



# Stephen Cullen

Consultant

*“ Stephen uses his vast experience in governance and law to explain various complexities in an understandable and engaging manner. ”*

*“ Stephen made us feel as if we can make positive changes easily. His workshop reshaped my commitment to my role on the board. ”*

## Short Profile

- Commercial lawyer with over 30 years' experience – both top tier law firm and in-house;
- Company secretary with extensive corporate governance and compliance experience;
- Not-for-profit experience and interest;
- Corporate governance consultant and trusted adviser on diverse range of legal issues;
- Personable relationship builder with excellent negotiation and communication skills;
- Strategic thinker and innovative problem solver;
- Acclaimed conference speaker and seminar facilitator.

### Qualifications

Bachelor of Arts (UQ)

Bachelor of Laws (Honours) (UQ)

Admitted to practice law in Queensland

High Potential Leadership Program, Harvard Business School 2008

Certificate of Superannuation, Macquarie Uni 2001

## Governance History

- Consultant at Board Matters Pty Ltd, a governance advisory and development consultancy assisting boards and governing bodies of companies, organisations and enterprises across Australia;
- Former Director, Museums & Galleries Queensland;
- Former Chair, Finance Audit & Risk Management Committee and Former Board Member, Lutheran Community Care (one of Queensland's largest aged care and disability service providers);
- Member, Queensland Law Society Not-for-Profit sub-committee.

## Relevant Experience

For over 20 years as a lawyer with Minter Ellison (an Australian-based international law firm), Stephen assisted clients on corporate governance and compliance systems, corporation law, financial services and superannuation. In this role, Stephen mastered and explained a range of new, complex laws, firstly in relation to property (retail shop leases) and then in corporate law (including financial services and GST). Stephen assisted a number of boards in corporate mergers and acquisitions, developing corporate constitutions and governance agreements and policies, and designing regulatory compliance systems. He successfully advocated for changes in the law, developed staff training programs and became a notable speaker at Queensland and interstate conferences and seminars.

As Company Secretary and General Counsel with Sunsuper (one of Australia's largest not-for-profit superannuation funds) for over 7 years Stephen exercised key delegated responsibilities from the Board and CEO. Some of his key achievements were:

- Complex legal advice to meet strategic goals and implementation of major legislative changes;
- Development and restructure of the corporate governance framework (including charters, policies and delegations);
- Improvement of board and executive inductions and training, and management of staff technical training;
- Effective constitutional change, stakeholder communication and Government liaison and advocacy;
- Development of efficient corporate secretarial systems;
- Design and development of an unblemished compliance system and workable systems for knowledge management;
- Specialist corporate governance legal advices on a range of strategic and boardroom issues;
- Negotiation and contracting with merger partners and major suppliers;
- Trusted Board and Chair relationships including respected counsel on discreet and strategic matters.

## **Consulting Focus**

As a consultant, Stephen works for a range of for-profit and not-for-profit organisations, and believes the true purpose of corporate governance is to harness a board's collective energy and skills to drive a dynamic organisation for the creation of stakeholder value (including the delivery of mission and services). Stephen uses his deep practical and theoretical understanding of corporate governance in the following areas:

- Developing and undertaking governance evaluations, and board composition and competencies assessments;
- Creating and implementing tailored board and management development programs;
- Conducting governance structural reviews;
- Drafting, and advising on, constitutions, charters, by-laws, policies and procedures;
- Company secretarial advice and mentoring;
- Developing corporate risk management frameworks;
- Regulator liaison and government advocacy;
- Specialised governance and related legal advice on a range of specific boardroom and secretarial issues.

## **Other Activities**

Stephen has been a course examiner or presenter for a number of industry organisations, including the Governance Institute of Australia (previously Chartered Secretaries Australia). He is a past member of:

- Australian Corporate Lawyers Association;
- Australian Compliance Institute;
- Australian Institute of Company Directors;
- Australian Property Council Retail sub-committee;
- Qld Law Society Retail and Revenue sub-committees;
- Taxation Institute of Australia.