



NOTICE OF SPECIAL MEETING

To: Mayor Bill Spragg

Councillors	Ward
Councillor Ron Nelson Councillor Jan-Claire Wisdom	Manoah
Councillor Ian Bailey Councillor Jan Loveday	Marble Hill
Councillor Kirrilee Boyd Councillor John Kemp Councillor Nathan Daniell	Mt Lofty
Councillor Andrew Stratford Councillor Lynton Vonow	Onkaparinga Valley
Councillor Linda Green Councillor Malcolm Herrmann	Torrens Valley

Notice is hereby given pursuant to the provisions under Section 82 of the Local Government Act 1999 that a Special meeting of the Council will be held on:

Thursday 06 September 2018
6.00pm
63 Mt Barker Road Stirling

Business of the meeting:

1. GAROC Nominations to the LGA

A copy of the Agenda for this meeting is supplied under Section 83 of the Act.

Meetings of the Council are open to the public and members of the community are welcome to attend. Public notice of the Agenda for this meeting is supplied under Section 84 of the Act.

Andrew Aitken
Chief Executive Officer



AGENDA FOR SPECIAL MEETING

Thursday 06 September 2018
6.00pm
63 Mt Barker Road Stirling

ORDER OF BUSINESS

Council Vision

Nurturing our unique place and people

Council Mission

Delivering activities and services which build a resilient community, sustain our built and natural environment and promote a vibrant economy

1. COMMENCEMENT

2. OPENING STATEMENT

“Council acknowledges that we meet on the traditional lands of the Peramangk and Kurna people and we recognise their connection with the land.

We understand that we do not inherit the land from our ancestors but borrow it from our children and in this context the decisions we make should be guided by the principle that nothing we do should decrease our children’s ability to live on this land.”

3. APOLOGIES/LEAVE OF ABSENCE

3.1. Apology

3.2. Leave of Absence

4. DECLARATION OF INTEREST BY MEMBERS OF COUNCIL



5. BUSINESS OF THE MEETING

5.1. *Greater Adelaide Regional Organisation of Councils (GAROC) Nominations to the LGA*

- 1. Council resolves that the report be received and noted.*
- 2. Council nominates _____ to the Local Government Association as a Member representing the Greater Adelaide Regional Organisation of Councils (GAROC).*

6. CONFIDENTIAL ITEMS

Nil

7. CLOSE SPECIAL COUNCIL MEETING

**ADELAIDE HILLS COUNCIL
SPECIAL COUNCIL MEETING
Thursday 6 September 2018
AGENDA BUSINESS ITEM**

Item: 6.1

Originating Officer: Lachlan Miller, Executive Manager Governance & Performance

Responsible Director: Andrew Aitken, Chief Executive Officer

Subject: GAROC Nomination to the Local Government Association

For: Decision

SUMMARY

The Local Government Association is currently reviewing its governance structures and this includes its two constituent bodies being the South Australian Regions of Councils (SAROC) representing the regional councils and the Greater Adelaide Region Organisation of Councils (GAROC) representing the metropolitan councils. The terms of reference for these bodies are still being finalised as part of the governance review.

The role of GAROC is detailed as a regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions.

It is worth noting at this point that AHC has been a member of Metropolitan Local Government Group (MLGG) for a considerable period of time and the MLGG will evolve to be the constituent membership of GAROC.

The new GAROC Terms of Reference includes provisions for the calling of nominations to fill eight (8) members of GAROC from the Greater Adelaide region.

RECOMMENDATION

- 1. Council resolves that the report be received and noted.**
 - 2. Council nominates _____ to the Local Government Association for a Member position on the Greater Adelaide Regional Organisation of Councils (GAROC) Committee.**
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1. GOVERNANCE

➤ Strategic Management Plan/Council Policy

Goal Organisational Sustainability
Strategy Governance

➤ Legal Implications

GAROC will be created under clause 19 of the revised Local Government Association of South Australia Constitution as one of two regional organisations, the other being the South Australian Regions of Councils (SAROC).

GAROC will operate under its own Terms of Reference and members owe a fiduciary duty to the Committee and not to their council.

➤ Risk Management Implications

While Council has little direct influence in the election of members to GAROC, the need for robust governance practices at the regional grouping level and with the LGA Board (resulting from the governance review) will assist in mitigating the risk of:

Poor governance practices occur which lead to a loss of stakeholder (i.e. customer and regulator) confidence and/or legislative breaches.

Inherent Risk	Residual Risk	Target Risk
Extreme (5C)	Medium (3D)	Medium (3D)

➤ Financial and Resource Implications

GAROC does not pay sitting fees and clarification is required as to whether GAROC funds travel and related expenses. It is anticipated that costs associated with GAROC will be funded by the LGA and therefore indirectly by the membership fees of councils.

➤ Customer Service and Community/Cultural Implications

There are no direct end-user customer service implications regarding the nomination of members to GAROC.

➤ Environmental Implications

Not directly applicable.

➤ Engagement/Consultation conducted with Council Committee, Regional Subsidiary, Advisory Group, the Administration and Community

Consultation on the development of this report was as follows:

Council Committees: Not Applicable

Council Workshops: Not Applicable

Advisory Groups: Not Applicable
Administration: Not Applicable
Community: Not Applicable

2. BACKGROUND

LGA Governance Review

Under the current Local Government Association of South Australia (LGASA) governance arrangements there are a number of regional organisations established under s43 of the *Local Government Act 1999* to represent geographically aligned groups of councils.

The LGASA is currently reviewing its governance structures and this includes its two constituent bodies being the South Australian Regions of Councils (SAROC) representing the regional councils and the Greater Adelaide Region Organisation of Councils (GAROC) representing the metropolitan councils. The terms of reference for these bodies are still being finalised as part of the governance review.

The role of GAROC is regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions.

The GAROC Regional Groupings consists of:

Adelaide Hills Council	City of Onkaparinga
City of Burnside	City of Playford
Campbelltown City Council	City of Port Adelaide Enfield
City of Charles Sturt	City of Prospect
Town of Gawler	City of Salisbury
City of Holdfast Bay	City of Tea Tree Gully
City of Marion	City of Unley
City of Mitcham	Town of Walkerville; and
City of Norwood, Payneham & St Peters	City of West Torrens.

AHC has been a member of Metropolitan Local Government Group (MLGG) for a considerable period of time and the MLGG will evolve to be the constituent membership of GAROC.

It is recognised that the Adelaide Hills Council is also a constituent council of the Southern & Hills Local Government Association (S&HLGA) along with Alexandrina Council, the Mount Barker District Council, the City of Victor Harbor, Kangaroo Island Council, and Yankalilla Council. At a Special Council Meeting held 14 August 2018, Council received and noted a report on SAROC nominations.

Nomination for Members of GAROC

The new GAROC Terms of Reference (TOR) includes provisions for the calling of nominations for eight (8) members of GAROC by no later than 3 months prior to the AGM, although the Returning Officer has extended the nomination period for members of GAROC to **Friday 7 September 2018** to allow for further council meetings to consider GAROC nominations.

The GAROC TOR requires that a person nominating as a member of GAROC must be a representative of a member on the GAROC Regional Grouping – clause 4.3.3.

3. ANALYSIS

Council may consider nominating a Council Member from the Adelaide Hills Council, a Council Member from one of the named member councils or may determine not to provide a nomination.

In the event Council decide to nominate a candidate and the returning officer receives more nominations than available positions for GAROC, a ballot will occur. This in turn does not ensure any nomination Council makes will be elected to GAROC.

4. OPTIONS

Council has the following options:

- I. To receive and note the report (Recommended)
- II. For Council to make a nomination to the Local Government Association for a Member position on the Greater Adelaide Regional Organisation of Councils (GAROC). (Recommended)
- III. To resolve to determine an alternate course of action (e.g. not provide a nomination)

5. APPENDICES

- (1) Call for Nominations for Members of GAROC – LGA President - 26 July 2018

Appendix 1

*Call for Nominations for Members of GAROC
LGA Chief Executive Officer / LGA Returning Officer
26 July 2018*

In reply please quote our reference: ECM 663280

26 July 2018

Mr Andrew Aitken
Chief Executive Officer
Adelaide Hills Council
PO Box 44
WOODSIDE SA 5244
Emailed: aaitken@ahc.sa.gov.au

Dear Andrew

Call for Nominations for Members of GAROC

The LGA hereby calls for nominations to fill the eight (8) position on the Greater Adelaide Regional Organisation of Councils (GAROC) to commence office from the conclusion of the 2018 LGA Annual General Meeting and to remain in office until the conclusion of the 2020 AGM. A nomination form for the position of member of GAROC is attached and must be received by me, no later than **5pm Friday August 24 2018**.

As you may be aware, the LGA membership adopted a new Constitution at the 2018 Ordinary General Meeting (OGM) which, amongst other items, provided for the LGA Board to adopt a Terms of Reference (TOR) for GAROC. The GAROC TOR outlines how members can be elected to GAROC, the function of GAROC and how GAROC will operate. A full copy of the GAROC TOR, as adopted at the July 2018 LGA Board meeting, can be found on the LGA's website.

The new GAROC TOR includes provisions for the calling of nominations for eight (8) members of GAROC from the Greater Adelaide region (see below for list of eligible councils) by no later than 3 months prior to the AGM before the officers are due to retire. In addition, ballot papers are required to be distributed at least 6 weeks prior to the AGM.

Accordingly, I write to you in your capacity as the Chief Executive Officer of an Ordinary Member Council of the Greater Adelaide region to invite nominations from your council for a position on GAROC.

Pursuant to clause 4.2.1 of the GAROC TOR the number of positions available are up to 8 GAROC members to represent the Greater Adelaide region. If the number of nominations exceeds the number of vacancies, the representatives will be elected from those persons who are nominated.

A nomination as a Member GAROC representing the Greater Adelaide Metropolitan area must be a member of one of the following councils:

- Adelaide Hills Council
- City of Burnside
- Campbelltown City Council
- City of Charles Sturt
- Town of Gawler
- City of Holdfast Bay
- City of Marion

- City of Mitcham
- City of Norwood, Payneham & St Peters
- City of Onkaparinga
- City of Playford
- City of Port Adelaide Enfield
- City of Prospect
- City of Salisbury
- City of Tea Tree Gully
- City of Unley
- Town of Walkerville; and
- City of West Torrens.

A nomination may only be made by resolution of the council and using the **enclosed** form. The form must be signed by both the candidate nominated by the council to indicate his/her willingness to stand for election, and by you as the Chief Executive Officer of the nominating council.

Voting

As the Returning Officer I am required to conduct a ballot if the number of nominations for GAROC exceeds the required number of candidates. If a ballot is required, the distribution of ballot papers to councils will include any information provided by the candidates to the Returning Officer in accordance with the requirements specified in clause 4.4.5 of the GAROC TOR (copy attached).

Timetable

Key (indicative) timings and GAROC Terms of Reference provisions are outlined in the following table:

Indicative Timing	Headline	SAROC TOR Provision
n/a	Returning Officer	Returning Officer for all LGA electoral matters is the Chief Executive Officer (SAROC/GAROC Clause 4.4.1)
23 July 2018	Nominations Called	CEO to write to members of GAROC calling for nomination for position of members of GAROC (Clause 4.3.2), at least 3 months before AGM (last date 26 July)
24 August 2018	Nominations Close	Nominations must be received by the CEO no later than 5pm on the day specified for the close of nomination (GAROC Clause 4.3.4). Council's will have 5 weeks to lodge their nominations
n/a	Nominations equal to vacancies	If the number of nominations received equals the number of vacant positions each candidate is elected and takes office at the conclusion of the AGM (SAROC/GAROC Clause 4.4.3)
3 September 2018	Ballot papers prepared and posted	CEO shall deliver ballot papers to each member at least 6 weeks before AGM GAROC Clause 4.4.5(a)) (last date 14 Sept)
18 October 2018	voting closes	The new constitution does not specify when voting closes; thus it is up to the CEO as returning officer to determine this with

Indicative Timing	Headline	SAROC TOR Provision
		reference to Clauses 29.5.6 (President) & (Clause 4.4.5(f) (SAROC/GAROC) for counting of votes. Council's will have 7 weeks to lodge their votes.
19 October 2018	Counting of votes	The CEO shall nominate the date, time and place for the counting of votes (President Clause 29.5.6) (SAROC/GAROC Clause 4.4.5(f))
26 October 2018	Final declaration of result	CEO shall declare the candidate with the most votes elected at the AGM (SAROC/GAROC Clause 4.4.5(h))
26 October 2018	Takes office	SAROC/GROC members take office at the conclusion of the AGM (SAROC/GAROC Clause 4.5)
26 October 2018	Voting for Board Members	SAROC/GAROC will elect 3 of its members (plus its Chair) to the Board of Directors (Clause 6.4.1) who's term of office commences after the AGM. The SAROC/GAROC TOR is silent on how and when this should occur. However, it is believed that each should meet at the conclusion of the AGM for the purpose of electing a chair and members onto the Board of Directors.

All nominations (and any accompanying candidate information) must be addressed to me as the LGA's Returning Officer and must be received by 5:00pm Friday August 24 2018.

Extracts from the relevant section of the GAROC TOR relating to nominating and electing members to GAROC is attached for your information.

LGA Board Appointments

In addition, under the New LGA Constitution and the GAROC TOR, once members are elected to GAROC, these members will then elect a Chair and three GAROC members to represent the Greater Adelaide Region on the LGA Board. These GAROC LGA Board Directors will be accompanied by their equivalent from SAROC as well as the President and Immediate Past President, to form the ten (10) member LGA Board of Directors.

Timing of LGA Election

The issue in relation to the timing of the LGA Elections and the timing of the Local Government general elections has been raised by a number of members.

Recent changes to the LGA Constitution provided for the election of President, SAROC and GAROC members, and to the LGA Board to take effect from the LGA's AGM, every other year. This was part of the modernization of the LGA Constitution to reflect more contemporary corporate governance practices where, like most companies and organisations, the President and Board take office from the AGM. This enables the outgoing President to deliver their annual report, the LGA's annual report and finance statements for the preceding year, before handing over to the incoming President.

It is acknowledged that because of the timing of the AGM, the election of LGA Board and President, and the local government general election; that there is the potential for the President and/or a Board member(s) to not be elected in their respective council and thus causing a casual vacancy. It is also noted that this situation could also occur if the election of LGA office holders was held, say three to six months after of the Local Government Elections to coincide with the LGA's OGM. In fact the old Constitution foreshadowed this occurrence and outlined how a replacement President would be elected. Under the new Constitution, the casual vacancy provisions would apply.

Thus there is no ideal time to hold elections for office bearers for the LGA when the end of term coincides with the general council elections. However, the general view is, that it is preferable for a new Board and President to take office at the AGM and as soon as possible around a general council election to ensure the Board and President can maximise the use of a two year term, rather than be put in a holding pattern until a new Board is elected following council elections.

If you have any questions in relation to the election process, please contact me or Dr Andrew Johnson on 8224 2094 or andrew.johnson@lga.sa.gov.au.

Yours sincerely



Matt Pinnegar

Chief Executive Officer/ LGA Returning Officer

Telephone: (08) 8224 2039

Email: matt.pinnegar@lga.sa.gov.au

Attachments:

- 1 2018 Nomination Form – SAROC
- 2 Candidate Information Sheet
- 3 Extract from LGA GAROC TOR – Section 4

2018 Nomination Form

GAROC

Nominee's Council	<i>(insert name of council)</i>
Nominee's Name (full name)	<i>(insert title, first name and surname)</i>
Declaration and signature of nominee	<p>I hereby accept such nomination and consent to act as President if so elected.</p> <p>Signature:</p> <p>.....</p>
Signature and name of Nominating Council's CEO	<p>Signature:</p> <p>.....</p> <p><i>(insert name)</i></p>
Dated	<i>(insert date)</i>

This form is to be sent to the LGA Returning Officer

Close of nominations 5:00pm Friday 24 August 2018

Candidate Information Sheet

GAROC

(word limit is strictly 1,000 words)

Name:	<i>(insert title, first name and surname)</i>
Council:	<i>(insert council name)</i>
Local Government Experience & Knowledge	<ul style="list-style-type: none"> <i>(insert)</i>
Local Government Policy Views & Interests	<ul style="list-style-type: none"> <i>(insert)</i>
Other information	<ul style="list-style-type: none"> <i>(insert details of leadership, board, corporate governance experience etc)</i>

This form must accompany the Nomination Form

Extract – GAROC Terms of Reference

Clause 4 – GAROC

4. GAROC

4.1. Role

The role of GAROC is regional advocacy, policy initiation and review, leadership, engagement and capacity building in the region(s).

4.2. Membership

4.2.1. The GAROC Regional Grouping of Members listed in the schedule to these Terms of Reference will elect in accordance with clause 4.3 and 4.4 from the Members of the GAROC Regional Grouping eight (8) Council Members of Members in the GAROC Regional Grouping to GAROC provided that each person elected is from a different Member.

4.2.2. In addition to the members of GAROC elected in accordance with clause 4.2.1, the Lord Mayor of the City of Adelaide or his or her nominee (also being a Council Member of the City of Adelaide) will be a standing member of GAROC.

4.3. Nominations for election to GAROC

4.3.1. The members of GAROC will be elected biennially.

4.3.2. In the year in which GAROC members will be elected, and at least 3 months before the Annual General Meeting, the Chief Executive shall write to all Members of GAROC as listed in the schedule calling for nominations for the membership of GAROC.

4.3.3. A nomination of a person as a member of GAROC must be by resolution of the Member received by the Chief Executive not later than 5 pm on the day specified for the closure of nominations (**Close of Nominations**). A nomination must be signed by the candidate indicating his or her willingness to stand for election and be in the form determined by the Chief Executive.

4.4. Election to GAROC

4.4.1. The Chief Executive shall be the returning officer for any election of members to GAROC.

4.4.2. After the Close of Nominations, the Chief Executive will notify Members of the GAROC Regional Grouping of the candidates for membership of GAROC nominated in the Regional Grouping of Members.

4.4.3. If the only nominations received from a Regional Grouping of Members by the Close of Nominations match the membership positions described in clause 4.2.1 then the Chief Executive will declare those persons duly elected to those membership positions.

- 4.4.4. If the number of persons nominated by the Close of Nominations by the Regional Grouping of Members exceeds the number of membership positions described 4.2.1 then an election for the purpose of clause 4.2.1 must be held in accordance with this clause.
- 4.4.5. In the event of an election being required, the Chief Executive shall conduct the election as follows:
- (a) at least six weeks before the Annual General Meeting, the Chief Executive shall deliver ballot papers to each Member of the Regional Grouping of Members;
 - (b) the ballot papers shall:
 - (i) list the candidate or candidates for election;
 - (ii) specify the day of closure of the election; and
 - (iii) be accompanied by an envelope marked "Ballot Paper" and a second envelope marked "Returning Officer";
 - (c) each Member shall determine by resolution the candidate or candidates (as relevant) it wishes to elect;
 - (d) the chair of the meeting for that Member shall mark the ballot paper with an "X" next to the candidate or candidates (as relevant) that the Member wishes elected and seal the ballot paper in the envelope marked "Ballot Paper" inside the envelope marked "Returning Officer". Before sealing the second envelope the chair must indicate the Member's name on the inside flap of the envelope. The envelope may then be sealed and delivered to the Returning Officer;
 - (e) on receipt of the envelopes the Chief Executive must:
 - (i) open the outer envelope addressed to the "Returning Officer" and record the name of the Member which appears on the inside flap of the envelope on the roll of Member's eligible to vote; and
 - (ii) place the envelope marked "Ballot Paper" unopened into the ballot box;
 - (f) the Chief Executive shall nominate the date, time and place for the counting of votes and shall invite each candidate and a person nominated as the candidate's scrutineer to be present;
 - (g) at the counting of the votes the Chief Executive shall produce unopened envelopes marked "Ballot Paper" and if satisfied that all votes are valid, count the number of votes received by each candidate;
 - (h) in respect of an election for the purposes of clause 4.2.1, the 8 candidates with the most votes shall be deemed elected and the Chief Executive shall declare the candidates elected at the Annual General Meeting.
 - (i) in the case of candidates for membership positions described in clause 4.2.1 receiving the same number of votes, the Chief Executive shall draw lots at the counting of the votes to determine which candidate is elected.

- 4.4.6. The Chief Executive may, in his or her discretion, appoint a deputy returning officer and delegate any of his or her powers, functions or duties to that person who shall act accordingly.