Board will meet at the QBCC's office in Brisbane.
44. The Board will use its best endeavours to hold two of its meetings each calendar year at a QBCC regional office, one of which will be at an office within driving distance of Brisbane.
45. The Board may also conduct two of its meetings each calendar year via technology<sup>27</sup> with no in-person attendance.

#### **4.4 TECHNOLOGY**

46. If a member is unable to attend a meeting in person, they may participate by way of telephone conferencing, videoconferencing or other technology platform which enables the member to hear and be heard for the duration of the meeting.
47. With the Chair's consent, other attendees may also attend meetings via technology.

#### **4.5 PREPARATION**

48. Members must read and consider all agenda items before each meeting.
49. If a matter has been listed for noting on the agenda but the member wishes to discuss the item, they may advise the Chair prior to or at commencement of the meeting.

#### **4.6 CHAIR / PRESIDING MEMBER**

50. The Chair presides over each meeting.
51. If the Chair is not present within ten minutes after the scheduled time for the meeting or is unwilling or unable to preside over the whole or any part of the meeting, the Deputy Chair presides over the meeting or the relevant part of it.
52. If the Deputy Chair is not present within ten minutes after the scheduled time for the meeting or is unwilling or unable to preside over the whole or any part of the meeting, the members present may elect a member present to preside over the meeting or the relevant part of it.
53. If a member other than the Chair is the presiding member at a meeting, any references in this Charter to the Chair's role in the conduct of a meeting will be deemed to be references to the presiding member.
54. The Chair is responsible for:
  - a. ensuring that meetings proceed in an orderly, timely and focused manner
  - b. facilitating the effective contribution of all members.
55. The conduct of a meeting is by rule of the Chair, subject to this Charter and any applicable law.
56. The Chair may, at any time, exclude any or all non-members from a meeting, except the Commissioner and the Company Secretary.

#### **4.7 IN-CAMERA SESSIONS**

57. Notwithstanding paragraph 56, the Chair may determine that one or more agenda items will be discussed 'in camera', in a closed session with only members in attendance.

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<sup>27</sup> See section 4.4 of this Charter.



58. The minutes of the meeting must record:
  - a. the holding of any in-camera sessions
  - b. any resolutions, decisions or actions arising from the in-camera session.

## 4.8 QUORUM

59. The Board cannot pass a resolution or make a decision without a quorum.
60. At a meeting, the number of members that is half the number appointed at the time of the meeting constitutes a quorum<sup>28</sup>, unless the conflict of interest provisions<sup>29</sup> apply.
61. If a meeting is called to order but has not achieved quorum, the Chair must postpone the meeting to a date and time at which they are confident a quorum will be achieved.
62. A member attending a meeting via technology counts towards a quorum unless they drop out of the meeting or can no longer be heard when the Chair prompts them to respond.
63. If it becomes apparent during or after a meeting that a quorum was not maintained, any decisions made at the meeting while the quorum was not maintained must be presented for decision at the next scheduled meeting.

## 4.9 VOTING

64. At a meeting, a decision is made by a majority of votes of the members present and voting.<sup>30</sup>
65. Generally, the majority of votes is determined by consensus.
66. If a majority of votes cannot clearly be determined by consensus, or if requested by any member, the majority of votes is determined as follows:
  - a. each member present has one vote<sup>31</sup>
  - b. members may vote in person or electronically and in the manner determined by the Chair
  - c. if the votes are equal, the Chair has a casting vote<sup>32</sup>
  - d. the Chair will announce the result of the vote
  - e. the vote must be recorded in the meeting minutes, including a record of any abstaining or dissenting voters.

## 4.10 PROXIES

67. Members are not permitted to appoint a proxy or alternate to attend a meeting or vote on their behalf.

## 4.11 INVITEES

68. The Commissioner and the Company Secretary have a standing invitation to attend all meetings.
69. The Board Executive Officer or other QBCC officer may also attend meetings to provide secretarial support and assist with the efficient conduct of business.
70. With the Chair's (or presiding member's) approval, other QBCC officers and external parties may be invited to:
  - a. attend a meeting

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<sup>28</sup> QBCC Act s 20A(ii)(a)

<sup>29</sup> See section 7.3.4 of this Charter.

<sup>30</sup> QBCC Act s 20A(2)(b),(c)

<sup>31</sup> QBCC Act s 20A(2)(b)

<sup>32</sup> QBCC Act s 20A(2)(c)



- b. speak or present on a specific matter at a meeting.
- 71. By attending a meeting, a non-member agrees to abide by this Charter.

## 5. PAPERS AND MINUTES

### 5.1 NOTICE OF MEETING

- 72. The Company Secretary will issue calendar invitations to all meetings by email to all members.

### 5.2 APOLOGIES

- 73. A member who will be unable to attend a meeting must send their apology to the Chair and the Company Secretary as soon as practicable after becoming aware that they will be unable to attend.

### 5.3 AGENDA

- 74. The Company Secretary must provide the draft meeting agenda to the Chair for approval before the meeting.
- 75. Generally, the Chair, the Commissioner and the Company Secretary will meet to finalise and agree the agenda. However, in the absence of a meeting, the Chair may approve the agenda by email.
- 76. The timeline for preparation and approval of the agenda is set out in **Appendix A**.

### 5.4 PAPERS

- 77. Unless the Chair approves otherwise, all reports, proposals and requests for decision must be submitted to the Board in writing in the Board-approved template.

### 5.5 PUBLICATION

- 78. The agenda and accompanying papers must be published electronically via the Board portal and notice of publication emailed to all members.
- 79. The timeline for circulation of papers is set out in **Appendix A**.
- 80. With the Chair's prior approval:
  - a. late papers may be published and notice of publication emailed, within a shorter period prior to the meeting
  - b. urgent matters may be raised at the meeting.

### 5.6 MINUTES

- 81. The Board must keep minutes of its meetings.<sup>33</sup>
- 82. The minutes must record:
  - a. members' attendance and apologies
  - b. non-members' attendance
  - c. key discussion points
  - d. resolutions passed and decisions made
  - e. actions required.

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<sup>33</sup> QBCC Act s 20A(3)



83. By approval of this Charter, the Board delegates preparation of minutes to the Company Secretary.
84. Members are responsible for ensuring that the minutes are a true and correct record of the meeting.
85. The process and timeline for preparation and approval of minutes is set out in **Appendix A**.

## 5.7 ACTIONS

86. In consultation with the Chair, the Company Secretary must maintain an Action Register recording all actions arising from each meeting with required or anticipated completion dates.
87. The Action Register may be circulated to relevant QBCC employees.
88. The Action Register, updated to show the:
  - a. status of any outstanding actions
  - b. actions agreed closed at the last meeting
  - c. must be included as a standing agenda item for all ordinary meetings.

## 5.8 CIRCULAR RESOLUTIONS

89. The Board may pass a resolution without a meeting being held if the majority of members who are entitled to vote on the resolution agree to the resolution in the manner set out in this section 5.8.
90. With the Chair's prior approval, the Commissioner or the Company Secretary may circulate a proposed resolution to all members.
91. The proposed resolution must be accompanied by, or included within, a paper which clearly sets out:
  - a. a clear statement of the subject matter
  - b. information sufficient to support the proposed resolution
  - c. the reason for consideration of the proposed resolution out-of-session
  - d. the deadline for voting on the proposed resolution.
92. The members may indicate their agreement to the resolution by:
  - a. signing a paper or electronic copy of the proposed resolution and providing a paper or electronic copy of the signed resolution to the commissioner or the Company Secretary
  - b. replying to an email setting out the proposed resolution, stating that the member agrees to the resolution (or words to that effect)
  - c. indicating their agreement to the resolution through the Board portal.
93. Prior to the deadline, a member may make a request in writing to the Chair that a meeting be held to discuss and decide the matter. If the Chair approves that request:
  - a. The resolution is deemed not to be passed.
  - b. The decision must be resolved at a meeting and not by way of circular resolution.
94. If, prior to the deadline:
  - a. a majority of members agrees to the resolution
  - b. no member requests a meeting or the Chair does not approve a request for a meetingthe resolution is deemed to be passed upon expiry of the deadline.
95. If a majority of members does not agree to the resolution prior to the deadline, the resolution is deemed not to be passed upon expiry of the deadline.



96. The Chair may extend the deadline for the passing of the proposed resolution.

## 5.9 RECORDS

97. All records pertaining to Board or QBCC business, whether in a physical or electronic format, are records of the QBCC and:
  - a. must be retained in an appropriate records management system for the period required by law
  - b. are subject to disclosure under the *Right to Information Act 2009* (Qld) and the *Information Privacy Act 2009* (Qld).
98. Members must conduct all substantive business relating to the Board or the QBCC using their QBCC account on QBCC systems or platforms and on a QBCC device.
99. Members must ensure the security and confidentiality of all Board or QBCC records in their possession.

# 6. MEMBERS' OBLIGATIONS

## 6.1 DUTIES

100. Members are subject to the duties of directors and officers under the common law and in equity, including the duties to:
  - a. act with reasonable care and diligence
  - b. act in good faith in the best interests of the QBCC and for a proper purpose
  - c. not improperly use information obtained because they are, or have been, a member
  - d. not improperly use their position as a member
  - e. avoid conflicts of interest<sup>34</sup>.

## 6.2 CODE OF CONDUCT

101. Members must abide by the Code of Conduct for the Queensland Public Service.<sup>35</sup>

## 6.3 MEMBERS' INTERESTS

### 6.3.1 Declarations of interests

102. Upon appointment, each member must disclose any material personal interests which:
  - a. will
  - b. may
  - c. may be perceivedto conflict with the proper performance of their duties as a member.
103. Each member must keep the Board and the Company Secretary informed of any changes to their declared interests:
  - a. in writing to the Company Secretary or
  - b. verbally at a meeting (which must be recorded in the minutes of the meeting).

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<sup>34</sup> See section 7.3 of this Charter.

<sup>35</sup> *Public Sector Ethics Act 1994* (Qld) ss 18,2 sch 'public official',



### 6.3.2 Confidential Interests Register

104. The Company Secretary must:
  - a. include details of all members' declared interests in a confidential Interests Register (**Confidential Register**)
  - b. keep the Confidential Register updated with any changes advised by members in accordance with paragraph 103.
105. The Confidential Register must be included in all meeting books and consideration of any updates required to the register must be included as a standing agenda item for each meeting.
106. Information in the Confidential Register relating to a person who has ceased to be a member may remain in the register to enable the QBCC to comply with the *Public Records Act 2023* (Qld).

### 6.3.3 Published Interests Register

107. The QBCC must publish on the QBCC's website a register including, for each member:
  - a. details of each conflict of interest disclosed in accordance with section 20C of the QBCC Act<sup>36</sup> (**Published Register**)<sup>37</sup>
  - b. all members' declared interests, redacted to ensure compliance with confidentiality and privacy obligations<sup>38</sup>.
108. The QBCC must remove entries regarding a person who has ceased to be a member, unless otherwise resolved by the Board.
109. For the purposes of section 28AA(3) of the QBCC Act and Information Privacy Principle 11(a) and (b)<sup>39</sup>, a member who is provided with a copy of this Charter is deemed to have been made aware of and agreed to the disclosure of the member's personal information in the Confidential Register and Published Register in accordance with this Charter.

### 6.3.4 Conflicts of interest

110. If:
  - a. a member has an interest in an issue being considered, or about to be considered, by the Board and
  - b. the interest conflicts or may conflict with the proper performance of the member's duties about the consideration of the issue, the conflict must be dealt with as set out in this section 6.3.4.<sup>40</sup>
111. After the relevant facts come to the member's knowledge, the member must disclose the nature of the interest:
  - a. to the next meeting<sup>41</sup>
  - b. in the case of a conflict relating to an issue being considered by circular resolution – to all members as soon as practicable.
112. Unless the Board otherwise directs, the member must not:
  - a. be present when the Board considers the issue or
  - b. take part in a Board decision about the issue.<sup>42</sup>

<sup>36</sup> See section 7.4 of this Charter.

<sup>37</sup> QBCC Act s 28AA

<sup>38</sup> Board resolution 27 June 2024

<sup>39</sup> IPP 11 – Limits on disclosure – *Information Privacy Act 2009* (Qld) ss 26,27, sch 3 item 11

<sup>40</sup> QBCC Act s 20C(1)

<sup>41</sup> QBCC Act s 20C(2)

<sup>42</sup> QBCC Act s 20C(3)



113. The member, and any other member who must also disclose an interest in the issue, must not:
  - a. be present when the Board considers whether to give the direction<sup>43</sup> or
  - b. take part in a Board decision about giving the direction<sup>44</sup>.
114. If:
  - a. a member(s) is not present at a meeting for considering or deciding the issue, or for considering or deciding whether to give the direction, because they have declared a conflict
  - b. there would be a quorum if the member(s) were present then the remaining members present are a quorum for considering or deciding the issue, or for considering or deciding whether to give the direction.<sup>45</sup>
115. The minutes of the meeting must record:
  - a. the disclosure<sup>46</sup>, including the issue and the nature of the interest and the conflict
  - b. any direction made by the Board.
116. If the disclosure was made in relation to a circular resolution, a record of:
  - a. the disclosure, including the issue and the nature of the interest and of the conflict
  - b. any direction made by the Boardmust be kept with the completed circular resolution.
117. If there are no members who may remain present for considering or deciding the issue, the Minister may consider and decide the issue.

## 6.4 INTEGRITY COMMISSIONER ADVICE

118. Board members may, by written request to the Integrity Commissioner, ask for the Integrity Commissioner's advice on an issue concerning ethics or integrity (including a conflict of interest issue) involving the Board member.<sup>47</sup>

# 7. INTERACTION BETWEEN BOARD AND QBCC

## 7.1 RELATIONSHIP BETWEEN BOARD AND COMMISSIONER

119. In carrying out the Commissioner's responsibilities, other than performing an additional function<sup>48</sup>, the Commissioner must give effect to any policy or direction of the Board relevant to the responsibility.<sup>49</sup>
120. However, the Commissioner must act independently of the Board when making a decision:
  - a. about the action to be taken about a licensee's licence
  - b. about rectification or completion of building work
  - c. relating to the statutory insurance scheme
  - d. to give information to a health and safety regulator under s 28A of the QBCC Act
  - e. to give a direction under s 74AN of the QBCC Act

<sup>43</sup> QBCC Act s 20C(4),(5)

<sup>44</sup> QBCC Act s 20C(5)

<sup>45</sup> QBCC Act s 20C(6)

<sup>46</sup> QBCC Act s20C(9)

<sup>47</sup> *Integrity Act 2009 (Qld)* s 12(1)(b), ch 3 pts 2,3

<sup>48</sup> Any function the Commissioner is authorised by another Act to carry out: QBCC Act ss20K(2), 20J(3)

<sup>49</sup> QBCC Act s 20K(1)



- f. about a building product undertaking under the pt 6AA div 3 of the QBCC Act
  - g. to issue a stop work notice under s 108AI of the QBCC Act.<sup>50</sup>
121. The Commissioner must:
- a. report regularly to the Board on the administration of the QBCC Act
  - b. at the request of the Board, provide the Board with a special report on a particular subject.<sup>51</sup>
122. The Board must evaluate the Commissioner's performance annually.

## 7.2 RELATIONSHIP BETWEEN BOARD AND QBCC

- 123. The Board must not become involved in the QBCC's day-to-day operations or management.
- 124. The Board is not responsible for supervision of the QBCC's employees or contractors (**QBCC Officers**).
- 125. The Board may, at a meeting or through the Commissioner or the Company Secretary, request information from or actions by QBCC management to the extent reasonably necessary to enable the Board to fulfil its role and functions.

## 7.3 COMMUNICATIONS BETWEEN MEMBERS AND OFFICERS

- 126. Communications between members and QBCC Officers (except the Commissioner and the Company Secretary) must be made via the Commissioner or the Company Secretary except communications:
  - a. at a formal meeting
  - b. at an official QBCC event to which members and QBCC Officers are invited
  - c. authorised by the Commissioner
  - d. of a purely administrative nature between the member and the Company Secretary (or the Board Executive Officer or STC Executive Officer as authorised by the Company Secretary)
  - e. which are public interest disclosures<sup>52</sup>
  - f. occurring in the member's and QBCC Officer's private capacities (excluding any communications giving rise to a conflict of interest<sup>53</sup>), in which case the member must carefully consider whether they are required to make a declaration of interest.<sup>54</sup>
- 127. Members must refer any unauthorised approach by a QBCC employee or contractor directly to the Commissioner and take no further action unless authorised by the Commissioner.
- 128. The Company Secretary must keep the Commissioner informed of the Company Secretary's communications with members, including on behalf of QBCC Officers, except communications described in paragraph 126.d above.
- 129. Notwithstanding anything else in this Charter, public interest disclosures will be dealt with in accordance with the QBCC's Public Interest Disclosures Policy and Procedure and, if relevant, the QBCC's Corruption Complaints against the QBCC Commissioner and QBCEO Executive Officer Policy.

## 7.4 COMPANY SECRETARY

130. The QBCC employs a Company Secretary to manage the secretariat function for the:
- a. Board and its Committees

<sup>50</sup> QBCC Act s 20K(2)

<sup>51</sup> QBCC Act s 20K(3)

<sup>52</sup> *Public Interest Disclosure Act 2010 (Qld)* s 11 and see paragraph 132 of this Charter.

<sup>53</sup> See section 7.3.4 of this Charter.

<sup>54</sup> See section 7.3.1 of this Charter.



- b. STC and its Panels.
131. The Company Secretary must:
- a. comply with this Charter insofar as it relates to the Company Secretary
  - b. assist the Board and members to comply with this Charter.
132. The Company Secretary is the Board's expert governance advisor.
133. The Company Secretary:
- a. is accountable to the Board via the Chair for the delivery of Board services
  - b. reports to the Commissioner for administrative purposes.

## 7.5 INDEPENDENT EXPERT ADVICE

134. Subject to paragraph 135, with the Chair's consent, the Board or a member may request external independent professional advice relevant to:
- a. the discharge of the Board's role and functions
  - b. the performance of the member's duties and obligations.
135. If the proposed expenditure to obtain the advice exceeds the Board's allocated budget, the Chair must obtain the Commissioner's approval of the expenditure.

## 8. COMMITTEES

### 8.1 ESTABLISHMENT

136. The Board may appoint Committees to advise the Board or the Commissioner on particular subjects.<sup>55</sup>
137. The Board may, at any time, suspend or disestablish a Committee established by the Board (**Committee**).

### 8.2 CHARTERS

138. The Board must ensure that each Committee has a charter (**Committee Charter**) which specifies:
- a. the date the Committee was established
  - b. the term, if any, for which the Committee was established
  - c. the purpose and functions of the Committee
  - d. the minimum number of meetings which the Committee must hold each calendar year
  - e. the quorum for meetings of the Committee.
139. Except as specified otherwise in a Committee Charter, the following provisions of this section 8 apply to all Committees.

### 8.3 ADVISORY ROLE

140. Committees report directly to the Board.
141. Committees are advisory only<sup>56</sup> and have no authority to exercise the Board's powers or functions or to bind the Board or the QBCC.

<sup>55</sup> QBCC Act s 20B(3)

<sup>56</sup> QBCC Act s 20B



142. Committees may pass resolutions but are not authorised to make decisions or to commit the Board or the Commissioner to the implementation of any recommendation.
143. Committees discharge their responsibilities by providing reports and making recommendations to the Board.
144. A Committee may recommend matters to the Board for approval, discussion or noting.

## 8.4 MEMBERS

### 8.4.1 Number

145. A Committee must comprise not less than three members.

### 8.4.2 Appointment

146. The Board may appoint a person as a member of the Committee for the term specified by the Board.
147. In appointing a person as a Committee member, the Board must have regard to the person's qualifications, experience and ability to contribute to the effective and efficient performance of the Committee's functions.
148. The Board Chair is a member of each Committee ex officio, unless otherwise provided in the Committee Charter.

### 8.4.3 Chair

149. The Board must appoint a Committee member as the chairperson of the Committee (**Committee Chair**).
150. The Committee Chair must not be the Board Chair.

### 8.4.4 Deputy Chair

151. The Board may appoint a Committee member as the deputy chairperson of the Committee (**Committee Deputy Chair**).
152. If the Board does not appoint a Committee Deputy Chair, the Committee may elect a Committee member as Committee Deputy Chair.

## 8.5 TERMINATION

153. A Committee member (including the Committee Chair and Committee Deputy Chair) may resign by signed notice given to the Board.
154. A person resigning from the position of Committee Chair or Committee Deputy Chair may continue to be a Committee member.
155. A member appointed as a Committee member automatically ceases to be a Committee member if the person ceases to be a member.
156. The Board may suspend or remove a Committee member at any time.

## 8.6 MEETINGS

157. The minimum number of meetings which must be held by a Committee each year is specified in its Committee Charter.
158. The quorum for a Committee meeting is specified in its Committee Charter.
159. Unless otherwise agreed by the Committee, Committee meetings are held at the QBCC's Brisbane office.



## 8.7 STANDING INVITEES

160. All Board members have a standing invitation to attend all Committee meetings.
161. Other standing invitations to a Committee's meetings are specified in its Committee Charter.

## 8.8 REPORTS TO BOARD

162. The Committee Chair (or, if the Committee Chair is not at the meeting, another Committee member) must report at the Board meeting immediately after each Committee meeting (verbally and/or in writing) on the matters discussed and decided at the Committee meeting.
163. The Company Secretary must make the minutes of each Committee meeting available to all Board members at the Board meeting immediately following the Committee Chair's approval of the draft minutes.

## 8.9 REFERRALS TO OTHER COMMITTEES

164. Committees may refer matters between each other for deeper analysis or investigation, where such matters are the responsibility of the receiving Committee.
165. Committees (except the Finance, Audit and Risk Committee) must report any new or increasing risks relevant to the matters before it to the next meeting of the Finance, Audit and Risk Committee.

## 8.10 COMMITTEE ANNUAL REVIEWS

### 8.10.1 Performance

166. At the end of each calendar year, the Committee must review and report to the Board on its performance over the calendar year.

### 8.10.2 Charter

167. At the end of each calendar year, each Committee must review its Charter and recommend to the Board any amendments the Committee considers necessary.

### 8.10.3 Work Plan

168. At the end of each calendar year, the Committee must submit its Work Plan for the following calendar year to the Board for approval.

## 8.11 BOARD CHARTER

169. The following sections of the Board Charter apply to the Committee as though references to the Board were references to the Committee and references to members were references to Committee members:
  - a. section 4 – Meetings
  - b. section 5 – Papers and minutes
  - c. section 6 – Members' obligations
  - d. section 7 – Interaction between Board and QBCC (except that in paragraph 133.a<sup>57</sup> and paragraph 134<sup>58</sup>, references to the Chair remain as references to the Board Chair and are not references to the Committee Chair).

<sup>57</sup> Company Secretary's reporting line

<sup>58</sup> Consent to obtain independent expert advice



## 9. BOARD ANNUAL REVIEWS

### 9.1 PERFORMANCE

170. The Board must evaluate its performance annually.
171. At least triennially, the performance evaluation must be conducted by an external facilitator.<sup>59</sup>
172. If possible, the timing of the externally facilitated evaluation should coincide with the second year of each Board term.

### 9.2 CHARTER

173. The Board must review this Charter annually to ensure relevance and currency with any legal requirements, best governance practices and the Board's and the QBCC's current and future needs.
174. This Charter must be published on the QBCC's website.

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<sup>59</sup> Board resolution 26 September 2024



## 10. INFORMATION AND DOCUMENT CONTROL

INFORMATION CATEGORY	DESCRIPTION
Title	Board Charter
Purpose	Sets out the Board's role, functions, requirements, procedures and members' obligations.
Document type	Policy
Category	Governance
Sub-category	Charter
Approver	Board
Sponsor	Company Secretary
Owner	Company Secretary
Steward	Company Secretary
Version	5.0
Effective date	19 December 2024
Review date	December 2025
Supporting policy documents	Committee Charters
Other related documents	Corporate Governance Framework

### 10.1 VERSION HISTORY

VERSION	DATE	CHANGES
1.0	15 December 2022	Appointment and reappointment of Board members
2.0	22 March 2023	Amendment to include due dates for action items and clarification of the circular resolution procedure
3.0	25 May 2023	Amendment to include provision re independent professional advice
4.0	24 April 2024	Amendment to: <ul style="list-style-type: none"><li>• include delegated authority</li><li>• wording to align with the Legal Indemnity Procedure</li><li>• extend meeting duration from three to four hours</li><li>• meeting start time from 10:00am to 8:30am</li><li>• conduct a minimum of two online meetings</li><li>• wording to the 'Standing Committees to Board'</li><li>• align wording for 'Legislation and References' with the QBCC website</li></ul>
5.0	19 December 2024	Full revision



# APPENDIX A TIMELINE FOR AGENDAS, PAPERS AND MINUTES

STEP	TIMING
Agenda	
Draft agenda provided to Chair	15 business days before meeting
Papers	
Papers circulated to Board members	5 business days before meeting
Minutes	
Draft minutes provided to Chair	5 business days after meeting
Chair approval of draft minutes	5 business days after receipt
Draft minutes provided to members	1 business day after Chair approval
Members request for amendments	5 business days after receipt