



# Advisory and Consulting Committee Charter

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<b>Title:</b>	Advisory and Consulting Committee Charter
<b>Approved by:</b>	QTC Capital Markets Board
<b>Responsible lead:</b>	Executive Director – Company Secretary
<b>Reviewer:</b>	Director – Governance and Performance
<b>Audience:</b>	Public
<b>Brief description:</b>	Sets out the responsibilities, authorities, composition, structure and operation of the Advisory and Consulting Committee, a committee of the QTC Capital Markets Board
<b>Periodicity of reviews:</b>	Annual
<b>Date of last review:</b>	10 December 2025

# 1. Overview and purpose

Queensland Treasury Corporation (QTC) is the Queensland Government's central financing authority. Its mandate is to enhance the financial position of the State by providing borrowing, lending, investment, advisory and consulting services, and entering into other financial arrangements. Established under the *Queensland Treasury Corporation Act 1988* (QTC Act), QTC is a corporation sole, reporting through the Under Treasurer to the Treasurer and Queensland Parliament.

QTC's governance framework is incorporated in the QTC Act, the Capital Markets Board Delegation dated 18 March 2026, the annual Capital Markets Board Mandate, the *Financial Accountability Act 2009*, the *Public Sector Ethics Act 1994* and Government standards.

The Capital Markets Board (the Board) is committed to sustaining the high standards of governance, transparency and accountability expected in the public sector and has established and delegated certain authorities and responsibilities to several Board committees to assist in fulfilling its corporate governance responsibilities effectively and efficiently.

This charter sets out the responsibilities, authorities, composition, structure and operation of the Board's Advisory and Consulting Committee (ACC).

The purpose of the ACC is to assist the Board to fulfill its corporate governance responsibilities relating to the QTC advisory services and Queensland Government Consulting Services (QGCS) for clients.

The ACC was formed by the QTC Capital Markets Board on 11 June 2025.

## 2. Authority

The Board authorises the ACC, within the scope of its responsibilities, to:

- examine any matter as it sees fit or as requested by the Board
- make decisions in relation to certain responsibilities without requiring subsequent Board approval
- engage external resources if necessary to obtain independent advice in relation to ACC matters, and
- have access to, and seek information from, any QTC staff member to carry out the ACC's responsibilities.

## 3. Responsibilities

The ACC has the following responsibilities.

### Leadership

- Assist the Board to fulfill its corporate governance responsibilities relating to the QTC advisory and Queensland Government Consulting Services (QGCS) consulting services for clients

### Strategy

- Make recommendations to the Board on strategies related to advisory and consulting services for clients
- Monitor and report to the Board on implementation of strategies related to advisory and consulting services for clients

### Culture

- Monitor and report to the Board on QTC's culture around client advisory and consulting services

### Stakeholder

- Monitor the reputation of QTC's Advisory division and QGCS
- Monitor and report to the Board on the effectiveness of QTC Advisory and QGCS' stakeholder management

## Finance

- Monitor QTC Advisory and QGCS' workforce management
- Monitor QGCS' financial performance

## Risk

- Provide input to the Risk and Audit Committee (RAC) on QTC's risk appetite and key risk indicators for risks related to advisory and consulting services for clients
- Monitor and report to RAC on the management of risks related to advisory and consulting services for clients

## Performance

- Endorse the following year's corporate performance measures relating to advisory and consulting services for clients for the Board's approval
- Monitor and report to the Board on corporate performance against agreed outcomes related to advisory and consulting services for clients
- Make recommendations to the Board on the annual assessment of corporate performance against agreed outcomes related to advisory and consulting services for clients
- Report to the Board on ACC performance

## Policy

- Endorse the ACC Charter for the Board's approval

## Compliance

- Ensure QTC's advisory and QGCS consulting services policies and frameworks reflect legal and regulatory obligations
- Monitor and report to RAC on the management of advisory and consulting services related legal/regulatory compliance breaches

## General

- Undertake any task assigned to the committee by the Board.

# 4. Structure and composition

## 4.1 Composition

The ACC is comprised of at least three Board members. ACC members are appointed by the Board.

## 4.2 Role of the Chair

The Chair of the ACC is appointed by the Board Chair.

The primary role of the ACC Chair is to:

- chair ACC meetings
- lead the ACC and facilitate constructive and professional contributions by all members, and
- ensure the ACC functions effectively and efficiently as a whole in discharging its responsibilities.

The ACC Chair may resign by signed notice given to the Board Chair.

## 4.3 Role of Committee members

Members of the ACC are individually responsible to ensure that the ACC fulfills its role as set out in this charter. Members are expected to perform their duties in accordance with the duties and obligations outlined in the QTC Capital Markets Board Charter and QTC's Code of Conduct.

ACC members should understand QTC's organisational structure, operations and industry, together with key developments relevant to the ACC and may receive periodic presentations to assist with achieving that understanding.

An ACC member may resign by signed notice given to the ACC Chair, who will advise the Board Chair.

## 4.4 Role of Company Secretary

The Company Secretary is primarily responsible for ensuring that ACC processes and procedures run efficiently and effectively, and in accordance with high standards of corporate governance and with accepted and mandated requirements.

The Company Secretary's responsibilities include:

- preparing and circulating meeting agendas
- timely distribution/tabling of all papers, reports and other information relevant to the ACC's activities and operations
- accurately recording and maintaining all minutes of the ACC meetings, and
- monitoring and recording completion of actions arising from ACC meetings.

# 5. Operation

## 5.1 Meetings

ACC meetings will be held at least four times per calendar year. Dates of meetings should be agreed before the beginning of each calendar year.

Additional meetings may be convened by any ACC member giving reasonable notice to every other member, together with an agenda for that meeting that has been approved by the Chair.

Board members who are not members of the ACC may attend meetings of the ACC, but may not vote on ACC matters or act as a proxy for an ACC member unless approved by the Board in writing.

The Chief Executive Officer and Company Secretary are standing attendees at all ACC meetings.

The ACC Chair may request that QTC staff or external parties attend a meeting of the ACC.

## 5.2 Quorum and decisions

Meetings shall only proceed when a quorum is reached. A majority of members must be present to provide a quorum.

If the Chair is not present at an ACC meeting and has not appointed an Acting Chair, the ACC members must elect a member who is present as Acting Chair for that meeting.

Decisions or recommendations of the ACC will be regarded as its collective decision or recommendation unless there is a material dissension, in which case a minority view will be recorded in the minutes of the meeting and placed before the Board.

At the discretion of the Chair, decisions may be made without an ACC meeting if a majority of members vote 'in favour of' or 'opposed to' an out-of-session recommendation. The outcome of an out-of-session recommendation must be recorded.

## 5.3 Agenda and papers

As far as practical, the ACC should agree an annual work plan before the beginning of each calendar year, noting that it may consider other or additional matters in response to changes in QTC's operations and environment. The annual meeting plan will cover all the responsibilities of the ACC outlined in this charter.

The agenda for each meeting will be determined by the Chair in consultation with the Company Secretary.

ACC agendas and papers are approved by the ACC Chair prior to circulation to members. Papers are to be distributed at least four business days before each Committee meeting. ACC papers will not be distributed on the day of the ACC meeting unless approved by the Chair.

## 5.4 Minutes

The ACC must keep minutes that record the proceedings, recommendations, decisions and actions arising from all meetings.

The draft minutes of meetings will be distributed to the Chair for review within a week of the meeting, and then to ACC members for review and comment. Draft minutes will then be presented for approval at the next committee meeting.

## 5.5 Records

All ACC records will be maintained by the Company Secretary.

All ACC papers and approved minutes will be stored in QTC's records management system, and distributed to members through the Board portal.

# 6. Reporting

The ACC reports to the Board. Recommendations of the ACC will be referred to the Board for approval. ACC decisions and relevant discussions will be presented to the Board for noting.

The ACC monitors risks relating to client advisory and assurance, and provides input on these risks to the Risk and Audit Committee, which monitors and reports to the Board on QTC's holistic risk profile.

As soon as practicable after the end of each financial year, the ACC will provide the Board with a report that summarises the ACC's performance and achievements over the year.

## 6.1 Relationship with other committees

To the extent there is any overlap in the responsibilities of the ACC and the other Board committees, those committees will deal with the overlap in an appropriate manner and will refer any issues that relate more appropriately to another committee to that other committee. If unresolved, final determination will be made by the Board Chair.

# 7. Performance

In order to ensure that the ACC is fulfilling its duties, it will:

- undertake an annual self-assessment of its performance against the requirements of this charter, and
- provide any information in relation to ACC performance and membership to the Board.

The ACC will review this charter at least every two years to ensure it remains current and consistent with good governance practice and with QTC requirements. Any proposed changes will be recommended to the Board for approval.