



THE VICTORIAN BAR INCORPORATED

GOVERNANCE FRAMEWORK

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1. ABOUT THIS FRAMEWORK

This Governance Framework (**Framework**) outlines the Victorian Bar’s (**VicBar**) key governance documents, the roles and responsibilities of those within the organisational structure and details the fundamental principles and mechanisms necessary to ensure effective governance, continual performance improvement, risk mitigation and meeting of corporate obligations and legal requirements.

2. OBJECTIVES OF THE FRAMEWORK

1. To achieve excellence in governance standards at VicBar through proper oversight, greater transparency, accountability, stewardship and integrity;
2. To allow VicBar to respond to challenges efficiently and to achieve its objectives while ensuring compliance with legislative requirements;
3. To enable VicBar to effectively meet its current and future objectives under the Strategic Plan;
4. To continually improve so that internal and external stakeholders have ongoing confidence in VicBar’s commitment to deliver quality services to its members and the consumers of legal services; and
5. To ensure VicBar’s strong and continued existence as a key organisation in the Australian legal profession.

3. PRINCIPLES OF GOOD GOVERNANCE

VicBar is committed to good governance standards and principles¹ as outlined below:

1. **Purpose and Strategy** - The Bar Council has primary responsibility to develop, implement, lead and monitor strategic planning and provide a shared roadmap of activities aligned with the objectives outlined in the Strategic Plan.
2. **Roles and Responsibilities** – The roles, responsibilities and relationships at the VicBar are defined in its governance documents (including in the VicBar Charter) and Bar Councillors are supplied with the information required to ensure they understand and meet their duties under the law.

¹ Australian Institute of Company Directors (2019) *Not-for-profit Governance Principles 2nd Ed.* NSW: AICD

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3. **Board Composition** - The composition of Bar Council enables it to fulfil its role effectively, with a transparent and open election process, diversity of personal characteristics, and effective leadership succession planning in place.
4. **Board Effectiveness** – Bar Council runs effective meetings and its performance periodically evaluated. Bar Councillors are provided with appropriate induction materials. The relationship between Bar Council and senior management is effective.
5. **Risk Management** – Risks are reduced or mitigated. Bar Council decisions are informed by an understanding of risk management principles and implications.
6. **Performance** – Bar Council oversees appropriate use of VicBar’s resources. An annual budget is approved. The performance of the ED is evaluated. Performance is measured against VicBar’s Strategic Plan.
7. **Accountability and Transparency** – Governing documents and policies are available to members and stakeholders. Appointments to internal and external committees are made following a transparent and fair process. Members of VicBar have the opportunity to ask questions on how VicBar is run and managed.
8. **Stakeholder Engagement** – Engagement with stakeholders occurs to ensure that their interests are understood and considered when decisions are made by Bar Council.
9. **Conduct and Compliance** – Expectations as to the conduct of members are clearly articulated and consequences of misconduct understood. Conflicts of interest, when arising, are disclosed. Bar Council and senior management oversee compliance with relevant laws, regulations and internal policies.
10. **Culture** – VicBar’s values are clear and periodically reviewed. The Bar Council and management work to develop and maintain a culture committed to integrity, ethical behaviour and compliance.

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4. OVERVIEW OF VICBAR

INCORPORATED ASSOCIATION

VicBar is a professional membership association of barristers who practise in the state of Victoria. It was established in 1884 and represents the interests of barristers practising in Victoria. It is incorporated pursuant to the *Associations Incorporation Reform Act 2012 (Vic)*.

The work and functions of VicBar are guided by VicBar’s Constitution and its Strategic Plan. VicBar’s ultimate purpose is to *ensure that the Bar and its members thrive and continue to do so*. VicBar aims to achieve this purpose by meeting four key objectives set out in its Strategic Plan:

- maintain and expand market share;
- provide services to members to support and enhance their practices;
- foster excellence and enhance the performance of Victorian barristers; and
- to be a strong, independent and authoritative voice.

Membership of VicBar is available to all barristers practising in Victoria, or those practising overseas or interstate.

The Bar Council holds the ultimate responsibility for the management and administration of the business and affairs of VicBar, including by ensuring that the activities of the VicBar are aligned with the Strategic Plan.

CONSTITUTION

The [VicBar Constitution](#) governs the regulation of meetings and the proceedings of the Bar Council. It sets out the purposes, legal capacity and powers of VicBar as well as the rights and obligations of its members.

STRATEGIC PLAN

[VicBar’s Strategic Plan \(2020 – 2024\)](#) was developed in consultation with, and taking into account the views of, members and other interested parties across the legal profession, clients and judiciary.

The Strategic Plan is used to shape the work of Bar Council to enable VicBar’s vision of independence, excellence, leadership and growth to be achieved.

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CHARTER

The [VicBar Charter](#) was adopted by Bar Council on 2 March 2017, last revised 9 November 2021. It summarises and complements elements of the VicBar Constitution in order to ensure the practices of the Bar Council are consistent with and reflect the Bar Council's commitment to principles of good corporate governance.

5. BAR COUNCIL

FUNCTIONS OF BAR COUNCIL

The Victorian Bar Council is the governing body of VicBar.

The key functions and responsibilities of the Bar Council include:

- developing, approving and implementing a strategic plan for VicBar;
- approving and monitoring VicBar's annual budget, financial reporting and financial performance;
- approving and monitoring major capital expenditure, investments, loans and grants;
- selecting, appointing, managing and reviewing the performance of the ED;
- delegating authority to the ED and standing committees to ensure the effective management of VicBar;
- ensuring robust and effective risk management, compliance and control systems are in place; and
- overseeing the development and approval of policies.

The Bar Council is required by the VicBar Charter to meet at least 6 times in each calendar year; however it typically meets 12-15 times per calendar year.

BAR COUNCIL MEMBERSHIP

Bar Council consists of 21 members from either Part I, Part II or Part IV of Division A of the Bar Roll who are elected pursuant to the Constitution. Bar Council is constituted by:

- 11 Senior Counsel or counsel of not less than 15 years standing;
- 6 counsel of not less than 6 years standing and not of 15 or more years standing (but are not of Senior Counsel); and

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- 4 of whom are not of Senior Counsel and are of less than 6 years standing.

It is expected that Bar Council members will:

- accept ultimate accountability for all organisational matters in recognition that they are jointly and severally responsible for all decisions taken by the Bar Council;
- recognise, understand and comply with their responsibilities, including the duty to:
 - exercise powers and discharge duties with reasonable care and diligence;
 - act in good faith in the best interests of VicBar at all times;
 - avoid gaining personal advantage, making improper use of information or allowing conflict between personal interest and duty to VicBar.
- avoid conflicts of interest, and where conflicts arise or could be perceived to arise, disclose them and act within the terms of the VicBar Constitution;
- be loyal to and supportive of the Bar Council, interacting with each Bar Council member and with employees and stakeholders of VicBar in a positive and constructive manner;
- comply with the VicBar Constitution and all regulations, rules and policies adopted by the Bar Council to which members of the Bar Council are subject;
- actively promote the interests of VicBar and avoid doing anything that denigrates VicBar or harms its image or reputation;
- be diligent, attend Bar Council and Committee meetings, and devote sufficient time to preparation for Bar Council meetings to allow for full and appropriate participation in the Bar Council’s deliberations and decision making;
- observe the confidentiality of non-public information acquired in their role as a member of Bar Council and not disclose to any other person such information; and
- ensure that the independent views of members of Bar Council are given due consideration and weight.

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ELECTION TO BAR COUNCIL

The Bar Council is elected once in each calendar year.

Only members whose membership subscriptions are not in arrears and who are otherwise eligible to vote in the election are eligible for election to, and may nominate or be nominated for, the Bar Council.

Nominations must be in writing and signed by at least five VicBar members eligible to vote as nominators, as well as by the member nominated consenting to the nomination.

Members in any of Part I, Part II and Part IV of Division A of the Bar Roll as at the close of voting are eligible to vote at an election for the Bar Council unless: (a) the member is in arrears of their membership subscription; or (b) the member's practising certificate (if any) is suspended or cancelled.

Officers of Bar Council are elected by Bar Council members at the first meeting following the election each year.

OFFICERS OF BAR COUNCIL

The Officers of the Bar Council are:

- a President;
- two Vice-Presidents (which may be designated "Senior" and "Junior" respectively);
- an Honorary Treasurer (and an assistant if the Bar Council considers necessary);
- an Honorary Secretary (and an assistant if the Bar Council considers necessary); and
- the Statutory Secretary for the purposes of the *Associations Incorporation Reform Act 2012* (who is the ED).

The duties of office holders are set out in [Division 3 Part 6](#) of the *Associations Incorporation Reform Act 2012*.

PRESIDENT OF BAR COUNCIL

The VicBar Constitution provides power to Bar Council to elect a member of Bar Council to be President.

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The President’s primary role is to further the effective management of the business and affairs of VicBar in the interests of its members as a whole by ensuring the integrity of the governance of the Bar Council.

As part of this, the President is expected to maintain open, constructive and regular dialogue with the ED, recognising that the ED is responsible for the day-to-day administration and operations of VicBar.

The President takes the primary role in leading the Bar Council and facilitating Bar Council discussions. To this end, the President is expected to promote Bar Council discussions that are effective, open, focused, constructive, collegiate and respectful and ensure that decisions are made with a clear, formal resolution recorded.

BAR COUNCILLOR INDUCTION

New Bar Council members are provided with an induction pack, which contains the key governance documents relevant to their roles as members of the Bar Council. In addition, all new Bar Council members are required to participate in an induction program that covers the operation of the Bar Council and its committees and an overview of the financial, strategic, operations and risk management priorities of the Bar Council.

REMOVAL AND RESIGNATION OF OFFICE HOLDERS

The Bar Council, in its discretion, may at any time by a resolution of not less than two thirds of its members remove any Officer of the Bar Council and appoint another eligible person to that office. The removal from being a particular Officer of the Bar Council does not, in the case of a member of the Bar Council, affect their membership of Bar Council.

REMOVAL AND RESIGNATION OF BAR COUNCILLORS

A member of the Bar Council ceases to be a member of the Bar Council if:

- the member resigns by notice in writing addressed to the Secretary;
- the member’s name is no longer included in either Part I, Part II or Part IV of Division A of the Bar Roll;
- the member is found guilty of professional misconduct pursuant to Division 3 of Part 5.4 of Schedule 1 of the *Legal Profession Uniform Law Application*

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Act 2014 (Vic) and the time for lodging an appeal therefrom has elapsed or, if the member does appeal, all rights of appeal have been unsuccessful and exhausted;

- the member dies, or becomes insolvent under administration (as defined in section 38 of the *Interpretation of Legislation Act 1984*) or becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*;
- the member is removed from the Bar Council by special resolution; or
- a statutory manager is appointed under section 116 of the *Associations Incorporation Reform Act 2012* to conduct the affairs of the association.

BAR COUNCIL CALENDAR

The Bar Council Calendar identifies key activities and dates relevant to the calendar year and is tailored to the VicBar’s strategic objectives.

The calendar is a live document that is uploaded to the [members page](#) of VicBar’s website and revised annually.

BAR COUNCILLOR EVALUATION

The ongoing development and improvement of the performance of Bar Council is critical to effective governance. Accordingly, Bar Council is required to undertake a biennial survey of VicBar members to obtain anonymous feedback on the performance of the Bar Council, and an annual evaluation of its own performance and the performance of its committees, with the results discussed in a meeting in or about October of each year. The annual evaluation includes an analysis of the Bar Council’s performance by reference to the Strategic Plan.

6. FINANCIAL

The VicBar Constitution sets out how the funds of the association are to be managed. The provisions largely mirror the requirements of the *Associations Incorporation Reform Act 2012*.

Bar Council is responsible for the management of the funds of the association, and must keep financial records that:

- correctly record and explain its transactions and final position and performance; and

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- enable true and fair financial statements to be prepared in accordance with the financial reporting requirements of the *Associations Incorporation Reform Act 2012*.

The VicBar Constitution also requires that the accounts of the association are audited at least once in a financial year.

The financial reporting requirements set out in the *Associations Incorporation Reform Act 2012* are found in Division 4 of Part 7 of the Act. The requirements VicBar must comply with are that the financial statements:

- must be prepared in accordance with the Australian Accounting Standards;
- must deal with any matters prescribed by the regulations;
- must be audited by an independent person who is:
 - a registered company auditor; or
 - a firm of registered company auditors; or
 - a member of, and holds a current practising certificate from, CPA Australia, the Institute of Chartered Accountants, or the Institute of Public Accountants; or
 - a body otherwise approved by the Registrar;
- must give a true and fair view of the financial position and performance of the association during and at the end of the financial year and have attached a certificate signed by two members of Bar Council certifying that this is the case;
- must be submitted, together with the committee certification and audit opinion, to the members at the first annual general meeting following a financial year; and
- must be lodged, together with the audit opinion, with Consumer Affairs within one month of the date of the annual general meeting.

In order to comply with the requirements outlined above, VicBar staff must comply with the VicBar Delegation of Authority and payment authority limits to ensure that only bona fide transactions are entered. The [Delegation of Authority](#) was approved by Bar Council on 13 December 2018, and was last revised on 18 October 2021. It specifies authorisation limits for the ED and specified VicBar staff in respect of the expenditure of VicBar funds in accordance with its budget and the Constitution.

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The Audit, Finance and Risk Committee assists the Bar Council in fulfilling its responsibilities relating to the integrity of the financial statements, the effectiveness of VicBar’s internal controls concerning financial reporting and the independent auditor’s qualifications and experience.

7. RISK AND COMPLIANCE

RISK MANAGEMENT FRAMEWORK & RISK REGISTER

The [Risk Management and Policy Framework](#) (‘the Risk Management Framework’) and Risk Register operate together to ensure that VicBar maintains an organisational culture where risk management is embedded in all activities and business processes.

Risk Management and Policy Framework

The VicBar’s Risk Management Framework was adopted by Bar Council on 4 April 2019. It is aligned to the ISO Standard on Risk Management: AS/NZ ISO 31000:2018.

It has been developed to outline, guide and implement risk management protocols and practices for the organisation and operates to support the achievement of VicBar’s strategic objectives contained in VicBar’s strategic plan. It also operates to guide and support the VicBar’s Risk Register.

Risk Register

VicBar’s Risk Register was adopted by Bar Council on 26 July 2018. It records VicBar’s risk appetite, and provides a mechanism for documenting, managing, monitoring, reviewing, updating and reporting risk information and controls.

The Risk Management Framework is subject to review every two years by Bar Council, whilst the Risk Register is reviewed twice yearly. This ensures appropriate overview of all internal and external influencing factors that contribute to the functioning of VicBar.

The Audit, Finance and Risk Committee reviews the mechanisms in place to ensure compliance with the Risk Management Framework, as well as the adequacy of the controls specified in the Risk Register. The Committee reports to Bar Council following its review.

COMPLIANCE MANAGEMENT FRAMEWORK

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VicBar's [Compliance Management Framework](#) is designed to promote an organisational culture where compliance management is entrenched within VicBar's business processes and operations. It supports the Risk Management Framework and aligns with the key themes under the ISO Standard on Compliance Management Systems: AS/NZ ISO 19600:2015.

The Compliance Framework outlines the mechanisms and responsibilities to be built into the VicBar's organisational culture and business processes in order to achieve continued compliance with all applicable legislative and regulatory obligations and appropriate ethical standards, whilst adhering to the guidelines set under the ISO Standard.

OTHER LEGAL OBLIGATIONS

Bar Council ensures that VicBar complies with all relevant legislation. VicBar's legislative obligations include:

- legislation relating to facilitating improvement in the standards of services provided by members of VicBar, such as the *Professional Standards Act 2003 (Vic)*;
- legislation relating to any delegated functions, such as the *Legal Profession Uniform Law Application Act 2014 (Vic)* and the *Legal Profession Uniform General Rules 2015*;
- legislation aimed at improving safety and protecting the rights of employees, such as the *Occupational Health and Safety Act 2004 (Vic)*, *Equal Opportunity Act 2010 (Vic)* and *Fair Work Act 2009 (Cth)*; and
- legislation relating to the establishment of incorporated associations and the provision of corporate governance, financial management and reporting, and other matters relating to the rules and membership of associations, such as the *Associations Incorporation Reform Act 2012 (Vic)*.

8. EXTERNAL REGULATION AND MONITORING

VicBar is subject to regulation and oversight from a number of external bodies.

Victorian Legal Services Board (VLSB)

The objectives of the VLSB are defined by section 30 of the *Legal Profession Uniform Law Application Act 2014*, as follows:

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- (a) to ensure the effective regulation of the legal profession and the maintenance of professional standards;
- (b) to address the concerns of clients of law practices and legal practitioners through the regulatory system and provide for the protection of consumers of legal services;
- (c) to ensure the adequate management of trust accounts; and
- (d) to contribute to the effective administration of the Legal Profession Uniform Framework through cooperation with other involved entities.

The principal association of the VLSB with VicBar is in the maintenance of the register of practising barristers in Victoria and the issuing of practising certificates, which is a function delegated to VicBar by the VLSB. This includes a delegation to determine suitability matters in relation to practising certificates and show cause matters.

Victorian Legal Services Commissioner (VLSC)

The VLSC is the Chief Executive Officer of the VLSB. In addition to all other functions, powers and duties, the VLSC administers the affairs of the VLSB. The VLSC is responsible for the receipt, investigation and resolution of complaints against lawyers in Victoria, as well as the mediation of disputes between lawyers and their clients.

Professional Standards Councils (PSC)

The PSC are independent statutory bodies established in each state and territory. They have responsibility to lead the national system of professional standards regulation by enabling the creation of professional standards schemes, and by assisting and supervising their operation.

VicBar operates under a professional standards scheme, which binds it to monitoring, enforcing and improving the professional standards of its members, and protecting consumers of the professional services performed by its members.

Under the *Professional Standards Act 2003*, VicBar has an obligation to provide to the PSC information regarding its compliance with the Act, including the provision of an annual Professional Standards Improvement Program Report, which sets out the progress made each year by VicBar with respect to improvement of the standards of practice of VicBar members.

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Legal Practitioners Liability Committee

The Legal Practitioners Liability Committee (LPLC) has been, since 1 July 2005, the compulsory professional indemnity insurer for Victorian barristers (section 100 of the *LPUL Application Act 2014*). In order for barristers in Victoria to obtain a practising certificate, they must first have in place professional indemnity insurance.

9. INTERNAL POLICIES

VicBar’s internal policies are used to guide decisions made by Bar Council in order to achieve rational outcomes. All internal policies are reviewed bi-annually in April and October.

The policy webpage is located [here](#).

CONDUCT POLICIES AND INTERNAL COMPLAINTS PROCEDURES

The VicBar is committed to providing a working environment where barristers and those engaging with barristers can conduct themselves free from bullying, discrimination and sexual harassment.

Conduct policies

The VicBar’s conduct policies commenced operation on 1 July 2018 and demonstrate the VicBar’s stance in relation to this conduct, and the VicBar’s processes for reporting or making a complaint regarding instances of sexual harassment, bullying and discrimination.

[Policy against Sexual Harassment](#)

[Policy against Bullying](#)

[Policy against Discrimination](#)

The Bar Council approved the revised policies which introduce Peer Support Barristers who have volunteered to be contacted by, and provide support to, those who have experiences, or observe, workplace bullying, discrimination and/or sexual harassment.

Grievance Protocol

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The Bar Council and the Ethics Committee have developed a [Grievance Protocol](#) to deal with grievances arising between barristers.

This protocol provides an informal mechanism to resolve grievances about the conduct of barristers in connection with their practice. The protocol allows the Ethics Committee to investigate grievances, make recommendations and encourage resolution of grievances by agreement.

JUDICIAL CONDUCT POLICY

The VicBar is committed to ensuring that its members are always treated appropriately in their engagements with judicial officers. The [Judicial Conduct Policy](#) defines the standards of conduct that members are entitled to expect from judicial officers and outlines the grievance mechanisms that are available to members when those standards are perceived to have not been met.

INVESTMENT PORTFOLIO POLICY

The VicBar's [investment portfolio policy](#) deals with the regulation of VicBar's investment portfolio to ensure that its overall management is consistent with prudent investment decisions and practices.

The objective of the policy is to enable VicBar to prudently manage its financial assets in a manner that supports its budgetary and strategic priorities, providing a flexible and responsive approach to both current and future needs and goals of VicBar.

LEASING OF CHAMBERS

Chamber Rules of Occupancy

The allocation of chambers for members is carried out in accordance with the [Chamber Rules of Occupancy](#) which is a group policy VicBar has with Barristers' Chambers Limited.

BCL's COVIDSafe webpage is located [here](#).

LEAVE POLICIES

Defence Leave

The VicBar has a Defence Leave Policy which assists practising members of VicBar who are Reservists deployed on active service in the Australian Defence Force for

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extended periods as a non-legal officer by providing a rental subsidy and a rebate/discount off their VicBar subscription.

Parental Leave

The Parental Leave Policy is intended to assist those taking leave to care for children by reason of pregnancy or a child coming into their care and custody by providing a rental subsidy and a rebate/discount off their VicBar subscription.

Subsidised Chambers for Indigenous Barristers

The Subsidised Chambers for Indigenous Barristers policy is intended to assist Indigenous barristers financially in the setting up phase of their professional careers by providing a rental subsidy.

TRAVEL POLICY

The VicBar Travel policy was introduced to establish consistent guidelines and procedures for all travellers who incur expenses when engaged in business travel on behalf of the VicBar and outlines the underwriting of certain expenses incurred by those representatives, as well as travel FBT liability.

PROCUREMENT POLICY

The VicBar's procurement activity must demonstrate a fit for purpose and risk conscious approach that ensures value for money outcomes, whilst protecting the reputation of the VicBar. The VicBar's Procurement Policy sets out the requirements for expenditure commitments made on behalf of the VicBar and aligns with VicBar's delegation of authority policy.

PUBLIC SPOKESPEOPLE POLICY

Public statements can be a valuable means of promoting the interests of VicBar and its members. Making public statements, however, also carries risks, including risks to the reputation and standing of VicBar, and to the cohesion of its members. The Public Spokespeople Policy addresses public statements made on behalf of VicBar.

The purpose of the policy is to:

- identify who is authorised to speak publicly on behalf of VicBar;
- identify appropriate forms of public engagement; and
- set out guiding principles for ascertaining when it will be appropriate for VicBar to make public statements.

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CONFLICT OF INTEREST POLICY

From time-to-time, the private interests of Bar Councillors may conflict with their duty to act in the best interests of the VicBar. The Conflict of Interest Policy serves to proactively address actual and potential conflicts of interest by identifying, declaring and actively managing such conflicts.

WHISTLEBLOWER POLICY

The Whistleblower policy sets out how the VicBar manages reporting of suspected or actual misconduct or unlawful activity within VicBar and the protection of whistleblowers from any retaliation that may arise as a result of disclosing misconduct or unlawful activity.

PRIVACY POLICY

The [Privacy Policy](#) sets out how VicBar manages personal information and safeguards the privacy of its members.

RECORD MANAGEMENT POLICY

VicBar recognises that the practice of record keeping is fundamental to good corporate governance. The Record management policy reflects the VicBar's commitment to best practice record keeping and sets out roles and responsibilities for management and supervision of records in line with current legislation.

ACKNOWLEDGEMENTS OF COUNTRY AND WELCOMES TO COUNTRY

Welcomes to Country and Acknowledgments of Country demonstrate respect for Aboriginal and Torres Strait Islander peoples and communities by embedding cultural protocols in the Victorian Bar's processes and functions. This in turn plays an important role in the progression of reconciliation in the legal profession and in the wider community.

NATIONAL MODEL GENDER EQUITABLE BRIEFING POLICY

The Bar Council supports a fair, equitable, dynamic, inclusive and diverse Bar which continues to attract and retain the best talent, male and female. One way it

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does this is by actively promoting the aims of the [National Model Gender Equitable Briefing Policy](#), launched by the Law Council of Australia in June 2016 and formally endorsed by VicBar. The policy is intended to drive cultural change within the legal profession with the ultimate aim that women will be briefed in at least 30 per cent of all matters and paid 30 per cent of the value of all brief fees by 2020.

EQUALITY AND DIVERSITY POLICY

VicBar is committed to promoting equality and diversity in the legal profession. This commitment is consistent with the principles of justice, integrity, equality and the pursuit of excellence upon which VicBar is founded. As part of its commitment to promoting equality and diversity, VicBar affirms the goals set out in its Equality and diversity policy.

PROTOCOLS

Nomination and Appointment of Members to External Bodies

As the governing body of VicBar, nominations and appointments of members to external bodies (as required by legislation, regulations or otherwise) are made by the Bar Council. The Nomination and Appointment of Members to External Bodies Protocol sets out the process VicBar follows in making such nominations and appointments and ensures that a fair opportunity is provided to all members to offer their time and expertise to serve as representatives of VicBar.

Co-hosted conferences and events protocol

VicBar recognises the value of conferences and events to foster excellence at Vicbar and enhance the performance and practice of its members. To this end, it engages cooperatively with Vicbar Committees and Associations to co-host events and conferences, both in Australia and internationally. The protocol sets out the VicBar's approach to co-hosting of events and conferences.

Dispensation protocol

The Dispensation protocol sets out the manner in which the Bar Council will determine applications for dispensation in respect of the operation of clauses 9.1(c) (or 7.2(c)) of the Constitution of the Victorian Bar, including the dispensation principles that it will be guided by.

Data breach response plan

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VicBar is committed to preventing data breach occurrences and ensuring that proper procedures and clear lines of authority are in place in the event that the VicBar experiences a data breach or suspects that a data breach has occurred. The Data breach response plan provides a clear process for effective co-ordination and management of data breaches.

Reserved judgment protocol

If a party or practitioner wishes to enquire about a delay in a Court or Tribunal delivering a reserved judgment in a case in which he or she is a party or acting, they can raise the matter with the President of VicBar as set out in the Reserved judgment protocol.

Receiving and responding to media enquiries protocol

The purpose of the VicBar’s Receiving and responding to media enquiries protocol is to ensure consistency in the messages coming from the VicBar and maximise the ability of VicBar, and in some cases individual barristers, in delivery of positions in the media. It also protects the VicBar from unwanted publicity or badly executed media appearances as much as practicable.

10. VICBAR MANAGEMENT AND STAFF

Executive Director

The Bar Council delegates responsibility for the administration and operations of VicBar to the ED, who reports on a regular basis to Bar Council and the Executive.

The ED’s role is to and oversee the operation and performance of the VicBar generally. The functions of the ED are:

- a) to lead and drive the strategic direction and vision of the Victorian Bar.
- b) lead the executive management team in ensuring high quality and innovative service that meets all quality service delivery and financial targets.
- c) manage the day- to-day operations of the organisation to achieve optimum member outcomes and the effective use of human resources and Bar Association assets.

The ED's key responsibilities include:

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- Implementing Bar Council Policies:
 - Support and implement the policies mandated by the Victorian Bar Council.
 - Provide the Bar Council with comprehensive information, analysis and timely advice on all organisational and governance matters affecting operations of the association.
 - Assisting the Bar Council in meeting the Bar’s obligations under the Legal Profession Uniform Law.
- Leadership with a view to staff morale and wellbeing and engagement:
 - Create an environment and culture that focuses on fulfilling the organisation’s mission, vision, and values and the well-being and engagement of staff.
- Succession planning within organisation:
 - Ensure the organisation is staffed with well-trained, quality, and engaged employees at all times; works closely with the management team to develop effective hiring, training, and compensation plans to retain quality talent.
- Bar membership satisfaction:
 - Lead and mentor staff, engaging and empowering them to be successful in serving members.
 - Review the structure and operations periodically to ensure the structure and framework of the organisation are relevant to members’ needs.
- Managing finances and expenses:
 - Oversee financial performance and risk profile while ensuring that regulatory obligations are met.
 - Ensure the timely submission of month-end financial and operational reviews, monitors organisational performance by

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measuring and analysing results, initiating corrective actions, and minimising the impact of variances; implements operating cost controls in the areas of staffing, supplies, purchased services, etc.

- Data management:
 - Ensure organisational data integrity, utility, security and fit for purpose.
 - Ensure accessibility of digital information for members.

VicBar’s Remuneration Sub-Committee has formal responsibility for ED remuneration and performance review (see section 12 below).

SENIOR MANAGEMENT

Reporting to the ED, the primary responsibilities of senior management include:

- managing VicBar’s internal projects;
- managing employees of the VicBar;
- managing financial, risk, planning, communication, legal and compliance obligations;
- ensuring an appropriate level of access, awareness, training, guidance and communication is provided to members and employees in respect of the above obligations;
- overseeing the preparation of reports to Bar Council and its committees; and
- liaising with key stakeholders both internal and external to VicBar.

Employee Handbook

The [Employee Policy & Procedure Handbook](#) includes a range of employment related policies, procedures, standards and expectations to which all employees of VicBar are expected to understand and adhere to. The Victorian Bar’s COVIDSafe Plan is also included in the handbook.

11. MEMBERSHIP

ELIGIBILITY

In order to become a member of VicBar, a prospective member must:

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- obtain the required qualifications for admission as an officer of the Supreme Court of Victoria or other state and have the required qualifications for admission as an “Australian lawyer;”
- undertake the VicBar Entrance Exam and receive a result of no less than 75%; and
- complete the VicBar Readers’ Course – a specialised 8-week advocacy and ethics course.

In addition to the above, members must, upon entry to VicBar, undertake a 9-month period of reading with an experienced barrister of not less than 10 years standing. During this time, members are referred to as “readers”.

These entry requirements ensure that members are equipped with the knowledge and skills to perform the duties associated with being a barrister.

The VicBar’s entry requirements are outlined in the *Application and Reading Regulations* approved by Bar Council and can be located [here](#).

MEMBERSHIP CATEGORIES

VicBar has four divisions of membership, namely Division A, B, C and D. Division A comprises all counsel practising as barristers, Division B comprises counsel who have accepted judicial or other public office, Division C comprises retired counsel and Division D comprises counsel who are academics.

VicBar keeps a register of all VicBar members.

SUBSCRIPTIONS

Subject to any authorised exemption or waiver, all members of the Victorian Bar are required to pay membership subscriptions. Action, in accordance with clause 11 of the Constitution, may be taken against any member who has not paid his or her subscription.

12. STANDING COMMITTEES

In order to assist it in managing the affairs of VicBar, the Bar Council has established a number of standing committees (and sub-committees) comprised of members of VicBar. Standing committees are able to carry out a more detailed analysis of certain issues and make recommendations for Bar Council to consider. Appointments to standing committees are made in December of each year by Bar

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Council at the recommendation of the President, two Vice-Presidents and the Honorary Treasurer with input from the ED. The Bar Council remains accountable for all decisions.

VicBar standing committees are each established with:

- appropriate roles and purposes;
- procedures and processes relating to agenda, minutes and reporting to Bar Council; and
- a composition that reflects the knowledge and skills required to fulfil the roles and purposes of the committee.

VicBar has established the following standing committees:

- Alternative Dispute Resolution Committee;
- Art and Collections Committee;
- Audit, Finance and Risk Committee;
- Continuing Professional Development Committee;
- Counsel Committee;
- Equality and Diversity Committee;
- Ethics Committee;
- Health and Wellbeing Committee;
- Human Rights Committee;
- Indictable Crime Certificate Committee;
- Indigenous Justice Committee;
- Innovation and Technology Committee;
- Insurance Committee;
- International Advocacy Training Committee;
- International Arbitration Committee;
- Library Committee;
- New Barristers Committee;
- Pro Bono Committee;
- Readers' Course Committee;
- Student Engagement Committee;
- Victorian Bar News Editorial Committee; and
- Remuneration Sub-Committee.

The Committee Charters can be located [here](#).

Alternative Dispute Resolution Committee

The Committee was established to advise and assist with the development of Alternative Dispute Resolution opportunities including mediation, arbitration, adjudication, and conciliation. It facilitates the continuing education of barristers as

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mediators, advises the Bar Council on the accreditation of barristers and other matters relating to VicBar’s role as a Recognised Mediator Accreditation Body, and makes recommendations as to the promotion of barristers as mediators, arbitrators, adjudicators and conciliators within VicBar, the legal profession and the wider public.

Art and Collections Committee

The Committee was established to advise and assist Bar Council with acquiring, maintaining and developing VicBar’s collections of art and artefacts, and to assist in the promotion, preservation and protection of material culture belonging to and associated with VicBar.

Audit, Finance and Risk Committee

The Committee was established to assist Bar Council in fulfilling its oversight responsibility to members relating to:

- the integrity of VicBar’s financial statements;
- the effectiveness of VicBar’s internal controls concerning financial reporting;
- VicBar’s compliance with legal and regulatory requirements; and
- the independent auditor’s qualifications and independence.

Continuing Professional Development Committee

The Committee has responsibility for matters relating to the continuing professional development of barristers, and the compliance by barristers with the Barristers’ CPD Rules and making appropriate recommendations to the Education and Professional Development Executive.

Counsel Committee

The Committee considers and determines suitability matters pursuant to delegations from the VLSB in relation to the grant, renewal, suspension or cancellation of practising certificates.

Equality and Diversity Committee

The Committee was established to advise the Bar Council on policy and law reform initiatives which promote the principles of equality, diversity and inclusion; and to facilitate actions and programmes within VicBar to promote, educate and support its members to realise their maximum potential regardless of differences including

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but not limited to: (a) identifying as LGBTI; (b) disability; (c) gender; (d) cultural diversity; or (e) ethnicity.

Ethics Committee

The Committee has responsibility for matters related to the ethical standards of members of the VicBar.

In particular, the role of the Committee includes:

- providing guidance to members of VicBar on ethical issues; and
- making non-binding resolutions when requested to do so by a member of VicBar as to how the member should conduct himself or herself on an ethical issue.

Health and Wellbeing Committee

The Committee was established to advise, assist and provide services to barristers in relation to the provision of education, encouragement and support in order to help barristers achieve and maintain good physical and mental health.

Human Rights Committee

The Committee has responsibility for assisting and advising the Bar Council on matters related to the recognition, protection and enforcement of human rights under Commonwealth and Victorian law. The Committee's task is to raise for attention issues that affect the liberty and dignity of all persons where those issues engage human rights.

Indictable Crime Certificate Committee

The Committee oversees the development, implementation and promotion of an accreditation scheme for criminal barristers called the Indictable Crime Certificate.

Indigenous Justice Committee

The Committee was established to advise and assist in relation to supporting Indigenous barristers to develop and maintain successful careers at VicBar, for attracting Indigenous lawyers and law students to VicBar, for generally implementing VicBar's vision for reconciliation and for undertaking the functions and responsibilities under the VicBar's RAP.

Innovation and Technology Committee

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The Committee was established to share and promulgate information as to technology-led change in the legal sector generally, opportunities for barristers to use technology to their advantage in their day-to-day practices, court driven changes and changes to the way in which barristers may be briefed.

Insurance Committee

The Committee was established to review the current barristers' professional indemnity insurance cover, identify any issues, changes and developments in insurance and advise and report to the Bar Council with recommendations.

Committee members are equipped with relevant knowledge and expertise and be able to find pragmatic solutions to problems with insurance coverage.

International Advocacy Training Committee

The Committee was established to advise and assist with respect to matters related to the provision of advocacy training and other assistance by the VicBar to members of the legal profession of other countries and making appropriate recommendations to the Education and Professional Development Executive.

International Arbitration Committee

The Committee was established in recognition of the importance of international commercial arbitration and the significant area of commercial opportunities for members of the VicBar.

The Committees advises and assists in relation to:

- providing a variety of services to help members of the VicBar develop their international practices; and
- engagement with key stakeholders to promote the aims of the Committee.

Library Committee

The Library Committee oversees the quality and suitability of VicBar's library resources.

New Barristers Committee

The Committee was established to provide support for barristers under six years' call, assisting those members to adjust to the demands of practice at VicBar.

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The Committee examines ways to improve professional opportunities available to, promote delivery of targeted CPD for, and provide networking opportunities for, new barristers.

Pro Bono Committee

The Committee has responsibility for advising Bar Council in matters related to the provision of pro bono services by members of VicBar. The committee oversees the VicBar’s pro bono schemes, including the scheme administered by Justice Connect on behalf of VicBar. The Committee’s role also includes gathering data about the pro bono activities of barristers and having input into Bar Council policy and submissions regarding pro bono work.

Readers’ Course Committee

The Committee has responsibility for matters related to the management and administration of the Readers’ Course of the VicBar.

The roles of the Committee include:

- determining the content of the Readers’ Course and overseeing its organisation and delivery;
- overseeing the conduct and assessment of the Entrance Exam for the Readers’ Course;
- co-ordinating training for instructors in the Readers’ Course;
- publishing statements from time to time describing the role and duties of a mentor;
- reviewing the *Application and Reading Regulations* and,
- making appropriate recommendations to the Education and Professional Development Executive.

Student Engagement Committee

The Committee was established to engage with secondary school and university students to raise awareness as to the work of barristers, facilitate opportunities for students to undertake work experience, and promote VicBar as a career choice.

Victorian Bar News Editorial Committee

The Committee was established to manage the preparation and distribution of the bi-annual Victorian Bar News publication.

Remuneration Sub-Committee

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The Remuneration Sub-Committee is comprised of members of the Bar Council Executive, and has responsibility for the review of the ED’s remuneration as well as ED accountability criteria, including performance objectives and key performance indicators. It also ensures that the ED sets and monitors key performance indicators for VicBar staff, and reports to Bar Council as against key performance indicators and other performance criteria.

The Terms of Reference can be located [here](#).

13. DELEGATED FUNCTIONS

Pursuant to an Instrument of Delegation dated 29 May 2018, the VLSB has delegated to VicBar its functions, duties and powers, insofar as they relate to barristers, including under the following parts of the LPUL:

Part 3.3, Division 2 – Australian practising certificates

Part 3.3, Division 3 – conditions of Australian practising certificates

Part 3.5, Division 2 & 3 – variation, suspension or cancellation of practising certificates

Part 3.5, Division 4 – show cause procedure

Part 5, Division 3 (of the Application Act) – approval of clerks

Rules 13 – 16 of the *Legal Profession Uniform Law CPD (Barristers) Rules 2015* relating to granting exemptions and undertaking audits of barristers’ CPD activities.

A copy of the delegations held by the VicBar can be found [here](#).

The Counsel Committee considers and determines suitability matters in relation to practising certificates and the occurrence of show cause events disclosed by barristers under the LPUL.

14. CLERKS

Clerks are employed by barristers to organise their bookings and provide messaging, telephone and accounting services.

Under VicBar’s [clerking regulations](#), VicBar can license a person to act as a clerk provided that VicBar is satisfied that the person is fit and proper to act as a clerk; will be financially viable as a clerk; and will be able to provide adequate services as a clerk. The clerking regulations apply to all clerks who have been licensed by the VicBar.

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Regulation of the clerking system has two aspects:

- (a) The operation of clerks' trust accounts (into which all trust moneys must be paid) is licensed and overseen by the VLSC; and
- (b) The regulation of licensed clerks through a voluntary contractual licensing system overseen by VicBar, which focuses on the operation of clerks' clearing accounts (into which all barristers' moneys should be paid) and the capability of clerks to provide adequate clerking services to barristers on their respective lists. Under the licensing system, licensed clerks are required to comply with VicBar's clerking regulations.

15. BAR ASSOCIATIONS

There are a number of internal VicBar associations made up of barristers who practise in a particular area. Whilst the VicBar supports these associations and their activities, the Bar Associations have an independent voice. They include the –

- Commercial Bar Association;
- Children's Court Bar Association;
- Criminal Bar Association;
- Common Law Bar Association;
- Compensation Law Bar Association;
- Family Law Bar Association;
- Industrial Bar Association;
- Migration Law Association;
- Military Bar Association;
- Tax Bar Association; and
- Women Barristers' Association.

VicBar is also a constituent member of each of the Law Council of Australia and the Australian Bar Association. The Law Council of Australia is governed by its own Board of Directors and VicBar appoints one person as its constituent appointed director on the Board of Directors. Similarly, each year the VicBar nominates a director representative to the Australian Bar Association Board of Directors, who is usually the current President of the Bar Council at that time.

16. FRAMEWORK FOR SUBSIDIARIES

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VicBar has developed a framework for the establishment and governance of entities in which VicBar controls a majority of the shares or voting rights.

VicBar recognises that a balance is required to achieve strategic and operational integration between VicBar and its subsidiaries and that it needs to consider the interests of its subsidiaries in its decision making.

The governance framework for subsidiaries is attached at Appendix A.

17. DIVERSITY AND INCLUSION

RECONCILIATION ACTION PLAN

The VicBar first introduced a Reconciliation Action Plan (**RAP**) in 2012. It since renewed its RAP in 2017, and again in 2021. The VicBar is committed to meeting the deliverables under its second Innovate RAP for 2021 – 23, which has received endorsement from Reconciliation Australia. The Bar Council, with the support of the Indigenous Justice Committee, actively monitors its progress against each RAP target and its overall compliance with the RAP.

DIVERSITY AND INCLUSION

The VicBar is committed to promoting equality and diversity in the legal profession. Such an approach is consistent with the principles of justice, integrity, equity and the pursuit of excellence upon which VicBar is founded.

VicBar has a number of Committees, Working Groups and Bar Associations that each have, as a key purpose, the aim of supporting human rights, and/or promoting equality, diversity and inclusion.

The VicBar [Diversity & Inclusion Brochure](#) and information about VicBar’s work in the area of diversity and inclusion is available on the VicBar website.

18. ANNUAL AUDITS, REPORTS AND REVIEWS

As part of its legislative and regulatory obligations, the VicBar must conduct a number of audits, reports and reviews as outlined below.

PSIP REPORT

As noted, the VicBar operates under a professional standards scheme, which amongst other things, requires annual reporting obligations to be met. VicBar’s

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compliance with its legislative and reporting obligations are reported through the Professional Standards Improvement Program Report (PSIP Report), which is submitted to the PSC each year following approval from Bar Council.

The PSIP Report focuses on:

- scheme compliance monitoring and review, including the implementation of the five-year risk management plan that formed part of VicBar’s original application for a PSS;
- risk analysis, management and mitigation;
- complaint handling and discipline systems;
- continuing professional development; and
- PII insurance claims data.

PROFESSIONAL STANDARDS SCHEME AUDIT

To comply with their obligations under the *Professional Standards Act 2003 (Vic)*, members of VicBar who participate in VicBar’s PSS must comply with the PSC’s guidelines that require all scheme participants to disclose their limited liability status on all documents given to clients or prospective clients that promote or advertise their occupation.

Members of the scheme are required to declare their compliance annually through a random sampling PSS audit conducted by the VicBar.

Results of the audit are reported to Bar Council and included in the PSIP Report submitted to the PSC.

CPD AUDIT

The Continuing Professional Development (CPD) audit is conducted by VicBar annually at the end of each CPD year (1 April - 31 March). It is conducted to ensure that barristers are compliant with the requirements of the *Legal Profession Uniform Continuing Professional Development (Barristers) Rules 2015 (CPD Rules)* and in particular, to ascertain whether they have earned the requisite number of CPD points for the year as stipulated by the CPD Rules.

In April of each year, 5% of practising Victorian Bar members are randomly selected to participate in the audit. Barristers selected to participate are required to submit their record of attendance for the previous CPD year. Those who declare that they have not complied with the CPD requirements are required to

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provide a rectification plan detailing how they will earn any points that remain outstanding. Barristers who are non-compliant with the CPD Rules and do not engage in rectification, or who are uncontactable, are not issued with a practising certificate and notification is made to the VLSB.

FINANCIAL AUDIT

VicBar management (including the Chief Executive Officer and the Manager for Finance and Membership) is responsible for the preparation, presentation and integrity of VicBar’s financial statements.

Every financial year, the accounts of the VicBar are audited by an appropriately qualified person or body appointed at the preceding year’s annual general meeting pursuant to clause 70.2 of the VicBar Constitution. The independent auditor is responsible for auditing the VicBar’s financial statements and the effectiveness of internal controls over financial reporting.

The results of the financial audit are reported to the Bar Council and the Audit Risk and Finance Committee.

CLERKING AUDIT

By 31 October each year, VicBar’s clerking regulations require licensed clerks to provide to the Bar Council and to the relevant list committee:

- a) a report of the annual compliance audit of the barristers’ clearing account (regulation 24(a)); and
- b) an annual attestation in respect of the previous financial year that all transactions undertaken through the barristers’ clearing account have been processed in accordance with the *Clerking Regulations 2020* (regulation 24(b) to (e)).

Further by 14 November each year, regulation 27 of the clerking regulations requires each clerk list committee to provide a statement in writing to the Bar Council outlining:

- a) the date of the last annual general meeting of the list;
- b) the name of each person who is a member of the list committee at the time of the written statement, and the date on which that person was elected or appointed to the list committee;

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- c) whether the list committee has satisfied itself that in the preceding financial year the clerk has complied with the Regulations;
- d) in the event that the list committee is aware that there has been non-compliance with the Regulations in the preceding year, the steps that the clerk and the list committee have taken, are taken or propose to take to rectify such non-compliance; and
- e) whether the list committee has determined that the clerk satisfies and will likely continue to satisfy the licensing criteria.

If the Bar Council determines that a clerk has not discharged its obligations under the clerking regulations it may require the clerk to provide the reasons for this and outline what actions it will take to ensure that any non-compliance will not be repeated.

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Appendix A: Governance Framework for Subsidiaries

OBJECTIVES OF THE FRAMEWORK

- To achieve strategic and operational integration between the VicBar and its subsidiaries, whilst considering the interests of both the VicBar and the subsidiary in its decision-making;
- To establish a best practice approach for governance that is consistent with, or in addition to, governance requirements that may be imposed by applicable laws or through policies or procedures; and
- To manage subsidiaries with an approach that supports the VicBar’s strategic objectives and operational requirements, ensuring an appropriate level of oversight over the activities of subsidiaries.

SCOPE

The governance framework for subsidiaries is intended to apply to entities in which VicBar holds a majority of shares or voting rights.

It is not intended to include joint ventures, partnerships or other entities in which the VicBar has a minority interest (i.e. less than 50% controlling interest).

PURPOSE OF THE SUBSIDIARY

The purpose of the subsidiary should be clearly articulated in its constituent documents. The formation or acquisition of subsidiaries by VicBar must be approved by Bar Council, and be supported by clear and cogent reasons for the formation or acquisition in its board papers.

The establishment or acquisition of subsidiaries should be limited to the extent necessary to reduce compliance costs and alleviate risks that can arise from the performance of functions once removed from the parent entity, VicBar.

SUBSIDIARY BOARD

A subsidiary must have an independent board to make decisions about its management and direction, however, it is essential for VicBar to have adequate visibility over the composition of the board and the overall operations of the subsidiary in order to reduce risk.

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SUBSIDIARY BOARD MEETINGS

A subsidiary of the VicBar is required to follow best practice governance in its board meeting procedures, such as agenda setting, circulation of board papers, minutes of meeting and ensuring that all statutory requirements are complied with, including dealing with potential conflicts of interest and confidentiality.

Board meetings must be held at regular intervals to allow directors to effectively discharge their directors' duties, including timely decision making, overseeing the operations of the subsidiary and monitoring the subsidiary's compliance, performance and solvency.

APPOINTMENT AND REMOVAL OF DIRECTORS

The directors and the director nominated to be chairperson of the subsidiary are to be appointed or reappointed following consultation with VicBar. Such consultation is designed to ensure that the chairperson and directors of subsidiaries have the skills, expertise and experience required to manage and administer the business of the subsidiary and, further, to ensure that the composition of the board has the capacity to govern the subsidiary to meet its strategic objectives.

The requirements for the composition of each subsidiary must be expressly stipulated in the constituent documents of the subsidiary.

The constitution of a subsidiary must not allow for the appointment of alternate directors or the removal of directors without consultation with Bar Council.

DELEGATIONS AND DECISIONS

The subsidiary board is responsible for the setting of its strategy, and overseeing and monitoring performance. However, as far as possible, its strategic direction should align with and support the VicBar's Strategic Plan and values specified therein.

Prior to entering a major commitment or transaction, or formulating key business plans, the subsidiary must consult with VicBar in order to consider and assess the material impact that such a proposal would have against the risk profile of VicBar and the subsidiary, whilst considering the best interests of VicBar and the interests of the subsidiary.

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GROUP POLICIES

Group policies should generally be adopted by VicBar’s subsidiaries to ensure alignment with the policies and practices of VicBar insofar as it is determined by Bar Council that the policy is appropriate for the subsidiary entity.

Generally, the subsidiary’s risk management framework or risk management plan should form part of the VicBar’s risk management framework. Other policies and governance documents adopted by the subsidiary should reflect the values of the VicBar and be based on the VicBar’s policies where appropriate. The subsidiary’s strategy, functions and activities are required to be aligned with the VicBar’s Strategic Plan where possible to promote corporate cohesion and operational efficiency.

REPORTING AND COMMUNICATIONS

Subsidiary reporting and communications are important to assure VicBar that well-informed and timely actions are taken to minimise risk to both VicBar and the subsidiary, which may potentially arise from the subsidiary’s operations.

The subsidiary must communicate with VicBar in a timely manner and report regularly as to key performance indicators. Key risks and mitigations are also to be brought to the attention of Bar Council, to allow for informed decision-making and to ensure that consistency, transparency and efficiencies are maintained.

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