

**Proposal:**

**Australian and New Zealand Society of Respiratory Science Inc - Constitutional Review**

We refer to your request for a proposal in relation to the review and drafting of a constitution on behalf of Australian & New Zealand Society of Respiratory Science Inc (**ANZSRS**).

**Board Matters**

Board Matters is a specialist governance consultancy advising not-for-profit and for-profit enterprises on how to enhance the performance of their boards and governing bodies. Over the past 6 years, we have undertaken extensive governance reviews for a range of organisations in the not-for-profit sector, including many matters which require constitutional advice and drafting work.

Board Matters comprises Elizabeth Jameson, Principal and founder, and Jennifer Robertson, Consultant. Elizabeth had over 15 years experience as a legal practitioner (including as a partner of a national law firm) before she founded Board Matters in 2002. Jennifer Robertson is also legally qualified and has had a broad range of experience in corporate governance matters and holds post-graduate qualifications from the Australian Centre of Philanthropy and Nonprofit Studies at QUT.

We refer you to the Board Matters' website ([www.boardmatters.com.au](http://www.boardmatters.com.au)) for more information on the types of services Board Matters provides, and the experience of Elizabeth Jameson and Jennifer Robertson in that respect. A copy of Elizabeth Jameson's and Jennifer Robertson's CVs are also attached to this letter for ease of reference.

**ANZSRS constitutional drafting**

We have considered the draft constitution provided to us together with the current version of the ANZSRS constitution and note that there are a number specific issues with regard the proposed ANZSRS Constitution which could be addressed from a governance perspective. It is not unusual, in these reviews, to come across a number of issues to address in relation to an organisation's structure and operations when reviewing and changing its Constitution.

In order to address all of the issues that arise during a constitutional review, we usually approach matters in a stepped manner, as follows.

1. We would meet with a **Task Group** convened as smaller sub-set of the Board, to discuss in detail the key issues and options available for the constitution of the organisation, taking account of the various requirements and imperatives that apply to the organisation.

The contents of this letter are for the named addressee only and are subject to the laws of copyright, confidential information and privacy. If you are not the named addressee, please advise the sender, at the telephone numbers shown, and then destroy this letter immediately. You may only forward this letter on to another person or otherwise copy or use it with the consent of the sender.

080228 ANZSRS proposal.doc

Board Matters Pty Ltd

ABN 79 099 215 406

tel 07 3311 1619

fax 07 3311 1929

e.jameson@boardmatters.com.au

PO Box 377 RED HILL 4059

2. We would then provide a **discussion paper** for circulation amongst the Task Group, proposing a number of alternatives for the constitution (and also the organisational structure), including maintaining status quo and also an option which would bring the governing body of the organisation closer to current best practice in terms of the size and composition of the Board.
3. Following the Task Group's review of that discussion paper, we would then finalise the discussion paper, taking account of any relevant comments, for circulation amongst Board members.
4. The finalised paper would be submitted to the Board, at least 2 months prior to the minimum AGM notice requirements, to enable further discussion and for the Board to reach an agreed position on the **preferred governance structure** of the organisation.
5. We could then provide you with an **initial draft** (Draft 1) of the proposed new Constitution tailored to your organisation and the governance structure agreed by the Board as preferable.
6. At this point, the Board may determine that it is prepared to proceed with proposing the new Constitution to the membership at the AGM in 2009 or at an earlier special general meeting.

We hope and trust that this is satisfactory, and would be pleased to discuss this with you further if required. Please call Jennifer Robertson on (07) 3511 7311 if you have any queries.

Yours faithfully



Elizabeth Jameson  
Director

## ELIZABETH JAMESON'S CV



### PROFESSIONAL QUALIFICATIONS

Admitted, solicitor Supreme Court of Queensland, 1990

Bachelor of Laws (First Class Honours) and Una Prentice Prize for top woman Law Graduate (University of Queensland), 1987

Bachelor of Arts (double major in Japanese Language) (University of Queensland), 1985

Licentiate Diploma (Teacher) of Speech and Drama, 1988 (Australian Music Examinations Board)

### PRESENT POSITION:

Principal and founder of Board Matters Pty Ltd, a governance advisory and education services consultancy for governing bodies of organisations and enterprises, and of Board Matters Legal, associated legal advice service. She is also a part-time consultant to national law firm, Phillips Fox, and works periodically with the QUT Centre of Philanthropy and Nonprofit Studies, headed by Prof. Myles McGregor-Lowndes. She also holds various Directorships, as listed at the end of this CV.

### PRINCIPAL EXPERIENCE:

Until early 2002, Elizabeth was a partner of national law firm (Deacons), in their corporate/commercial division. Since 1991, Elizabeth has also sat on a vast number of boards and governing bodies, as reflected in this curriculum vitae. With the combination of these experiences, Elizabeth resigned as a partner of a national law firm in early 2002 specifically to establish Board Matters as a specialist governance advisory consultancy.

### STATEMENT OF AIM:

Elizabeth's aim is to help build great governance for better boards. She does this by bringing to boards and organisations the combined benefits of her own extensive practical experience as a corporate/commercial legal practitioner, and an active board member of various organisations, to work with boards to identify governance priorities and make active recommendations for addressing them.

## SPECIALIST

**EXPERIENCE:** Elizabeth has advised companies, GOCs, statutory bodies, not-for-profit organisations across a range of industries and sectors. This includes significant governance advice, education and professional development services and also in the more technical issues under the *Corporations Act 2001*, and other specific legislation. Naturally as a lawyer in practice for over 15 years, it has also included the full range of technical corporate/commercial legal issues and transactions.

### **Relevant experience includes:**

#### ***Governance:***

- Solely authored 'Letter of the Law' chapter (on legal issues for boards and board members) in *The Book of the Board*, by David Fishel, published 2003 by The Federation Press.
- Designing and conducting a range of tailored board professional development workshops, board evaluations, projects, consultancies and sessions for various governing bodies, and carrying out the associated governance development work (i.e. development of governance frameworks, structuring board composition, advice on election and rotation of directors, rights and responsibilities of members, operation of Committees, and compliance with appropriate governance standards and benchmarks (e.g. ASX Guidelines and Australian Standard on Governance – AS8000)). This work has been carried out for, amongst others:
  - Mornington Peninsula Division of General Practice (April 2007)
  - Rural and Regional Queensland Consortium (April 2007)
  - GP Partners (April 2007)
  - Riverina Division of General Practice (April 2007)
  - Community Services & Health Industry Skills Council (2006/7)
  - Commonwealth Department of Health and Ageing re developing Divisions Non-Clinical (Governance) Indicators (Nov 04)
  - Australian Divisions of General Practice (Oct/Dec 04)
  - Greater Green Triangle GPET (Vic) (Jun 05)
  - Centwest (NSW Regional Training Provider) (Jun 05)
  - Rhedwest (NSW Regional Training Provider) (April 05)
  - NSW Central Coastal Division of General Practice (June 05)
  - WA Divisions of General Practice (May 05)
  - Osborne Division of General Practice (WA) (May 05)
  - Fremantle Division of General Practice (WA) (May 05)
  - Bayside and Brisbane Inner South Divisions of GP (Mar 05)
  - Brisbane South Division of General Practice (Nov 02, Nov 03)
  - Ipswich and West Moreton Division of General Practice (03)
  - Southern Qld Rural Division of General Practice (Sep 04)
  - Fraser Coast Anglican College (May 05)
  - Whitsunday Anglican School (May 05)
  - ArtSynC, Sunshine Coast (Feb 2005)
  - Community Solutions, Sunshine Coast (May 05 – present)

- Regional Galleries Association of Qld and Museums Australia (Qld) (Feb 04)
  - Qld Children's Activity Network Inc (Oct 03 – Oct 05)
  - Anglican Diocese of Brisbane (2004/2005)
  - UnitingCare Queensland (Feb, Mar and Nov – 03)
  - Blue Care (June 03)
  - Lifeline Community Care (Jul 03)
  - Wesley Mission Brisbane (October 03)
  - Family Planning Australia (Nov 03 and Feb 04)
  - AAMHatch Pty Ltd (Mar – Dec 06)
  - Cairns Port Authority (Jan-Feb 07)
  - Port of Brisbane Corporation (Apr-Jun 06)
  - Arab Australia Chamber of Commerce & Industry Inc. (Nov 05)
  - Queensland Parallel Supercomputing Foundation Ltd (04/05)
  - Peplin Limited (Jan-Jun 05)
  - Pacific Film and Television Commission (Jan–Jun 05)
  - Aust. Hardware & Timber Industry Super Plan (Mar – Nov 03)
  - QSuper (August 02)
  - MAP Funds Management (May 02) (Elizabeth is also a Director)
  - Brisbane Airport Corporation (Oct/Nov 04 & Mar-Jun 06)
  - Global Petroleum Limited (May 04)
  - Maryborough Sugar Factory Limited (Mar 04)
  - Centre for Mining Technology and Equipment Ltd (Mar 03)
  - Ingeus Ltd (2003-06)
- Providing advice and assistance to a number of the above companies and organisations on achieving board independence, restructuring options, including consequential amendments to constitutions and by-laws and drafting resulting governance policy.
  - Development of specific tailored governance kits, manuals, materials and policies. Examples include a full governance policy manuals, by-laws for conduct of elections and conflict of interest, risk management, delegations and other specific policies and materials
  - Extensive technical advice, and drafting of policies to comply with specific *Corporations Act* governance matters, such as conflicts of interest and directors' duties.

### ***Structuring and Other Relevant Experience***

- Advising and assisting with full process of mergers of organisations, both for-profit and not-for-profit, including development and implementation of checklists for all transfers, approvals and compliance issues.
- Advising and assisting in establishment and structuring of all types of legal entities (statutory bodies, companies, trusts, foundations) and their governing bodies drafting and amending constitutions, policy documents and other documentation.
- All legal advice and assistance and negotiations for a large range of clients negotiating with and through various levels of government, including Government funded CRCs (Co-

operative Research Centres) and CMCs (Co-operative Multimedia Centres).

- Extensive legal advice and assistance to GOC's and private companies for directors' duties and other responsibilities and development of appropriate governance structures and legal and commercial restructuring of companies.

### ***Risk Management and Compliance Programs***

- Developing risk management and compliance processes, and establishing and chairing compliance committees for a large number of organisations (reference to relevant clients can be provided on request).
- Designing and conducting implementation programs for companies and organisations to BHCome compliant with a range of major new laws and requirements, including for example GST, Privacy Act and Financial Services Reform Act.
- Conducted eastern seaboard (Melbourne to Mackay) program of GST compliance workshops for the Australia Council for the Arts and the GST Start-Up Office (2000).

### ***Writing and Speaking Engagements***

In addition to conducting tailored professional development workshops for boards, Elizabeth undertakes a large number of writing and speaking engagements, just some of which are:

- Author 'Letter of the Law' chapter (legal issues for boards and board members) in *The Book of the Board*, by David Fishel, published 2003 by The Federation Press.
- Tutor for the company directors' course run by the Institute of Company Directors (Qld Div), (since Oct 2002)
- Tutor and Qld Course Director, Chartered Secretaries Australia (Qld) 'Corporate Governance' subject in Graduate Diploma of Applied Corporate Governance (since Jun 2003)
- Presenter, national conference of Divisions of General Practice Network on Governance Issues, Adelaide, September 2004
- Presenter for Association of Superannuation Funds of Australia (Qld chapter), Brisbane, Feb 03, and at national conference to be held November 2003, on 'Improving Fund Governance Through Good Practice (not more regulation)'
- Presenter, national conference of Nonprofit Governance and Management Centre, Sydney, July 2002 and July 2003 and keynote speaker July 2004
- Presenter, national conference, International Year of the Volunteer, Melb, Nov '00, 'Insuring Against Your Legal Liabilities'
- Presenter, national Community Care Conference hosted by Aged Care Qld, Sunshine Coast, November 2002, and for Aged & Community Services Asscn of NSW &ACT, Sydney, March 2003 on 'Transforming Governance for Your Service' and in May 2004

## M'SHIPS &

### APPTMNTS:

Elizabeth has been an active member of a large number of governing bodies of a range of for-profit and not-for-profit enterprises since 1990. These appointments include:

- Director, Tarong Energy Corporation Limited (Appointed April 2007)
- Director and Chair of Compliance Committee, MAP Funds Management Ltd and related companies, as trustee of the Medical and Associate Professions Superannuation Fund
- Chair, Board of Trustees of Brisbane Girls' Grammar School (Deputy Chair 1996-2006)
- Chair, Queensland Music Festival Pty Limited, appointed by the Minister for The Arts in April 2000
- Appointed Member, Salaries and Allowance Tribunal under the *Judges (Salaries and Allowances) Act 1967 (Qld)*, appointed by the Attorney-General and Minister for Justice, since Oct 2000
- Member Qld Law Society, Australian Institute of Company Directors, and Fellow of the Australian Institute of Management

## PAST

### BOARD

### APPTMNTS:

- Director, Ergon Energy Pty Ltd, appointed by Queensland Government in July 2005 – November 2006
- Association of Independent Schools of Qld (2002 – 2006)
- University of the Sunshine Coast (1999-2004)
- Qantm Pty Ltd (1998-2004)
- Arts Law Centre of Qld (1991-1996) (President 1993-1996)
- Brisbane Festival
- Qld Writers' Festival
- Qld Art Gallery Foundation
- Endeavour Foundation

## JENNIFER ROBERTSON'S CV



### PROFESSIONAL QUALIFICATIONS

Graduate Certificate in Business, QUT, 2006 (GPA 6.25)

Awarded prizes for Governance and Economics subjects

Admitted, solicitor Supreme Court of NSW, 2000

Admitted, solicitor High Court of Australia, 1999

Admitted, solicitor Supreme Court of Queensland, 1996

Bachelor of Laws, QUT, 1994

### PRESENT POSITION

Associate Consultant, Board Matters Pty Ltd

### Area of Expertise

Corporate Governance

### Skills

Delivery of specialist governance services for organisations and businesses of every size comprising:

- Conduct of governance reviews including analysing and evaluating governance documentation such as constitutions, by-laws and policies for a full assessment of adequacy, in order to provide clients with advice on these documents in the context of not-for-profit and for-profit environments;
- Preparation and presentation of Board performance evaluations and assessments including facilitating discussions from Board performance evaluations;
- Preparation and presentation of facilitated strategy planning workshops;
- Providing advice and assistance to organisations on achieving board independence, restructuring options, including consequential amendments to constitutions and by-laws and drafting resulting governance policy;
- Development of governance policy and processes and drafting governance documentation including by-laws, AGM documentation, Board policies, Board procedures and governance manuals; and
- Assisting with risk management assessments of for-profit and not-for-profit organisations, and assisting with the

drafting of risk schedules for complex businesses.

**RELEVANT  
EXPERIENCE  
INCLUDES:**

Designing and conducting a range of tailored board professional development workshops, board evaluations, projects, consultancies and sessions for various governing bodies, and carrying out the associated governance development work (i.e. development of governance frameworks, structuring board composition, advice on election and rotation of directors, rights and responsibilities of members, operation of Committees, and compliance with appropriate governance standards and benchmarks (e.g. ASX Guidelines and Australian Standard on Governance – AS8000)). This work has been carried out for, amongst others:

- AAM Hatch Pty Ltd
- Australian Institute of Medical Science
- Brisbane Airport Corporation
- Community Services and Health Industry Skills Council
- Construction and Property Services Industry Skills Council
- Hobart City Council
- Ipswich and West Moreton Division of General Practice
- Otway Division of General Practice
- Q Invest Limited
- Queensland Children’s Activity Network
- Queensland Council of Social Service
- Resources and Infrastructure Industry Skills Council
- United Synergies Limited

**EMPLOYMENT  
HISTORY**

1998 – 2006

Senior Associate at national law firm Corrs Chambers Westgarth with specialist expertise in construction law in both commercial and litigious matters.

1996 –1998

Articled Clerk at Queensland law firm Nicol Robinson Kidd, practicing in the areas of property law, commercial litigation, family law and insolvency.

**MEMBERSHIPS AND  
APPOINTMENTS**

2007 – present

President, Noah’s Arc Resource Centre (Qld) Inc

2005 – present

President, Alumni Chapter of Centre of Philanthropy and Nonprofit Studies, QUT

2001 – 2005

Chair, Future Directions Committee, Property Council of Australia

1998 – 2001

Committee Member and Secretary, Future Directions Committee, Property Council of Australia

1999 – 2000

Committee Member, Membership Committee, Property Council of Australia

1997 – 2003

Founding member, South East Queensland Young Professional Network

1996 – 1997

Committee member, Queensland Articled Clerks Association (now Queensland Young Lawyers)

1998 – present

Member, Queensland Law Society

2004 – present

Member, Queensland Art Gallery Foundation

## LEGAL SKILLS

*Advisory, risk management and commercial expertise*

- Reviewing and evaluating contracts for full risk-analysis assessment in the context of construction, consultancy, financing, maintenance, licensing and services transactions
- Structuring and devising strategies to advise clients of their legal and contractual obligations
- Participating in and preparation for multi-lateral mediations, including drafting and advising on settlement agreements
- Preparation of project management agreements and joint venture (incorporated and unincorporated) agreements

*Advocacy, dispute resolution and litigation expertise*

- Acting for and providing strategic advice to developers, universities, national contractors, international suppliers and Queensland-based developers and contractors in complex and routine Supreme, District and Magistrate Court matters.

## SPEAKING ENGAGEMENTS

In addition to the presentations Jennifer provides to clients in the course of her Corporate Governance practice at Board Matters, she has also prepared and presented a number of in-house seminars at the request of clients on varying topics, particularly

in relation to legislative changes to the building and construction industry in Queensland over the last 8 ½ years. She also presented a seminar on “Securing Performance Under Contracts” at the 2005 Contracts Masterclass series.

Jennifer was a panel member at the Australian Centre of Philanthropy and Nonprofit Studies Alumni forum “Lunch in the Boardroom – Chair in a Pickle”.