

Corporate governance

Under the *Tourism and Events Queensland Act 2012*, the Chairman and Board are appointed by the Governor in Council and are responsible to the Minister for Innovation and Tourism Industry Development and Minister for the Commonwealth Games. As at 30 June 2019, TEQ's Board had nine members including the Director-General of DITID.

Board appointments have regard to the person's experience and expertise in strategy, business, financial knowledge, promotion and staging of events, and their knowledge of the tourism industry. Diversity is a key factor in Board member selection. A Board member holds office for a period of not more than three years, and a member may be appointed for no more than two consecutive periods.

TEQ's Board is responsible for the overall performance of the organisation, which should be conducted in a way that is appropriate, effective and efficient, forming committees as appropriate.

Duties and responsibilities of the Board include:

- ensuring TEQ's strategic direction is aligned to the needs of industry and the objectives of the Government, and ensuring the organisation has sufficient resources allocated to achieve the objectives;
- conducting meetings of the members (including its committees) and the affairs of the organisation having full regard for the best corporate governance practices;
- agreeing performance targets and monitoring performance;
- approving the strategic direction and related objectives for TEQ;
- considering and approving the annual budget, as proposed by management, ensuring that appropriate resources are available to achieve business objectives;
- ensuring business risks are identified and approving systems of risk management, regulatory compliance, internal control and related policies to manage those risks;
- monitoring the financial performance of the organisation, and reviewing and approving the annual financial statements; and
- determining and approving the level of authority to be delegated to the Chief Executive Officer and management.

Board performance

Each year the Board and its committees conduct an evaluation of their individual and collective performance as part of their commitment to ongoing development.

There is continuing contact between the Chair and Chief Executive Officer to discuss major policy and strategic matters, especially when such matters are the subject of Board interest or are likely to become so.

Regular Board and Committee papers inform Board and Committee members of current and forthcoming strategic issues and other matters relevant to TEQ's operations and performance, including financial performance.

Board committees

To foster good corporate governance and for the board to focus on strategy and performance management matters, the board delegates certain duties to Board committees.

1. Events Committee

The Events Committee is governed by a Committee Charter and meets ahead of Board meetings to assess and consider event investment opportunities and make recommendations to the Board. The Committee assists the Board in complying with the *Tourism and Events Queensland Act 2012* and the *Financial Accountability Act 2009* with regard to TEQ's investment in major, business and destination events.

Four Events Committee meetings were held in 2018-19. The Chief Executive Officer, Group Executive Events, Group Executive Corporate Services and relevant TEQ staff attend the Events Committee meetings as requested.

NAME	POSITION	APPOINTMENT DATE	END DATE
Professor Judith McLean	Chair	18 August 2015	2 August 2018*
Paul Donovan	Member	18 August 2015	2 August 2018*
Gary Smith	Member	18 August 2015	2 August 2018*
Karen Hanna Miller	Member	18 August 2015	2 August 2018
	Chair	23 October 2018	2 August 2021
Nancy Bamaga	Member	23 October 2018	2 August 2021
Dr Sarah Kelly	Member	23 October 2018	2 August 2021
Brenda LaPorte	Member	23 October 2018	2 August 2021
Chris Mills	Member	23 October 2018	2 August 2021
Johnathan Thurston AM	Member	23 October 2018	2 August 2021

* term expired

2. Audit and Remuneration Committee

The Audit and Remuneration Committee is governed by a Committee Charter and follows *Queensland Treasury's Audit Committee Guidelines*. The Committee assists the Board in fulfilling its corporate governance responsibilities in regard to:

- the reliability and integrity of financial information for inclusion in TEQ's Annual Report;
- compliance with legislative, regulatory, contractual, policy, industry standards, and good governance principles;
- the integrity of TEQ's internal control framework; and
- safeguarding the independence of the external and internal auditors.

The Committee regularly reports to the Board on its activities and recommendations.

Three Audit and Remuneration Committee meetings were held in 2018-19. The Chief Executive Officer, Group Executive Corporate Services, People and Leadership Director, financial management staff and internal and external auditors attend Audit and Remuneration Committee meetings as requested by the Committee. The Committee also holds in-camera discussions with the auditors.

NAME	POSITION	APPOINTMENT DATE	END DATE
Gary Smith	Chair	18 August 2015	2 August 2018*
Julieanne Alroe	Member	18 August 2015	2 August 2018*
Anna Guillan AM	Member	18 August 2015	2 August 2018*
Chris Mills	Chair	23 October 2018	2 August 2021
Karen Hanna Miller	Member	23 August 2017 23 October 2018	2 August 2018 2 August 2021
James Dixon	Member	23 October 2018	2 August 2021
Dr Sarah Kelly	Member	23 October 2018	2 August 2021
Damien Walker	Member	23 October 2018	2 August 2021

* term expired

Internal audit

TEQ's internal audit function advises all levels of management and the Board, through its Audit and Remuneration Committee, on TEQ's systems of internal control and management of business risk. The internal audit function continuously reinforces management's responsibility for effective internal controls and supports TEQ's business objectives and the Audit and Remuneration Committee's need for overall assurance on the quality and cost effectiveness of internal controls.

TEQ's annual and strategic internal audit plan is developed with reference to, and is clearly aligned with, TEQ's strategic risk profile, operational and financial risk assessments and TEQ's assurance map. The plan is developed in consultation with the Audit and Remuneration Committee and management.

During the year the internal audit function:

- operated under an approved charter that is consistent with relevant audit and ethical standards and within a system designed to ensure the effective, efficient and economical operation of the function;
- worked in accordance with a board approved annual and strategic internal audit plan;
- conducted internal audits in the areas of Connecting with Asia, RTO Network Grant acquittals, QDEP, Human Resource management, Information Technology Strategy and Performance Management Framework;
- was independent of management and the external auditors; and
- had due regard to *Queensland Treasury's Audit Committee Guidelines*.

Ernst & Young was TEQ's incumbent internal auditor during the 2018-19 financial year. During the year, TEQ undertook a full procurement process and following detailed assessment and evaluation, Deloitte was appointed as TEQ's new internal audit service provider. Deloitte commenced on 1 July 2019, although appropriate transition activities commenced during 2018-19.

Risk management

As required by the *Financial Accountability Act 2009* and the *Financial and Performance Management Standard 2019*, TEQ has a risk management system which is designed to enable effective identification and management of foreseeable risk associated with its activities. This includes risk analysis, evaluation, treatment, monitoring and reporting. Risk management is not an isolated function, it is an integral part of TEQ's planning and performance framework, comprising strategic planning, program delivery and project management activities.

The board and Executive management team are committed to:

- achieving its business objectives while managing the impact of significant risks it can meaningfully and realistically control;
- behaving as responsible and ethical corporate citizens, protecting TEQ, its employees, customers, contractors and their property from injury, loss or damage;
- ensuring TEQ has a robust internal culture and process that is capable of identifying and managing its risks;
- finding the right balance between the cost of control and the risks that it is willing to accept as part of the business and industry environment it operates within; and
- protecting and enhancing the TEQ 'brands' and assisting the tourism and events industry and stakeholders to protect and enhance the reputation of Queensland and its tourist destinations.

The TEQ Internal Audit function provides the board, Audit and Remuneration Committee, CEO and executive management with objective assurance on the effectiveness of TEQ's risk management activities.

External scrutiny

Each year, an external audit is conducted of TEQ's consolidated financial reports and the financial statements of controlled entities. The Queensland Audit Office issued unqualified audit reports for the:

- TEQ consolidated financial statements for 2018-19 on 29 August 2019;
- TEQ Employing Office financial statements for 2018-19 on 29 August 2019; and
- Gold Coast Events Management Ltd financial statements for 2018-19 on 15 August 2019.

There were no material issues identified by external audit in 2018-19.

Board meetings

During the year seven Board meetings were held. No special Board meetings were held.

Five of the seven meetings were held in regional areas for Board members to connect and engage with RTOs, stakeholders and the local tourism industry. While in region, Board members met with local industry to discuss issues and challenges they are facing and received feedback from tourism operators to help inform their decision-making.

TEQ's 2018-19 Board meetings were held in Townsville (July 2018), Brisbane (August 2018 and February 2019), Cairns (October 2018 and May 2019), on Stradbroke Island (December 2018) and in Charleville (June 2019). The board engaged with industry stakeholders in both Townsville and Cairns as part of its May 2019 meeting.

The names, positions and appointment terms for members of the TEQ Board are outlined in the following table:

NAME	POSITION	APPOINTMENT DATE	END DATE
Brett Godfrey	Chair	14 September 2017	13 September 2020
Julieanne Alroe	Deputy Chair	12 December 2012 3 August 2015	2 August 2015 2 August 2018*
Paul Donovan	Member	12 December 2012 3 August 2015	2 August 2015 2 August 2018*
Anna Guillan AM	Member	20 December 2012 3 August 2015	2 August 2015 2 August 2018*
Professor Judith McLean	Member	20 December 2012 3 August 2015	2 August 2015 2 August 2018*
Gary Smith	Member	20 December 2012 3 August 2015	2 August 2015 2 August 2018*
Nancy Bamaga	Member	3 August 2018	2 August 2021
James Dixon	Member Deputy Chair	8 June 2017 3 August 2018	2 August 2018 2 August 2021
Karen Hanna Miller	Member	3 August 2015 3 August 2018	2 August 2018 2 August 2021
Dr Sarah Kelly	Member	3 August 2018	2 August 2021
Brenda LaPorte	Member	3 August 2018	2 August 2021
Chris Mills	Member	3 August 2018	2 August 2021
Johnathan Thurston AM	Member	3 August 2018	2 August 2021
Director-General, DITID – Damien Walker	Member	Permanent ex-officio member under the <i>Tourism and Events Queensland Act 2012</i>	

* term expired

Government bodies

TOURISM AND EVENTS QUEENSLAND BOARD

Act or instrument *Tourism and Events Queensland Act 2012*

Functions The primary role of the Board is to provide strategic direction, effective governance and risk guidance over TEQ's affairs, ensuring it discharges its legislated responsibilities and performs its functions in a way that is appropriate, effective and efficient. The Board forms committees as appropriate to delegate its powers, duties and responsibilities.

Achievements During 2018-19, the Board set the strategic direction for the organisation through the 2019-2023 Strategic Plan, continued to guide TEQ's marketing approach and led the continued growth of the *It's Live! in Queensland* events calendar.

In addition, the Board considered a number of key industry, commercial and aviation partnership agreements and supported investment in events designed to grow the value of the events calendar, driving economic and social benefits for Queensland.

All 2018-19 Service Delivery Statement measure targets were achieved.

Financial reporting The transactions of the entity are accounted for in the financial statements. The entity is audited by the Queensland Audit Office.

REMUNERATION

POSITION	NAME	MEETINGS/ SESSIONS ATTENDANCE	APPROVED ANNUAL FEE	APPROVED SUB-COMMITTEE FEES IF APPLICABLE	ACTUAL FEES RECEIVED
Chair	Brett Godfrey	7	\$35,000	N/A	\$35,000
Deputy Chair	James Dixon	4	\$10,000	N/A	\$10,000
Member	Nancy Bamaga	6	\$10,000	N/A	\$8,885
Member	Karen Hanna Miller	7	\$10,000	N/A	\$10,000
Member	Dr Sarah Kelly	5	\$10,000	N/A	\$8,885
Member	Brenda LaPorte	5	\$10,000	N/A	\$8,885
Member	Chris Mills	6	\$10,000	N/A	\$8,885
Member	Johnathan Thurston AM	3*	\$10,000	N/A	\$8,885
Member	Director-General, DITID	6	N/A	N/A	N/A
Member	Julianne Alroe	1	\$10,000	N/A	\$1,154
Member	Gary Smith	0	\$10,000	N/A	\$1,154
Member	Anna Guillan AM	0	\$10,000	N/A	\$1,154
Member	Professor Judith McLean	1	\$10,000	N/A	\$1,154
Member	Paul Donovan	1	\$10,000	N/A	\$1,154
No. scheduled meetings/sessions	7				
Total out of pocket expenses	\$3,198.62				

*Johnathan Thurston was appointed to the board on 3 August 2018. At the time of his appointment, pre-existing commitments that coincided with board meeting dates in his first year were acknowledged.

GOLD COAST EVENTS MANAGEMENT LTD

Act or instrument	<i>Corporations Act 2001</i>
Functions	Gold Coast Events Management Ltd trades as Events Management Queensland (EMQ) and operates the Gold Coast Marathon, an annual running event, and the Pan Pacific Masters Games, a biennial multi-sports masters event, both held on the Gold Coast.
Corporate governance	<p>On 27 February 2019, the TEQ Board acting as the sole member of EMQ appointed Sara Carrigan OAM, Tanya Diessel, Paul Donovan, Dr Sarah Kelly, Joell Ogilvie and Benita Willis-Johnson to the Board of EMQ for a term of three years effective from 1 March 2019. Retiring EMQ directors Daphne Pirie MBE OA, Mark Reaburn and Lindsay Wallace resigned with effect from 28 February 2019.</p> <p>Chair Kerry Watson resigned with effect from 31 July 2019 and Paul Donovan was appointed Chair effective 1 August 2019. Board fees were reviewed on changes to the Board membership. The new Chair was appointed with an annual fee of \$30,000 effective from 1 August 2019.</p>
Achievements	The principal achievement for the reporting period was the successful staging of the 2018 annual IAAF Gold Label event, the Gold Coast Marathon, and planning for the 2019 event. The 2018 event was the 40th Gold Coast Marathon. The entity also delivered the world's biggest biennial masters games, the Pan Pacific Masters Games, in November 2018, and commenced planning for the November 2020 event.
Financial reporting	The transactions of the entity are accounted for in the financial statements. The entity is not exempted from audit by the Auditor-General.

REMUNERATION

POSITION	NAME	MEETINGS/ SESSIONS ATTENDANCE	APPROVED ANNUAL FEE	APPROVED SUB-COMMITTEE FEES IF APPLICABLE	ACTUAL FEES RECEIVED
Chair	Kerry Watson	6	\$65,000	N/A	\$62,500
Director	Sara Carrigan OAM	2	\$7,500	N/A	\$2,337
Director	Tanya Diessel	2	\$7,500	N/A	\$2,337
Director	Paul Donovan	2	\$7,500	N/A	\$2,337
Director	Dr Sarah Kelly	2	\$7,500	N/A	\$2,337
Director	Joell Ogilvie	2	\$7,500	N/A	\$2,337
Director	Benita Willis-Johnson	2	\$7,500	N/A	\$2,337
Director	Daphne Pirie MBE OA	3	NIL	N/A	NIL
Director	Mark Reaburn	3	NIL	N/A	NIL
Director	Lindsay Wallace	4	NIL	N/A	NIL
Director	Nick Elliott	6	N/A	N/A	N/A
No. scheduled meetings/sessions	6				
Total out of pocket expenses	\$708.30				