

COMMITTEE TERMS OF REFERENCE: Governance Advisory Panel

Issued: 9 June 2020

Review Date: March 2025

Version: 4

Record No: TBC

Skytrust Ref. No: TBC



1. Establishment and Appointment

The Governance Advisory Panel is a formally appointed Committee of the Barunga West Council, pursuant to Section 41 of the *Local Government Act 1999* ('the Act').

This Committee may be wound up at any time by resolution of Council.

2. Objectives / Purpose of the Committee

Subject to compliance with all legislation, policies, plans and procedures of the Council, the function of the Panel is to provide independent advice and observations to Council on:

- performance reviews of Council's S.41 Committees, including but not limited to, delegated powers;
- matters pertaining to breaches of the Code of Conduct for Council Members in accordance with the procedure established by Council;
- recommended training to Council members, Council Committees and Senior Staff with an emphasis on good governance practices; and
- the governance and legislative framework, policies and processes.

The Governance Advisory Panel will report to Council and provide appropriate recommendations on matters relevant to its Terms of Reference to facilitate informed decision making and ensure Council is operating effectively and efficiently to deliver public value.

3. Delegated Powers / Authority

Pursuant to Section 44 of the *Local Government Act 1999*, the Committee does not enjoy the delegation of any powers, functions and duties of the Council. All decisions of the Committee will, therefore, constitute only recommendations to the Council.

The Mayor and the Barunga West Council CEO are the only people permitted to speak to the media on behalf of the Committee. Members of the Committee are not to speak to the media in their capacity as Committee Members.

4. Membership

Members of the Governance Advisory Panel are appointed by Council in accordance with Section 41(3) of the Act and these Terms of Reference. The Committee shall consist of six (6) members:

- Three (3) Independent Members
- Mayor
- One (1) Elected Member representative
- Deputy Mayor (as Proxy Member).

Appointment

Recruitment of Independent Members will be undertaken by Administration by submission of recommendation(s) for appointment being presented to Council for a decision.

Term

Panel members will be appointed for a term of two years initially but may be reappointed for up to two further years. This is to enable continuity in membership of the Panel aligned to Council Elections.

Induction & Training

New Members will be provided with appropriate induction training determined by the Chief Executive Officer or their delegate.

Training will be offered to all members on an ongoing basis where relevant to Barunga West Council business and as approved by the Chief Executive Officer.

The Independent Representatives to the Panel will be aware of or receive training in the conflict of interest provisions of S.73 and S.74 of the Act.

Non-conformance

If the Council proposes to remove a Member of the Committee for any given reason prior to the end of their appointment term, it must give written notice to the Member of its intention to do so and provide that Member with the opportunity to be heard at a Council meeting which is open to the public, if that Member so requests.

5. Allowances / Sitting Fees

No additional allowances will be paid to the Elected Member representatives over and above the allowance already received by the elected member in accordance with the *Local Government (Members Allowances and Benefits) Regulations 2010*.

The Independent Representatives to the Panel may be paid a sitting fee which shall be determined by the Council. The Independent Representative may choose to receive no fee.

6. Committee Meetings

5.1 Frequency

The Panel will meet on such dates and times as it determines provided that at least four (4) meetings are held per calendar year, and may hold additional meetings as determined by the chairperson in order for the Panel to fulfil its duties and responsibilities.

5.2 Resources

The Chief Executive Officer shall provide sufficient administrative resources to the Panel to enable it to adequately carry out its functions.

The Chief Executive Officer, and other Barunga West Council employees may attend any meeting as observers or be responsible for preparing papers for the Governance Advisory Panel.

The agenda and minutes of Panel meetings will be made available to the public, subject to any items discussed in confidence under Section 90 of the *Local Government Act 1999* (the Act) and subsequently retained in confidence under Section 91 of the Act.

In accordance with Section 91(3) of the Act, minutes of the Panel meetings shall be circulated within five ordinary days after a meeting to all members of the Panel and to all Council Members and will (as appropriate) be available to the public.

5.3 Notice and Access to Meetings

In accordance with the principles of open, transparent and informed decision making, committee meetings must be conducted in a place open to the public. All meetings (Unless conducted via electronic means) will be held in the Port Broughton Council Chambers at 11 Bay Street, Port Broughton.

Notice of the meetings of the Committee will be given in accordance with Sections 87 and 88 of the Act. Accordingly, notice will be given:

- a) to Members of the Committee by email or as otherwise agreed by the Committee as being an available means of giving notice, at least three (3) clear days before the date of the meeting; and

- b) made publicly available as soon as practicable after the time that notice of the meeting is given to Members by causing a copy of the notice and agenda to be displayed at the Port Broughton Council office and on the Council's website.

Members of the public are able to attend all meetings of the Committee, unless prohibited by resolution of the Committee under the confidentiality provisions of Section 90 of the Act.

5.4 Quorum

5.3.1 A quorum for a meeting of the Panel will be four (4) members, including at least two (2) Independent Panel members, and no business can be transacted at a meeting of the Panel unless a quorum is present.

5.3.2 A Quorum must be present within 30 minutes of the scheduled start time for the meeting to proceed. A duly convened meeting of the Panel at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Panel.

5.5 Presiding Member

The Chief Executive Officer will appoint a chairperson from the three (3) Independent Members for a term of two (2) years to preside at meetings of the Panel and the Chairperson will, at the expiry of their term of office, be eligible for reappointment as Chairperson.

The Chairperson will be the Spokesperson and oversee and facilitate the conduct of meeting in accordance with the *Local Government Act 1999 (SA)*, the *Local Government (procedures at Meeting) Regulations 2013* and these Terms of Reference.

Where the Presiding Member is unable to attend a meeting, one of the remaining independent representatives shall chair the meeting.

5.6 Meeting Conduct

Meetings of the Panel will be conducted in accordance with the Act, Part 3 of the Local Government (Procedures at Meetings) Regulations 2013, these Terms of Reference and any Code of Practice for Meeting Procedures adopted by the Council and applicable to the Panel.

Insofar as the Act, the Local Government (procedures at Meetings) Regulations 2013, these Terms of Reference and any Code of Practice for Meeting Procedures adopted by the

Council and applicable to the Panel do not specify a procedure to be observed in relation to the conduct of a meeting of the Panel, then the Panel may determine its own procedure.

In accordance with and subject to, the Act and the *Local Government (Procedures at meetings) regulations 2013* all meetings of the Panel shall be open to the public unless the Panel has resolved to exclude the public from a meeting or part of a meeting pursuant to the Act.

The Chief Executive and Council's Legal Advisor may be present at any meeting in an advisory capacity.

The Panel may invite various parties to attend its meetings. These parties may include members of senior management or other officers as appropriate. When the Panel is considering a report, the manager / officer responsible for the area under review will be given the opportunity to discuss the report with the Panel.

Panel members are responsible for declaring a conflict of interest, whether pecuniary or non-pecuniary. In all cases where a conflict of interest exists, or may be reasonably perceived to exist, the chairperson will rule on whether the member, having disclosed the interest:

- may participate in the discussion;
- may remain in the meeting room but not participate in the discussion; or
- should leave the room and be excluded from any consideration.

5.7 Minutes

Minutes of a meeting of the Panel will be distributed to all Panel members as soon as practicable after the meeting pursuant to S.91(3) of *the Act*. Minutes will be reviewed by the chairperson before they are circulated and endorsed by the Panel via circular resolution, then confirmed at the following meeting.

The minutes, excluding any parts that the Panel considers confidential, will be made available to the Management team after each meeting.

Where the Panel makes a recommendation to Council on a matter within the scope of these Terms of Reference, the matter will be listed either as part of a summary report with attachments (if necessary) or as a separate agenda item for Council's consideration.

5.8 Reporting

All decisions of the Committee will be referred to the Council as recommendations of the Committee. The reporting of the decisions of the Committee in this manner will satisfy the requirements of S.41(8).

TERMS OF REFERENCE: Governance Advisory Panel



Pursuant to S. 41(9) of the Act, the Governance Advisory Panel will report at least quarterly to Council.

6. Accountability

The Panel will ensure that an assessment of its performance and charter is conducted at least once every two years, to ensure that it continues to be focused, effective, and provides a quality service to the Council.

7. Member Conduct

Panel members have a responsibility to treat all information with appropriate confidentiality. This includes matters tabled or discussed at the Panel meetings, as well as any additional issues that are raised outside meetings.

8. Review History

These Terms of Reference will be subject to review by the Council on a two (2) year basis. Or as determined by Council.

Responsible Work Area	Chief Executive Officer
Responsible Officer	Manager Corporate Services
Date/s Adopted	V1. July 2020 – Initial Adoption V2. August 2020 – Review V3. September 2021 – Council Adopted amendments to detail references to the provisions of the Act, and note modification to meeting procedure V4. March 2023
Date of next review	March 2025
Skytrust Reference	TBC
Records Reference	TBC