



QUEENSLAND MUSEUM NETWORK

CORPORATE GOVERNANCE MANUAL



REVIEWED MARCH 2014

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1. INTRODUCTION

1.1 QUEENSLAND MUSEUM NETWORK

Queensland Museum Network (QMN) Mission is *“to inspire generations of Queenslanders to discover, celebrate and value our distinctive natural and cultural environment”*.

This is achieved through QMN's dynamic network of research facilities, regional outreach services and public museum campuses throughout Queensland.

Our major campuses include: Queensland Museum & Sciencentre at South Bank in Brisbane (QM&S), Cobb+Co Museum in Toowoomba, The Workshops Rail Museum (TWRM) in Ipswich, and the Museum of Tropical Queensland (MTQ) in Townsville.

As the custodian of the State's natural and cultural heritage, QMN houses several million items. This unique collection plays a crucial role in documenting our past to understand the future.

QMN research delivers information that is critical to the conservation of endangered species and habitats, monitors the impact of climate change and helps us to better understand our environment.

QMN is a successful publisher of high quality books across a range of subject matter from cultural heritage to environmental guides and children's titles.

QMN embodies the virtues of discovery, preservation and interpretation covering all areas of science, the natural environment and cultural heritage, as well as providing a fun environment for life long learning.

As a Statutory Authority, the QMN is funded by the Queensland Government and is subject to the policy and governance frameworks bound by Queensland Government agencies.

1.2 CORPORATE GOVERNANCE

"Corporate Governance is the way in which an organisation is controlled and governed in order to achieve its objectives. The control environment makes an organisation reliable in achieving these objectives within an acceptable degree of risk."¹

1.3 BOARD OF THE QUEENSLAND MUSEUM

The QMN operates under the legislative framework of the Queensland Museum Act 1970 (the "Act"). The Act, through Part 2, provides for the composition of a QMN Board and affords the Board certain

¹ Queensland Audit Office - Governance Self Assessment Program page 1.

powers, responsibilities and functions. The current members of the Board are listed in Attachment 1 and recorded in QMN's Annual Report under Board of the Queensland Museum Network.

One of the functions of the Board is to exercise "control and management of the Museum and all natural history, historical and technological collections, and other chattels and property contained therein".² Part 4 of the Act provides the accountability framework for the Board including:

- keeping the Minister reasonably informed of the Board's operations including its financial and operational performance and the achievements of its goals;
- provide the Minister with reports and information to enable the Minister to make an informed assessment of QMN's performance.

While the ultimate responsibility for QMN rests with the Board, much of its functions have been devolved to QMN staff pursuant to Section 34 of the Act. In particular, management of QMN rests predominantly with the Executive Management Team consisting of: the Chief Executive Officer and Campus and Program Directors.

In relation to QMN, Corporate Governance is the framework established by the Board and the Executive Management Team to ensure that stakeholders, primarily the Queensland Parliament and the Queensland community, have assurance that QMN is fulfilling its responsibilities with due diligence and accountability. It requires QMN to move beyond compliance and focus on achieving its long term goals and objectives through continual improvement in its management systems, policies, procedures and practices.

For a full list of the Board of the QMN, see Attachment 1.

2. MANAGEMENT PROCESS

The following processes are used to ensure effective governance of QMN:

- Strategic and Operational planning
- Monitoring and reporting progress against the QMN Operational Plan
- Audit and Risk management
- External and Internal reporting
- Records management
- Policies and Procedures
- Performance Planning and Review
- Engagement of internal and external Auditors

² Section 12 (1) (a)

3. PLANNING

3.1 LEGISLATIVE PLANS:

Each year, Statutory Bodies must develop the following plans as a requirement under Part 2 of the Financial and Performance Management Standard 2009. These Plans are available to staff on the QMN intranet site under Plans.

3.1.1 STRATEGIC PLAN:

This Plan provides strategic direction for QMN activities within the context of Whole of Government Priorities and Outcomes. Specifically, the 5 Year Exhibition and Experience Plan outlines the vision for QMN while providing specific details regarding its purpose, roles, goals and outputs and their relationship to the Government's social and fiscal objectives.

3.1.2 OPERATIONAL PLAN:

This Plan defines operational procedures necessary to support the strategic direction for QMN activities within the context of Whole of Government Priorities and Outcomes. The Plan, developed yearly in consultation with the staff and the Board, outlines key goals for the coming year, the strategies and outcomes to achieve the goals and appropriate key performance indicators.

3.1.3 ASSET STRATEGIC PLAN:

This Plan identifies and analyses key issues that may influence QMN requirements for assets in the medium to long term including the need for new assets. In addition, it analyses the appropriateness of existing assets in relation to the QMN Strategic Plan and the needs of its stakeholders.

3.2 STRATEGIC AND OPERATIONAL PLANS:

In addition to the Plans identified in 3.1, QMN has also implemented the following Plans in order to comply with other legislative requirements or to assist in management of the Agency:

- Strategic Audit Plan
- Privacy Plan
- Occupational Health and Safety Plan
- 5 year Exhibition and Experience Plans (5EEP)
- Collection Development Plans
- Research Plans

The following Plans are also developed for individual Campuses:

- Operational Plans
- 5 Year Exhibition and Experience Plans
- Campus Marketing Plans
- Maintenance Asset Reports

4. MANAGEMENT STRUCTURE

The management structure of QMN is described in Attachment 3.

5. MANAGEMENT GROUPS AND COMMITTEES

The following Committees have been established to support the Board in the control and management of QMN.

- Executive Management Team;
- Professional Development Committee;
- Agency Consultative Committee;
- Animal Ethics Committee;
- Information Steering Committee; and,
- Intellectual Property Advisory Group.

Brief details of the Committees are contained in Attachment 3 while the Terms of Reference for each Committee can be located on the intranet under Committees.

6. QUEENSLAND MUSEUM BOARD SUB-COMMITTEES

Section 24 of the *Queensland Museum Act 1970* states that the Board may establish Committees of the Board and that these Committees may exercise powers delegated to it under Section 34 (Delegation by Board). The Board has established the following Sub-Committees:

- Finance, Audit and Risk Management Committee;
- Queensland Museum Aboriginal and Torres Strait Islander Consultative Committee.

In addition, the Board has established the following Campus Advisory Committees to provide advice and local support for Campus Directors:

- Queensland Museum & Sciencentre Campus Advisory Committee
- The Workshops Rail Museum Campus Advisory Committee
- Cobb+Co Museum Campus Advisory Committee
- Museum of Tropical Queensland Campus Advisory Committee

Brief details of the Committees are contained in Attachment 2 while the Terms of Reference for each Committee can be located on the QMN Intranet under Committees.

In addition membership details of the above Committees are recorded in QMN's Annual Report under Functions and Powers of the Board.

7. POLICIES AND PROCEDURES

The provision of quality services which meet QMN's responsibilities as defined in the *Queensland Museum Act 1970* requires a planned and organized approach. Accordingly, plans, policies and procedures are developed, documented and regularly reviewed in accordance with Queensland legislative and administrative requirements including the:

- Queensland Museum Act 1970;
- Statutory Bodies Financial Arrangements Act 1982;
- Statutory Bodies Financial Arrangements Regulation 1997;
- Public Service Act (including Directives issued under the Act) 1996;
- Public Service Regulation 1997;
- Public Sector Ethics Act 1994;
- Financial Accountability Act 2009
- Financial and Performance Management Standard 2009;
- Dangerous Goods Safety Management Act 2001;
- Dangerous Goods Safety Management Regulation 2001;
- Workplace Health and Safety Act 1995;
- Workplace Health and Safety Regulation 1997;
- Queensland Treasury Guidelines, Instructions and Policies; and,
- Queensland Government Information Standards.

In addition to the above, QMN also complies with relevant Federal Government legislative requirements.

QMN plans, policies and procedures are located on the intranet under Policies. In addition to the published documents, various business areas may also develop and maintain relevant operational policies and procedures and, if appropriate, place these on the intranet.

8. DELEGATIONS

Section 34 of the Queensland Museum Act 1970 states:

“The Board may, by resolution, delegate its powers to:

- (a) a Member; or,
- (b) a Committee of members; or,
- (c) the Director; or,
- (d) a Committee established under Section 24;
- (e) an appropriately qualified employee of a department or another Government entity performing work for the Board under a work performance arrangement; or,
- (f) an appropriately qualified employee of the Board.”

Section 39 of the Queensland Museum Act 1970 states:

“(1) The Director may delegate the Director’s powers (including a power delegated to the Director by the Board) to -

- (a) an appropriately qualified employee of a department or another Government entity performing work for the Board under a work performance arrangement; or,
- (b) an appropriately qualified employee of the Board.

(2) Subsection (1) has effect subject to any directions by the Board.”

QMN has developed appropriate Financial and Human Resource Delegations which are available to staff on the QMN intranet site in the main menu under Forms, Procedures and Guides.

9. INTERNAL REPORTING

The following reports are prepared by Executive Management Team for the information of the Board.

- Performance against Budget reports;
- Program and Campus Performance reports;
- Annual Report on the Performance of the Strategic and Operational Plans.

10. EXTERNAL REPORTING

10.1 QUEENSLAND TREASURY

QMN provides quarterly reports to Queensland Treasury detailing:

- Actual to Budget Financial information with Variance Explanations; and,
- Key achievement strategies, outcomes and financial and nonfinancial performance as part of the Service Delivery Statements (SDS).

10.2 PUBLIC DOCUMENTS

The following information is publicly available on the QMN Website:

- Annual Reports;
- Strategic Plan;
- The Board Code of Conduct;
- Staff Code of Conduct; and
- Privacy Plan.

All reporting to the Minister and external parties is conducted through Arts Queensland.

11. FINANCIAL MANAGEMENT

The *Financial Accountability Act 2009* is the legislation governing the financial administration and audit of State Government departments and Statutory bodies.

The *Financial and Performance Management Standard 2009* is issued pursuant to Section 46L of the *Financial Accountability Act 2009* and provides accountable officers with a framework of policies and principles to be observed in financial management, including planning, performance management, internal control, and corporate management. It also prescribes the content of Financial Statements, Annual Reports, and the matters to be included in Financial Management Practice Manual.

In accordance with the *Financial Accountability Act 2009*, QMN has a Financial Management Practice Manual which is accessible to staff on the intranet site. This Manual is amended, altered or varied from time to time as occasion demands.

12. RISK MANAGEMENT

In accordance with Section 83 of the *Financial and Performance Management Standard 2009*, QMN has developed and implemented a system for effectively managing the risks that may affect the Agency's operations. To mitigate the risks to people, the building and to the collection, and to minimise costs, QMN has:

- developed a Risk Management Policy which is located under Policies on the Intranet site;
- developed a Risk Register which is monitored and updated on a regular basis;
- established a Risk Register Monitoring Committee to review documented risks and report to the Finance, Audit and Risk Management Committee;
- developed a Business Continuity Plan, a Disaster Preparedness Plan and a Disaster Recovery Plan; and,
- developed a General Security Plan, an Information Security Plan and an On-site Emergency Management Manual in accordance with the Government Agency Preparedness (GAP) framework.

The aim of the QMN approach is to make risk management an essential part of normal business practice.

13. INTERNAL AUDIT

The Finance, Audit and Risk Management Committee acts as an independent advisory body to the Board in order to assist in the effective discharge of the responsibilities contained in the *Financial Accountability Act 2009*, the *Financial and Performance Management Standard 2009*, the *Queensland Museum Act 1970*, and other relevant legislation. The Committee operates under an approved Charter, which reinforces the Committee's purpose, being to ensure that:

- QMN internal audit functions meet the statutory requirements of Section 82 of the *Financial and Performance Management Standard 2009*; and,
- QMN Risk Management framework meets the statutory requirements of Section 84 of the *Financial and Performance Management Standard 2009* and the *Australian/New Zealand Standard on Risk Management (AS/NZS 4360:1999)*.

QMN utilises the internal audit services of the Corporate Administration Agency (CAA) under a Shared Services arrangement. The internal audit function also operates under a Charter approved by the Committee.

14. EXTERNAL AUDIT

Section 73 of the *Financial Accountability Act 2009* states that each year the Auditor-General must audit all Public Sector entities. Accordingly, the Queensland Audit Office (QAO) conducts a yearly audit of QMN to ensure the Financial Statements, which are presented in the Annual Report, accurately reflect the financial performance and position for the relevant year.

15. ATTACHMENTS

1. List of Current Board Members
2. Board Sub-Committees
3. Management Groups and Committees

ATTACHMENT 1 - LIST OF CURRENT BOARD MEMBERS

As at March 2014

BOARD MEMBERS:

Mr David Conry
Professor Tom Cochrane
Ms Sabine Schleicher
Ms Sharon Schoenborn
Mr David Williams
Mr Tim Forrester
Mr Maurie McNam

OBSERVERS:

Ms Kirsten Herring
Deputy Director General
Arts Queensland DSITIA

Professor Suzanne Miller
Chief Executive Officer and Director
Queensland Museum Network

Mr Paul Willett
Director QM Business
Queensland Museum Network

ATTACHMENT 2 - BOARD SUB-COMMITTEES

FINANCE, AUDIT AND RISK MANAGEMENT COMMITTEE

PURPOSE:

To ensure that the Queensland Museum Network (QMN) meets its:

- statutory requirements under the *Financial Accountability Act 2009*; and
- statutory requirements under Part 2 Division 5 and Section 28 of the *Financial and Performance Management Standard 2009* in relation to internal audit and risk management.

MEETINGS

Meetings will be held on a quarterly basis in February, May, August and November each year.

REPORTING

The Commitment will report to the Board twice per year with a 6 monthly update and Annual Report.

AGENDA

Agenda shall include

- Confirmation of the previous minutes and business arising
- A report on the financial performance of the QMN
- Risk management and internal and external audit reports
- Internal and external audit recommendations register
- Annual and Strategic Audit Plans (May)
- Reports to the Board (February and August)
- Annual Financial Statements for approval (August)
- Other general business as required

MEMBERSHIP:

Chair:

TBC

Members:

TBC, Board Member

TBC, Board Member

Lewis Hayes, External Rep

Prof Suzanne Miller, QMN CEO

Observers:

Prof Suzanne Miller, CEO QMN

Paul Willett, Director QMN Business

Michael Wakefield, Manager Finance & Admin

Gerry Dalton, Director, Financial Services CAA

Martin Linnane, Manager Audit Services CAA

External Auditors: HLB Mann Judd

Chris King

Adrian Narayanan

Queensland Audit Office:

Michael Keane, Director

Minute taker: Corporate Support Officer QM Business

ATTACHMENT 2 – BOARD SUB-COMMITTEES

QUEENSLAND MUSEUM ABORIGINAL & TORRES STRAIT ISLANDER CONSULTATIVE COMMITTEE

PURPOSE:

To assist in the development, review and evaluation of QMN policies and procedures regarding the management and protection of Aboriginal and Torres Strait Islander cultural property and cultural heritage and all matters relating to Aboriginal and Torres Strait Islander peoples;

To advise the Board on matters concerning QMN's Aboriginal and Torres Strait Islander collections and exhibitions;

To assist the Board to enable QMN to provide effective services to Aboriginal and Torres Strait Islander peoples;

To inform the Board of issues likely to affect QMN following consultation between the Committee members and Indigenous Communities.

MEMBERSHIP:

Chair:

Trevor Robinson

Members:

Thomas Sebasio
Lynette Shipway
Donald Rowlands
Kennith Isaacson
Philemon Mosby
Rory O'Connor
Donna Moodie

In addition, the Board has established the following Advisory Committees to provide advice and local support for Campus Directors:

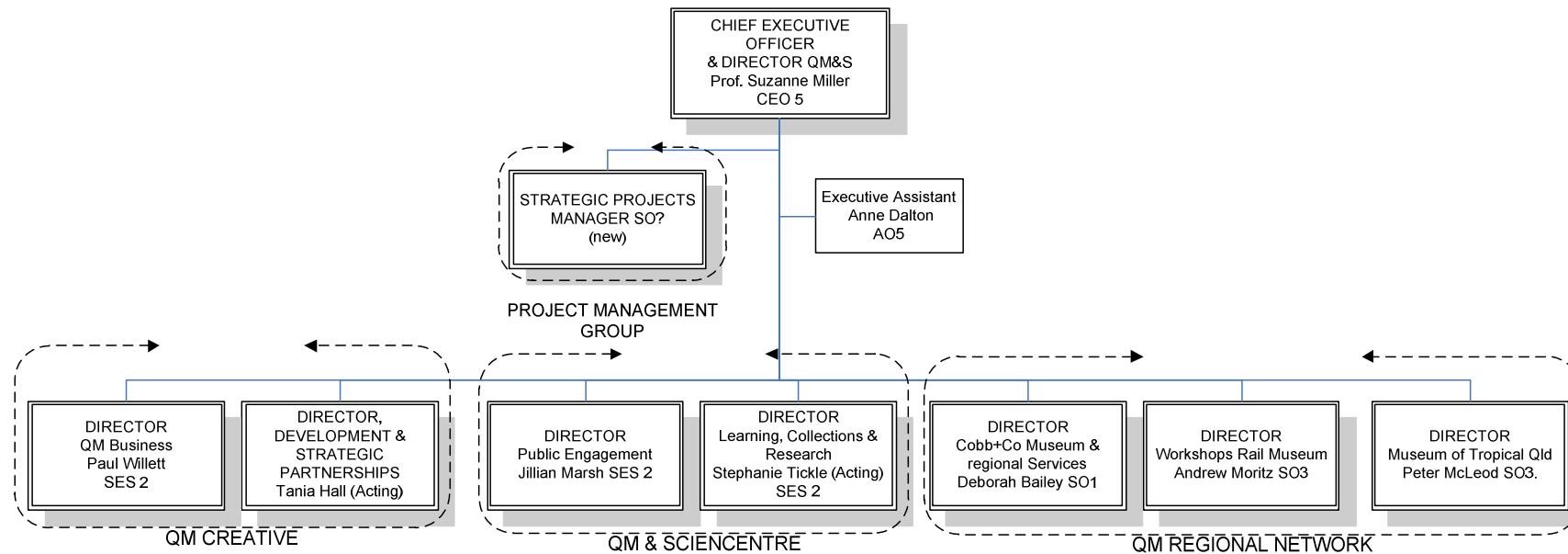
- Queensland Museum South Bank Management Advisory Committee
- The Workshops Rail Museum Management Advisory Committee
- Cobb+Co Museum Management Advisory Committee
- Museum of Tropical Queensland Management Advisory Committee

In addition membership details of the above Committees are recorded in QMN's Annual Report under Functions and Powers of the Board.

ATTACHMENT 3

QMN MANAGEMENT STRUCTURE AND MANAGEMENT GROUPS AND COMMITTEES

QMN EXECUTIVE MANAGEMENT TEAM



PURPOSE

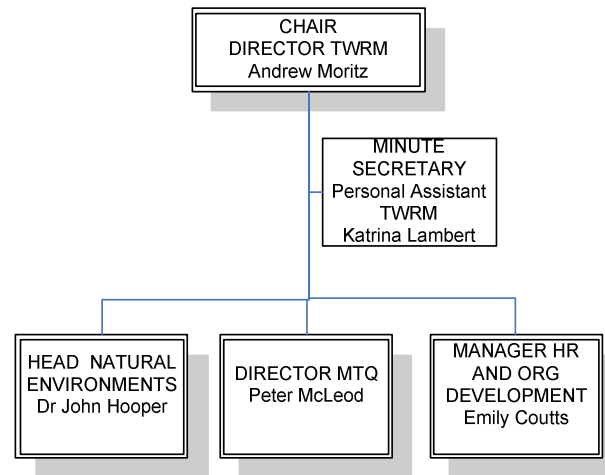
- To work with the Board of Queensland Museum to set direction and strategically manage the QMN.
- Collectively identify and resolve QMN's key strategic issues.
- Foster team work and communication across QMN's organisational boundaries.
- Share the big picture and make the QMN Vision tangible to all staff.
- Collectively make key decisions relating to the operation of the QMN.
- Provide a comprehensive range (eg multi-disciplinary) opinions on the perceived strategic priorities, directions and decisions for the ultimate benefit of QMN.

FREQUENCY – Fortnightly
CONTACT - CEO Prof Suzanne Miller

ANNUAL REVIEW DATE – May
P: 3840 7659 E: suzanne.miller@qm.qld.gov.au

REVIEWED MARCH 2014

QMN PROFESSIONAL DEVELOPMENT COMMITTEE



PURPOSE

- To identify the strategic professional development priorities for QMN.
- To consider and approve training and development requests from staff.
- To approve the QMN Scholarship Award.
- To monitor training and development programs throughout the year.

FREQUENCY – Fortnightly

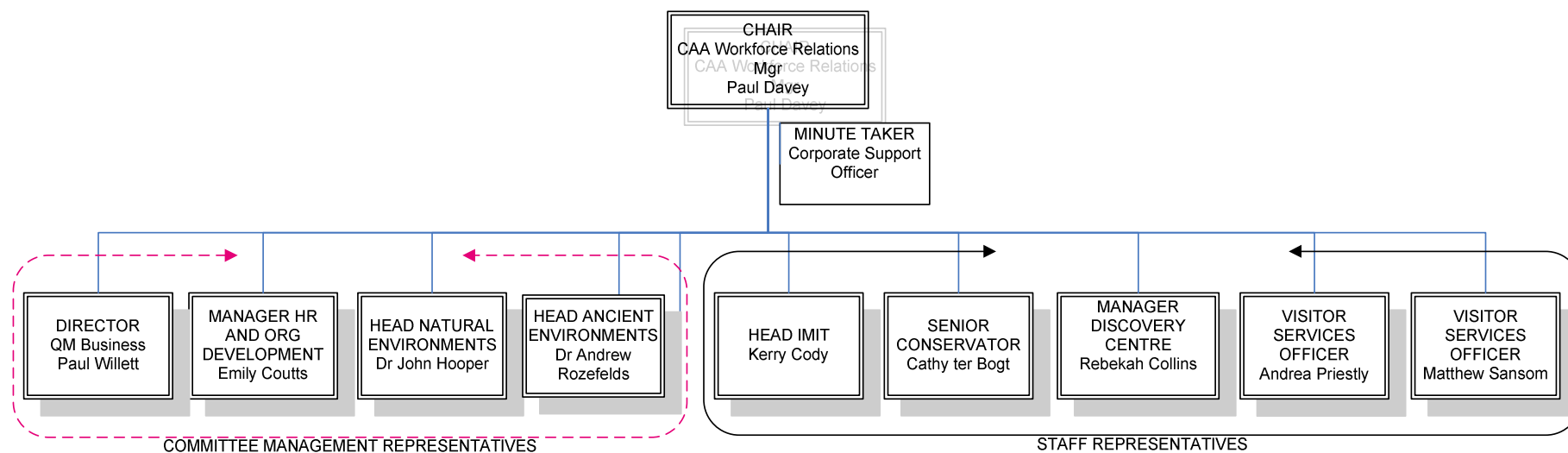
CONTACT – Director TWRM Andrew Moritz

ANNUAL REVIEW DATE – October

P: 3432 5100 E: andrew.moritz@qm.qld.gov.au

REVIEWED MARCH 2014

QMN AGENCY CONSULTATIVE COMMITTEE



PURPOSE

The Agency Consultative Committee is the principal consultative body for Unions and management within QMN.

Issues addressed include:

- Agreed training agendas.
- Staff issues (classification, remuneration conditions of employment).
- Dispute resolution.
- Implementation of certified Agreements.

FREQUENCY – Quarterly

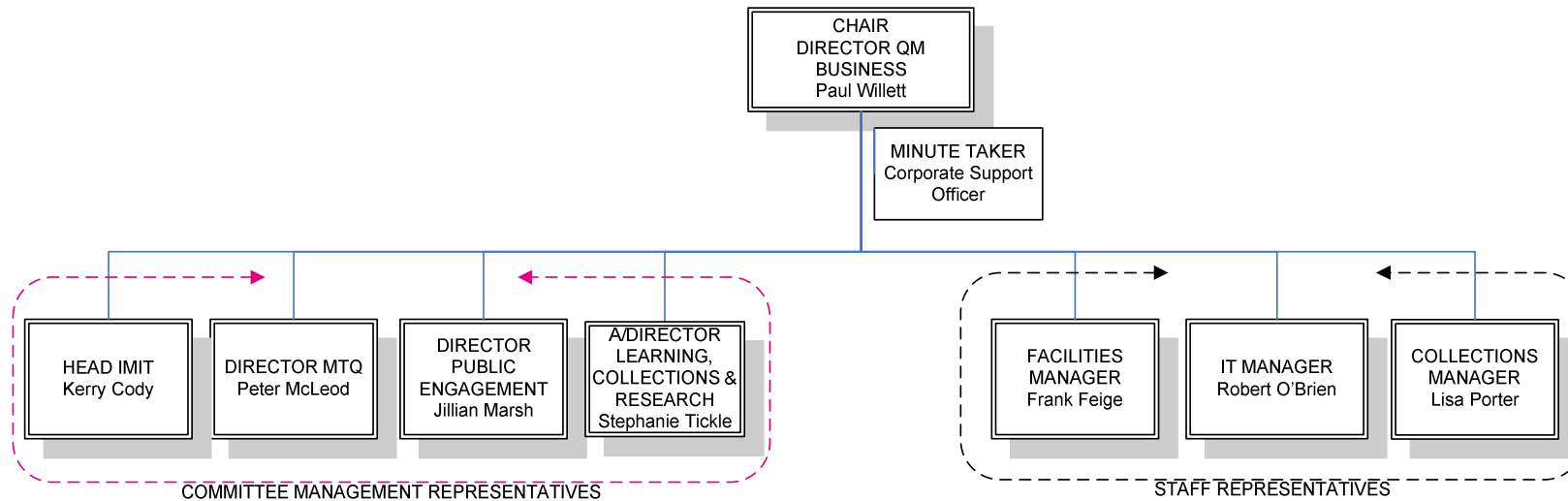
CONTACT – Paul Willett

ANNUAL REVIEW DATE – February

P: 3840 7651 E: paul.willett@qm.qld.gov.au

QMN INFORMATION STEERING COMMITTEE

REVIEWED MARCH 2014



PURPOSE

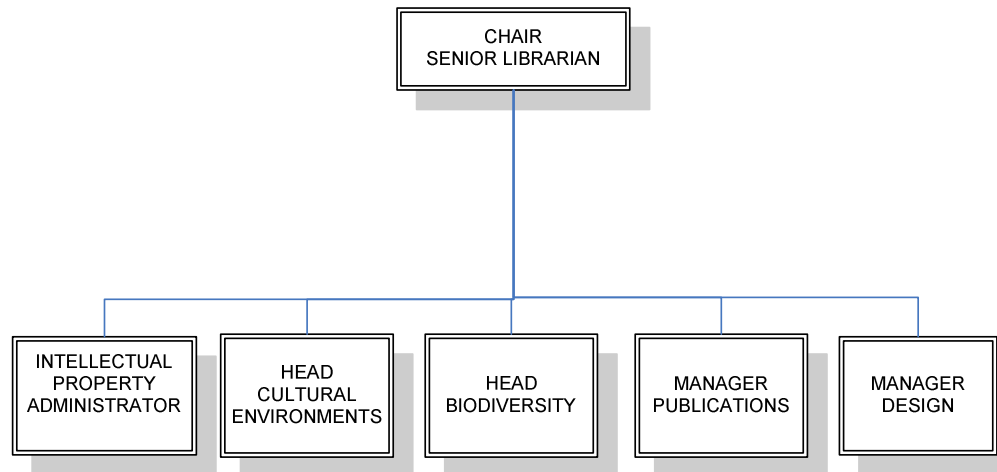
- To act as central engagement and governance point within QMN (to endorse projects with IMIT components before submission to the Executive Management Team / Board.)
- To recommend to the Executive Management Team the annual ICT Resources Strategic Plan and the QMN IT service catalogue, IMIT policies, etc.
- To act as primary consultative mechanism for IMIT related issues - each way (ie clearing house) and as such provide an open forum for discussing general problems and issues.
- To monitor IMIT performance and risk management, and act as a referral point for the escalation of performance and other operational issues.

FREQUENCY – Quarterly
CONTACT – Paul Willett

ANNUAL REVIEW DATE – May
P: 3840 7651 E: paul.willett@qm.qld.gov.au

QMN INTELLECTUAL PROPERTY ADVISORY GROUP

REVIEWED MARCH 2014



PURPOSE

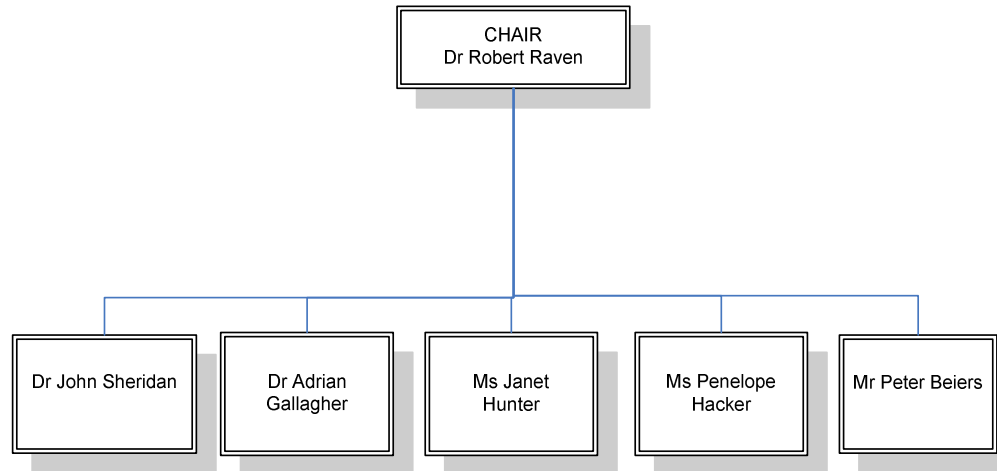
- Advise the Executive Management Team on the management of QMN intellectual property resources.
- Maintain an IP register.
- Monitor developments in IP law and management.
- Report on issues arising from the external usage of QMN IP resources.
- Report on issues arising from the use of IP belonging to other parties.
- Provide and monitor training for QMN Staff.

FREQUENCY – Quarterly
CONTACT – Senior Librarian

ANNUAL REVIEW DATE – May
P: 3840 7688 E: meg.loyd@qm.qld.gov.au

QMN ANIMAL ETHICS COMMITTEE

REVIEWED MARCH 2014



PURPOSE

Legislative requirement under the *Animal Care & Protection Act 2001* & the Australian Code of Practice for the Care & Use of Animals for Scientific Purposes 7th Edition 2004.

FREQUENCY – Quarterly

CONTACT – Chair Dr Robert Raven

ANNUAL REVIEW DATE – February

P: 3840 7698 E: robert.raven@qm.qld.gov.au