

## Local Government Association of South Australia

### CEO Advisory Group Terms of Reference

[insert date of adoption]

#### 1. Establishment

In accordance with clause 24.3 of the *Local Government Association of South Australia Constitution and Rules* (adopted [insert date]) (**Constitution**) the Board of Directors of the Local Government Association of South Australia (**LGA**) has resolved to establish a CEO Advisory Group.

#### 2. Terms of Reference

- 2.1. These Terms of Reference set out the functions to be discharged by the CEO Advisory Group.
- 2.2. The operation of the Terms of Reference may be altered by the Board of Directors either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 2.2 will be reported to the chairperson of CEO Advisory Group within 24 hours of the meeting of the Board of Directors at which the resolution was passed.
- 2.3. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

#### 3. Status

The CEO Advisory Group is a committee of the LGA and is responsible to the Board of Directors for the discharge of its functions.

#### 4. Membership

- 4.1. The CEO Advisory Group is comprised of:
  - 4.1.1. 4 chief executive officers of Members within SAROC Regional Groupings of Member; and
  - 4.1.2. 4 chief executive officers of Members within GAROC Regional Groupings of Member,appointed by the Board of Directors for a term of [insert time period].
- 4.2. Each member of the CEO Advisory Group must:
  - 4.2.1. undertake his or her role as a committee member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;
  - 4.2.2. not make improper use of information acquired by virtue of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;
  - 4.2.3. not make improper use of his or her position as a committee member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and

4.2.4. not act in any matter where the committee member has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the members of the CEO Advisory Group will not be an interest giving rise to a conflict of interest).

4.3. A member of the CEO Advisory Group may be removed from the CEO Advisory Group by the Board of Directors. The Board of Directors will provide a member with an opportunity to address the Board of Directors on his or her proposed removal from the CEO Advisory Group prior to the Board of Directors resolving to remove the member from the CEO Advisory Group.

## **5. Responsibilities**

### **5.1. Board of Directors**

5.1.1. The role of the Board of Directors is to oversee corporate governance of the LGA and provide strategic direction and leadership.

5.1.2. The duties of the Board of Directors include ensuring that:

- (a) the LGA acts in accordance with applicable laws and this Constitution;
- (b) the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;
- (c) subject to any overriding fiduciary or other duty to maintain confidentiality, the affairs of the LGA are undertaken in an open and transparent manner; and
- (d) the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.

5.1.3. Consistent with this role and these duties the Board of Directors has appointed the CEO Advisory Group to provide advice and input to LGA on matters within the group's functions.

5.1.4. The Board of Directors may from time to time refer matters to the CEO Advisory Group for consideration.

5.1.5. The Board of Directors will receive, consider and respond to any report and recommendations provided to the Board of Directors by the CEO Advisory Group.

5.1.6. The Board of Directors will periodically review the performance of the CEO Advisory Group.

### **5.2. CEO Advisory Group**

5.2.1. The primary responsibility of the CEO Advisory Group is to advise the Board of Directors on the design and delivery of policy and services to members.

5.2.2. The CEO Advisory Group may, through the Chief Executive and at the LGA's expenses, seek external legal, financial or other advice on matters within its functions or concerning these Terms of Reference.

5.2.3. The CEO Advisory Group will fulfil its functions under these Terms of Reference in a timely, objective and professional manner.

### **5.3. Chief Executive**

- 5.3.1. The Chief Executive will make available to the CEO Advisory Group information of the LGA which is relevant to the functions of the CEO Advisory Group.
- 5.3.2. The Chief Executive will ensure that administrative support and other resources are made available to the CEO Advisory Group to enable the committee to discharge its obligations under these Terms of Reference.
- 5.3.3. Resources made available to the CEO Advisory Group will include resourcing by the LGA Office or external resources considered appropriate by the Chief Executive acting in consultation with the CEO Advisory Group.

## **6. Function of the CEO Advisory Group**

- 6.1. The CEO Advisory Group will provide advice to the LGA Board on the design and delivery of policy and services to members. Key considerations for the CEO Advisory Group will be:
  - 6.1.1. assessing the value and validity of the services offered by the LGA to its Members;
  - 6.1.2. considering proposals for the further development of existing or new services by the LGA; and
  - 6.1.3. the effectiveness of operational policies adopted by the LGA in connection with Member services.
- 6.2. The CEO Advisory Group will as necessary to its functions:
  - 6.2.1. liaise with staff of the LGA Office and subsidiaries of the LGA providing commercial services;
  - 6.2.2. liaise with other committees of the LGA;
  - 6.2.3. consider the 'Value Proposition' offered by the LGA to its Members; and
  - 6.2.4. consider any Member feedback received by the LGA.

## **7. Meetings**

### **7.1. Resolution of the Board of Directors**

Requirements under this clause 7 may be altered, supplemented or replaced by resolution of the Board of Directors.

### **7.2. Frequency of meetings and venue**

- 7.2.1. The CEO Advisory Group will:
  - (a) meet at least once each quarter at a venue and time determined by the committee and documented in an annual schedule of meetings; and
  - (b) consider holding at least 1 joint workshop with the Board of Directors each year.

- 7.2.2. Any member of the CEO Advisory Group or the Board of Directors may convene additional meetings of the CEO Advisory Group.

### **7.3. Chairperson**

- 7.3.1. The chairperson of the CEO Advisory Group will be selected by the CEO Advisory Group.
- 7.3.2. If the chairperson of the CEO Advisory Group is absent from a meeting of the CEO Advisory Group then the members attending the CEO Advisory Group meeting will appoint a chairperson for the purposes of that meeting.

### **7.4. Meeting procedure**

The CEO Advisory Group will determine its own meeting practices, processes and procedures.

### **7.5. Attendance**

- 7.5.1. Meetings of the CEO Advisory Group will be closed to the public.
- 7.5.2. The CEO Advisory Group may invite any person to attend its meetings.

### **7.6. Minutes**

- 7.6.1. Minutes will be kept of all CEO Advisory Group meetings including a record of the actions of the CEO Advisory Group.
- 7.6.2. Within 48 hours of a CEO Advisory Group meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to the CEO Advisory Group members for comment and if necessary amendment before being certified as correct by the chairperson.

### **7.7. Quorum**

A quorum for a CEO Advisory Group meeting is 5 members.

### **7.8. Reporting**

- 7.8.1. The CEO Advisory group will provide a written report to the Board of Directors after each CEO Advisory Group meeting providing an update on any matters being considered by the group.
- 7.8.2. The CEO Advisory Group will provide an annual report to the Board of Directors by 1 September each year summarising:
- (a) the discharge of the CEO Advisory Group's responsibilities and function under these Terms of Reference;
  - (b) the activities of the CEO Advisory Group during the previous financial year;
  - (c) the issues referred to the Board of Directors during the previous financial year and whether or not each issue was resolved or addressed; and

- (d) issues being considered by the CEO Advisory Group which have not been reported to the Board of Directors and the intended actions in respect of those matters.

#### **7.9. Access to information**

- 7.9.1. The CEO Advisory Group is entitled, acting through the Chief Executive, to access any information or discuss matters with staff of the LGA Office.
- 7.9.2. A copy of the agenda for a CEO Advisory Group meeting, reports to be considered by the CEO Advisory Group and minutes of CEO Advisory Group meetings certified under clause 7.6.2 will be available to all Directors.
- 7.9.3. Subject to confidentiality requirements as determined by the Board of Director or the CEO Advisory Group, a copy of the CEO Advisory Group agenda, reports and minutes certified under clause 7.6.2 will be published on the LGA website for review by Members.

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