

 Adelaide Plains Council	Governance Advisory Panel Terms of Reference	
	Adoption by Council:	28 November 2022
	Resolution Number:	2022/368
	Administered by:	Chief Executive Officer
	Last Review Date:	November 2022
Document Reference: D22/57183	Next Review Date:	November 2026
	Strategic Outcome:	Proactive Leadership

1. Establishment

- 1.1 Pursuant to Section 41 of the *Local Government Act 1999* (the Act) the Council establishes a Panel to be known as the Governance Advisory Panel (the Panel).
- 1.2 The Panel will continue past the life of the current Council, thereby making it a 'standing committee'.

2. Functions

Subject to compliance with all legislation, policies, plans and procedures of the Council, the functions of the Panel are to:

- 2.1 review and provide advice to the Council in relation to the Council's governance and legislative framework, policies and procedures;
- 2.2 as requested, consider alleged breaches of the Behavioural Standards for Council Members in accordance with the Behavioural Management Policy;
- 2.3 recommend training for Council members, Council committee members and staff with an emphasis on legislative compliance, good governance practices, policies and procedures; and
- 2.4 ensure performance reviews of Council's Section 41 Committees are undertaken.

3. Membership

Voting Members

- 3.1 Members of the Panel are appointed by Council for a term of four (4) years. Independent members will, at the expiry of their term of office, be eligible for reappointment to the Panel.
- 3.2 Membership of the Panel shall consist of five (5) members:
 - 3.2.1 Three (3) independent members with experience in governance (one (1) of which will be the Presiding Member – refer clause 4);
 - 3.2.2 The Mayor of the Council; and
 - 3.2.3 The Deputy Mayor of the Council.

Independent Advisors (Non-Voting)

- 3.3 An independent legal advisor, determined by the Chief Executive Officer, will attend meetings of the Panel for the purpose of providing independent legal advice.
- 3.4 The Panel may be assisted by other advisor(s) that the Panel may determine from time to time.

4. Presiding Member

- 4.1 The Chief Executive Officer will appoint, from amongst the independent members of the Panel, a Chairperson for a term of four (4) years to preside at meetings of the Panel. The Chairperson will, at the expiry of their term of office, be eligible for reappointment as Chairperson.
- 4.2 The Chairperson or nominee will represent the Panel as spokesperson.
- 4.3 Where the Chairperson is unable to attend a meeting, the Panel will appoint one (1) of the remaining independent members to chair the meeting.

5. Sitting Fees

- 5.1 No additional allowance 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*.
- 5.2 The Independent members of the Panel will be paid a sitting fee which shall be determined by the Council. The Independent members may choose to receive no fee.

6. Conflicts of Interest

- 6.1 Where a member of the Panel has a conflict of interest in a matter before the Panel, the member must not participate in any discussion or voting in relation to the matter and must not, while such discussion or voting is taking place, be present or in the room or other place at which the matter is being discussed.
- 6.2 The Independent members of the Panel will be aware of or receive training in the conflict of interest provisions of sections 73 and 74 of the Act.

7. Quorum

A quorum for a meeting of the Panel will be three (3) members, including at least two (2) independent members, and no business can be transacted at a meeting of the Panel unless a quorum is present.

8. Meetings

- 8.1 The Panel shall meet on such dates and at times determined by the Chief Executive Officer provided that at least two (2) meetings are held per calendar year.

- 8.2 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.
- 8.3 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.
- 8.4 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.
- 8.5 All decisions of the Panel shall be made on the basis of a majority decision of the Members present and in the event of a tied vote the matter be referred to the Council for decision.
- 8.6 The Panel shall act at all times in strict accordance with relevant legislation (being the Act and associated Regulations) and with written policies and guidelines of the Council which are relevant to the Panel in the performance of its functions;
- 8.7 The Panel does not enjoy the delegation of any powers, functions and duties of the Council. All decisions of the Panel will, therefore, constitute recommendations to the Council.

9. Reporting Responsibilities

- 9.1 Minutes of a meeting of the Panel will be provided to all Panel members as soon as practicable after the meeting and, in accordance with the Act, to all Council members within five (5) days after the meeting. Minutes shall be presented to Council at the next Ordinary Council Meeting.
- 9.2 Agendas and Reports of the Panel forwarded to the Panel will also be forwarded to Council members for their information prior to the Panel meeting, having regard for any confidentiality provisions that may apply.
- 9.3 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.
- 9.4 The Panel shall report to Council on an as-needs basis or upon Council's request with a summary of its activities.

10. Review

These Terms of Reference will be reviewed by Council on an as-needs basis, provided that a review occurs at least once every four (4) years to coincide with a Membership review.