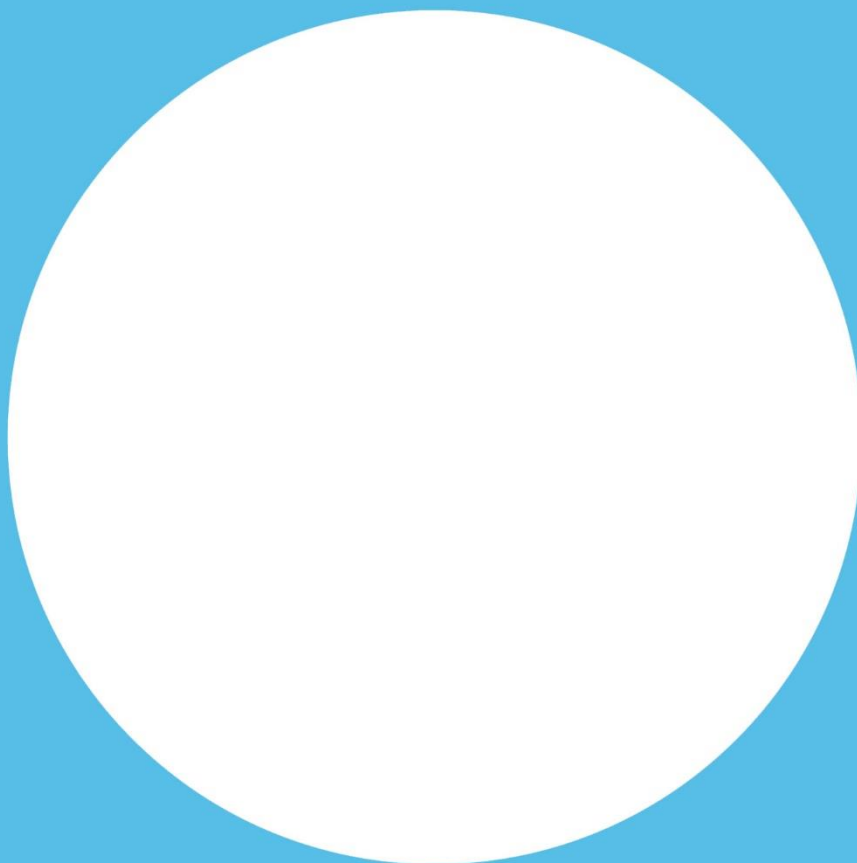


Helping local government
build stronger communities.



CWMS Management Committee Terms of Reference

October 2024

**Local Government Association of South Australia
CWMS Management Committee Terms of Reference**

Adopted by the LGA Board of Directors on 29 July 2021

1. Establishment

In accordance with Schedule 1 of the Funding Deed (dated 13 December 2017) between the Minister for Local Government and the Local Government Association of South Australia, the Board of Directors (the Board) of the Local Government Association of South Australia (**LGA**) has resolved to establish a committee to operate as an independent and objective advisory committee to the Board regarding the governance and operations of the LGA CWMS Program, and to discharge the functions as determined by the Board and contained in the Funding Agreement.

2. Terms of Reference

- 2.1. These Terms of Reference set out the functions to be discharged by the CWMS Management Committee.
- 2.2. The operation of the Terms of Reference may be altered by the Board either generally or in respect of specific circumstances by resolution. A resolution for the purposes of this clause 2.2 will be reported to all members of the CWMS Management Committee within 7 business days of the meeting of the Board at which the resolution was passed.

3. Status

- 3.1. The CWMS Management Committee is a committee of the LGA and is responsible to the Board for the discharge of its functions.

4. Objectives

- 4.1. The CWMS Management Committee is responsible for providing oversight of funding distribution through the CWMS program. The Committee's key functions include to assess applications for CWMS Scheme funding from councils, establish funding priorities, and monitor funding deed requirements.
- 4.2. CWMS Management Committee provides advice to the LGA Board and the responsible State Government Minister(s) in accordance with the CWMS Funding Deed.

5. Membership

- 5.1. In accordance with the Funding Deed (Schedule 1) the membership of the CWMS Management Committee will comprise of:
 - 5.1.1. One Director of the LGA Board (**Director Member**) appointed by the Board, who shall be the Chair.
 - 5.1.2. One representative of the Office of Local Government.
 - 5.1.3. One representative of the Environment Protection Authority.
 - 5.1.4. One representative of the Department of Health.
 - 5.1.5. One representative from the Department for Environment and Water.
 - 5.1.6. Two representatives of the local government sector (**Sector Members**).
- 5.2. Each member of the CWMS Management Committee, as outlined in section 5.1, will have a proxy member to attend meetings in their absence.
- 5.3. The term of office for members of the CWMS Management Committee will be:
 - 5.3.1. Two years for the Director Member (5.1.1) and will coincide with the bi-annual LGA elections of the Board. The Board may implement transitional arrangement to achieve this term, in the first instance, following the adoption of these Terms of Reference.
 - 5.3.2. Three years for the Sector Members (5.1.6).
 - 5.3.3. The LGA Board has the right to terminate, at any time, and appoint casual vacancies, by resolution, the Director Member (5.1.1), the Sector Members (5.1.6) and their respective proxies.
 - 5.3.4. Appointment, term, and removal of the state government representatives and their proxy (5.1.2 to 5.1.5) will be as determined by their respective Chief Executives.
- 5.4. Director Member Representative
 - 5.4.1. Appointment of the Director Member to this Committee will be made by the LGA Board, as resolved from time to time.
 - 5.4.2. The Board shall appoint a proxy for the Director Member representative to attend meetings of the Committee in the event that the Director Member representative is unavailable.
 - 5.4.3. A casual vacancy in the position of Director Member will occur if that member is no longer a Director on the LGA Board.

- 5.4.4. A casual vacancy in the position of proxy for the Director Member will occur if the proxy member is no longer a Director on the LGA Board.
- 5.4.5. The Board may resolve to re-appoint the Director Member and the proxy member on this Committee for up to two consecutive terms.
- 5.4.6. The Director Member and the proxy for the Director Member should ideally have skills and experience in project management, operations of CWMS schemes, local government and governance.
- 5.4.7. If required, training and development will be sourced and provided to the Director Member representative and the Board Member Proxy on matters/subjects within the CWMS Management Committee's Terms of Reference.

5.5. Sector Members

- 5.5.1. Appointment of the Sector Members to this Committee will be made by the LGA Board, as resolved from time to time.
- 5.5.2. The Board shall appoint proxies for the Sector Member representatives to attend meetings of the Committee in the event that the Sector Member representative is unavailable.
- 5.5.3. The Sector Members and the proxies for the Sector Members will ideally have extensive skills and experience in project management, construction and operations of CWMS schemes, local government, financial management and governance.
- 5.5.4. The Sector Members and the proxies for the Sector Members will be an employee of a LGA member council.
- 5.5.5. A casual vacancy for a Sector Member will occur if the Sector Member is no longer an employee of a LGA member council.
- 5.5.6. A casual vacancy for a proxy member will occur if the proxy for the Sector Member is no longer an employee of a LGA member council.
- 5.5.7. The Board may resolve to re-appoint the Sector Members and proxies for the sector members on this Committee for up to two consecutive terms.

5.6. Members Skills and qualification

- 5.6.1. All members will collectively bring the following knowledge, skills and experience to the CWMS Management Committee:
 - sound business, financial management, procurement, and governance skills.

- an understanding of local government and the operations of councils.
- high levels of common sense, integrity, independent judgement, dedication and commitment.
- significant industry experience in project management, environmental health, environmental management, legislative issues relating to CWMS, construction projects, CWMS operations and management, and stakeholder engagement.

5.6.2. the Committee will prepare and maintain a skill matrix of committee members and use the skill matrix to assist in filling committee vacancies.

5.7. Each member of the CWMS Management Committee must:

- 5.7.1. 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.
- 5.7.2. 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 or any of its controlled entities.
- 5.7.3. 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 or any of its controlled entities.
- 5.7.4. Not act in any matter where the committee member has a conflict of interest.

6. Basis of Operation

- 6.1. The CWMS Management Committee is responsible to the Board. It does not have any delegations or authority to implement actions in areas over which the Chief Executive Officer has responsibility.
- 6.2. The Committee does not have any management functions and is therefore independent of management.

7. Responsibilities

7.1. Board

- 7.1.1. The Board will receive, consider and respond to any report or recommendation provided to the Board by the CWMS Management Committee.

7.2. CWMS Management Committee

- 7.2.1. The CWMS Management Committee will report to the Board outcomes from CWMS Management Committee meetings.
- 7.2.2. The CWMS Management Committee will make recommendations to the Board regarding any matter considered by the Committee.
- 7.2.3. The CWMS Management Committee will fulfil its functions under these Terms of Reference in a timely, objective and professional manner.
- 7.2.4. Individual Committee members will bring their respective skills, expertise, and regulatory knowledge to assist the Committee to achieve its objectives.

7.3. Director Member

- 7.3.1. The Director Member will act as a conduit between the CWMS Management Committee and the Board.
- 7.3.2. The Director Member will raise matters (within the scope of the CWMS Management Committee Terms of Reference) with the CWMS Management Committee, on behalf of the Board.
- 7.3.3. The Director Member will present any report of the CWMS Management Committee to the Board and provide context for any recommendation of the CWMS Management Committee.
- 7.3.4. The Director Member will provide a verbal report to the Board on key matters being considered by the CWMS Management Committee at each Board meeting at which the minutes of the CWMS Management Committee are to be considered by the Board.

7.4. Chief Executive

- 7.4.1. The Chief Executive will make available to the CWMS Management Committee information of the LGA which is relevant to the functions of the CWMS Management Committee.
- 7.4.2. The Chief Executive will ensure that administrative, executive and program management support, as well as other resources are made available to the CWMS Management Committee to enable the Committee to discharge its obligations under these Terms of Reference.

8. Functions of the CWMS Management Committee

8.1. Program oversight

- 8.1.1. CWMS Management Committee may provide advice to the LGA in the management of:
 - a) State Government-subsidised new CWMS construction projects.
 - b) The sustainable management of existing CWMS by councils.
- 8.1.2. CWMS Management Committee will recommend to the LGA the terms under which CWMS projects will be funded and managed.
- 8.1.3. CWMS Management Committee will assist the LGA and the Minister to meet all requirements and expectations of the CWMS Funding Deed, by submitting reports on the operation and financial management of the program to the LGA Board at least quarterly; and to the Minister responsible for the CWMS Program according to the requirements included in the Funding Deed.
- 8.1.4. CWMS Management Committee will consider and respond to any other matter relating to CWMS referred to the Committee by the President of the LGA or the Minister for Local Government.
- 8.1.5. CWMS Management Committee will ensure that the program is being delivered in accordance with the LGA's policies and procedures, including the LGA's grant management framework, procurement policy, financial delegations and approved budget.

8.2. Project assessment

- 8.2.1. Ensure that there is an appropriate, transparent and rigorous applications process, funding guidelines and other procedures to ensure the Committee can assess CWMS projects for funding in accordance with the funding agreement.
- 8.2.2. Assess CWMS funding applications received from councils in accordance with the Committee's application guidelines and procedures.
- 8.2.3. When accessing applications for funding consideration should be given to:
 - a) The public health risk of the existing conditions as assessed by the Department of Health.
 - b) The environmental hazards of the existing conditions as assessed by the Environment Protection Authority.

- c) Clear evidence that there is no satisfactory, cost-effective alternative to a communal wastewater solution as assessed by the CWMS Management Committee.
- d) Any other criteria set by the CWMS Management Committee.

8.2.4. Recommend CWMS projects to the LGA Board for funding.

8.3. Project management

- 8.3.1. Ensure there are effective systems, policies, reporting and other project management tools to enable the Committee to provide effective oversight of CWMS projects funded under the funding deed.
- 8.3.2. Receive and evaluate regular progress reports from councils in relation to funded projects.
- 8.3.3. Monitor the CWMS projects funding by the Committee against key milestones, budgets and any KPIs.
- 8.3.4. Report on the status of projects to the Board.

8.4. Advice and assistance

- 8.4.1. Provide advice and assistance to councils, where appropriate, in relation to the CWMS.

8.5. Budget

- 8.5.1. CWMS Management Committee will, by April each year, develop and adopt a budget and annual works plan to cover anticipated expenses of activities expected to be undertaken during the next financial year. After adoption by CWMS Management Committee, the budget will be provided to the Board for consideration and approval.
- 8.5.2. CWMS Management Committee will approve financial reports to the Board no later than October each year providing a true and correct record of the expenditure of CWMS Management Committee against the annual budget.
- 8.5.3. The chairperson of CWMS Management Committee will meet with the Audit Committee of the LGA or the LGA's external auditor on request to discuss the CWMS Management Committee financial report.

8.6. Other functions

The CWMS Management Committee will:

- 8.6.1. ensure that the Board is informed of:

- 8.6.1.1. any actual or potential breached of the funding agreement that it is aware of; and
- 8.6.1.2. any CWMS funded project that it is aware of that has or is anticipated to materially exceed the approved project budget or time frame, or where there has been or anticipated to be a failure of a contractor, a breach of legislative, or any other item materially impacting the project.
- 8.6.2. make recommendations to the Board on any matter relevant to these Terms of Reference.
- 8.6.3. Review these terms of reference annually and make recommendations to the Board for any changes.

9. Sub-Committees

CWMS Management Committee may establish sub-committees consisting of any person with relevant experience, skill or expertise for any purpose and determine the terms of reference for such sub-committees.

10. Meetings

10.1. Resolution of the Board

Requirements under this clause 10 may be altered, supplemented or replaced by resolution of the Board.

10.2. Frequency of meetings and venue

- 10.2.1. The CWMS Management Committee will meet at least quarterly at a venue and time determined by the Committee Chair; and
- 10.2.2. The Chair of the CWMS Management Committee or the Board may convene additional meetings of the CWMS Management Committee.

10.3. Chairperson

- 10.3.1. The chairperson of the CWMS Management Committee will be the Director Member, appointed by the Board; and
- 10.3.2. The Proxy to the Director Member shall act as the chairperson for CWMS Management Committee meetings in the absence of the Chairperson.

10.4. Meeting procedure

The CWMS Management Committee will determine its own meeting practice, processes, and procedures which may include adopting the LGA meeting procedures.

10.5. Attendance

- 10.5.1. Meetings of the CWMS Management Committee will be closed to the public.
- 10.5.2. The Chief Executive may attend meetings of the CWMS Management Committee on an ex officio basis; and
- 10.5.3. The CWMS Management Committee may invite any person to attend its meetings.

10.6. Minutes

- 10.6.1. Minutes will be kept of all CWMS Management Committee meetings including a record of the actions of the CWMS Management Committee; and
- 10.6.2. Within five business days of a CWMS Management Committee meeting, the chairperson will review and confirm the draft minutes. The draft minutes will then be circulated to the CWMS Management Committee members for comment and if necessary, amendment before being certified as correct by the chairperson.

10.7. Quorum

A quorum for a CWMS Management Committee meeting is 4 members.

11. Other

11.1. Performance assessment

- 11.1.1. The CWMS Management Committee will assess its performance against these Terms of Reference annually; and
- 11.1.2. The process for evaluating the performance of the Committee will be disclosed in the annual report of the CWMS Management Committee.

11.2. Induction and continuing professional development

- 11.2.1. There will be a program for inducting new members to the CWMS Management Committee; and
- 11.2.2. The annual performance assessment of the CWMS Management Committee will include reviewing whether there is a need for any professional development to maintain the skills and knowledge needed by CWMS Management Committee members to perform their role effectively.

11.3. Reporting

- 11.3.1. The CWMS Management Committee will provide an annual report to the Board of Directors summarising:
- (a) the discharge of the CWMS Management Committee's responsibilities and function under these Terms of Reference;
 - (b) the activities of the CWMS Management Committee during the previous year;
 - (c) issues referred to the Board during the previous year and whether or not the issue was resolved or addressed; and
 - (d) issues being considered by the CWMS Management Committee which have not been reported to the Board and the intended actions in respect of those matters.

12. Access to information

- 12.1 The CWMS Management Committee is entitled, acting through the Chief Executive, to access any information or discuss matters with staff of the LGA secretariat.
- 12.2 The Committee is authorised, at the LGA's expense, to obtain outside legal or other professional advice on any matter within its Terms of Reference.
- 12.3 A copy of the agenda for a CWMS Management Committee meeting, reports to be considered by the CWMS Management Committee and minutes of CWMS Management Committee meetings certified under clause 10.6.2 will be available to all Directors.
- 12.4 Subject to confidentiality requirements as determined by the Board or the CWMS Management Committee, a copy of the CWMS Management Committee agenda, reports and minutes certified under clause 10.6.2 will be published on the LGA website for review by Members.

13. Remuneration and Expenses

- 13.1. No remuneration is payable to CWMS Management Committee members.
- 13.2. Expenses reasonably incurred in carrying out the role of a member of the CWMS Management Committee will be reimbursed by the LGA in accordance with the LGA's Board and Committee Member Allowances and Expenses Policy.

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