
CORPORATE GOVERNANCE COMMITTEE - TERMS OF REFERENCE

1. PURPOSE >>

The Corporate Governance Committee has been established as a Standing Committee in accordance with S452 of the *Local Government Act 1993* ("the Act").

Its purpose is to provide strategic direction and leadership on matters detailed in the Committee's Roles and Responsibilities. The Committee will conduct much of the investigative and detailed work leading to a recommendation to Council to enable an informed decision to be made.

2. SCOPE AND OBJECTIVES >>

The Corporate Governance Committee considers and advises Council in relation to strategy and policy for the Corporate functions of Council.

The objectives of the Committee are to:

1. Provide a forum to enable complex or strategic issues to be discussed at length;
2. Provide an opportunity to the community and business representatives to address and make submissions for Council's consideration;
3. Receive and consider officer's reports in order to provide a recommended course of action to Council to determine matters outlined in the roles and responsibilities of the Committee.

3. AUTHORITY / DELEGATION >>

The Corporate Governance Committee has the power only to recommend a course of action to Council.

Council, may by resolution, delegate authority to the Corporate Governance Committee to decide matters.

Delegations of authority may be specific to an individual matter or in general terms to provide lasting authority to determine nominated issues. Such delegations must be in accordance with Council's Delegations Policy and be included in Council's Delegation Register.

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4. ROLES AND RESPONSIBILITIES >>

The role of the Corporate Governance Committee is to consider matters within the defined scope and to provide recommendations and advice to Council. The Committee shall have a primary role in considering the long term strategic direction of Council's Corporate functions and provide a monitoring role on the whole of Council financial and performance management.

The Committee is charged with considering matters relating to the following Council business:

- Financial Services;
- Human Resources;
- Knowledge Management;
- Change Management;
- Corporate Communications;
- Legal Services;
- Governance;
- Corporate Planning and Performance; and
- Customer Services.

Council business referred to above will include such business as:

- Development of goals and strategies for Council's Corporate Plan, Operational Plan, Strategic Business Plans and Performance Management Plans;
- Quarterly review of Council's Corporate functions progress and achievement towards Council's Corporate Plan, Operational Plan, Strategic Business Plans and Performance Management Plans;
- Development of the annual budget for Council's Corporate functions;
- Quarterly review of the annual budget for Council's Corporate functions;
- Monthly review of the Council's Corporate functions financial reports; and
- To report to Council on a regular basis on the operations of Council's Corporate functions.

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5. MEMBERSHIP >>

Membership of the Committee is in accordance with the resolution passed at the Post Election Meeting of Council held on 8 April 2008, being six (6) Councillors and the Mayor (ex officio). The Director Corporate Services will also attend as adviser to the Committee.

Councillors will be appointed to the Committee for the term of the Council unless otherwise removed by a resolution of Council or acceptance of a resignation.

In the event of a Councillor resigning his/her position on the Committee, the Council will nominate a Councillor to fill the vacant position.

5.1 APPOINTMENT OF CHAIRPERSON

The Chairperson of the Committee shall be appointed by Council.

In the absence of the appointed Chairperson from a meeting, the meeting will appoint an Acting Chairperson from the members present for the duration of that particular meeting.

5.2 ROLE OF CHAIRPERSON

The Chairperson becomes the spokesperson on behalf of Council in discussing matters relating to the Corporate Governance Committee with the community.

The role of Chairperson allows that Councillor to specialise in the areas relating to the Corporate Governance Committee's responsible functions of Council.

5.3 ROLE OF COMMITTEE MEMBERS

The role of a Committee Member is to consider and make recommendations on matters relating to Council achieving the goals for Council's Corporate functions, as outlined in Council's Corporate Plan, and considering the implementation of policies relating to Council's Corporate functions, while serving the overall public interest of the whole local government area.

6. MEETINGS >>

All meetings of the Committee shall be open to the public unless resolved by the Committee to be closed to the public for the purpose of discussing a matter deemed to be confidential in terms of S463(1) of the Act.

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6.1 QUORUM

The quorum for the Corporate Governance Committee must be in accordance with Council's Standing Orders and is half plus one of the Committee's membership.

6.2 FREQUENCY AND LOCATION

Committee meetings are held at least once in every month at a time determined by resolution of Council.

The schedule of Corporate Governance Committee meetings are to be adopted in November of each year for the following calendar year.

In accordance with S464 of the Act the schedule of meetings must be published in a newspaper, circulating generally in its area, at least once a year.

6.3 CONDUCT

Meetings shall be conducted in accordance with the provisions of the Act, Local Law No. 2 (Meetings) 2008, and Townsville City Council Standing Orders.

6.4 CONFLICT OF INTEREST

In accordance with S229 (3) (Councillor's role), S244 (Exclusion from meeting of Councillor with material personal interest) and S246A (Recording a conflict of interest) of the Act, Committee members must declare their interest, whether material or personal.

6.5 AGENDA DISTRIBUTION

The agenda for this Committee will be distributed in accordance with S450 (Notice of Meetings) of the Act. Council aims to distribute the Committee agenda at least two (2) clear business days prior to the meeting date.

6.6 MEETING RECORDS

In accordance with S459(1) of the Act the Committee must keep minutes of its proceedings.

Council may, by resolution and in accordance with S459(3,4) of the Act, exempt the Committee from the requirement to keep minutes of its proceedings if the Committee's function is only to advise or recommend to the local government. If the Committee is exempt from keeping minutes, it must provide a written report of its advice and recommendations to the local government.

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7. REPORTING GUIDELINES >>

The Committee will provide a written report from each of its meetings to the next Ordinary Meeting of Council in accordance with s458 of the Act. The written report will contain both the Committee's deliberations and its advice or recommendations.

8. REVIEW AND PERFORMANCE EVALUATION >>

8.1 TERMS OF REFERENCE

The Committee shall review these Terms of Reference at the first Corporate Governance Committee Meeting of each calendar year.

8.2 PERFORMANCE EVALUATION

At the first Corporate Governance Committee Meeting of each calendar year the Committee shall undergo a self-assessment process to ensure all the functions and business of the Committee is being dealt with in an efficient and effective manner.

The assessment process shall include but not be restricted to time of meetings, length of meetings, attendance at meetings (members and public), location of meetings (suitability), content of meetings, results of recommendations on matters discussed, achievements, satisfaction rating of members and meeting management.

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