

**ADELAIDE HILLS COUNCIL  
ORDINARY COUNCIL MEETING  
Tuesday 25 January 2022  
CONFIDENTIAL AGENDA BUSINESS ITEM**

**Item:** 18.1

**Responsible Officer:** Lachlan Miller  
Executive Manager Governance & Performance  
Office of the Chief Executive

**Subject:** Audit Committee Independent Member Vacancy

**For:** Decision

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**1. Audit Committee Independent Member Vacancy – Exclusion of the Public**

Pursuant to section 90(2) of the *Local Government Act 1999* the Council orders that all members of the public, except:

- Chief Executive Officer, Andrew Aitken
- Director Community Capacity, David Waters
- Director Corporate Services, Terry Crackett
- Acting Director Development & Regulatory Services, Melissa Bright
- Director Infrastructure & Operations, Peter Bice
- Executive Manager Governance & Performance, Lachlan Miller
- Corporate Planning & Performance Coordinator, Kira Laverty
- Minute Secretary, Pam Williams

be excluded from attendance at the meeting for Agenda Item 18.1: (Audit Committee Independent Member Vacancy) in confidence.

The Council is satisfied that it is necessary that the public, with the exception of Council staff in attendance as specified above, be excluded to enable Council to consider the report at the meeting on the following grounds:

Section 90(3) (a) of the *Local Government Act 1999*, the information to be received, discussed or considered in relation to this Agenda Item is information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead), because it would disclose the personal details of an Audit Committee Independent Member's performance.

Accordingly, on this basis the principle that meetings of the Council should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential.

## 2. Audit Committee Independent Member Vacancy – Confidential Item

### SUMMARY

Council utilises its Council Committees to provide advice to Council which collectively contribute to the achievement of Council's goals and strategies and discharge of its legislative obligations.

Council currently has two Council Committees being the Audit Committee and the Chief Executive Officer Performance Review Panel (CEOPRP) with three and one Independent Members respectively.

In relation to the Audit Committee Independent Members, Council appointed two members at its 14 December 2021 meeting due to expiring terms and now has to consider the third Independent Member position which has its term expiring on 30 April 2022.

This report seeks Council's consideration of the options regarding the third Independent Member position in order to determine a course of action to fill the upcoming vacancy.

### RECOMMENDATION

#### Council resolves:

1. That the report be received and noted

#### OPTION 1: Expression of Interest

2. To undertake a recruitment process for the selection of an Independent Ordinary Member for the Audit Committee for a term commencing 1 May 2022 and concluding 30 April 2024 (inclusive).
3. To appoint \_\_\_\_\_, \_\_\_\_\_ and the CEO (or delegate) as members of the Audit Committee Independent Member Selection Panel.

#### OPTION 2: Term Extension (*Recommended*)

2. To extend the term of office for Natalie Johnston to the Audit Committee Independent Member position for the period 1 May 2022 to 30 April 2023.

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## 1. GOVERNANCE

### ➤ Strategic Management Plan/Functional Strategy/Council Policy Alignment

#### *Strategic Plan 2020-24 – A brighter future*

Goal 5	A Progressive Organisation
Objective O4	We actively represent our community
Priority O4.3	Attract and develop a diverse and capable elected body that represents, promotes and reflects the composition of the community
Priority O4.3	Advocate to, and exert influence with, our stakeholders on behalf of our community to promote the needs and ambitions of the region
Objective O5	We are accountable, informed, and make decisions in the best interests of the whole community

Priority O5.1 Enhance governance structures and systems to prudently adapt to changing circumstances and meet our legislative obligations

As an organisation we strive for accountable and strategic decision making. We seek to consistently meet our financial sustainability targets. Council is committed to open, participative and transparent decision making and administrative processes. We diligently adhere to legislative requirements to ensure public accountability.

➤ **Legal Implications**

Section 41 of the *Local Government Act 1999* (the “LG Act”) sets out the processes for the establishment of council committees. These committees may be formed to assist council in the performance of its functions; to enquire into matters; to provide advice to council and to exercise delegated powers, functions and duties.

The Council’s Audit Committee and the CEOPRP are s41 Committees.

Council adopted the current Audit Committee Terms of Reference (TOR) (**Appendix 1**) at its 17 December 2019 meeting (Res: 302/19). The TOR sets out the role, functions and membership provisions which are compliant with the provisions of s126 of the LG Act and the *Local Government (Financial Management) Regulations 2011* (the “Regulations”).

The *Statutes Amendment (Local Government Review) Act 2021* (the “Amendment Act”) was assented to by the Governor on 17 June 2021. It is however un-commenced and the commencement dates and underlying regulations are yet to be finalised.

There are a number of revised and new provisions that, when those sections commence, will impact on the functions and membership of Council’s Audit Committee. These matters are set out in the background section of this report.

➤ **Risk Management Implications**

The Council’s consideration of the Independent Member membership of the Audit Committee 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)	Low (3E)	Low (3E)

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

➤ **Financial and Resource Implications**

Should Council adopt *Option 1: Expression of Interest*, the costs specifically associated with this report relate to advertising for Expressions of Interest for membership of the Audit Committee. The costs have been incorporated in the adopted budget. The resource implications are predominately in relation to the conduct of the Independent Member selection process.

Should Council adopt Option 2: Term Extension, there are no direct financial costs associated with the extension of the current term of office.

The ongoing costs associated with Independent Members are the sitting fees paid for meeting attendance and training-related costs. These are considered and accommodated in the Annual Business Plan processes.

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

There is a high expectation that Council has appropriate governance and accountability mechanisms in place in relation to its meeting structures and that Council Committee members are competent and understand the role and functions of the committee and their individual obligations with regard to conduct.

➤ **Sustainability Implications**

Not applicable.

➤ **Engagement/Consultation conducted in the development of the report**

Consultation on the development of this report was as follows:

*Council Committees:* Not Applicable

*Council Members:* Not Applicable

*Advisory Groups:* Not Applicable

*Workshops:* The subject of Audit Committee Independent Members was discussed at the 16 November 2021 workshop.

*External Agencies:* Local Government Association

*Community:* There is no requirement for community consultation in relation to the filling of Independent Members to Council Committees.

## 2. **BACKGROUND**

### Legislative Provisions regarding Audit Committees

#### **Functions**

Section 126(4) of the LG Act requires councils to have an audit committee with the following mandatory functions:

- Reviewing financial statements to ensure that they present fairly the state of affairs of the council
- Review the councils strategic management plans and annual business plans
- Proposing and reviewing the exercise of s130 (economy and efficiency investigations)
- Liaising with the council's auditor; and
- Reviewing the adequacy of accounting, internal control, reporting and other financial management systems and processes.

Council's Audit Committee Terms of Reference (**Appendix 1**) contains these functions in expanded form along with a number of other discretionary functions.

The Amendment Act will require these committees to be referred to audit and risk committees and have the following additional mandatory functions:

- Monitoring the responsiveness of the council to recommendations for improvement on previous audit and risk assessments
- If the council has an internal audit function:
  - Providing oversight of planning and scoping of internal audits; and
  - Reviewing and commenting on internal audit reports
- Reviewing and evaluations the effectiveness of strategic, operational and financial risk management systems
- Reviewing any prudential management reports
- Performing any other functions prescribed in legislation.

The revised provisions of s126(4) are proposed to commence on 30 November 2023, as yet no additional regulations have been drafted. While some minor modifications may be required, the Committee's current TOR and *Risk Management Policy* effectively cover off on the known incoming mandatory requirements.

### **Membership**

Section 126(2) of the LG Act sets out the membership of an audit committee as follows:

- May include persons who are not members of the council;
- May not include an employee of the council;
- May include members of another council's audit committee
- Any other provisions of Regulations (which under Regulation 17) include:
  - Must have between 3 and 5 members
  - Must include one person who is not a member of the council and who is determined by the council to have financial experience relevant to the functions of the committee; and
  - Must not include the council's auditor.

The Amendment Act revises s126(2) as follows:

- The majority of members of the committee must not be members of the council;
- The members of the committee (when taken as a whole) must have the skills knowledge and experience relevant to the functions of the committee including financial management, risk management, governance and any other prescribed matter.

The revised provisions of s126(2) are proposed to commence on 30 November 2023, as yet no additional regulations have been drafted. While some minor modifications may be required, the Committee's current TOR effectively covers off on the known incoming mandatory requirements.

### **AHC's Audit Committee Independent Membership Terms**

The Audit Committee TOR provides that terms may be for a period of up to three (3) years and is silent on the subjects of reappointments and term extensions, thereby making both permissible.

Further the TOR provides for the staggering of Independent Member terms as follows:

- 5.8 The terms of appointment of the Independent Members should be arranged to ensure the orderly rotation and continuity of membership despite changes to the composition of the Council.

Consistent with this staggered approach:

- At its 27 October 2020 meeting, Council appointed Natalie Johnston for the term from 1 December 2020 to 30 April 2022 inclusive (Res: 255/20). This seventeen (17) month term was selected to create the appropriate stagger from the other two Independent member positions.
- At its 14 December 2021 meeting, Council following an Expression of Interest process appointed Peter Brass and David Moffatt for a term from 14 December 2021 to 30 November 2023 inclusive (Res: 284/21)

### 3. ANALYSIS

In considering the upcoming Independent Member vacancy, Council has the following options:

- Option 1: Expression of Interest
- Option 2: Extension of Term

#### **Option 1: Expression of Interest**

The Expression of Interest (EOI) process is the standard process used for filling Independent Member vacancies for Council committees and panels. The process was used most recently in late 2021 to fill the two Audit Committee Independent Member vacancies arising from 30 November 2021 term expirations.

The process involves publically advertising for EOIs from suitably qualified individuals against the skill and experiences requirements contained in the Committee's TOR. The EOIs received are shortlisted by the Selection Panel, this process also involves assessing the skill sets of all members to ensure that all required competencies are covered collectively. The shortlisted candidates are interviewed and, where appropriate, references obtained in order to make a recommendation to Council for appointment.

The EOI process has the key benefit of testing the open market to obtain the most desirable talent available. The key costs are the resourcing associated with advertising, shortlisting and interviewing.

The recent EOI process enabled the Selection Panel to develop a good understanding of the talent pool available in the market currently. In consideration of the EOIs and interviews, the Selection Panel ultimately recommended and Council appointed candidates who had previously served on the Audit Committee.

Should Council opt to commence an EOI process, advertisements will be placed as soon as possible and the timeframes expedited to enable a report to the 26 April 2022 meeting with a recommendation for appointment, thereby avoiding a vacancy in office. The advertised term of office will be 24 months consistent with the standard term of appointment (i.e. term commencing 1 May 2022 and concluding 30 April 2024).

## **Option 2: Extension of Term**

Extensions of appointment terms are, as the name suggests, a process whereby an additional term of office is provided to a position occupant without a competitive recruitment process (such as the EOI process described above).

Council has extended Independent Member terms in the past where circumstances have indicated it is the preferred option. For example the Council Assessment Panel Independent Member terms were extended in December 2020 due to delays in the implementation of the *Planning, Development & Infrastructure Act 2016* provisions and the desire to preserve continuity in the transition.

In considering a term extension, the skills set and the performance of the position occupant(s) needs to be considered. To this end the Independent Member, Natalie Johnston, has a complementary skills set to the other Committee members and she has attended all eligible meetings during her current term. The Council Members on the Audit Committee (Councillors Herrmann and Mudge) may be able to provide commentary on Ms Johnston's performance.

Further, Councillors Herrmann and Mudge were also on the recent Audit Committee Independent Member Selection Panel and may be able to provide commentary on Ms Johnston's skills and experience in comparison to those interviewed recently.

Should Council opt to extend Ms Johnston's term, a 12 month extension is proposed (i.e. to 30 April 2023). Consistent with the Audit Committee's TOR provision of appointments being for up to three (3) years, this would result in a total term served by Ms Johnston of 29 months.

## **4. OPTIONS**

Council has the following options:

- I. An extension of term for a period of 12 months for the current expiry date is the preferred option on the basis of the recent EOI process and Ms Johnston's performance on the Committee to date (Recommended)
- II. Undertaking a EOI process is a valid and reasonable option but is not preferred (Not Recommended)
- III. Council could determine not to initiate a process to fill the upcoming Audit Committee vacancy however, once the term lapses, this would be contrary to the current Committee TOR regarding membership (Not Recommended)

## **5. APPENDIX**

- (1) *Audit Committee – Terms of Reference*

**3. Audit Committee Independent Member Vacancy – Period of Confidentiality**

Subject to the CEO, or his delegate, disclosing information or any document (in whole or in part) for the purpose of implementing Council's decision(s) in this matter in the performance of the duties and responsibilities of office, Council, having considered Agenda Item 18.1 in confidence under sections 90(2) and 90(3) (a) of the *Local Government Act 1999*, resolves that an order be made under the provisions of sections 91(7) and (9) of the *Local Government Act 1999* that the report, related attachments and the minutes of Council be retained in confidence until 30 April 2022.

Pursuant to section 91(9)(c) of the *Local Government Act 1999*, Council delegates the power to revoke the confidentiality order either partially or in full to the Chief Executive Officer.



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# **Appendix 1**

*Audit Committee – Terms of Reference*

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**ADELAIDE HILLS COUNCIL**  
**Audit Committee**



**TERMS OF REFERENCE**  
**Effective from 1 September 2017**

**1. ESTABLISHMENT**

- 1.1 The Audit Committee (the Committee) of Council is established under Section 41 of the *Local Government Act 1999* (the Act), for the purposes of Section 126 of the Act and in compliance with regulation 17 of the *Local Government (Financial Management) Regulations 2011*.
- 1.2 The Audit Committee does not have executive powers or authority to implement actions in areas which management has responsibility and does not have any delegated financial responsibility. The Audit Committee does not have any management functions and is therefore independent from management.

**2. ROLE**

- 2.1 The overall role of the Audit Committee will be to assist Council to accomplish its objectives by monitoring and providing advice on the adequacy and effectiveness of the systems and processes regarding financial management and reporting, internal control and risk management, internal audit and governance functions through the following functions:

**3. SPECIFIC FUNCTIONS**

- 3.1 Financial Reporting and Prudential Requirements

The Committee shall:

- 3.1.1 Provide comment on the assumptions underpinning Council's Strategic Management Plans (Strategic Plan, Annual Business Plan and Budget and Long Term Financial Plan), the consistency between plans and the adequacy of Council's plans in the context of maintaining financial sustainability;
- 3.1.2 Review and provide advice to Council on the degree to which the annual financial statements present fairly the state of affairs of the Council;
- 3.1.3 Monitor the integrity of the financial statements of the Council, including its annual report, reviewing significant financial reporting issues and judgements which they contain.;
- 3.1.4 Review and challenge where necessary:
- 3.1.4.1 The consistency of, and/or any changes to, accounting policies;
- 3.1.4.2 The methods used to account for significant or unusual transactions where different approaches are possible;
- 3.1.4.3 Whether the Council has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

3.1.4.4 The clarity of disclosure in the Council's financial reports and the context in which statements are made; and

3.1.4.5 All material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management);

3.1.5 Review prudential reports prepared under Section 48(1) of the Act and provide advice to Council, upon request, on other prudential matters.

### 3.2 Internal Controls and Risk Management Systems

The Committee shall:

3.2.1 Ensure that appropriate policies, practices and procedures of internal control (and other financial and risk management systems) are implemented, reviewed and maintained in order to assist the Council to carry out its activities in an efficient and orderly manner to achieve its objectives;

3.2.2 Review Council's risk management framework and monitor the performance of Council's risk management program;

3.2.3 Monitor the corporate risk profile and significant risk exposures for the organisation to ensure that there are appropriate management plans to manage and mitigate this business risk; and

3.2.4 Ensure an appropriate legislative compliance framework exists to identify risks and controls over compliance with applicable legislation and regulations.

### 3.3 Whistle blowing

The committee shall:

3.3.1 Review annually the Council's Whistleblower Protection Policy

3.3.2 Provide recommendations to Council regarding the Whistleblower Protection Policy to ensure that:

3.3.2.1 There are adequate arrangements for Council employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters; and

3.3.2.2 The policy allows independent investigation of such matters and appropriate follow-up action in a manner that is in accordance with the Independent Commissioner Against Corruption Act 2012 and Regulations 2013.

### 3.4 Internal Audit

The Committee shall:

- 3.4.1 Monitor and review the effectiveness of the Council's internal audit function in the context of the Council's overall risk management system;
- 3.4.2 Consider and make recommendation on the program of the internal audit function and the adequacy of its resources and access to information to enable it to perform its function effectively and in accordance with the relevant professional standards.
- 3.4.3 Review all reports on the Council's operations from the internal auditors;
- 3.4.4 Review and monitor management's responsiveness to the findings and recommendations of the internal auditor; and
- 3.4.5 Where appropriate, meet the "head" of internal audit (internal or outsourced) at least once a year, without management being present, to discuss any issues arising from the internal audits carried out. In addition, the head of internal audit shall be given the right of direct access to the Principal Member of the Council and to the Presiding Member of the committee.

### 3.5 External audit

The Committee shall:

- 3.5.1 Consider and make recommendations to the Council, in relation to the appointment, re-appointment and removal of the Council'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;
- 3.5.2 Oversee Council's relationship with the external auditor including, but not limited to:
  - 3.5.2.1 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;
  - 3.5.2.2 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;
  - 3.5.2.3 Assessing the external auditor's independence and objectivity taking into account relevant professional and regulatory requirements and the extent of Council's relationship with the auditor, including the provision of any non-audit services;
  - 3.5.2.4 Satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the external auditor and the Council (other than in the ordinary course of business);

- 3.5.2.5 Monitoring the external auditor's compliance with legislative requirements on the rotation of audit partners; and
  - 3.5.2.6 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);
  - 3.5.3 Meet as needed with the external auditor. The Committee shall meet the external auditor at least once a year, without management being present; to discuss the external auditor's report and any issues arising from the audit;
  - 3.5.4 Review and make recommendations on the annual audit plan, and in particular its consistency with the scope of the external audit engagement;
  - 3.5.5 Review the findings of the audit with the external auditor. This shall include, but not be limited to, the following:
    - 3.5.5.1 a discussion of any major issues which arose during the external audit;
    - 3.5.5.2 any accounting and audit judgements; and
    - 3.5.5.3 Levels of errors identified during the external audit. The committee shall also review the effectiveness of the external audit.
  - 3.5.6 Review any representation letter(s) requested by the external auditor before they are signed by management;
  - 3.5.7 Review the management letter and management's response to the external auditor's findings and recommendations.
- 3.6 Economy and Efficiency Audits
- The Committee shall:
- 3.6.1 Propose and review the exercise of powers under Section 130A of the Act; to examine and report on any matter relating to financial management, or the efficiency and economy with which the council manages or uses its resources to achieve its objectives,
- 3.7 Service Improvement
- The Committee shall:
- 3.7.1 Monitor the benefits achieved through Council's Service Improvement Program with a focus on efficiency and effectiveness.

#### **4. OTHER MATTERS**

The Committee shall:

- 4.1 Have access to reasonable resources in order to carry out its duties, recognising the constraints within Council's Budget;
- 4.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 4.3 Give due consideration to laws and regulations of the Act;
- 4.4 Make recommendations on co-ordination of the internal and external auditors;
- 4.5 Oversee any investigation of activities which are within its terms of reference;
- 4.6 Oversee action to follow up on matters raised by the external and internal auditors;
- 4.7 Invite Council's external auditors and internal auditors to attend meetings of the Committee, as considered appropriate; and
- 4.8 At least once in its term, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend changes it considers necessary to the Council for approval.

#### **5. MEMBERSHIP**

- 5.1 The Committee will comprise 5 members as follows:
  - 5.1.1 Three (3) Independent Members; and
  - 5.1.2 Two (2) Council Members
- 5.2 All members of the Committee will be appointed by the Council.
- 5.3 Independent Member(s) of the Committee shall have recent and relevant skills and experience in professions such as, but not limited to accounting, financial management, risk management, law, compliance, internal audit and governance.
- 5.4 It is desirable for the Council Members to be appointed to the Committee to have a sound understanding of financial management, risk management and governance.
- 5.5 In considering appointments to the Committee, Council should give consideration to the diversity of the membership.
- 5.6 Appointments to the Committee shall be for a period of up to three (3) years.
- 5.7 Members of the Committee are eligible for reappointment at the expiration of their term of office.
- 5.8 The terms of appointment of the Independent Members should be arranged to ensure the orderly rotation and continuity of membership despite changes to the composition of the Council.

## **6. SITTING FEES**

- 6.1 The applicable Remuneration Tribunal (or its successor) Determination outlines the applicable allowance for Council Members on the Committee.
- 6.2 The Independent Members are to be paid a sitting fee as determined by Council for attendance at meetings and authorised training sessions. Council may determine a higher sitting fee for the presiding member.

## **7. PRESIDING MEMBER**

- 7.1 The Council will appoint the Presiding Member of the Committee.
- 7.2 The Council authorises the Committee to determine if there will be a Deputy Presiding Member of the Committee and, if so, authorises the Committee to make the appointment to that position for a term determined by the Committee.
- 7.3 If the Presiding Member of the Committee is absent from a meeting the Deputy Presiding Member (if such position exists) will preside at that meeting. If there is no position of Deputy Presiding Member, or both the Presiding Member and the Deputy Presiding Member of the Committee are absent from a meeting of the Committee, then a member of the Committee chosen from those present will preside at the meeting until the Presiding Member (or Deputy Presiding Member, if relevant) is present.
- 7.4 The role of the Presiding Member includes:
  - 7.4.1 overseeing and facilitating the conduct of meetings in accordance with Act and the *Local Government (Procedures at Meetings) Regulations 2013* (the Regulations);and
  - 7.4.2 Ensuring all Committee members have an opportunity to participate in discussions in an open and encouraging manner.

## **8. REPORTING RESPONSIBILITIES**

- 8.1 For the purposes of Section 41(8) of the Act, the Committee's reporting and accountability requirements are:
  - 8.1.1 The minutes of each Committee meeting will be included in the agenda papers of the next ordinary meeting of the Council;
  - 8.1.2 The Presiding Member will attend a meeting of the Council at least once per annum to present a report on the activities of the Committee;
  - 8.1.3 The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its terms of reference where in its view action or improvement is needed; and
  - 8.1.4 The Presiding Member may attend a Council meeting at any time that the Presiding Member sees fit to discuss any issue or concern relating to the Committee's functions. Depending on the nature of the matter, this may be held in confidence in accordance with Section 90 of the Act and staff may be requested to withdraw from the meeting.

## **9. MEETING PROCEDURE**

- 9.1 Meeting procedure for the Committee is as set out in the Act, Parts 1, 3 and 4 of the Regulations. Insofar as the Act, the Regulations, or these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Committee, the Committee may determine its own procedure.
- 9.2 In accordance with Section 90(7a), one or more Committee members may participate in the meeting by telephone or other electronic means provided that members of the public can hear the discussion between all Committee members.
- 9.3 Only members of the Committee are entitled to vote in Committee meetings. Unless otherwise required by the Act not to vote, each member must vote on every matter that is before the Committee for decision.
- 9.4 Council Employees may attend any meeting as observers or be responsible for preparing papers for the committee.

## **10. SECRETARIAL RESOURCES**

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

## **11. FREQUENCY OF MEETINGS**

- 11.1 The Committee shall meet at least four times a year at appropriate times and places as determined by the Committee. A special meeting of the Committee may be called in accordance with the Act.
- 11.2 If after considering advice from the CEO or delegate, the Presiding Member of the Committee is authorised to cancel the respective Committee meeting, if it is clear that there is no business to transact for that designated meeting.

## **12. NOTICE OF MEETINGS**

- 12.1 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:
- 12.1.1 To members of the Committee by email or as otherwise agreed by Committee members at least 3 clear days before the date of the meeting; and
- 12.1.2 To the public 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 Council's offices and on the Council's website.



## **12.2 PUBLIC ACCESS TO MEETINGS & DOCUMENTS**

- 12.3 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.
- 12.4 Members of the public have access to all documents relating to the Committee unless prohibited by resolution of the Committee under the confidentiality provisions of Section 91 of the Act.

## **13. MINUTES OF MEETINGS**

- 13.1 The Chief Executive Officer shall ensure that the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance are minuted and that the minutes otherwise comply with the requirements of the Regulations.
- 13.2 Minutes of Committee meetings shall be circulated within five days after a meeting to all members of the Committee and will (in accordance with legislative requirements) be available to the public.