

Local Government Research and Development Scheme Advisory Committee Terms of Reference

**Adopted by the LGA Board of
Directors on 23 September 2021**

Local Government Research and Development Scheme Advisory Committee

Terms of Reference

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1. Establishment

In accordance with the Memorandum of Understanding between the Treasurer 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 Local Government Research and Development Scheme (LGR&DS), and to discharge the functions as determined by the Board and contained in the Memorandum of Understanding.

2. Terms of Reference

- 2.1. These Terms of Reference set out the functions to be discharged by the LGR&DS Advisory 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 LGR&DS Advisory Committee within 7 business days of the meeting of the Board at which the resolution was passed.

3. Status

- 3.1. The LGR&DS Advisory Committee is a committee of the LGA and is responsible to the Board for the discharge of its functions.

4. Objectives

- 4.1. The LGR&DS Advisory Committee is responsible for providing oversight of the governance and operations of the LGR&DS. The Committee's key functions include to consult with councils, establish funding priorities, assess applications for Scheme funding, oversee the management of projects and activities funded from the Scheme, and monitor requirements of the Memorandum of Understanding.
- 4.2. The LGR&DS Advisory Committee provides advice to the LGA Board and the Minister responsible for the LGR&DS in accordance with the LGR&DS Memorandum of Understanding.

5. Membership

- 5.1. In accordance with the Memorandum of Understanding, the membership of the LGR&DS Advisory Committee will comprise of:

- 5.1.1. Three Directors of the LGA Board (**Director Member**) appointed by the Board, one of whom shall be the Chair
- 5.1.2. One metropolitan council CEO and one regional council CEO appointed by the Board (**Sector Members**)
- 5.1.3. One representative of Local Government Trade Unions (**Trade Union Member**)
- 5.1.4. One representative of South Australian Universities (**University Member**)
- 5.1.5. One representative as nominated by the Minister.
- 5.1.6. The Chief Executive of the LGA (or nominee).
- 5.2. Each member of the LGR&DS Advisory Committee, with the exception of the Director Members and Sector Members, will have a proxy member to attend meetings in their absence.
- 5.3. The term of office for members of the LGR&DS Advisory Committee will be:
 - 5.3.1. Two years for the Director Members and will align 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. The Board may implement transitional arrangements to achieve this term, in the first instance, following the adoption of these Terms of Reference.
 - 5.3.3. Three years for the Trade Union Member and University Member.
 - 5.3.4. There is no term limit for the members nominated by the Minister or the Chief Executive of the LGA .
- 5.4. Director Member Representative
 - 5.4.1. Appointment of Director Members to this Committee will be made by the LGA Board, as resolved from time to time.
 - 5.4.2. A casual vacancy in the position of a Director Member will occur if that member is no longer a Director on the LGA Board.
 - 5.4.3. The Board may resolve to re-appoint a Director Member on this Committee for up to two consecutive terms.
 - 5.4.4. The Director Members should ideally have knowledge, skills and experience in research and development, project management, local government, and governance.
 - 5.4.5. If required, training and development will be sourced and provided to Director Members on matters/subjects within the LGR&DS Advisory Committee Terms of Reference.
- 5.5. Appointment and removal of the Sector Members will be managed by the LGA's Nominations Committee, who will facilitate an Expression of Interest (EOI) process and make recommendations to the LGA Board. The Board may appoint a Sector Member for up to two consecutive terms.
- 5.6. The Advisory Committee will seek to share representation of local government trade unions between the Australian Worker's Union and Australian Services Union. This will be

achieved by each union serving as the Trade Union Member for a period of three years, with the alternate union serving as the proxy. Following a three year term, the role of Trade Union Member and proxy are swapped between the two unions. The State Secretary of each union retains the responsibility for the appointment and removal of the Trade Union Member or proxy as appropriate.

- 5.7. The Advisory Committee will seek to share representation from the three major SA Universities for the University Member. This member will be sought successively from Adelaide University, University of South Australia and Flinders University. Following each three year term, the next university's Vice Chancellor will be contacted seeking the appointment of a representative and a proxy. The University's Vice Chancellor retains the responsibility for appointment and removal of this member and proxy.

5.8. **Members Skills and qualification**

- 5.8.1. All members will collectively bring the following knowledge, skills and experience to the LGR&DS Advisory Committee:

- sound project management, financial management and governance skills.
- knowledge in research, development, capacity building and evaluation.
- an understanding of local government and the operations of councils, and/or relationship with the local government sector.

5.9. Each member of the LGR&DS Advisory Committee member must:

- 5.9.1. Undertake their role as a committee member honestly and act with reasonable care and diligence in the performance and discharge of functions and duties.
- 5.9.2. Not make improper use of information acquired by virtue of their 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.
- 5.9.3. Not make improper use of their 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.
- 5.9.4. Not act in any matter where the committee member has a conflict of interest.

6. Basis of Operation

- 6.1. The LGR&DS Advisory 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 LGR&DS Advisory Committee.

7.2. LGR&DS Advisory Committee

- 7.2.1. The LGR&DS Advisory Committee will report the outcomes from LGR&DS Advisory Committee meetings to the Board.
- 7.2.2. The LGR&DS Advisory Committee will make recommendations to the Board regarding any matter considered by the Committee.
- 7.2.3. The LGR&DS Advisory 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 Members

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

7.4. Chief Executive

- 7.4.1. The Chief Executive will make available to the LGR&DS Advisory Committee information of the LGA which is relevant to the functions of the LGR&DS.
- 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 LGR&DS Advisory Committee to enable the Committee to discharge its obligations under these Terms of Reference.

8. Functions of the LGR&DS Advisory Committee

- 8.1. The LGR&DS Advisory Committee will assist the LGA and the Minister to meet all requirements and expectations of the Memorandum of Understanding, by submitting reports on the operation and financial management of the program to the LGA Board following each Committee Meeting; and to the Minister responsible for the LGR&DS according to the requirements included in the Memorandum of Understanding.
- 8.2. The LGR&DS Advisory Committee will review the Principles and Purposes of the Scheme, and Scheme Logic, every two years and submit any proposed changes to the LGA Board.
- 8.3. The LGR&DS Advisory Committee will recommend to the Board the terms under which LGR&DS funding be granted and managed.

- 8.4. The LGR&DS Advisory Committee will consult with councils to identify research and development priorities for the local government sector, and document these each year in an Annual Business Plan.
- 8.5. LGR&DS Advisory Committee will receive and evaluate regular progress reports from grant recipients in relation to funded projects, and report on the status of projects to the Board.
- 8.6. The LGR&DS Advisory Committee may provide advice to the LGA secretariat regarding the project management of funded projects, including extension requests, in accordance with LGR&DS policies.
- 8.7. The LGR&DS Advisory Committee will, by April each year, develop and adopt a budget to cover anticipated expenses of activities expected to be undertaken during the next financial year. After adoption by the LGR&DS Advisory Committee, the budget will be provided to the Board for consideration and approval.
- 8.8. The LGR&DS Advisory Committee will monitor the Scheme's financial performance against the approved budget, and provide any relevant recommendations to the Board.
- 8.9. LGR&DS Advisory Committee will approve financial reports to the Board no later than October each year providing a true and correct record of the expenditure of the LGR&DS against the annual budget.
- 8.10. The chairperson of the LGR&DS Advisory Committee will meet with the Audit Committee of the LGA or the LGA's external auditor on request to discuss the LGR&DS financial report.
- 8.11. LGR&DS Advisory Committee will ensure that the LGR&DS is being delivered in accordance with the LGA's policies and procedures, including the LGA's grant management framework, financial delegations and approved budget.
- 8.12. LGR&DS Advisory Committee will consider and respond to any other matter relating to the LGR&DS referred to the Committee by the President of the LGA or the relevant State Government Minister.
- 8.13. The LGR&DS Advisory Committee will:
 - 8.13.1. ensure that the Board is informed of:
 - 8.13.1.1. any actual or potential breaches of the LGR&DS Memorandum of Understanding that it is aware of; and
 - 8.13.1.2. any LGR&DS 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 by a grant recipient, a breach of legislative, or any other item materially impacting the project.
 - 8.13.2. make recommendations to the Board on any matter relevant to these Terms of Reference.
 - 8.13.3. Review these terms of reference annually and make recommendations to the Board for any changes.

9. Sub-Committees

LGR&DS Advisory 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 LGR&DS Advisory Committee will meet at least three times per year at a venue and time determined by the Committee Chair;
- 10.2.2. The LGR&DS Advisory Committee may meet remotely using video conferencing technology; and
- 10.2.3. The Chair of the LGR&DS Advisory Committee or the Board may convene additional meetings of the LGR&DS Advisory Committee.

10.3. Chairperson

- 10.3.1. The chairperson of the LGR&DS Advisory Committee will be a Director Member, appointed by the Board; and
- 10.3.2. One of the other two Director Members shall act as the chairperson for the LGR&DS Advisory Committee meetings in the absence of the Chairperson.

10.4. Meeting procedure

The LGR&DS Advisory 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 LGR&DS Advisory Committee will be closed to the public.
- 10.5.2. Relevant LGA staff may attend meetings of the LGR&DS Advisory Committee on an ex officio basis; and
- 10.5.3. The LGR&DS Advisory Committee may invite any person to attend its meetings.

10.6. Minutes

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

10.7. Quorum

A quorum for a LGR&DS Advisory Committee meeting is 5 members.

10.8. Out of session resolutions

- 10.8.1. The Committee may be asked to consider an item of business out of session.

- 10.8.2. When an out of session resolution is sought, Committee members will be provided with a written report and recommendation, and given five business days to respond in writing.
- 10.8.3. Out of session reports may or may not be accompanied with an out-of-session meeting to discuss the item.
- 10.8.4. Out of session resolutions will be formally noted in the minutes of the next LGR&DS Advisory Committee meeting.

11. Other

11.1. Performance assessment

- 11.1.1. The LGR&DS Advisory 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 LGR&DS Advisory Committee.

11.2. Induction

- 11.2.1. There will be a program for inducting new members to the LGR&DS Advisory Committee.

11.3. Reporting

- 11.3.1. The LGR&DS Advisory Committee will provide an annual report to the Board of Directors and the LGA Annual General Meeting summarising:
 - (a) the discharge of the LGR&DS Advisory Committee responsibilities and function under these Terms of Reference;
 - (b) the activities of the LGR&DS Advisory 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 LGR&DS Advisory 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 LGR&DS Advisory 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 LGR&DS Advisory Committee meeting, reports to be considered by the LGR&DS Advisory Committee and minutes of LGR&DS Advisory Committee meetings will be available to all Directors on request.
- 12.4 Subject to confidentiality requirements as determined by the Board or the LGR&DS Advisory Committee, a copy of the Committee agenda, reports and minutes will be published on the LGA website for review by Members.

13. Remuneration and Expenses

- 13.1. No remuneration is payable to LGR&DS Advisory Committee members.
- 13.2. Expenses reasonably incurred in carrying out the role of a member of the LGR&DS Advisory 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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