



## NOTICE OF SPECIAL COUNCIL MEETING

To: Mayor Jan-Claire Wisdom

|                             |
|-----------------------------|
| <b>Ranges Ward</b>          |
| Councillor Ian Bailey       |
| Councillor Kirrilee Boyd    |
| Councillor Nathan Daniell   |
| Councillor John Kemp        |
| Councillor Leith Mudge      |
| Councillor Mark Osterstock  |
| Councillor Kirsty Parkin    |
| <b>Valleys Ward</b>         |
| Councillor Pauline Gill     |
| Councillor Chris Grant      |
| Councillor Linda Green      |
| Councillor Malcolm Herrmann |
| Councillor Andrew Stratford |

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:

**Tuesday 4 December 2018**  
**8.00pm**  
**63 Mt Barker Road Stirling**

Business of the meeting:

1. Appointment of Council Member to Council's Assessment Panel (CAP), and Selection Panel for appointment of Independent Members to CAP
2. GRFMA Audit Committee Registration of Interest

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 COUNCIL MEETING

**Tuesday 4 December 2018**  
**8.00pm**  
**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 Kaurna 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. Appointment of Council Member to Council's Assessment Panel (CAP), and Selection Panel for appointment of Independent Members to CAP
- 5.2. GRFMA Audit Committee Registration of Interest

**6. CONFIDENTIAL ITEM**

Nil

**7. CLOSE SPECIAL COUNCIL MEETING**

**ADELAIDE HILLS COUNCIL  
SPECIAL COUNCIL MEETING  
Tuesday 4 December 2018  
AGENDA BUSINESS ITEM**

**Item:** 5.1.

**Originating Officer:** Marc Salver, Director Development & Regulatory Services

**Responsible Director:** Marc Salver, Director Development & Regulatory Services

**Subject:** Appointment of Council Member to Council's Assessment Panel (CAP), and Selection Panel for appointment of Independent Members to CAP

**For:** Decision

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**SUMMARY**

The Council Assessment Panel (CAP) is created under Sections 82 and 83 of the *Planning, Development and Infrastructure (PDI) Act 2016* (the Act). In the previous term of Council, the CAP consisted of four (4) Independent Members including the Independent Presiding Member and one (1) Council Member.

The term of office for the current Council Member on the CAP expired when the final declaration of the results of the November Local Government Elections was made on 19 November 2018. Further, the terms of the current Independent Members of CAP expire on 31 May 2019.

It is therefore necessary to consider whether to appoint a Council Member to CAP and to commence a recruitment and selection process for independent members in early 2019 to ensure that the appointment of these members occurs before the aforementioned expiry date.

The Act requires the independent CAP members to be Accredited Professionals in accordance with a scheme set out in regulation. The recruitment process for Independent Members will need to be designed to accord with these regulations.

The purpose of this report is to seek the Council's appointment of a Council Member for the CAP and to approve the commencement of recruitment process for the selection of Independent Members.

**RECOMMENDATION**

**That Council resolves:**

- 1. That the report be received and noted.**
- 2. To determine to retain the current Terms of Reference for the Council Assessment Panel, specifically for it to comprise one (1) member of the Council and (4) Independent Members.**
- 3. To determine that the method of selecting the Council Members to be appointed to the Council Assessment Panel to be by an indicative vote utilising the process set out in this Agenda report.**

4. To adjourn the Council meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote to determine the preferred persons for the Council Assessment Panel Council Member roles and for the meeting to resume once the results of the indicative vote have been declared.
5. To appoint \_\_\_\_\_ as Member and \_\_\_\_\_ as Deputy Member of the Council Assessment Panel for a .....month term to commence 4 December 2018 and conclude on 3 December 20XX (inclusive).
6. To commence an Expression of Interest process for an Independent Presiding Member and three (3) Independent Ordinary Members of the Council Assessment Panel with the following desired skills and knowledge in accordance with the draft Accredited Professionals Scheme (i.e. a person with relevant qualifications and a minimum of 2 years full time experience) and with the ability to become Accredited Professionals in accord with the aforementioned Scheme:
  - a) In relation to the Independent Presiding Member, qualifications in urban and regional planning to accord with Level 2 accreditation of the Accredited Professionals Scheme, and knowledge of the Adelaide Hills Council area
  - b) In relation to the other three (3) Independent Members, persons with knowledge of the Adelaide Hills Council area and qualifications in one or more of the following areas:
    - i) urban and regional planning
    - ii) architecture and design
    - iii) landscape architecture, and
    - iv) environmental management.
7. That the Mayor and Councillors \_\_\_\_\_ and \_\_\_\_\_ be appointed to a Council Assessment Panel Independent Member Selection Panel, assisted by the CEO and Director Development & Regulatory Services, to undertake the short-listing and interviews of the candidates with a view to selecting an Independent Presiding Member and three (3) Independent Ordinary Members.
8. That the Council Assessment Panel Independent Member Selection Panel report their recommendations to Council for approval by no later than April 2019.

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1. **GOVERNANCE**

➤ **Strategic Management Plan/Council Policy**

Goals                      People & Business Prosper  
                                 Places for People & Nature  
                                 Organisational Sustainability

➤ **Legal Implications**

Sections 82 and 83 of the *Planning, Development and Infrastructure Act 2016* (the Act), require Council to have an Assessment Panel comprised of five (5) members, of which at least four (4) must be Independent Members (including an independent Presiding Member) and no more than one (1) Council Member. It is noted that Council can have a CAP comprised of five (5) rather than four (4) Independent Members.

Sections 73 and 74 of the *Local Government Act 1999* set out the provisions regarding Material Conflicts of Interest. Council Member membership on the CAP, given the payment of sitting fees for the Ordinary role would likely constitute a pecuniary benefit under s73 and would need to be managed in accordance with s74.

Council's *Informal Council and Council Committee Gatherings and Discussions Policy* created under s90(8a) of the Act sets out the provisions for the conduct of a Designated Informal Gathering. The Indicative Voting process as set out in the Analysis section of this Item would constitute a Designate Informal Gathering.

➤ **Risk Management Implications**

The appointment of appropriately qualified independent members to Council's Assessment Panel 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) |

Note that there are many other controls that assist in mitigating this risk.

➤ **Financial and Resource Implications**

The independent CAP members are currently paid a per meeting sitting fee of \$500 ex GST (Presiding Independent Member) and \$380 ex GST (ordinary Independent Member). The Council Member on the Panel is currently paid a per meeting sitting fee of \$190.

These sitting fees are budgeted for in the 2018/19 Budget. These sitting fees will be reviewed early in the new year in order to agree on new sitting fees for the new Panel by no later than 31 May 2019. Further, the advertising costs for notifying the public about the call for Expressions of Interest will be covered by the Directorate's operational budget.

➤ **Customer Service and Community/Cultural Implications**

There is likely to be a high expectation that the CAP members are competent and understand the role and functions of the Panel and their individual obligations with regard to conduct.

➤ **Environmental Implications**

It is considered that having a CAP comprised of Independent Members with the required skills set (including planning, environmental management and landscape architecture) provides for more rigour in the assessment process and in general ensures that any environmental implications are mitigated where possible.

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

No public consultation is required in this regard. However, the following were consulted in the preparation of this report:

*Council Committees:* Not Applicable

*Council Workshops:* Not Applicable

*Advisory Groups:* Not Applicable

*Administration:* Chief Executive Officer  
Executive Manager Governance and Performance  
Assessment Manager

## **2. BACKGROUND**

In accordance with Section 56A of the *Development Act 1993*, Council was required to have a Council Development Assessment Panel (CDAP) comprised of seven (7) members of which four (4) had to be Independent Members, including an Independent Presiding Member.

On 13 December 2016, Council considered a report (Item 14.5) regarding the membership of the Council's Development Assessment Panel (CDAP) and the review of the selection criteria/skills set and resolved:

**14.5. Expression of Interest Independent Members of CDAP**

**Moved Cr Val Hall  
S/- Cr Kirrilee Boyd**

**284**

- 1. That Council resolves to commence an Expression of Interest process for the 4 independent members of the Development Assessment Panel based on the following desired skills and knowledge:**
  - a) In relation to the independent presiding member, a person with qualifications and applied experience in urban and rural land use planning and design, specific knowledge of the *Development Act & Regulations* and the *Planning, Development & Infrastructure Act 2016*, and knowledge of the Adelaide Hills Council area**
  - b) In relation to the other 3 independent members:**
    - i) A person with practical knowledge of and applied experience in natural resource management and the environment, and knowledge of the Adelaide Hills Council area.**
    - ii) A person with practical knowledge of and applied experience in landscape architecture and design, and knowledge of the Adelaide Hills Council area.**
    - iii) A person with practical knowledge of and applied experience in property development, commerce or industry (rural development desirable), and knowledge of the Adelaide Hills Council area.**

Shortly after the appointment to the CDAP arising from the above resolution, Sections 82 and 83 of the Act were activated. These required councils to have Council Assessment Panels (CAPs) in place by no later than 1 October 2017.

Section 83(1)(c) of the Act provides that a person appointed as a member of a CAP must be an accredited professional. However, at this stage only draft regulations in this regard have been prepared by DPTI. It is anticipated that these will be enacted sometime in 2019.

It is therefore prudent to ensure the skills set of the CAP members aligns with the draft Accredited Professionals Scheme. It is however noted that there will be a lead in time for the independent CAP members to become accredited professionals once the Regulations have been enacted. In essence the scheme requires that independent members are either accredited at Level 2 (refer to **Appendix 1** for details) in planning or a planning related field (e.g. architecture and design, landscape architecture, engineering, environmental management, planning law, construction management), be a member an allied industry body and have a minimum of 2 years full time experience in the aforementioned fields of expertise.

CAP members will also require experience in at least 3 of the following fields namely, planning, communication/mediation, community engagement, administration or leadership in urban and regional governance or project management.

In anticipation of the CAP requirement, Council considered the appointment of a Council Member to CAP on 28 March 2017 and resolved:



**Moved Cr Malcolm Herrmann**  
**S/- Cr Ian Bailey**

**65/17**

- 1. That the report be received and noted.**
- 2. That Council extend the appointment of the 3 current Council Members of CDAP until the Section 83 (1) of the *Planning Development and Infrastructure Act 2016* becomes operational.**
- 3. That Council appoints Cr Linda Green to be a member of the Panel until the end of the current term of Council, commencing from the date that Section 83(1) of the *Planning Development and Infrastructure Act* becomes operational.**

**Carried Unanimously**

Regarding the establishment and Ordinary and Presiding Independent Member membership of the incoming CAP, Council resolved on 26 September 2017 the following:

**12.5 Establishment of Council Assessment Panel (CAP) and appointment of Independent Panel Members**

Moved Cr Jan Loveday  
S/- Cr Linda Green

210/17

Council resolves:

1. That the report be received and noted
2. To establish the Council Assessment Panel (CAP) as the relevant authority pursuant to Sections 82 and 83 of the *Planning Development and Infrastructure Act 2016* effective 26 September 2017.
3. To adopt the Terms of Reference for the Council Assessment Panel (CAP) attached as Appendix 2 of the staff report.
4. To appoint Professor Stephen Hamnett as the Presiding Member of the Council Assessment Panel (CAP) for term commencing 1 October 2017 and ending 31 May 2019 inclusive, or a shorter period should Professor Hamnett not be able to achieve the required accreditation under the *Planning Development and Infrastructure Act 2016* by the date prescribed.
5. To appoint Rob McBryde and Simon Bradley as Independent Members of the Council Assessment Panel (CAP) for a term commencing 1 October 2017 and ending 31 May 2019 inclusive, or a shorter period should the aforementioned members not be able to achieve the required accreditation under the *Planning Development and Infrastructure Act 2016* by the date prescribed.
6. To appoint the following Council Member as a Deputy Council Member to the Council Assessment Panel (CAP) Cr John Kemp.
7. The Council Members appointed to CAP, as either a Member or Deputy Member be appointed for a term commencing 1 October 2017 and ending at the completion of their current term of Council.
8. The Independent Members of CAP be paid a sitting fee as follows:
  - Independent Presiding Member \$500 (Excl. GST) per meeting
  - Other Independent Members \$380 (Excl. GST) per meeting
  - For training outside of a CAP meeting \$75 per hour of training attended excluding travel time but with a travel allowance being paid at the standard Council rate.
  - That in the event that another Panel Member is required to preside at a meeting in the absence of the Presiding Member, then that Independent Member shall receive the \$500 (excl GST) sitting fee for that meeting.
  - The above mentioned sitting fees be reviewed prior to the next appointment of Independent members to CAP or in mid-2019 whichever occurs first.
9. The current Delegations Policy for the Determination of Development by CDAP be amended to replace the reference to 'CDAP' with 'CAP'.
10. That it is noted the recommendation to the CEO is to appoint the Manager Development Services, Ms Deryn Atkinson, as the Assessment Manager for CAP pursuant to Section 87(d) (ii) of the PDI Act 2016.



Carried Unanimously ☐

Consistent with resolution 7 above, the membership terms of Councillors Green and Kemp ceased at the date of the Final Declaration of the 2018 Local Government Election, being 19 November 2018.

The Terms of Reference for the CAP are at **Appendix 2**.

### **3. ANALYSIS**

#### **Council Member appointment to CAP**

In accordance with Section 83 of the Act, Council must determine the membership of the CAP being no more than five (5) members, one (1) of which may be a Council Member. The Council may also appoint Deputy Members who would replace one or more CAP members who are unable to attend a CAP meeting for whatever reason, or where a quorum cannot be achieved due to declared conflicts of interest. If Council appoints Deputy Members and has a Council Member on the Panel, then it should appoint a Deputy for the Independent Members and a Deputy for the Council Member, as a Deputy Council Member cannot substitute an Independent Panel Member.

The Administration considers that having the one (1) permissible Council Member on the Panel adds value to the decision making process and as a result recommend that the status quo remains in this instance.

#### **Indicative Voting Process for determining Council Member appointments to Positions**

The following suggested process is provided if Council determines to proceed with having a Council Member as a member of the CAP.

Due to the potential implications of the Material Conflict of Interest provisions under s73 (see Legal Implications above) regarding the appointment of Council Members to the CAP, it is proposed that the Council adjourn the meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote (Indicative Voting Process) to determine the preferred persons for the positions of CAP Member (Council Member) and Deputy CAP Member (Council Member).

As the Indicative Voting Process involves discussion of a matter that is, or is intended to be, part of the agenda for a formal meeting of the Council or Council Committee, it is a Designated Informal Gathering for the purposes of s90 and the *Informal Council and Council Committee Gatherings and Discussions Policy* (the Policy). As a Designated Informal Gathering, the Chief Executive will conduct the meeting in accordance with the Policy.

The proposed Indicative Vote Process below is based on the Appointments to Positions Process contained in Clause 4.7 Council's *Code of Practice for Code of Practice for Council Meeting Procedures* with modifications to suit the legislative requirements of the conflict of interest and informal gatherings provisions.

The proposed Indicative Voting Process is:

- a) Chief Executive Officer calls for self-nominations for the position of CAP Member and Deputy CAP Member, as appropriate.  
  
Note: The process would be used to determine the preferred person for the CAP Member position prior to using the process for the Deputy CAP Member position.
- b) If the number of nominees is equal to or less than the number of positions, no election will be required. If the number of nominees is greater, an election will be necessary.
- c) The CEO (or another Council staff member) will be appointed as the Returning Officer and may enlist other Council staff to assist with the conduct of the vote and the count.
- d) The method of voting will be by secret ballot utilising the preferential counting system
- e) Each Council Member (including the Mayor) shall have one vote.
- f) Ballot papers will be provided to each Council Member
- g) The nominee's names will be drawn to determine the order on the ballot paper.
- h) Each nominee will have two (2) minutes to speak to the Gathering in support of the candidacy. The speaking order will be as listed on the ballot paper.
- i) Completed ballot papers will be collected by the Returning Officer and the count will be undertaken in a separate room with an observer (another Council staff member) present.
- j) In the event of a tie, the result will be decided by the Returning Officer drawing lots, the candidate first drawn being the candidate excluded.
- k) After all votes have been counted, the Returning Officer shall formally declare the result of the election (i.e. the preferred person).
- l) The ballot papers will be shredded.

#### **Independent Membership of the CAP**

In accordance with Section 83(1)(c) of the Act, a person appointed as an independent member of an assessment panel must be an accredited professional. With this in mind, Administration have reviewed the skills set of the current CAP (refer to the resolution of Council of 13 December 2016) and consider that there is a need to change these to align with the requirements of the draft (Accredited Professionals) Regulations, 2018. These changes to the skills set are required for the CAP to function effectively and deal with the matters placed before it. The Administration considers that the Panel should therefore be comprised of persons with the following skills set:

- a) In relation to the independent presiding member, qualifications in urban and regional planning to accord with Level 2 (refer to **Appendix 1** for details) accreditation of the Accredited Professionals Scheme, and knowledge of the Adelaide Hills Council area

- b) In relation to the other 3 independent members, persons with knowledge of the Adelaide Hills Council area and qualifications in one or more of the following areas:
  - i) urban and regional planning
  - ii) architecture and design
  - iii) landscape architecture, and
  - iv) environmental management.

It is therefore recommended that the Administration call for expressions of interest from the public to fill the abovementioned skills set and commence this process in January 2019.

The abovementioned criteria/skills set will be used for the selection process. As with past practice, it is recommended that a Selection Panel be appointed by Council and charged with the responsibility of short-listing and interviewing potential candidates and making recommendations to Council for the appointment of Independent Members to sit on the CAP.

Further, it is recommended that the Selection Panel comprise the Mayor and two other Councillors, assisted by the CEO and Director Development and Regulatory Services.

Note that as with past practice, a Council Member who wishes to nomination for appointment onto the forthcoming CAP should not be involved in the recruitment and selection process.

The Administration will advertise the call for expressions of interest on the Council's website, the Mt Barker Courier and The Advertiser in January 2019. Once responses have been received, it will be necessary for the Selection Panel to short-list these and conduct the interviews. The recommendations of the selection panel will then be reported to Council for approval which should occur by no later than April 2019.

#### **4. OPTIONS**

As Council has a statutory obligation, pursuant to Sections 82 and 83 of the Act to have a CAP comprised of at least four (4) Independent Members, Council has no option other than to appoint Independent Members to the CAP. The Administration are therefore recommending that the process to seek expressions of interest from members of the community be commenced in January 2019 and that Council appoint the Mayor and 2 Councillors to assist in the recruitment and selection process.

Regarding Council Member membership of the CAP, Council has a short-term issue in that the term of appointment for the previous member has now expired and therefore the CAP currently only has four appointed members, being the Independent Presiding and Ordinary Members. This is problematic for a number of reasons, not the least being maintenance of a quorum.

The Council has the following options in relation to Council Member Membership on the CAP to resolve to appoint a Council Member and Deputy to the CAP either:

- I. In an ongoing sense (***Recommended***); or
- II. Until the recruitment process for the Independent Members is completed; or
- III. To continue with only four members on the CAP

## **5. APPENDICES**

1. Extract from the draft (Accredited Professionals) Regulations 2018
2. Council Assessment Panel – Terms of Reference

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# **Appendix 1**

*Extract from the draft (Accredited Professionals)  
Regulations, 2018*

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# Accredited Professional qualifications, experience and technical skills required by the Chief Executive under Regulation 5 of the draft *Planning, Development and Infrastructure (Accredited Professionals) Regulations 2018*

## Accredited Professionals – Planning levels

### LEVEL 1: ASSESSMENT MANAGER

**Qualification and experience** - Relevant planning qualification as determined by the chief executive under regulation 5 of the *Planning, Development and Infrastructure (Accredited Professionals) Regulations 2018* and minimum 5 years full time or equivalent experience considered appropriate by the accrediting authority and covering at least 6 months experience in at least three of the following technical skills:

- Plan making, including strategic planning, master planning and structure planning.
- Planning policy development, review and/or policy interpretation and advice.
- Plan implementation including development assessment and statutory planning.
- Place-making and urban design.
- Assessment of impacts and effects of policy and development actions including environmental, social, cultural, transport, built form, and economic.
- Land use assessment and management, including planning for climate change mitigation and adaptation and the assessment of natural resources.
- Research, evaluation and publishing of urban and regional related planning matters.
- Teaching of planning.
- Planning expert witness and/or advocate.
- Communication, negotiation and/or mediation for planning outcomes with stakeholders.
- Designing and/or delivering community engagement of planning related matters.
- Administration and/or leadership of urban and regional governance.
- Preparation and/or prosecution of planning law.
- Project management of planning related matters.

In addition a two year transitional period applies from the date of initial accreditation during which the accredited professional must demonstrate peer reviewed compliance (in accordance with a process established by the CE) with the following 5 core competencies:

- Professionalism and Integrity
  - Maintaining high ethical and moral standards, including honesty and integrity, respect for others and trustworthiness, and providing 'frank and fearless' advice
  - Being accountable for self and to colleagues
  - Continuing commitment to quality planning and leading practice
  - Continuing commitment to learning and advancing the field through recognition of research and trends
  - Reflecting upon and learning from actions and decisions



- Understanding, interpreting and using spatial thinking
  - Applying design thinking to create options for achieving desired outcomes
  - Using communication tools and technologies to convey spatial information and build spatial awareness and understanding
  - Using visualisation and graphic / spatial interpretation to convey the desired outcomes and decision-making
  - Demonstrating the links between spatial structures and socio-economic processes
- Using a creative and integrative approach, drawing on a range of disciplines and methods
  - Flexibility and openness to alternative approaches
  - Applying insights from a range of planning related disciplines
  - Synthesising multiple views and diverse information to create new perspectives
  - Facilitating solutions that address a range of potentially competing needs and interests
  - Effective leadership and participation in multi-disciplinary teams or project groups
- Communicating and engaging with stakeholders
  - Obtaining feedback through formalised consultation with all sections of the community
  - Heeding and acknowledging client / community issues and concerns, and providing feedback of how public input influenced decisions
  - Collaborating with stakeholders in each aspect of decision making, including developing alternatives and identifying the preferred solution
  - Awareness and use of social media
- Understanding and working with planning frameworks
  - Interpreting policy and other frameworks in ways that ensure compliance, while not constraining innovation and creativity in the development of solutions
  - Adhering to and applying legislative and other frameworks to a particular context. These frameworks are likely to include:
    - Planning systems
    - Planning law
    - Courts and other disputes processes
    - Other applicable legislation

**Recognised equivalent scheme** - persons may be eligible for this level of accreditation if they are a member of an equivalent scheme that requires members to hold a planning or planning related tertiary qualifications together with 5 years full time or equivalent experience, covering at least 6 months experience in at least three of the level 1 technical skills.

In addition a two year transitional period applies from the date of initial accreditation during which the accredited professional must demonstrate peer reviewed compliance (in accordance with a process established by the CE) with the level 1 core competencies.

## **LEVEL 2: ASSESSMENT PANEL MEMBER**

**Qualification and experience** - Relevant planning qualification as determined by the chief executive under regulation 5 of the *Planning, Development and Infrastructure (Accredited Professionals) Regulations 2018* and a minimum 2 years full time or equivalent experience considered appropriate by the accrediting authority and covering at least 6 months experience in at least three of the technical skills applying to a Level 1: Assessment Manager

or

qualification in a planning related field (e.g. architecture, engineering, environmental management, law, construction management) and membership of an allied industry body to the satisfaction of the CE together with 2 years full time or equivalent experience considered appropriate by the accrediting authority and covering at least 6 months experience in at least three of the following technical skills:

- Planning or planning related policy development, review and/or policy interpretation and advice.
- Communication, negotiation and/or mediation for planning or planning related outcomes with stakeholders.
- Designing and/or delivering community engagement of planning or planning related matters.
- Administration and/or leadership of urban and regional governance.
- Project management of planning or planning related matters.

**Recognised equivalent scheme** - persons may be eligible for this level of accreditation if they are a member of an equivalent scheme that requires members to hold a planning or planning related tertiary qualifications together with 2 years full time or equivalent experience, covering at least 6 months experience in at least three of the level 1 technical skills.

## **LEVEL 3: ACCREDITED PLANNING PROFESSIONAL – PERFORMANCE ASSESSED DEVELOPMENT**

**Qualification and experience** - Relevant planning qualification as determined by the chief executive under regulation 5 of the *Planning, Development and Infrastructure (Accredited Professionals) Regulations 2018* and minimum 3 years equivalent of full time experience considered appropriate by the accrediting authority and covering at least 6 months experience in at least three of the level 1 technical skills.

**Recognised equivalent scheme** - persons may be eligible for this level of accreditation if they are a member of an equivalent scheme that requires members to hold a planning or planning related tertiary qualifications together with 3 years full time or equivalent experience, covering at least 6 months experience in at least three of the level 1 technical skills.

#### **LEVEL 4: ACCREDITED PLANNING PROFESSIONAL – DEEMED TO SATISFY DEVELOPMENT**

**Qualification and experience** - Relevant planning qualification as determined by the chief executive under regulation 5 of the *Planning, Development and Infrastructure (Accredited Professionals) Regulations 2018* and a minimum 1 year equivalent of full time experience considered appropriate by the accrediting authority and covering at least 6 months experience in at least three of the level 1 technical skills.

**Recognised equivalent scheme** - persons may be eligible for this level of accreditation if they are a member of an equivalent scheme that requires members to hold a planning or planning related tertiary qualifications together with 1 year full time or equivalent experience, covering at least 6 months experience in at least three of the level 1 technical skills.

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## **Appendix 2**

### *Council Assessment Panel – Terms of Reference*

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# Council Assessment Panel

## Terms of Reference



# Adelaide Hills Council Assessment Panel

## Terms of Reference

Adopted 26 September 2017

### 1. BACKGROUND

- 1.1 The Adelaide Hills Council Assessment Panel (**CAP**) was appointed as a relevant authority under Section 82 and 83 of the *Planning, Development and Infrastructure Act 2016 (Act)* by resolution of the Adelaide Hills Council (**the Council**) on 26 September 2017.
- 1.2 The CAP is a relevant authority under the Act and, during transition to the Act, will act as a delegate of the Council for the purpose of the *Development Act 1993*.

### 2. MEMBERSHIP OF CAP

#### Appointment of Members

- 2.1 The CAP will be constituted of five (5) Members (**CAP Members**), to be appointed by the Council, comprising:
  - 2.1.1 One (1) Member of the Council (**Council Member**); and
  - 2.1.2 four (4) Independent Members (**Independent Members**), not being Members of the Council or State Parliament.
- 2.2 The Council may determine that the CAP will be constituted by a different number of members for different classes of development, in which case the relevant details will be specified by the Council.
- 2.3 When appointing CAP Members, the Council may have regard to the following:
  - 2.3.1 the candidate's knowledge of the operation and requirements of the Act and, during transition to the Act, the Development Act;
  - 2.3.2 in relation to Independent Members, the candidate's qualifications or experience in a field that is relevant to the activities of the CAP;
  - 2.3.3 in relation to the Council Member, the candidate's experience in local government;
  - 2.3.4 that a balance of qualifications and experience among CAP Members is desirable;
  - 2.3.5 that diversity of membership is desirable, including gender diversity among CAP Members;
  - 2.3.6 such other matters as the Council considers relevant.

### **Appointment of Deputy Members**

- 2.4 The Council must appoint at least one Deputy Member to the CAP for the purpose of filling in for a CAP Member who is unable to attend a CAP meeting or part of a CAP meeting.
- 2.5 Subject to clause 2.6, a Deputy Member must not be a Member of the Council or State Parliament.
- 2.6 Where a Deputy Member appointed for the Council Member is also a member of the Council, that person may not act as a deputy for any other CAP Member (whereas a Deputy Member who is not a member of the Council may act as a deputy for any CAP Member).
- 2.7 In appointing a Deputy Member, the Council may have regard to the matters in clause 2.3, as well as to the qualifications and experience of the CAP Member to whom the candidate will be a deputy.
- 2.8 Unless the context otherwise requires, a reference to a CAP Member in this document includes a Deputy Member.

### **Expression of Interest**

- 2.9 The Council will call for expressions of interest for appointment of CAP Independent Members.
- 2.10 The Council will call for nominations of interest from Council Members for the appointment of the CAP Council Member and the Deputy Member.

### **Presiding Member and Acting Presiding Member**

- 2.11 The Council will appoint an Independent Member to be the Presiding Member of the CAP for such term and on such conditions as determined by the Council.
- 2.12 The Presiding Member will preside at any CAP meeting at which he or she is present.
- 2.13 In the event that the Presiding Member is not present at a meeting (or part thereof) an Independent Member will be appointed as Acting Presiding Member by those CAP Members who are present at the meeting.
- 2.14 A Presiding Member is eligible to be reappointed as the Presiding Member at the expiry of his or her term of office as determined by the Council.
- 2.15 In the event that the Presiding Member resigns or is removed from office, the Council will appoint an Independent Member to be the Presiding Member for such term and on such conditions as determined by the Council.

### **Term of Appointment**

- 2.16 Subject to clause 5, Independent Members will be appointed for a term of up to two (2) years and on such other conditions as determined by the Council.

- 2.17 Subject to clause 5, the Council Member will be appointed for a term of up to two (2) years, or for the remainder of their current elected term, whichever occurs first and on such other conditions as determined by the Council.
- 2.18 The Deputy Member will be appointed for a term of up to two (2) years, or for the remainder of their current elected term, whichever occurs first and on such other conditions as determined by the Council.
- 2.19 A CAP Member is eligible for reappointment for a further term, or further terms, upon the expiry of his or her current term as determined by the Council.
- 2.20 An Independent CAP Member whose term of office has expired may nevertheless continue to act as a Member until the vacancy is filled or for a period of six months from the expiry of the Member's term of office, whichever occurs first.

### **3. VACANCY IN MEMBERSHIP**

- 3.1 In the event of a vacancy arising in the office of a CAP Member, the Council may appoint a person to be a CAP Member for the balance of the original CAP Member's term of office as soon as is reasonably practicable in the same manner as the original CAP Member was appointed.
- 3.2 The CAP Member appointed to fill a vacancy may be a Deputy Member in which case that person will automatically cease to be a Deputy Member.
- 3.3 In appointing a CAP Member pursuant to clause 3.1, the Council may have regard to the matters in clause 2.2 or 2.7 as the case requires.
- 3.4 A vacancy in the membership of the CAP will not invalidate any decisions of the CAP, provided a quorum is maintained during meetings.

### **4. CONDITIONS OF APPOINTMENT**

- 4.1 At all times, CAP Members must act honestly, lawfully, in good faith, and in accordance with any code of conduct applicable to CAP Members.
- 4.2 CAP Members may be remunerated as determined by the Council for the reasonable time and costs incurred by CAP Members in attending CAP meetings and training as agreed to by the Assessment Manager.
- 4.3 Different levels of remuneration may be fixed by the Council for Independent Members, the Presiding Member and a Deputy Member who is not a Council Member.
- 4.4 Upon the commencement of Section 83(1)(c) of the Act:
  - 4.4.1 CAP Members, excluding a Member who is a Member or former Member of the Council, must be accredited professionals under the Act; and
  - 4.4.2 CAP Members who are Members or former Members of the Council must have sufficient experience in local government to satisfy the Council that they are appropriately qualified to act as a Member of the CAP.



## **5. REMOVAL FROM OFFICE**

- 5.1 A CAP Member will automatically lose office where:
  - 5.1.1 the CAP Member has become bankrupt or has applied to take the benefit of a law for the relief of insolvent debtors;
  - 5.1.2 the CAP Member has been convicted of an indictable offence punishable by imprisonment;
  - 5.1.3 in the case of a Council Member, the Member ceases to be a member of the Council.
- 5.2 Subject to Clause 5.4, the Council may by resolution remove a CAP Member from office where, in the opinion of the Council, the behaviour of the CAP Member amounts to:
  - 5.2.1 a breach of a condition of his or her appointment as a CAP Member;
  - 5.2.2 misconduct;
  - 5.2.3 a breach of any legislative obligation or duty of a CAP Member;
  - 5.2.4 neglect of duty in attending to role and responsibilities as a CAP Member;
  - 5.2.5 a failure to carry out satisfactorily the duties of his or her office;
  - 5.2.6 a breach of fiduciary duty that arises by virtue of his or her office;
  - 5.2.7 the inability to carry out satisfactorily the duties of his or her office.
  - 5.2.8 except in relation to Deputy Members, a failure without reasonable excuse to attend three consecutive CAP meetings without the CAP previously having resolved to grant a leave of absence to the CAP Member; or
  - 5.2.9 in relation to a Deputy Member, a failure without reasonable excuse on three consecutive occasions to attend a meeting of the CAP when requested to do so; or
  - 5.2.10 for any other reason the Council considers appropriate.
- 5.3 The removal of the CAP Member pursuant to clause 5.2 will take effect upon the Council passing a resolution to remove the CAP Member from office (unless the Council resolves otherwise), and such resolution will be confirmed in writing to the CAP Member within 7 days of being passed.

5.4 Prior to resolving to remove a CAP Member from office pursuant to clause 5.2, the Council must:

5.4.1 give written notice to the CAP Member of:

5.4.1.1 its intention to remove the CAP Member from office pursuant to clause 5.2; and

5.4.1.2 the alleged behaviour of the CAP Member falling within clause 5.2.1 or reason the Council considers it appropriate to remove the CAP Member,

not less than 7 days before the meeting of the Council at which the matter is to be considered;

5.4.2 give the CAP Member an opportunity to make submissions to the Council on its intention to remove the CAP Member from office either orally at the Council meeting at which the matter is to be considered, or in writing by such date as the Council reasonably determines; and

5.4.3 have due regard to the CAP Member's submission in determining whether to remove the CAP Member from office.

**ADELAIDE HILLS COUNCIL  
SPECIAL COUNCIL MEETING  
Tuesday 4 December 2018  
AGENDA BUSINESS ITEM**

**Item:** 5.2

**Originating Officer:** Lachlan Miller, Executive Manager Governance & Performance

**Responsible Director:** Andrew Aitken, Chief Executive Officer

**Subject:** GRFMA Audit Committee Registration of Interest

**For:** Decision

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**SUMMARY**

The Gawler River Floodplain Management Authority (GRFMA) seeks Council's Registrations of Interest for a position on its Audit Committee for two years until 26 November 2020.

**RECOMMENDATION**

**Council resolves:**

1. That the report be received and noted.
  2. To determine that the method of selecting the Council Members to be nominated for the Gawler River Floodplain Management Authority Audit Committee be by an indicative vote utilising the process set out in this Agenda report.
  3. To adjourn the Council meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote to determine the preferred persons for nomination for the Gawler River Floodplain Management Authority Audit Committee and for the meeting to resume once the results of the indicative vote have been declared.
  4. To nominate ..... for the Gawler River Floodplain Management Authority Audit Committee
-

## 1. GOVERNANCE

### ➤ Strategic Management Plan/Council Policy

|          |                               |
|----------|-------------------------------|
| Goal     | Organisational Sustainability |
| Strategy | Governance                    |

### ➤ Legal Implications

GRFMA is created under section 43 of the *Local Government Act 1999* and operates under a Charter approved by the Constituent Councils.

The appointment of the members of the GRFMA Audit Committee is pursuant to Section 30(3) Section 2 Part 2 of the *Local Government Act 1999*.

Sections 73 and 74 of the Act set out the provisions regarding Material Conflicts of Interest. A Council Member registration of interest for membership of the GRFMA Audit Committee may possibly constitute a personal benefit under s73 of the Act.

Sections 75 and 75A of the Act set out the provisions regarding Actual and Perceived Conflicts of Interest. A Council Member registration of interest for membership of the GRFMA Audit Committee may in actuality, or could be perceived by an impartial person to, have a conflict between their personal interests and the public interest that might lead to a decision that is contrary to the public interest.

Therefore a Council Member seeking to have a registration of interest for membership of the GRFMA Audit Committee role nominated by Council could have a Material, Actual or Perceived Conflict of Interest and would need to consider declaring the interest and leave the Chamber prior to the discussion of the matter under s74(1) or s75A(2), as appropriate.

### ➤ Risk Management Implications

The establishment of appropriately and effectively constituted regional subsidiaries 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) |

Note that there are many other controls that assist in mitigating this risk.

### ➤ Financial and Resource Implications

There are a number of financial implications in relation to the GRFMA; however this report concerns the nomination of Council Member registration of interest rather than a discussion regarding the operations of each Subsidiary.

Neither Council nor the GRFMA pay allowances for attendance at Audit Committee meetings for Council Members.

Council Members are however entitled to claim travel reimbursement in accordance with the *Council Member Allowance & Benefits Policy*.

➤ **Customer Service and Community/Cultural Implications**

Not applicable.

➤ **Environmental Implications**

Not applicable.

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

There is no requirement for community consultation in relation the appointment of members of the GRFMA Audit Committee.

## **2. BACKGROUND**

The GRFMA Executive Officer has written to Constituent Councils seeking nominations from Council Members for appointment to the GRFMA Audit Committee.

Registrations of Interest are sought from Constituent Council Members (who may be a GRFMA Board Member or a member of a constituent Council) who have financial experience relevant to the functions of the audit committee.

Following nomination, the GRFMA Board (or a sub-committee thereof) will undertake a selection process to determine a preferred candidate. The GRFMA Board will endorse the candidate and Constituent Councils must then approve the appointment of members of the audit committee.

It is expected that the committee will meet not less than four times per year.

Section 13 of Schedule 2 Part 1 of the Act requires that the functions of an audit committee (for a regional subsidiary) include—

- (a) Reviewing annual financial statements to ensure that they provide a timely and fair view of the state of affairs of the subsidiary; and
- (b) Liaising with external auditors; and
- (c) Reviewing the adequacy of the accounting, internal auditing, reporting and other financial management systems and practices of the subsidiary on a regular basis.

The Audit Committee Terms of Reference are at **Appendix 1**.

Nominees will be required to complete a nomination form as provided by the GRFMA and this must be received by the GRFMA by 7 December 2018.

### 3. ANALYSIS

The Audit Committees of Regional Subsidiaries fulfil an important role for Constituent Councils given the subsidiary's ability to both provide services and financial returns and to incur risks and liabilities for Council.

In considering nominees for the GRFMA Audit Committee, Council may wish to consider suitability factors including (but not limited to):

- understanding or the ability to acquire the same of the charter, functions, operations and legislative framework of the respective Subsidiary;
- understanding or the ability to acquire the same of the roles and duties of an Audit Committee;
- understanding or the ability to acquire the same in meeting procedure generally and the meeting procedure set out in the *Local Government (Procedures at Meetings) Regulations 2013* and Meeting Procedure provisions of the respective Subsidiary;
- ability to manage conflict and differing opinions;
- integrity, good conduct and diligence;
- the opportunity to provide professional development;
- the opportunity to consider diversity in the role;
- willingness and ability to travel to meetings (given that these are regional groupings, meetings can be held a considerable distance from the Council district);
- willingness and ability to attend meetings during business hours and Special Meetings at short notice; and
- current and future time commitments (i.e. there are a number of Council Committees and Advisory Groups that will also require Council Member representation).

#### **Indicative Voting Process for Determining Council Appointed Positions**

Due to the potential implications of the Conflict of Interest provisions (see Legal Implications above) regarding the nomination of a Council Member registration of interest, it is proposed that the Council adjourn the meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote (Indicative Voting Process) to determine the preferred person to be nominated

As the Indicative Voting Process involves discussion of a matter that is, or is intended to be, part of the agenda for a formal meeting of the Council or Council Committee, it is a Designated Informal Gathering for the purposes of s90 and the *Informal Council and Council Committee Gatherings and Discussions Policy* (the Policy). As a Designated Informal Gathering, the Chief Executive will conduct the meeting in accordance with the Policy.

The proposed Indicative Vote Process below is based on the Appointments to Positions Process contained in Clause 4.7 Council's *Code of Practice for Code of Practice for Council Meeting Procedures* with modifications to suit the legislative requirements of the conflict of interest and informal gatherings provisions.

The proposed Indicative Voting Process is:

- a) Chief Executive Officer calls for self-nominations for the position.
- b) If the number of nominees is equal to or less than the number of positions, no election will be required. If the number of nominees is greater, an election will be necessary.
- c) The CEO (or another Council staff member) will be appointed as the Returning Officer and may enlist other Council staff to assist with the conduct of the vote and the count.
- d) The method of voting will be by secret ballot utilising the preferential counting system
- e) Each Council Member (including the Mayor) shall have one vote.
- f) Ballot papers will be provided to each Council Member
- g) The nominee's names will be drawn to determine the order on the ballot paper.
- h) Each nominee will have two (2) minutes to speak to the Gathering in support of the candidacy. The speaking order will be as listed on the ballot paper.
- i) Completed ballot papers will be collected by the Returning Officer and the count will be undertaken in a separate room with an observer (another Council staff member) present.
- j) In the event of a tie, the result will be decided by the Returning Officer drawing lots, the candidate first drawn being the candidate excluded.
- k) After all votes have been counted, the Returning Officer shall formally declare the result of the election (i.e. the preferred person).
- l) The ballot papers will be shredded.

#### **4. OPTIONS**

The Council has the following options:

- I. To resolve to make a nomination to the GRFMA Audit Committee as identified following the established process to identify the nominee. (**Recommended**)
- II. To decide not to make a nomination.

#### **5. APPENDIX**

- (1) GRFMA Audit Committee Terms of Reference

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# **Appendix 1**

## *GRFMA Audit Committee Terms of Reference*

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# **GAWLER RIVER FLOODPLAIN MANAGEMENT AUTHORITY**

## **AUDIT COMMITTEE- TERMS OF REFERENCE**

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|                        |  |
|------------------------|--|
| Strategic Reference    |  |
| File reference         | GRFMA, Audit Committee Terms of Refence                  |
| Responsibility         | Executive Officer  |
| Revision Number        | 2  |
| Effective date         | 10 December 2018   |
| Last revised date      | 21 April 2011  |
| Minutes reference      |  |
| Next review date       | December 2019  |
| Applicable Legislation | Local Government Act 1999 Section 30 Schedule 2, Part 2, |
| Related Policies       |  |
| Related Procedures     |  |

## **1. Introduction and Context**

The GRFMA Audit Committee will provide an important role between the Authority, its management and its constituent Councils. One of the primary roles of the committee is to provide suggestions and recommendations to the GRFMA Board about actions to be taken to enhance financial and operational governance, considered to be in the best interests of the subsidiary and its constituent Councils.

## **2. Terms of Reference**

The principle functions and extent of authority for the GRFMA Audit Committee are consistent with the minimum statutory functions as set out in Section 30 Schedule 2, Part 2, of the Local Government Act 1999. The committee has key responsibilities in overseeing and monitoring the GRFMA's financial reporting process, the approaches to business risks, corporate and financial governance responsibilities and legal compliance. Specifically, the committee shall take a lead role in:

### **2.1 Financial reporting**

- 2.1.1 The committee shall monitor the integrity of the financial statements of the GRFMA, including its annual report, reviewing significant financial reporting issues and judgments which they contain.
- 2.1.2 The committee shall review and challenge where necessary:
  - 2.1.2.1 The consistency of, and /or any changes to, accounting policies;
  - 2.1.2.2 The methods used to account for significant or unusual transactions where different approaches are possible;
  - 2.1.2.3 Whether the GRFMA has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor;
  - 2.1.2.4 The clarity of disclosure in the GRFMA's financial reports and the context in which statements are made; and
  - 2.1.2.5 All material information presented with the financial statements, such as the operating and financial review and any corporate governance statements (insofar as it relates to the audit and risk management).

### **2.2 Internal controls and risk management systems**

The committee shall:

- 2.2.1 Keep under review the effectiveness of the GRFMA's internal controls and risk management systems; and
- 2.2.2 Review and recommend the approval, where appropriate, of statements to be included in the annual report concerning internal controls and risk management. management plans to manage and mitigate this business risk.

### **2.3 Whistle blowing**

- 2.3.1 The committee shall review the GRFMA's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure these arrangements allow independent investigation of such matters and appropriate follow-up action.

## **2.4 External audit**

The committee shall:

- 2.4.1 Develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter;
- 2.4.2 Consider and make recommendations to the GRFMA, in relation to the appointment, re-appointment and removal of the GRFMA's external auditor. The committee shall oversee the selection process for new auditors and if an auditor resigns the committee shall investigate the issues leading to this and decide whether any action is required;
- 2.4.3 Oversee the GRFMA's relationship with the external auditor including, but not limited to:
  - 2.4.3.1 Recommending the approval of the external auditor's remuneration, whether fees for audit or non-audit services, and recommending whether the level of fees is appropriate to enable an adequate audit to be conducted;
  - 2.4.3.2 Recommending the approval of the external auditor's terms of engagement, including any engagement letter issued at the commencement of each audit and the scope of the audit;
  - 2.4.3.3 Assessing the external auditor's independence and objectivity taking into account relevant professional and regulatory requirements and the extent of GRFMA's relationship with the auditor, including the provision of any non-audit services;
  - 2.4.3.4 Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the GRFMA (other than in the ordinary course of business);
  - 2.4.3.5 Monitoring the external auditor's compliance with legislative requirements on the rotation of audit partners; and
  - 2.4.3.6 Assessing the external auditor's qualifications, expertise and resources and the effectiveness of the audit process (which shall include a report from the external auditor on the audit committee's own internal quality procedures);
- 2.4.4 Meet as needed with the external auditor. The committee shall meet the external auditor at least once a year, without the Executive Officer being present; to discuss the external auditor's report and any issues arising from the audit;

- 2.4.5 Review the findings of the audit with the external auditor. This shall include, but not be limited to, the following;
  - 2.4.5.1 A discussion of any major issues which arose during the external audit;
  - 2.4.5.2 Any accounting and audit judgments; and
  - 2.4.5.3 Levels of errors identified during the external audit. The committee shall also review the effectiveness of the external audit.
- 2.4.6 Review any representation letter(s) requested by the external auditor before they are signed by management; (Note that these representation letters are a standard practice of any audit and provide the auditor confirmation from management, in particular the Chief Financial Officer) that, amongst other matters, accounting standards have been consistently applied, that all matters that need to be disclosed have been so disclosed and that the valuation of assets has been consistently applied.
- 2.4.7 Review the management letter and management's response to the external auditor's findings and recommendations.

The GRFMA Board may also refer to the committee issues of a strategic nature, or other issues as deemed relevant, from time to time.

### **3. Membership**

In accordance with part 4A(3) of the Local Government (Financial Management) regulations, a regional audit committee: must have between 3 and 5 members (inclusive); must include at least 1 person who is not a member of the board of management of the regional subsidiary and who is determined by the constituent councils to have financial experience relevant to the functions of the audit committee; may include members who are members of a constituent council and must not include, as a member, the auditor of the subsidiary under Part 5 of the Local Government Act 1999.

Accordingly, membership to the GRFMA Audit Committee shall comprise:

1. Membership of three persons
2. One person who is an independent person, and who is determined by the constituent councils to have financial experience relevant to the functions of the audit committee. This person shall also be the Committee Chair.
3. Two persons who may be a GRFMA Board Member or a member of a constituent Council or an officer of a constituent council and have experience relevant to the functions of the audit committee.

### **4. Appointment to Committee**

The process for appointment of Officers to the committee and filling of casual vacancies will be through a call for written nominations from suitable individuals with skills, interest and experience relevant to the committee.

The Board will assess all nominations against the membership criteria.

The Board will recommend persons who meet the membership criteria for approval to form, and fill casual vacancies, to membership of the Committee.

The Board will submit recommendations to the constituent councils for approval pursuant to Section 30(3) Section 2 Part 2 of the Local Government Act 1999.

The Board may remove a member from the Committee on the grounds that he or she has been absent without leave from three or more consecutive meetings, or is not performing duties as required within the purpose of this Committee.

## **5. Term of Office**

Members shall be appointed for a two-year term and may be reappointed.

## **6. Committee Support**

The GRFMA Executive Officer shall provide executive support to the committee.

The committee may seek representation or advice from other specialists on an adhoc basis as required.

## **7. Meeting Conduct and Procedures**

In accordance with the principles of open, transparent and informed decision making, committee meetings shall be conducted in a place open to the public. The agenda and minutes of the committee meetings, subject to any items that are discussed in confidence under the Local Government Act 1999 and subsequently retained as confidential under the Act, are also required to be made available to the public.

- 7.1 The meetings of the Committee shall be held in accordance with the Local Government (Procedures at Meetings) Regulations 2000.
- 7.2 Meetings shall be held at least four (4) times per year, or at other times as determined by the Committee. Meetings should be held a minimum of two weeks prior to a GRFMA Board meeting. All minutes and recommendations of the committee shall be presented to the next available meeting of the GRFMA Board.
- 7.3 The GRFMA's external auditors may be invited to attend meetings of the Committee (but not as voting members)
- 7.4 Ordinary meetings of the Committee shall be held at the discretion of the GRFMA Board, or subject to a decision of the GRFMA Board, or the Committee. A special meeting of the committee may be called in accordance with the Act.
- 7.5 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and observers, no later than 3 clear days before the date of the meeting. Supporting papers shall be sent to committee members (and to other attendees as appropriate) at the same time.
- 7.6 No Committee Member shall vote or take part in debate who has an interest in any matters before the Committee that would contravene Sections 73, 74 and 75 of the Local Government Act, 1999.
- 7.7 The Committee shall keep or cause to be kept minutes of all meetings, which shall include a record of the names of members present at each meeting. Minutes of meetings shall be circulated within five (5) days after a meeting to all members of the committee. Draft (or confirmed) minutes will be placed on the subsequent GRFMA Board agenda for information of both GRFMA Board Members and public.

- 7.8 The Minute Book of the Committee shall be produced for inspection to the GRFMA Board.
- 7.9 The Committee shall furnish to the GRFMA Board such information concerning the Committee's proceedings and activities as may be required.
- 7.10 Only members of the committee are entitled to vote in committee meetings.
- 7.11 The quorum necessary for the transaction of business shall be 50% of the number of members of the committee plus one.

## **8. General**

- 8.1 The activities of the Committee shall be regulated by such directions as may be made from time to time by the Constituent Councils and by such Terms of Reference as may be made by the Committee, and ratified by the GRFMA Board.
- 8.2 The Committee will have no delegated authority, acting in an advisory capacity only under direction from the GRFMA Board.
- 8.3 The Presiding Member shall be responsible to the GRFMA Board for the proper observance of these Terms of Reference. However, no member shall be personally liable in respect of any transaction, act or omission of the Committee entered into, done or made in good faith. However, Committee members do not enjoy the protection against defamation actions afforded to State and Commonwealth Parliaments and must be careful not to make remarks that could result in an aggrieved person seeking to take action against them.
- 8.4 The GRFMA Executive Officer shall provide sufficient administrative resources to the Committee to enable it to adequately carry out its functions
- 8.5 In the event of there being any dispute, which cannot be resolved by the Committee, the matter in question is to be referred to the GRFMA Board for resolution.
- 8.6 The Terms of Reference may be amended by the GRFMA Board.
- 8.7 Notwithstanding anything in these Terms of Reference, all rights under the Local Government Act 1999, shall be observed.
- 8.8 Members of the committee who are not elected Council members are not required to complete a Register of Interest Return pursuant to Section 64 of the Local Government Act 1999.
- 8.9 Members are expected to:
- act honestly and within the law at all times;
  - act in good faith and not for improper or ulterior motives;
  - act in a reasonable, just and non discriminatory manner;
  - undertake their role with reasonable care and diligence;
  - conduct their ongoing relationship with fellow GRFMA Board Members, GRFMA contractors and or employees, Council Members, Council employees and the public with respect, courtesy and sensitivity;
  - use information in a careful and prudent manner.

## **References:**

LGA Information Paper 3 - Audit Committees

LGA Information Paper 14 – Model Work Program For Council Audit Committees