



Local Government Association of South Australia

[SAROC/GAROC] Terms of Reference

[insert date of adoption]

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1. Establishment

In accordance with clause 19 of the Local Government Association of South Australia Constitution and Rules (adopted [insert date]) (**Constitution**) there are 2 regional organisations of Members: the South Australian Region Organisation of Councils (**SAROC**) and the Greater Adelaide Region Organisation of Councils (**GAROC**).

2. Terms of Reference

- 2.1. These Terms of Reference set out the functions to be discharged by [SAROC/GAROC].
- 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 [SAROC/GAROC] within 24 hours of the meeting of the Board of Directors at which the resolution was passed.
- 2.3. These Terms of Reference will be presented to the Members at a General Meeting for ratification annually (or more frequently as determined by the Board).
- 2.4. A capitalised term not defined in this document has the meaning provided for the term in the Constitution.

3. Status

[SAROC/GAROC] is a committee of the LGA and is responsible to the Board of Directors for the discharge of its functions.

4. SAROC/GAROC

4.1. Role

The role of [SAROC/GAROC] is regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions.

4.2. Membership

- 4.2.1. Each Regional Grouping of Members listed in the schedule to these Terms of Reference ([SAROC/GAROC] Regional Grouping) will elect in accordance with clause 4.3 from the Members of the [SAROC/GAROC] Regional Grouping 2 Council Members of Members in the [SAROC/GAROC] Regional Grouping to [SAROC/GAROC] provided that each person elected is from a different Member.
- 4.2.2. In addition to the members of GAROC elected in accordance with clause 4.2.1, the Lord Mayor of the City of Adelaide or his or her nominee (also being a Council Member of the City of Adelaide) will be a standing member of GAROC.

4.3. Nominations for election to [SAROC/GAROC]

- 4.3.1. The members of [SAROC/GAROC] will be elected biennially.
- 4.3.2. In the year in which [SAROC/GAROC] members will be elected, and at least 3 months before the Annual General Meeting, the Chief Executive shall write to all Members of [SAROC/GAROC] Regional Groupings calling for nominations for the membership of [SAROC/GAROC].



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- 4.3.3. Every Member is entitled to nominate members of [SAROC/GAROC] in respect of the Regional Grouping of Members to which the Member is allocated in the schedule to these Terms of Reference.
- 4.3.4. A nomination of a person as a member of [SAROC/GAROC] must be by resolution of the Member received by the Chief Executive not later than 5 pm on the day specified for the closure of nominations (**Close of Nominations**). A nomination must be signed by the candidate indicating his or her willingness to stand for election and be in the form determined by the Chief Executive.

4.4. Election to [SAROC/GAROC]

- 4.4.1. The Chief Executive shall be the returning officer for any election of members to [SAROC/GAROC].
- 4.4.2. After the Close of Nominations, the Chief Executive will notify Members of each [SAROC/GAROC] Regional Grouping of the candidates for membership of [SAROC/GAROC] nominated by the Regional Grouping of Members.
- 4.4.3. If the only nominations received from a Regional Grouping of Members by the Close of Nominations match the membership positions described in clause 4.2.1 then the Chief Executive will declare those persons duly elected to those membership positions.
- 4.4.4. If the number of persons nominated by the Close of Nominations by the Regional Grouping of Members exceeds the number of membership positions described in clause 4.2.1 then an election for the purpose of clause 4.2.1 must be held in accordance with this clause.
- 4.4.5. In the event of an election being required, the Chief Executive shall conduct the election as follows:
 - (a) at least six weeks before the Annual General Meeting, the Chief Executive shall deliver ballot papers to each Member of the Regional Grouping of Members;
 - (b) the ballot papers shall:
 - (i) list the candidate or candidates for election;
 - (ii) specify the day of closure of the election; and
 - (iii) be accompanied by an envelope marked "Ballot Paper" and a second envelope marked "Returning Officer";
 - (c) each Member shall determine by resolution the candidate or candidates (as relevant) it wishes to elect;
 - (d) the chair of the meeting for that Member shall mark the ballot paper with an "X" next to the candidate or candidates (as relevant) that the Member wishes elected and seal the ballot paper in the envelope marked "Ballot Paper" inside the envelope marked "Returning Officer". Before sealing the second envelope the chair must indicate the Member's name on the inside flap of the envelope. The envelope may then be sealed and delivered to the Returning Officer;
 - (e) on receipt of the envelopes the Chief Executive must:
 - (i) open the outer envelope addressed to the "Returning Officer" and record the name of the Member which appears on the inside flap of the envelope on the roll of Member's eligible to vote; and
 - (ii) place the envelope marked "Ballot Paper" unopened into the ballot box;
 - (f) the Chief Executive shall nominate the date, time and place for the counting of votes and shall invite each candidate and a person nominated as the candidate's scrutineer to be present;



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- (g) at the counting of the votes the Chief Executive shall produce unopened envelopes marked "Ballot Paper" and if satisfied that all votes are valid, count the number of votes received by each candidate;
- (h) in respect of an election for the purposes of clause 4.2.1, the 2 candidates with the most votes shall be deemed elected and the Chief Executive shall declare the candidates elected at the Annual General Meeting.
- (i) in the case of candidates for membership positions described in clause 4.2.1 receiving the same number of votes, the Chief Executive shall draw lots at the counting of the votes to determine which candidate is elected.

4.4.6. The Chief Executive may, in his or her discretion, appoint a deputy returning officer and delegate any of his or her powers, functions or duties to that person who shall act accordingly.

4.5. Term of office

The term of office for members of [SAROC/GAROC] shall commence after the Annual General Meeting of the year in which the member is elected. Each member of [SAROC/GAROC] will serve for a period of 2 years or until a circumstance causing a casual vacancy as described in clause 4.8.1 occurs.

4.6. Duties

4.6.1. Each member of [SAROC/GAROC] must:

- (a) undertake his or her role as a [SAROC/GAROC] member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties;
- (b) not make improper use of information acquired by virtue of his or her position as a [SAROC/GAROC] member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA;
- (c) not make improper use of his or her position as a [SAROC/GAROC] member to gain, directly or indirectly, an advantage for himself or herself or for another person or to cause detriment to the LGA; and
- (d) not act in any matter where the [SAROC/GAROC] member has a conflict of interest (provided that an interest shared in common with all or a substantial proportion of the members of [SAROC/GAROC] will not be an interest giving rise to a conflict of interest).

4.7. Absences and casual vacancies

4.7.1. A leave of absence may be granted to a member of [SAROC/GAROC] by resolution of [SAROC/GAROC]. A replacement member of [SAROC/GAROC] will be appointed for the period of the leave of absence by resolution of the majority of Members comprising the [SAROC/GAROC] Regional Grouping relevant to the person the subject of the leave of absence.

4.7.2. A casual vacancy will occur in the office of a member of [SAROC/GAROC] if the member of [SAROC/GAROC]:

- (a) dies;
- (b) resigns from [SAROC/GAROC];
- (c) is dismissed by resolution of the Board of Directors from [SAROC/GAROC] for Misconduct; or
- (d) ceases to be a Council Member,



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or an administrator is appointed to administer the affairs of the Member for which the member of [SAROC/GAROC] is a Council Member.

- 4.7.3. If there is a casual vacancy in the membership of [SAROC/GAROC] then the [SAROC/GAROC] Regional Grouping relevant to the [SAROC/GAROC] member the subject of the casual vacancy will appoint by resolution of the majority of Members comprising the [SAROC/GAROC] Regional Grouping another Council Member to serve as a member of [SAROC/GAROC] for the balance of the membership term.

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 are to ensure that:
- (a) the LGA acts in accordance with applicable laws and this Constitution;
 - (b) the LGA acts ethically and with integrity, respecting diversity and striving for gender balance participation in all activities;
 - (c) the activities of the LGA are conducted efficiently and effectively and that the assets of the LGA are properly managed and maintained;
 - (d) 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
 - (e) the LGA performs to its business plan and achieves or betters the financial outcomes projected in its budget.
- 5.1.3. The Board of Directors may from time to time refer matters to [SAROC/GAROC] for consideration.
- 5.1.4. The Board of Directors will receive, consider and respond to any report and recommendations provided to the Board of Directors by [SAROC/GAROC].
- 5.1.5. The Board of Directors will periodically review the performance of [SAROC/GAROC].

5.2. [SAROC/GAROC]

- 5.2.1. [SAROC/GAROC] will fulfil its functions under these Terms of Reference in a timely, objective and professional manner consistent with the 'LGA Strategic Management Framework'.
- 5.2.2. [SAROC/GAROC] 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.

5.3. Chief Executive

- 5.3.1. The Chief Executive will make available to [SAROC/GAROC] information of the LGA which is relevant to the functions of [SAROC/GAROC].
- 5.3.2. The Chief Executive will ensure that administrative support and other resources are made available to [SAROC/GAROC] as included in the [SAROC/GAROC] approved annual business plan and budget to enable [SAROC/GAROC] to discharge its obligations under these Terms of Reference.
- 5.3.3. Resources made available to [SAROC/GAROC] will include resourcing by the LGA Office or external resources considered appropriate by the Chief Executive acting in consultation with [SAROC/GAROC].



6. Functions of [SAROC/GAROC]

6.1. LGA Object

- 6.1.1. The object of the LGA is to achieve public value through the promotion and advancement of the interests of local government by:
- (a) advocating to achieve greater influence for local government in matters affecting councils and communities;
 - (b) assisting member councils to build capacity and increase sustainability through integrated and coordinated local government; and
 - (c) advancing local government through best practice and continuous improvement.
- 6.1.2. [SAROC/GAROC] will assist in the achievement of the LGA's object by:
- (a) supporting the activities of the LGA at a regional level;
 - (b) promoting communication between Members and between Members and the LGA;
 - (c) advocating in respect of matters which affect the [SAROC/GAROC] Regional Group;
 - (d) encouraging engagement of Members within the [SAROC/GAROC] Regional Group with [SAROC/GAROC] and the LGA; and
 - (e) participating in policy development and implementation.

6.2. Consideration and referral of Member items of business

- 6.2.1. Any Member of the [SAROC/GAROC] Regional Grouping may raise an item of business for the consideration of the Board of Directors or a General Meeting with [SAROC/GAROC]. The item of business must be clearly described in writing, including an indication as to whether the impact of the item is confined to the Member or has broader implications for the local government sector.
- 6.2.2. [SAROC/GAROC] will consider each item of business raised with [SAROC/GAROC] by a Member.
- 6.2.3. A Member may be invited by [SAROC/GAROC] to address a meeting of [SAROC/GAROC] in respect of the proposed item of business.
- 6.2.4. Where considered appropriate by [SAROC/GAROC] on the basis of the nature, scope and impact or potential impact of the item on the local government sector, [SAROC/GAROC] will refer the item to either the Board of Directors or a General Meeting.
- 6.2.5. [SAROC/GAROC] will inform the Member which has raised the item of business as to whether or not the item will be referred to the Board of Directors or a General Meeting.
- 6.2.6. Where an item of business is not referred to the Board of Directors or a General Meeting, [SAROC/GAROC] may provide assistance or guidance to the Member in respect of progressing the matter.

6.3. Proposals for policy development

- 6.3.1. [SAROC/GAROC] may develop proposals for policy positions for consideration at a General Meeting either in response to an issue raised by a Member within the [SAROC/GAROC] Regional Grouping or independently.
- 6.3.2. A policy position developed by [SAROC/GAROC] will be referred to the Board of Directors for consideration and determination as to whether or not the position should be put for consideration and adoption to a General Meeting.

6.4. Election to Board of Directors

- 6.4.1. [SAROC/GAROC] will elect 3 members of [SAROC/GAROC] (each of which must be a Council Member with relevant business and governance experience) to the Board of Directors.



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- 6.4.2. In addition to Directors elected under clause 6.4.1, the chairperson of [SAROC/GAROC] will be a Director.
- 6.4.3. The term of office as a Director of the 3 persons elected to the Board of Directors by [SAROC/GAROC] and the chairperson of [SAROC/GAROC] will commence after the Annual General Meeting of the year in which the person is elected and shall be for 2 years or until a casual vacancy in that office occurs.
- 6.4.4. Persons elected under clause 6.4.1 are eligible for re-election for subsequent terms.

6.5. Strategic and annual business planning

- 6.5.1. [SAROC/GAROC] will develop, in consultation with the members within the [SAROC/GAROC] Regional Group, a 4 year strategic plan for regional advocacy, policy initiation and review, leadership, engagement and capacity building in the [SAROC/GAROC] region. The strategic plan will be reviewed and updated annually by [SAROC/GAROC] by [insert date] each year.
- 6.5.2. [SAROC/GAROC] will develop, in consultation with the members within the [SAROC/GAROC] Regional Group, an annual business plan for the next financial year by [insert date] each year.
- 6.5.3. The strategic plan and annual business plan for the next financial year will be presented to the Board of Directors for approval by [insert date] each year.

6.6. Other functions

[SAROC/GAROC] will undertake any other functions:

- 6.6.1. of [SAROC/GAROC] set out in the Constitution; or
- 6.6.2. delegated by the Board of Directors to [SAROC/GAROC].

7. Budget

- 7.1.1. [SAROC/GAROC] will by [date] each year develop and adopt a budget to cover anticipated expenses of activities under the strategic plan and annual business plan during the next financial year. After adoption by [SAROC/GAROC], the budget will be provided to the Board of Directors for consideration and approval.
- 7.1.2. [SAROC/GAROC] will provide a financial report to the Board of Directors no later than [insert date] providing a true and correct record of the expenditure of [SAROC/GAROC] against the annual budget.
- 7.1.3. The chairperson of [SAROC/GAROC] will meet with the Audit Committee of the LGA or the LGA's external auditor on request to discuss the [SAROC/GAROC] financial report.

8. Committees

[SAROC/GAROC] may establish committees consisting of any person with relevant experience, skill or expertise for any purpose and determine the terms of reference for such committees.

9. Meetings of SAROC/GAROC

9.1. Resolution of the Board of Directors

Requirements under this clause 9 may be altered, supplemented or replaced by resolution of the Board of Directors.

9.2. Frequency of meetings and venue

- 9.2.1. [SAROC/GAROC] will meet at least once in each 2 month period at such times and places as shall be determined by the Chief Executive.



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- 9.2.2. Any member of [SAROC/GAROC] or the Board of Directors may convene additional meetings of [SAROC/GAROC].
- 9.2.3. Notice of a meeting of [SAROC/GAROC] will be provided in writing to members of [SAROC/GAROC] by the Chief Executive no less than 7 days prior to the meeting providing the date, time and place of the meeting and the proposed business to be conducted at the meeting.

9.3. Chairperson

- 9.3.1. The chairperson of [SAROC/GAROC] will be a Council Member appointed by [SAROC/GAROC].
- 9.3.2. The chairperson will be the official spokesperson for [SAROC/GAROC].
- 9.3.3. If the chairperson of [SAROC/GAROC] is absent from a meeting of [SAROC/GAROC] then the members attending the [SAROC/GAROC] meeting will appoint a chairperson for the purposes of that meeting.

9.4. Decision making

- 9.4.1. All questions arising at a meeting of [SAROC/GAROC] shall be decided by a simple majority vote of the members of [SAROC/GAROC] present and voting on each question.
- 9.4.2. The Chair of the meeting has a deliberative vote and, if there are equal numbers of votes on any question, a casting vote.

9.5. Meeting procedure

The meeting procedures determined by the Board of Directors from time to time will apply to meetings of [SAROC/GAROC].

9.6. Attendance

- 9.6.1. Meetings of [SAROC/GAROC] will be closed to the public.
- 9.6.2. [SAROC/GAROC] may invite any person to attend its meetings.

9.7. Minutes

- 9.7.1. Minutes will be kept of all [SAROC/GAROC] meetings including a record of the actions of [SAROC/GAROC].
- 9.7.2. Within 48 hours of a [SAROC/GAROC] meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to [SAROC/GAROC] members for comment and if necessary amendment before being certified as correct by the chairperson.

9.8. Quorum

The quorum for a meeting [SAROC/GAROC] is one half of the members of [SAROC/GAROC], plus 1 member of [SAROC/GAROC] (provided that at least 1 member elected by each [SAROC/GAROC] Regional Grouping must be present except for a [SAROC/GAROC] Regional Grouping with no representation on [SAROC/GAROC]).

9.9. Performance assessment

[SAROC/GAROC] will assess its performance against:

- 9.9.1. the strategic plan and annual business plan each quarter; and
- 9.9.2. these Terms of Reference annually.

9.10. Reporting

- 9.10.1. A Director elected by [SAROC/GAROC] will provide a verbal report to the Board of Directors on key matters being considered by [SAROC/GAROC] at each Board of Director's meeting at which the minutes of [SAROC/GAROC] are to be considered by the Board of Directors.



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- 9.10.2. Any matter relevant to regional advocacy, policy initiation and review, leadership, engagement and capacity building in the regions considered to be of significance to the corporate governance, strategic direction and leadership of the LGA will be reported by [SAROC/GAROC] to the Board as soon as practicable after [SAROC/GAROC] has considered the matter.
- 9.10.3. [SAROC/GAROC] will provide an annual report to the Board of Directors by September each year summarising:
- (a) the discharge of [SAROC/GAROC]'s responsibilities and functions under these Terms of Reference and against the strategic plan and annual business plan;
 - (b) the activities of [SAROC/GAROC] during the financial year;
 - (c) items of business referred to the Board of Directors or a General Meeting during the financial year; and
 - (d) items being considered by [SAROC/GAROC] which have not been reported to the Board of Directors and the intended actions in respect of those matters.

10. Access to information

- 10.1.1. [SAROC/GAROC] is entitled, acting through the Chief Executive, to access any information or discuss matters with staff of the LGA Office.
- 10.1.2. A copy of the agenda for a [SAROC/GAROC] meeting, reports to be considered by [SAROC/GAROC] and minutes of [SAROC/GAROC] meetings certified under clause 9.7.2 will be available to all Directors.
- 10.1.3. Subject to confidentiality requirements as determined by the Board of Directors or [SAROC/GAROC], a copy of the [SAROC/GAROC] agenda, reports and minutes certified under clause 9.7.2 will be published on the LGA website for review by Members.

11. Administration

- 11.1. Subject to clause 11.2, an administrator appointed to administer the affairs of the Member may exercise the rights and satisfy the obligations of the administered Member under these Terms of Reference.
- 11.2. An administrator is ineligible to be a member of [SAROC/GAROC].



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Schedule: List of Regional Groupings of Members

[SAROC/GAROC] Regional Grouping	Members
[insert name of Regional Grouping]	[insert Members]