



Light  
Regional  
Council

# Terms of Reference of the Light Regional Council's Governance Advisory Panel

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## 1. Establishment of the Governance Advisory Panel

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").

## 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, monitor and provide advice to the Council in relation to the Council's governance framework and processes;
- 2.2 Recommend for the Council's consideration and adoption a training program for the council members, council committee members and senior staff with an emphasis on good governance practices, procedures and processes;
- 2.3 Review, monitor and provide advice to the Council on the Council's existing governance policies and procedures;
- 2.4 As requested, provide council members with advice regarding their conflict of interest obligations under the Local Government Act 1999 (the Act);
- 2.5 As requested, consider, investigate, and report on alleged breaches of the Council Member Code of Conduct.
- 2.6 Recommend to the Council the adoption of specific policies and procedures to ensure compliance with the Council's legislative obligations;
- 2.7 Investigate and provide advice to the Council on alleged breaches of Council's governance policies in accordance with the relevant governance policy.
- 2.8 Consider and provide advice on any other matter that is applicable to Council's systems of governance including reports of regulatory authorities such as the Auditor-General of South Australia, the ICAC, the SA Ombudsman; and requests for review of Council Decisions lodged under section 270 of the Local Government Act 1999.

## 3. Membership

Membership of the Panel shall consist of 5 members:

- 3.1 Three (3) independent members with experience in governance; and,
- 3.2 the Mayor of the Council; and,
- 3.3 the Deputy Mayor of the Council as a proxy member for the Mayor should the Mayor be unable to attend a proposed meeting of the Governance Advisory Panel; and

- 3.4 one (1) other Council member nominated by the Council; and,
- 3.5 The Panel may be assisted in its deliberations by such other person(s) as the Panel may determine from time to time. These “other persons” might possess a range of “specialist” skills that the Panel could draw upon in its investigative and decision-making activities. For example, the person(s) may possess legal, financial, governance, engineering, planning or skills from other specialist interest disciplines which prove complementary to deliberations. The Panel has the authority after consultation with the Chief Executive Officer to engage external advice at Council’s expense on matters being considered within these Terms of Reference
- 3.6 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.
- Where the declaration of a conflict of interest by a member of the Panel leads to a lack of meeting quorum in accordance with clause 4.4 of these Terms, then the matter under discussion will be deferred either to the next meeting of the Panel as an “Adjourned Business” item, or alternatively where the matter requires remedy within a reasonable time frame, the matter can be referred to the next available meeting of the Council for consideration.
- 3.7 No additional allowance will be paid to the Council member representatives over and above the allowance already received by the Council members in accordance with the Local Government (Members Allowances and Benefits) Regulations 2010.
- 3.8 The Independent Representatives to the Panel may be paid a sitting fee which shall be negotiated with the individual concerned and determined by the Council. The Independent Representative may choose to receive no fee.
- 3.9 The Independent Representatives to the Panel will be aware of or receive training in the conflict of interest provisions of the Local Government Act 1999.
- 3.10 Term of Panel Membership
- With reference to clause 3.1 of these Terms, the tenure of the independent members will be for a period concluding November 2020 at which time the independent members will be eligible for re-appointment to a further four (4) year term concluding in November 2024, and so on.
- With reference to clauses 3.2 and 3.4 of these Terms, the tenure of the Council Members appointed to the Panel shall be governed by the council term; but may be subject to a mid-term review.
- Where an independent member does not wish to continue their role on the Panel, upon advice to that effect, the Chief Executive Officer shall undertake an appropriate process to seek a replacement independent panel member.

#### **4. Presiding Member**

- 4.1 The Panel will appoint from amongst the independent members of the Panel a Presiding Member for a term of two (2) years to preside at meetings of the Panel and the Presiding Member will, at the expiry of their term of office, be eligible for reappointment as Presiding Member.
- 4.2 The Presiding Member or nominee will represent the Governance Advisory Panel as spokesperson.
- 4.3 Where the Presiding Member is unable to attend a meeting:

- 4.3.1 the Panel shall resolve to appoint an acting Presiding Member for the meeting from those independent panel members present.
- 4.3.2 Where a single independent member of the Panel is present at a meeting of the Panel, that independent member shall chair the meeting.
- 4.3.3 Should no independent representatives be able to attend a meeting of the Panel, the meeting will fail through a lack of quorum (see clause 4.4).

4.4 Quorum

A quorum for a meeting of the Panel will be three (3) members, one (1) of which must be an independent member; and no business can be transacted at a meeting of the Panel unless a quorum is present.

**5. Meetings**

- 5.1 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.
- 5.2 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.
- 5.3 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.
- 5.4 The Panel shall, at its first meeting after being established and at its first meeting after the conclusion of a general election of the Council, determine the place, date and time meetings of the Panel will be held provided that:
  - 5.4.1 The Panel will meet on such dates and at times as it determines provided that at least two (2) meetings are held per calendar year.
- 5.5 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.
- 5.6 the Panel shall always act in strict accordance with relevant legislation (being the Local Government Act 1999 and associated regulations) and with written policies and guidelines of the Council which are relevant to the Panel in the performance of its functions.
- 5.7 Save for clause 3.5, 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.
- 5.8 The Panel will be provided with administrative support as delegated by the Chief Executive Officer of the Council.

**6. Reporting Responsibilities**

- 6.1 In accordance with the Act, the agendas and reports for a meeting of the Panel shall be prepared and distributed to the Panel members for their information at least three (3) clear days in advance of the proposed date of the Panel meeting. The minutes of a meeting of the Panel shall be provided to all Council members and Panel members within five (5) days after the meeting of the Panel. Agendas and Minutes where necessary will have regard to the confidentiality provisions of the Act.

- 6.2 Minutes of a meeting of the Panel shall be presented to the next meeting of the Panel for confirmation; and to Council, to be received.
- 6.3 The Panel shall prepare an annual report to Council outlining the activities of the Panel undertaken throughout its operational year which may include an assessment of its performance against any work program.

## **7. Review**

These terms of reference will be subject to review by the Council on a two (2) year basis or as determined by Council.

## **8. Tenure**

The Panel will continue in existence until wound up by resolution of the Council.

## **8. History**

- 8.1 Original Terms of Reference adopted Tuesday, 22 March 2011, see Council Minutes Reference 9.5 Other – Governance Advisory Panel at Page 2011/30
- 8.2 Amendment 1, Terms of Reference adopted Tuesday, 23 July 2013, see Council Minutes Reference 9.5 Other – Governance Advisory Panel at Page 2013/197
- 8.3 Amendment 2, Terms of Reference adopted Tuesday 22 September 2015, see Council Minutes Reference GAP9.2.10/2015 Page 2015/335.
- 8.4 Amendment 3, Terms of Reference presented to 23 August 2016 Council meeting, Minute Reference GAP10.2.1/2016 Page 2016/316.
- 8.5 Amendment 4, Terms of Reference presented to 18 June 2019 Governance Advisory Panel for consideration.
- 8.6 Amendment 4, Terms of Reference adopted Tuesday 25 June 2019, see Council Item GAP10.2.1/2019, Minutes Reference 2019/228
- 8.7 Amendment 5, Terms of Reference adopted Tuesday 23 March 2021, see Council Item GAP9.2.4/2021, Minutes Reference 2021/68