
ATTACHMENTS DISTRIBUTED UNDER SEPARATE COVER

**CCL 18/01/2022 – APPOINTMENT OF COUNCILLOR
REPRESENTATIVES TO CITY OF NEWCASTLE COMMITTEES**

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CCL 18/01/2022 – APPOINTMENT OF COUNCILLOR REPRESENTATIVES TO CITY OF NEWCASTLE COMMITTEES

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ACCESS INCLUSION ADVISORY COMMITTEE TERMS OF REFERENCE



GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT Strategy and Engagement

SHORT DESCRIPTION

To provide advice and guidance in the application of planning instruments that prioritise access, social inclusion and overcoming discriminatory impediments to promote a highly accessible, inclusive and welcoming community that respects independence and human dignity.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Vibrant, Safe and Active Public Places

- 3.1a Provide quality parkland and recreation facilities that are diverse, accessible and responsive to changing needs
- 3.2a Celebrate Newcastle's cultural heritage and diversity

Inclusive Community

- 4.1b Support initiatives and facilities that encourage social inclusion and community connections
- 4.1c Improve, promote and facilitate equitable access to services and facilities
- 4.2a Ensure people of all abilities can enjoy our public places and spaces

PURPOSE

1. To provide advice and guidance to ensure that all residents are able to participate actively in all aspects of community and civic life and ensure that Council recognises and values the diversity of its community;
2. To provide advice and guidance on identifying and addressing barriers preventing people from participating in programs, services and facilities across the City. This includes barriers relating to disability, health, age, and cultural and linguistic diversity;
3. To promote adherence to the principles of the Disability Discrimination Act 1992 and the NSW Disability Inclusion Act 2014 which will benefit the community as a whole;
4. To promote social inclusion in our community through recommendations to improve the built environment, changes in community attitudes and behaviours, and creating better systems and processes for meaningful social and economic participation of people of all abilities and backgrounds.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee (Chairperson and Co-Chairperson with the assistance of the Facilitator); and
3. Up to three Community Representatives.

ACCESS INCLUSION ADVISORY COMMITTEE TERMS OF REFERENCE

CHAIRPERSON

This committee operates using a co-chairperson model. One Councillor appointed by the Council from among the Councillor members, and one member elected at the first meeting of the committee.

MEMBERS

Co-Chairperson – [insert Councillor's name]

Deputy Chairperson – [insert Councillor's name]

Councillor Member – [insert Councillor's name]

Co-Chairperson – TBC

Nathan Burford (Organisational Representative-Guide Dogs NSW/ACT)

Joseph Popov (Organisational Representative-Community Disability Alliance Hunter)

Tracy Walker (Organisational representative-Maroba Communities)

Chris Leishman (Community representative)

Kirsty Russell (Community representative)

Eliot Shaw (Community representative)

Margaret Wood (Community representative)

COMMUNITY AND CULTURE ADVISORY COMMITTEE

TERMS OF REFERENCE



GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT City-Wide Services

SHORT DESCRIPTION

To provide advice and guidance on the development of strategies, and identification of challenges and opportunities, in relation to cultural planning, arts and cultural opportunities, community pride and local identity, and community involvement which encourages a sense of belonging within the LGA.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Inclusive Community

- 4.2a Ensure people of all abilities can enjoy our public places and spaces
- 4.2b Improve access to formal and informal lifelong learning opportunities, facilities and services
- 4.2c Promote recreation, health and wellbeing programs

Vibrant, Safe and Active Public Places

- 3.1a Provide quality parkland and recreation facilities that are diverse, accessible and responsive to changing needs
- 3.1c Support and deliver cultural and community programs, events and live music
- 3.2b Celebrate Newcastle's identity by sharing local stories, both historical and contemporary, through arts and cultural programs

PURPOSE

1. To provide advice on development of strategies to ensure Council has appropriate community and cultural programs that promote social inclusion, social justice and sustainability;
2. To provide advice on cultural planning for integrated community services and oversee the implementation of Council's social strategies and related management plans and operations;
3. To provide advice on the direction and strategies Council pursues for the use of sporting and recreational facilities;
4. To provide advice and guidance on policies that support the progress and development of arts, culture and learning to make the LGA a culturally rich and vibrant community;
5. To provide advice on the development of programs and strategic partnerships that foster a strong sense of local identity, distinctiveness, belong, and community spirit.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee (Chairperson with the assistance Facilitator); and
3. Up to three Community Representatives.

**COMMUNITY AND CULTURE ADVISORY COMMITTEE
TERMS OF REFERENCE**



CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

DEPUTY CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

MEMBERS

Chairperson – [insert Councillor's name]

Deputy Chairperson – [insert Councillor's name]

Councillor Member – [insert Councillor's name]

Stakeholder Representative – Nick Rendell, Office of Sport

Stakeholder Representative – Jenny Moody, Department of Education

Stakeholder Representative – Ann Hardy, University of Newcastle

Community Representative – Michelle Frazer

Community Representative – Katherine McLean

Community Representative – Chris Dunstan

GURAKI ABORIGINAL ADVISORY COMMITTEE TERMS OF REFERENCE

GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT People and Culture

SHORT DESCRIPTION

To provide advice and guidance in relation to Aboriginal and Torres Strait Islander issues, giving life to Council's commitment to the Aboriginal and Torres Strait Islander people of the City of Newcastle and engaging Aboriginal and Torres Strait Islander people in Local Government.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Inclusive Community

- 4.1a Acknowledge and respect First Nations peoples
- 4.1b Support initiatives and facilities that encourage social inclusion and community connections
- 4.2b Improve access to formal and informal lifelong learning opportunities, facilities and services

Vibrant, Safe and Active Public Places

- 3.2a Celebrate Newcastle's cultural heritage and diversity

Liveable Built Environment

- 5.1a Protect and promote our unique built and cultural heritage

PURPOSE

1. To give life to Council's 1998 Commitment to the Aboriginal and Torres Strait Islander Peoples of the City of Newcastle;
2. To provide advice and guidance in relation to Aboriginal matters of cultural and heritage significance;
3. To engage Aboriginal and Torres Strait Islander peoples in Local Government;
4. To raise the broad community awareness of Aboriginal culture and themes;
5. To provide a united voice for Aboriginal peoples of the City of Newcastle.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee (Chairperson and Co-Chairperson with the assistance Facilitator); and
3. Up to three Community Representatives.

CHAIRPERSON

This committee operates using a co-chairperson model. One Councillor appointed by the Council from among the Councillor members, and one member elected at the first meeting of the committee.

**GURAKI ABORIGINAL ADVISORY COMMITTEE
TERMS OF REFERENCE**

MEMBERS

Co-Chairperson – [insert Councillor’s name]

Deputy Chairperson – [insert Councillor’s name]

Councillor Member – [insert Councillor’s name]

Co-Chairperson – Rob Russell - Awabakal Local Aboriginal Land Council

Deputy Chairperson - Luke Russell - Wylaa Buuranliyn

Stakeholder Representative - Raylene Gordon - Awabakal Ltd

Stakeholder Representative - Cheryl Kitchener - Aboriginal Affairs NSW

Stakeholder Representative - Andrew Smith - Worimi Local Aboriginal Land Council

Stakeholder Representative - Abie Wright - Yarnteen Ltd

Community Representative - Maree Edwards

Community Representative - Angela Pearce

GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT Infrastructure and Property

SHORT DESCRIPTION

To provide advice and guidance on the development of strategies, and identification of challenges and opportunities, in relation to built and natural facilities and systems within the LGA.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Integrated and Accessible Transport

- 1.1a Support implementation of the regional transport strategy
- 1.2a Continue to upgrade, extend and promote cycle and pedestrian networks
- 1.3a Ensure safe road networks through effective planning and maintenance

Protected Environment

- 2.2a Provide and advocate for protection and rehabilitation of natural areas
- 2.3a Ensure decisions and policy response to climate change remains current and reflects community needs

PURPOSE

1. To provide advice on development of strategies to ensure Council has robust infrastructure management practices and policies;
2. To provide advice on capital works and maintenance program performance including roads, structures and drainage infrastructure;
3. To provide advice on the protection and enhancement of natural infrastructure including waterways, floodplains, coastal, biodiversity, air quality, natural areas, habitat corridors, and efficiency and integrated water management.

MEETING SCHEDULE

Quarterly, on the first Tuesday of the month commencing at 5:30pm.

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee (Chairperson with assistance of the Facilitator); and
3. Up to three Community Representatives.

CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

DEPUTY CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

**INFRASTRUCTURE ADVISORY COMMITTEE
TERMS OF REFERENCE**

MEMBERS

Chairperson – [insert Councillor’s name]

Deputy Chairperson - [insert Councillor’s name]

Councillor Member - [insert Councillor’s name]

Stakeholder Representative – Roads and Maritime Services

Stakeholder Representative – Hunter Water Corporation

Stakeholder Representative – Keolis Downer

Stakeholder Representative – Ausgrid

LIVEABLE CITIES ADVISORY COMMITTEE

TERMS OF REFERENCE

GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT Governance

SHORT DESCRIPTION

To provide advice and guidance on the development of strategies, and identification of challenges and opportunities, in relation to safe, healthy and connected urban systems within the Local Government Area (LGA).

COMMUNITY STRATEGIC PLAN ALIGNMENT

Vibrant, Safe and Active Public Places

3.3a Collaborate with local groups and services to address crime and safety issues.

Liveable Built Environment

5.1a Protect and promote our unique built and cultural heritage.

5.1c Facilitate well designed and appropriate scale development that complements Newcastle's unique character.

5.2b Plan for an urban environment that promotes active and healthy communities.

5.3a Ensure sufficient housing diversity to meet community needs, including affordable living and adaptable housing options.

Smart and Innovative

6.3c Work with businesses, planners and government at all levels to facilitate key infrastructure to support business growth.

PURPOSE

1. To provide advice on development of strategies that support urban policy and frameworks to achieve liveability objectives.
2. To provide advice on the planning for integration of affordability, transport, infrastructure, environment, and safety and crime prevention strategies.
3. To provide advice on the planning for integrated public and active transport services and oversee the implementation of City of Newcastle's (CN) traffic, parking and cycling management plans and operations.
4. To consider and advise on environmental and sustainability planning.
5. To provide advice on the protection and enhancement of heritage issues and design character.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee (Chairperson with assistance of the Facilitator); and
3. Up to three Community Representatives.

**LIVEABLE CITIES ADVISORY COMMITTEE
TERMS OF REFERENCE**

CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

DEPUTY CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

MEMBERS

Chairperson – [insert Councillor’s name]

Deputy Chairperson – [insert Councillor’s name]

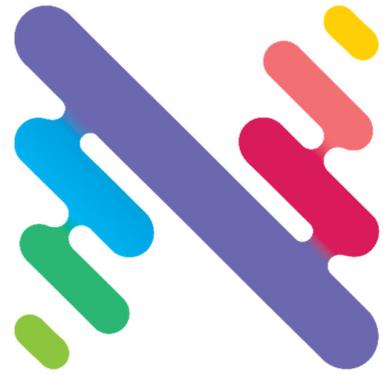
Councillor Member – [insert Councillor’s name]

Stakeholder Representative – Hunter and Central Coast Development Committee, Planning

Stakeholder Representative – Institute of Australia, Urban Development Institute and University of
Newcastle

Community Representative – Dr Steven Fleming

Community Representative – Mr David Moir



**City of
Newcastle**

City of Newcastle

Public Art Advisory Committee

Terms of Reference

December 2021

1. Purpose

The Public Art Advisory Committee has been established by Council to:

- 1.1 Act as an advisory body to City of Newcastle (CN) on public art.
- 1.2 Consider public art proposals in the private domain through development applications.
- 1.3 Provide advice on the commissioning and development of new public art works in the public and private domain.
- 1.4 Ensure transparent commissioning processes that result in public art works are reflective of Newcastle's history, culture, and community interests.
- 1.5 Advocate and provide leadership and support on all aspects of public art.

2. Objectives

- 2.1 Ensure public art reflects the local identity, diversity, and community of Newcastle.
- 2.2 Ensure high standards of public art are delivered in the private domain, by outlining requirements regarding artistic excellence, local character, heritage and culture, invigoration of the public domain, sustainability and materiality, and maintenance
- 2.3 Ensure that public art processes including commissioning, acquisitions, gifting, loans, deaccession, and relocation are managed with planned, methodical, and professional procedures reflecting best practice.
- 2.4 Increase the number of high-quality public art works being commissioned in Newcastle.
- 2.5 Provide guidance and advice to developers, artists, curators, CN staff and the community, regarding public art in the private domain as part of development applications in CN.
- 2.6 Report to Council annually on public art processes and procedures, including the annual financial contributions of new public art commissioned in private development.
- 2.7 Review processes and procedures for public art and make recommendations for improvements and revisions of all documents, procedural or policy based, pertaining to public art.
- 2.8 Review and assist CN officers with an audit of all existing public art in CN to provide a basis to assess public art condition and maintenance, ongoing public art management, disposals, acquisitions, and funding.

3. Membership

- 3.1 Membership is:
 - 3.1.1 Up to three Councillors as appointed by Council.
 - 3.1.2 Up to four external experts who have acclaimed reputations for excellence in the field/s of public art, curatorial practice, architecture, landscape architecture, design, heritage or other relevant disciplines.
 - 3.1.3 One representative from Council's Guraki Aboriginal Advisory Committee.

4. Chairperson

4.1 One Councillor from among the Councillor members.

5. Advisory Only

5.1 The Advisory Committee is an advisory body to CN. It does not have the authority to:

- 5.1.1 Expend money on behalf of CN.
- 5.1.2 Commit CN to any arrangement.
- 5.1.3 Consider any matter outside its specific reference.
- 5.1.4 Direct CN officers in the performance of their duties.
- 5.1.5 Represent CN in any communication with the public or media.

Document Control

Document Type	Terms of Reference
Document Title	Public Art Advisory Committee Terms of Reference
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STRATEGY AND INNOVATION ADVISORY COMMITTEE
TERMS OF REFERENCE



GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT Strategy and Engagement

SHORT DESCRIPTION

To provide advice and guidance on the development of strategies, and identification of challenges and opportunities, in relation to activation of Newcastle as destination leading in innovative technologies, smart infrastructure, and high value investment.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Vibrant, Safe and Active Public Places

- 3.1c Support and deliver cultural and community programs, events and live music
- 3.3b Plan for a night-time economy, characterised by creativity, vibrancy and safety, that contributes to cultural and economic revitalization.

Smart and Innovative

- 6.1a Recognise and strengthen Newcastle's role as a metropolitan capital and hub for education, health, tourism, creative, port and logistics industries.
- 6.2a Support and advocate for innovation in business, research activities, education and creative industries.
- 6.3a Facilitate events that attract visitors and support the local economy and the vibrancy of Newcastle.
- 6.3b Work with tourism sector to further develop Newcastle as a visitor and event destination.
- 6.3d Foster a collaborative approach to continue city centre renewal.

PURPOSE

1. To provide advice on development of strategies that position Council as a leader in the application of technologies to address urban challenges and enhance liveability;
2. Facilitate and lead a culture of innovation providing an opportunity for Council to respond to pressing local needs;
3. Act as a conduit between Council and the community in relation to information and initiatives related to tourism and economic development;
4. To provide advice on the planning for the night-time economy and oversee the implementation of Council's revitalisation and event related management plans and operations.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Representatives from Stakeholder Organisations, determined by the Committee
3. (Chairperson with the assistance of the Facilitator); and
4. Up to three Community Representatives.

**STRATEGY AND INNOVATION ADVISORY COMMITTEE
TERMS OF REFERENCE**



CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

DEPUTY CHAIRPERSON

One Councillor appointed by Council from among the Councillor members.

MEMBERS

Chairperson – [insert Councillor's name]

Deputy Chairperson – [insert Councillor's name]

Councillor Member – [insert Councillor's name]

Stakeholder Representative – Mr Bob Hawes, Hunter Business Chamber

Stakeholder Representative – Dr Alex Zelinsky, University of Newcastle

Stakeholder Representative – Ms Alison McGaffin, Department of Premier and Cabinet

Stakeholder Representative – Mr Joe James, Hunter Joint Organisation

Stakeholder Representative – Mr Larry Platt, Advitech

Community Representative – Mr Rhett Morson

**YOUTH COUNCIL ADVISORY COMMITTEE
TERMS OF REFERENCE**

GOVERNING BODY / APPROVED BY Council
FUNCTIONAL ALIGNMENT City-Wide Services

SHORT DESCRIPTION

To guide the implementation of youth strategies for City of Newcastle, raise awareness of youth issues and engage young people in local government.

COMMUNITY STRATEGIC PLAN ALIGNMENT

Inclusive Community

- 4.1b Support initiatives and facilities that encourage social inclusion and community connections
- 4.2b Improve access to formal and informal lifelong learning opportunities, facilities and services

PURPOSE

1. To engage young people in local government;
2. To raise awareness of youth issues;
3. To allocate Youth Week grants in accordance with Council's Youth Week Grant Policy;
4. To assist the City to prepare applications for youth related grants;
5. To provide advice and guidance to support the City in youth matters.

MEETING SCHEDULE

The Committee's meeting schedule is published on CN's website and is in accordance with Council's Meeting Cycle (adopted by Council at the end of the preceding year).

MEMBERSHIP

1. Up to three Councillors;
2. Up to fifteen Community Representatives, determined by the Committee (Chairperson and Co-Chairperson with the assistance of the Facilitator).

CHAIRPERSON

This committee operates using a co-chairperson model. One Councillor appointed by the Council from among the Councillor members, and one member elected at the first meeting of the committee.

MEMBERS

Co-Chairperson – [insert Councillor's name]
Deputy Chairperson – [insert Councillor's name]
Councillor Member – [insert Councillor's name]
Co-Chairperson – TBC
Community Representative – TBC

Charter

Asset Advisory Committee Charter

Date: Sept 2017

Charter title	Asset Advisory Committee Charter
Committee Type	Advisory
Charter owner	Manager Property Services
Prepared by	Property Services
Approved by	Council
Date approved	26 September 2017 (Charter) 24 October 2017 (Amendment)
ECM number of Council decision	5329216 (Adopted) 5355272 (Amended)
Dissolution date	One day prior to Council's next ordinary election
Delegations	Nil

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1 Interpretation

- 1.1 **Act** means the *Local Government Act 1993* (NSW).
- 1.2 **Attendee** means a person entitled to attend a meeting of the Committee, however do not have any entitlement to vote on matters before the Committee.
- 1.3 **Chairperson** means the person appointed in accordance with clause 8.
- 1.4 **Council** means Newcastle City Council and where appropriate includes its administration and elected Council (a specific reference to the elected Council means a decision of Councillors at a Council meeting).
- 1.5 **Committee** means the Council's Asset Advisory Committee constituted in accordance with clause 5.
- 1.6 **Member** means those described in clause 5.1.
- 1.7 **Facilitator** means a Council officer appointed to fulfil the tasks set out in clause 9.
- 1.8 **CEO** means the Chief Executive Officer of Council and includes their delegate or authorised representative.

References to the Chief Executive Officer are references to the General Manager appointed under the *Local Government Act 1993* (NSW).
- 1.9 **Guest** means any person invited by the CEO or at the request of the Committee to attend a meeting only for a specific purpose. Guests have no voting rights.
- 1.10 **Secretary** means the Council Officer appointed by the CEO to fulfil the role of secretary.

Unless stated otherwise, a reference to a clause is a reference to a clause of this Charter.

2 Responsibilities

- 2.1 The responsibilities of the Committee are:
 - 2.1.1 To provide strategic advice and guidance on the development and implementation of Council's property asset direction for the City.
 - 2.1.2 To monitor and review progress of Council's property asset strategies, policies and determinations.
 - 2.1.3 To guide and provide recommendations on Council's property asset acquisition, disposal, utilisation and management.
 - 2.1.4 To align the utilisation, function and nature of Council property assets with Council's strategic priorities.
 - 2.1.5 To determine and provide recommendations on Council's property asset funding priorities.
- 2.2 This Committee was constituted to investigate, consider, and provide advice on strategic property asset issues within this Charter.

- 2.3 This Committee will, where considered beneficial, work collaboratively with Council's other committees to consider issues that are within the charters of more than one committee.
- 2.4 This Committee will, where deemed necessary by the Committee, form working parties to investigate, consider, and provide expert advice on defined tasks and issues.
- 2.5 The Committee will consider issues within its Charter which are referred to it by Council.

3 Establishment and dissolution

- 3.1 The elected Council resolved to establish the Committee on 17 November 2009.
- 3.2 The Committee remains in existence until one day prior to Council's next ordinary election to be held in 2020.
- 3.3 Alternatively, the Committee may be dissolved by resolution of the elected Council.

4 Authority

- 4.1 The Committee is an advisory committee only. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for management of Council rests with the Council and the CEO, as provided in the Act.
- 4.2 The Committee's resolutions, which record its decisions, should be treated only as recommendations of the Committee. The Committee has no executive powers and cannot make decisions on behalf of Council under section 355 of the Act.
- 4.3 The Committee is not a council committee as defined in section 360 of the Act, because its membership is not constituted solely by councillors.
- 4.4 Neither the Committee nor any of its Members may direct any Council officer in his or her duties.
- 4.5 The Chairperson of the Committee may, if considered reasonably necessary and in consultation with the CEO, request external professional advice to allow the Committee to meet its responsibilities.
- 4.6 The CEO may facilitate, and provide the necessary financial resources, to engage the provision of any such external professional advice required.

5 Membership

- 5.1 The Committee is constituted by the following membership, which cannot be delegated:
 - 5.1.1 Four Councillors appointed by the elected Council; and
 - 5.1.2 CEO, Director Infrastructure & Property, Director Governance.
- 5.2 Members are entitled to vote on matters before the Committee.

6 Selection of Councillor Members

- 6.1 Council will call for nominations for Councillor Members at the commencement of each Council term.
- 6.2 The elected Council will elect four Councillor Members by resolution.
- 6.3 Councillor Members remain Members of the Committee until:
 - 6.3.1 the Committee is dissolved pursuant to clause 3.2 of this Charter;
 - 6.3.2 they resign; or
 - 6.3.3 their membership is otherwise terminated.
- 6.4 If re-elected to Council, retiring Councillor Members are entitled to nominate for re-appointment.

7 Responsibility of Members

- 7.1 Members are expected to:
 - 7.1.1 understand the relevant legislative and regulatory requirements applicable to Council;
 - 7.1.2 be able to contribute the time needed to understand the Committee's business papers and to attend Committee meetings; and
 - 7.1.3 In accordance with this Charter, provide advice and feedback on matters brought before the Committee.

8 Appointment and responsibility of Chairperson

- 8.1 The Chairperson will be appointed by the elected Council.
- 8.2 The Chairperson will be responsible for keeping order at the meeting.
- 8.3 If the Chairperson is absent from a Committee meeting, a Member of the Committee will be nominated by the CEO to chair the meeting.

9 Responsibility and requirements of the Facilitator

- 9.1 The Facilitator will be a suitably qualified Council officer, as determined by the CEO. The position may be shared amongst a number of suitably qualified Council officers.
- 9.2 The role of the Facilitator is to:
 - 9.2.1 Arrange for a report regarding the selection of Councillor Members and a Committee Chairperson to be tabled before the elected Council at the commencement of each Council term.
 - 9.2.2 Make committee governance papers (including but not limited to this Charter and Council's applicable policy/guideline documents) available to committee members, Councillors and relevant Council officers;

- 9.2.3 Liaise with Members, including Councillor Members, where the Members have a day to day enquiry of an administrative nature (including clarification of a Committee report or information about a meeting or process);
- 9.2.4 Facilitate discussion at committee meetings, provide input at Committee meetings and participate at Committee meetings as an attendee;
- 9.2.5 Where appropriate, liaise closely with the facilitators of Council's other committees to assist collaboration between committees, the sharing of information and the efficient use of Council and Member resources, where approved by the Committee; and
- 9.2.6 Work closely with the Chairperson and other Committee Members to administer the Committee and its meetings.

10 Responsibility and Requirements of the Secretary

- 10.1 The Secretary will be a suitably qualified Council officer who undertakes the following functions: (insert/delete as required)
 - 10.1.1 prepare agendas;
 - 10.1.2 maintain the register of members;
 - 10.1.3 maintain meeting attendance register;
 - 10.1.4 take minutes at committee meetings and prepare them for dissemination;
 - 10.1.5 accept and collate committee business papers prepared or submitted by Council officers, committee members, working parties and stakeholders;
 - 10.1.6 make agendas, minutes and committee business papers available to committee members, Councillors and relevant Council officers;
 - 10.1.7 book meeting venues and organise the provision of any necessary equipment; and
 - 10.1.8 provide administrative assistance to the Facilitator
- 10.2 The role of the Secretary may be shared amongst a number of suitably qualified Council officers or be the same person.

11 Termination of Membership

- 11.1 Membership of any Member may be terminated by Council resolution of the elected Council, due to
 - 11.1.1 the Member's non-attendance at three consecutive Committee meetings without prior notification of their non-attendance or the granting of leave by resolution of the Committee; or
 - 11.1.2 the Member's conduct being inconsistent with this Charter or Council's Code of Conduct.

- 11.2 Councillor membership terminates immediately upon a Councillor Member no longer being a Councillor.
- 11.3 If a Councillor Member does not remain on the Committee for the entire Council term, appointment of a replacement Councillor Member must be by resolution of the elected Council as soon as practicable after the Councillor Member ceases to be a Member of the Committee.

12 Attendance at meetings

- 12.1 Attendance at any meeting of the Committee is limited to the following:
 - 12.1.1 Members;
 - 12.1.2 Facilitator and Secretary;
 - 12.1.3 Councillors as observer/s only. Councillors must give 14 days written notice to the Facilitator of their intention to attend and do not have the right to ask questions, participate in discussion or vote on matters before the Committee.
 - 12.1.4 Other Council officers or guests, by invitation of the CEO or as approved by a resolution of the Committee.

13 Meeting administration

- 13.1 The CEO is responsible for ensuring that the Committee has adequate secretarial support and access to administrative resources by appointing a Secretary.

14 Quorum

- 14.1 A quorum is constituted by attendance of at least four Members, including at least one Councillor and one Member of the EMT.

15 Meeting schedule

- 15.1 The Committee will meet at least four times per year or as resolved by the Committee.
- 15.2 A forward meeting plan will be agreed by the Committee prior to the end of each calendar year.
- 15.3 Additional meetings may be scheduled by the:
 - 15.3.1 Chairperson;
 - 15.3.2 Committee by resolution; or
 - 15.3.3 CEO.

16 Meeting agendas

- 16.1 The Secretary will provide notice of meetings, including the agenda and business papers, to Members at least seven (7) business days prior to the day of the meeting. These may be transmitted electronically.

17 Resolutions of the Committee

- 17.1 Resolutions of the Committee must be consistent with this Charter which limits decisions (resolutions) of the Committee to be treated as recommendations only as set out in clause 4.
- 17.2 The Committee will make decisions (resolutions) by majority vote and record its decisions (resolutions) in the minutes of the Committee meeting.
- 17.3 The relevant EMT Member responsible for implementing a recommendation made by the Committee may action resolutions as they deem appropriate in accordance with their individual delegations and authorisations.

18 Reports

- 18.1 The relevant EMT Member responsible for implementing a recommendation made by the Committee must report to the Committee as required, as to the status of actions taken. The Facilitator will coordinate such reports.
- 18.2 The Committee may submit reports to Council where a Council resolution is required to enact a recommendation of the Committee.

19 Minutes

- 19.1 All Committee business will be appropriately minuted and recorded by the Secretary, including registration in accordance with Council's Records Management Policy.
- 19.2 Draft minutes of the previous meeting will be distributed to the Committee at least seven (7) business days prior to the next meeting.
- 19.3 Draft minutes of the previous meeting are to be adopted by resolution of the Committee at the following meeting.

20 Conduct by members and attendees

- 20.1 All Members and attendees are expected to conduct themselves in accordance with Council's Code of Conduct. Any behaviour inconsistent with the Code of Conduct will be treated as a breach of the Code of Conduct and will be dealt with it accordingly.
- 20.2 Conflicts of Interests must be declared and managed in accordance with the Code of Conduct. A record of a declared conflict of interest in the minutes is sufficient.
- 20.3 Significant Pecuniary or significant non-pecuniary conflicts of interest must be managed by the Member excluding themselves from the meeting during the discussion of the relevant agenda item. Such exclusion should be recorded in the minutes.

21 Public Comment

- 21.1 The Lord Mayor or CEO are the official spokespeople for the Committee, in accordance with Council's Media Policy, and no other Members should speak to the media or members of the public in regard to Committee business.

22 Confidentiality

- 22.1 Due to the potential commercial implications, items of Committee business remain confidential unless confirmed otherwise by the Committee.
- 22.2 Prior to attending a meeting, any guests invited in accordance with clause 12.1.4 (who are not Councillors or Council officers) must sign a Deed of Confidentiality and agree to abide by the terms of Council's Code of Conduct relating to confidentiality.
- 22.3 Unless otherwise resolved by the Committee, all meetings of the Committee will be closed to the general public.

23 Induction

- 23.1 New Committee Members will receive relevant information and briefings on their appointment to assist them to meet their Committee responsibilities.

24 Review of Committee performance

- 24.1 The Chairperson will initiate a review of the Committee's performance at least once every two years.

25 Review of Charter

- 25.1 This Charter will be reviewed every two years and may only be amended by resolution of the elected Council.

**CCL 18/01/2022 – APPOINTMENT OF COUNCILLOR
REPRESENTATIVES TO CITY OF NEWCASTLE COMMITTEES**

ITEM-6 Attachment B: Guidelines for meeting practice – Advisory
Committees

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Guidelines for meeting practice - Advisory Committees

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1 Interpretation

- 1.1 **Act** means the *Local Government Act 1993* (NSW).
- 1.2 **CEO** means Chief Executive Officer of the City of Newcastle and includes their delegate or authorised representative.
References to the Chief Executive Officer are references to the General Manager appointed under the *Local Government Act 1993* (NSW).
- 1.3 **Chairperson** means a Member appointed pursuant to clause 8 and includes **Co-Chairperson**.
- 1.4 **City of Newcastle (CN)** means Newcastle City Council.
- 1.5 **Committee** means the advisory committee established by resolution of Council.
- 1.6 **Community Representative** means a Council Volunteer appointed to the Committee pursuant to clause 5.
- 1.7 **Council** means the elected Council.
- 1.8 **CN Volunteer** means an individual who gives their time to CN willingly for the common good and without financial gain.
- 1.9 **Facilitator** means a CN staff member appointed to fulfil the tasks set out in clause 11.
- 1.10 **Member** means each of the individuals appointed in accordance with clauses 3, 4 or 5.
- 1.11 **Secretary** means a CN staff member appointed to fulfil the tasks set out in clause 12.
- 1.12 **Stakeholder Organisation** means a stakeholder organisation nominated by the Chairperson to be represented on the Committee, pursuant to clause 4.

2 Authority

- 2.1 In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for management of CN rests with the Council and the CEO, as provided in the Act.
- 2.2 The Committee has no executive powers and cannot make decisions on behalf of CN. Furthermore, the Committee is not a committee delegated authority therefore it cannot exercise powers under s.355 of the Act.
- 2.3 Neither the Committee nor any of its Members may direct any CN staff member in his or her duties.
- 2.4 This Committee is not a CN committee as defined in section 260 of the Act, because its membership is not constituted solely by Councillors.
- 2.5 The Chairperson of the Committee may, if considered reasonably necessary and with the approval of the CEO, request external professional advice to allow the Committee meet its responsibilities.
- 2.6 The CEO may facilitate, and provide the necessary financial resources, to engage the provision of any such external professional advice required.

3 Election of Councillor Members

- 3.1 CN will call for nominations for Councillor Members at the commencement of each Council term (the Facilitator will arrange for a report to be provided to the Council).
- 3.2 Council will elect Councillor Members by resolution.

4 Appointment of Stakeholder Organisation representatives

- 4.1 The Chairperson, with the assistance of the Facilitator, will identify relevant Stakeholder Organisations to be represented on the Committee.
- 4.2 The Facilitator will invite the identified Stakeholder Organisation to nominate a representative for membership of the Committee.
- 4.3 If an appointed representative is unable to attend a meeting, the relevant Stakeholder Organisation may nominate an alternative representative to attend on their behalf, with prior notice to the Facilitator.

5 Appointment of Community Representatives

- 5.1 The appointment of Community Representatives to the Committee will:
 - 5.1.1 seek to achieve a mix of skills to facilitate the sound functioning of the Committee; and
 - 5.1.2 seek to represent the diversity within and interests of the community.
- 5.2 Community Representatives will be appointed following a public Expressions of Interest (**EOI**) process each Council term.
- 5.3 Written applications must be lodged with CN and address the selection criteria determined by the Councillor members of the Committee.
- 5.4 Applications will be assessed by the Councillor members of the Committee on merit according to the selection criteria.
- 5.5 If more applications than positions are received, and deemed suitable for appointment as Community Representatives, offers of membership will be made to the top applicants and the remainder placed on an eligibility list.

6 Termination of Membership

- 6.1 Each Member shall remain a member of the Committee until:
 - 6.1.1 the Member resigns, or
 - 6.1.2 the membership is terminated.
- 6.2 Membership of any Member of the Committee may be terminated by resolution of the Committee due to:
 - 6.2.1 the Member's non-attendance at three consecutive Committee meetings without prior notification of their non-attendance and the granting of leave by resolution of the Committee; or
 - 6.2.2 the Member's conduct being inconsistent with the committee terms of reference or CN's Code of Conduct.

- 6.3 Councillor membership terminates immediately upon a Councillor Member ceasing to be a Councillor.
- 6.4 If the terminated Member was a:
 - 6.4.1 Community Representative, the Chairperson in consultation with the Facilitator, will determine a replacement Member from the eligibility list where applicable. If not applicable, the Facilitator will commence a new selection process.
 - 6.4.2 Member from a Stakeholder Organisation, the Stakeholder Organisation should nominate a replacement Member to the Committee.

7 Responsibility of Members

- 7.1 Members are expected to:
 - 7.1.1 understand the relevant legislative and regulatory requirements applicable to CN;
 - 7.1.2 be able to contribute the time needed to understand the Committee's business papers and to attend Committee meetings; and
 - 7.1.3 provide advice and feedback on matters brought before the Committee.
- 7.2 Members must conduct themselves in accordance with CN's Code of Conduct.
- 7.3 Conflicts of Interest must be declared and managed in accordance with the Code of Conduct. A record of a declared conflict of interest in the minutes is sufficient.
- 7.4 Pecuniary or significant, non-pecuniary conflicts of interest must be managed by the Member excluding themselves from the meeting during the discussion of the relevant agenda item. Such exclusion should be recorded in the minutes.
- 7.5 Members who are Community Representatives must also comply with CN's Volunteer Framework.

8 Appointment and responsibility of Chairperson

- 8.1 The Chairperson will be appointed by Council resolution from among the Councillor members.
- 8.2 Where a Committee operates under a Co-Chairperson model, as determined by the Committee terms of reference, the election of a Co-Chairperson will take place at the first meeting of the Committee in a new Council term.
 - 8.2.1 The Facilitator will administer the Co-Chairperson election.
 - 8.2.2 If there are more than two nominees for the Co-Chairperson position, the nominee receiving the lowest number of votes will be eliminated and a further round of voting will take place to elect the Co-Chairperson. This process will continue until a nominee is elected.
- 8.3 The Chairperson will officiate and conduct each meeting.
- 8.4 If the Chairperson is absent from a Committee meeting, a Member of the Committee will be nominated by the Committee to chair the meeting.

- 8.5 The Chairperson will remain until the dissolution date, unless the Chairperson resigns and in this case, a new Chairperson should be appointed in accordance with this clause.
- 8.6 The Chairperson will officiate and conduct each meeting.
- 8.7 If the Chairperson and Co-Chairperson are absent from a Committee meeting, a Member of the Committee will be nominated by the Committee to chair the meeting.
- 8.8 The Chairperson and Co-Chairperson will remain until the dissolution date, unless the membership of the Chairperson or Co-Chairperson is terminated and in this case, a new Chairperson or Co-Chairperson should be appointed in accordance with this clause.

9 Attendance at meetings

- 9.1 In addition to Members, the following may be in attendance at any meeting of the Committee:
 - 9.1.1 The Lord Mayor (voting attendee);
 - 9.1.2 Councillors not appointed as Members of the Committee;
 - 9.1.3 CN staff; and
 - 9.1.4 External personnel by invitation of the Committee.
- 9.2 The attendees in 9.1.2 to 9.1.4 do not have voting rights.

10 Quorum

- 10.1 A quorum is constituted by attendance of a majority of Members including at least one Councillor Member.
- 10.2 If a quorum is not achieved, an informal meeting may be conducted at the discretion of the Chairperson.

11 Responsibility and requirements of Facilitator

- 11.1 The Facilitator will be a suitably qualified CN officer, appointed by the Director with functional responsibility for the Committee, who will undertake the following functions:
 - 11.1.1 oversee and be responsible for the functions of the Secretary;
 - 11.1.2 accept or reject (in consultation with the CEO) items of business;
 - 11.1.3 ensure Members are familiar with the committee terms of reference and CN's Code of Conduct;
 - 11.1.4 facilitate discussion at committee meetings, provide input to meetings and be an active (non-voting) Member of the Committee;
 - 11.1.5 focus the Committee on its responsibilities outlined in the terms of reference and the meeting agenda items;
 - 11.1.6 act as the communication link between the Committee and CN;
 - 11.1.7 manage the resources available to the Committee;
 - 11.1.8 manage the performance of the Committee;

- 11.1.9 where appropriate, liaise closely with the facilitators of CN's other committees to assist with the collaboration between committees, the sharing of information and the efficient and effective use of CN and committee resources; and
 - 11.1.10 work closely with the Chairperson to administer the Committee and its meetings.
- 11.2 This position may be shared among a number of suitably qualified CN officers or be the same person.
- 11.3 The Facilitator may take on the role of a Secretary while performing her/his responsibilities as a Facilitator.

12 Responsibility and requirements of Secretary

- 12.1 The Secretary will be a suitably qualified CN officer who undertakes the following functions:
- 12.1.1 prepare agendas;
 - 12.1.2 update the register of Members;
 - 12.1.3 maintain a meeting attendance register;
 - 12.1.4 take minutes at Committee meetings and prepare them for circulation (once approved by the Facilitator);
 - 12.1.5 collate Committee business papers prepared or submitted by CN officers, Committee Members, working parties and stakeholders;
 - 12.1.6 publish agendas, minutes and Committee business papers on CN's website;
 - 12.1.7 book meeting venues and organise the provision of any necessary equipment; and
 - 12.1.8 provide administrative assistance to the Facilitator.
- 12.2 This position may be shared among a number of suitably qualified CN officers or be the same person.

13 Meeting schedule

- 13.1 The Committee will meet at least four times per calendar year or as otherwise resolved by the Committee.
- 13.2 Meeting dates will be agreed by the Committee by no later than October each year for the following calendar year.
- 13.3 Additional meetings may be scheduled by the:
- 13.3.1 Chairperson;
 - 13.3.2 Committee by resolution;
 - 13.3.3 Council; or
 - 13.3.4 Lord Mayor or CEO.
- 13.4 Unless otherwise resolved by the Committee, all meetings of the Committee will be closed to the general public.

14 Meeting agendas and business papers

- 14.1 The Facilitator will ensure that notice of meetings, including the agenda and business papers, are provided to the Committee at least five business days prior to the day of the meeting. These may be transmitted electronically.

15 Minutes

- 15.1 All Committee business will be properly minuted and recorded by the Secretary. The minutes will be:
- 15.1.1 approved by the Facilitator in draft;
 - 15.1.2 approved by the Committee as final by resolution. The Committee must then authorise the Chairperson to sign the confirmed minutes;
 - 15.1.3 managed in accordance with CN's Records Management Policy; and
 - 15.1.4 published on CN's website (ensuring CN meets its privacy obligations).
- 15.2 Draft minutes will be distributed to the Committee no later than 10 business days after the meeting.
- 15.3 Draft minutes of the previous meeting are to be adopted by resolution of the Committee at the following meeting.
- 15.4 At its first meeting, the Committee is to determine if adopted minutes should be placed on CN's website. Confidential and/or matters of a sensitive nature will be redacted from the published minutes at the discretion of the Chairperson or Facilitator.

16 Resolutions of the Committee

- 16.1 The Committee is expected to make decisions by open vote and record its resolutions in the minutes of the Committee meeting.
- 16.2 The CEO (or their delegate) may action resolutions as they deem appropriate in accordance with their individual delegations and authorisations.
- 16.3 A report to the Council for a decision will be required where resolutions fall outside the functions delegated to the CEO.

17 Reports to Council

- 17.1 It is the responsibility of the Chairperson and Facilitator to report to the Council:
- 17.1.1 at the commencement of each Council term calling for Councillor Members; and
 - 17.1.2 at least annually, which will include attendance records, performance review and a summary of key items of business; and
 - 17.1.3 where a Council resolution is required to enact a recommendation of the Committee, or where the Committee otherwise wishes to report information to the Council.

18 Performance of the Committee

- 18.1 The Chairperson with the assistance of the Facilitator must undertake a review of the Committee's performance annually using the template at **Attachment A** (the first review must be completed within 12 months of the first Council meeting of the Council term - for example by September 2018).
- 18.2 The performance review must to be completed in conjunction with a member of CN's Legal Service Unit.
- 18.3 The completed performance review must be endorsed by the Committee and included in the Committee's annual report to the Council.

19 Public Comment

- 19.1 The Lord Mayor and CEO are the official spokespeople for CN, in accordance with CN's Media Policy, and no Members should speak to the media or members of the public on behalf of CN or the Committee.

Attachment A**REPORT TO [INSERT NAME] ADVISORY COMMITTEE**

**SUBJECT: REVIEW OF [INSERT NAME] ADVISORY COMMITTEE
PERFORMANCE**

REPORT BY: [DIRECTORATE]/ [SERVICE UNIT]/[FACILITATOR TITLE]

DATE: XXXX

PURPOSE

This performance review is presented to the [Insert name] Advisory Committee (**Committee**) in compliance with clause 18 of the Guidelines for meeting practice – Advisory Committees.

RECOMMENDATION / OUTCOME SOUGHT

1. The [insert name] Advisory Committee endorses the performance review at **Attachment A** and notes the Facilitator will include the performance review report in the annual report to the Council.

KEY ISSUES

2. It is important that CN committees operate effectively and in accordance with the terms of reference adopted by the Council.
3. Performance reviews are a mechanism of monitoring effective performance.

ATTACHMENT A**Performance of the [insert name] Advisory Committee**

*(Note: performance is based on the previous year
- eg. review carried out in 2019 on Advisory Committee's performance in 2018)*

1. Did the [insert name] Advisory Committee (**Committee**) report to the Council as required? (the report should detail the dates of each report/s to the Council)
2. Detail the number of meetings required to be held per calendar year as provided for in the Guidelines for meeting practice – Advisory Committees.
3. Detail the number of meetings held in [insert year], that were quorate.
4. The Guidelines for meeting practice – Advisory Committees requires Members of the Committee to conduct themselves in accordance with the Code of Conduct. Does the agenda include a standing item for Members to declare a conflict of interest? (yes/no)
5. Do business papers of meetings:
 - a) Include relevant background information necessary to enable Members to make informed decisions (Yes/No).
 - b) Are distributed to Members in accordance with the required timeframe (Yes/No).
4. Do minutes of meetings:
 - a) Contain a summary of the decisions (Yes/No).
 - b) Are adopted by the Committee at a subsequent meeting (Yes/No).
 - c) Are distributed to Members in the required timeframe (yes/no - if no list details of reasons for delay).
5. Attach annual attendance details.
6. Have all Community Representatives attended induction? (Yes/No)

Approval**Committee Facilitator**

Name:

Signature:

Date:

Legal Service Unit

Name:

Signature:

Date:

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**CCL 18/01/2022 – APPOINTMENT OF COUNCILLOR
REPRESENTATIVES TO CITY OF NEWCASTLE COMMITTEES**

ITEM-6 **Attachment C:** Audit and Risk Committee Charter

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Audit and Risk Committee

February 2018

Charter title	Audit and Risk Committee Charter
Committee Type	Legislative
Policy owner	Chief Executive Officer
Prepared by	Internal Audit Coordinator
Approved by	Elected Council
Date approved	27 February 2018
ECM number of Council decision	# 6292957
Commencement Date	1 March 2018
Version	4
Category	Governance
Keywords	Audit, Assurance, Risk Management, Corporate Governance, Committee
Revision date	October 2019
Amendments	Version 1 ('Audit and Risk Committee Constitution') adopted by Council on 16 March 2010 Version 2 (Audit and Risk Committee Charter) adopted by Council on 9 October 2012 Version 3 (Audit and Risk Committee Charter) adopted by Council 25 November 2014
Relevant strategic direction	Open and Collaborative Leadership
Relevant legislation/codes	<i>Local Government Act 1993 (NSW)</i> <i>Local Government Amendment (Governance and Planning) Act 2016 (s.428A)</i> Division of Local Government Internal Audit Guidelines (September 2010)
Related policies/documents	Enterprise Risk Management Framework and related documents Code of Conduct Media Policy Deed of Confidentiality register
Related forms	Deed of Confidentiality

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1 Objective

- 1.1 The objective of the Audit and Risk Committee is to provide independent assurance and assistance to Council on risk management, control, governance and external accountability responsibilities.

2 Interpretation

- 2.1 **Act** means the Local Government Act 1993 (NSW).
- 2.2 **Amendment Act** means the *Local Government Amendment (Governance and Planning) Act 2016* (Sections of this Act are yet to be proclaimed).
- 2.3 **Attendee** means the CEO and Internal Audit Coordinator who attend Audit and Risk Committee meetings but are not Committee members.
- 2.4 **Code of Conduct** means the Code of Conduct adopted by Council as prescribed in the *Local Government Regulation 2005*.
- 2.5 **Audit and Risk Committee Selection Panel (Selection Panel)** shall comprise the CEO and the two Councillor members.
- 2.6 **CEO** means Chief Executive Officer of Newcastle City Council and includes their delegate or authorised representative.
- 2.6.1 References to the Chief Executive Officer are references to the General Manager appointed under the *Local Government Act 1993* (NSW).
- 2.7 **Council** means the Newcastle City Council and where appropriate includes its administration or any successor council.
- 2.8 **Committee** means the Council's Audit and Risk Committee.
- 2.9 **Committee Member** means those appointed by the Selection Panel or by resolution of Council to be a member of Council's Audit and Risk Committee.
- 2.10 **External Auditor** is any person or organisation appointed by the Auditor General in accordance with s.422 of the Act to review and certify Council's financial reports as per section 415 of the *Act*.
- 2.11 **Internal Audit** means the independent, objective assurance and consulting activity designed to add value and improve an organisation's operations. It helps an organisation accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.
- 2.12 **Internal Audit Coordinator** means the Council officer the CEO has appointed to coordinate Council's internal audit function and Audit and Risk Committee.
- 2.13 **Internal Audit Plan** means a risk-based rolling program of internal audits scheduled for a 12 to 36 month period.
- 2.14 **Invitee** means any person invited by the CEO or at the request of the Audit and Risk Committee to attend a meeting only for a specific purpose. Invitees have no voting rights.
- 2.15 **Internal Auditor** means any person or company that has been engaged by Council or directed by the CEO to conduct an internal audit.

- 2.16 **Observer** means any Councillor who attends an Audit and Risk Committee meeting who is not a Voting Councillor member of the Audit and Risk Committee.
- 2.17 **Open Voting** means voting by show of hands using a single non-transferable vote system. This means each voter casts one vote for any resolution.
- 2.18 **Regulations** means the *Local Government (General) Regulation 2005*.
- 2.19 **Risk Management** framework means a set of components that provide the foundations and organisational arrangement for designing, implementing, monitoring, reviewing and continually improving Risk Management throughout the organisation.
- 2.20 **Risk Management Plan** means a scheme within the Risk Management Framework specifying the approach, the management components and resources to be applied to the management of risk.
- 2.21 **Secretary** means the Council officer appointed in accordance with clause 9.2.

Unless stated otherwise, a reference to a clause is a reference to a clause of this Charter.

3 Establishment and dissolution

- 3.1 Council resolved to establish an Audit and Risk Committee and appointed Councillor Members on 19 May 2009.
- 3.2 The Committee may be dissolved by resolution of Council.

4 Authority

Within the scope of its roles and responsibilities, the Committee has the following authority:

- 4.1 The Committee must at all times recognise that primary responsibility for management of Council rests with the Council and the CEO, as provided in the Act.
- 4.2 The Committee has no executive powers and cannot make decisions on behalf of Council. The Committee may provide advice, information and recommendations to Council and Council Management. The Committee is not a committee which has delegated authority to exercise powers under s.355 of the Act, and it is not a special committee as per section 259 of the Regulations.
- 4.3 Neither the Committee nor any of its Members may direct any Council officer in his or her duties but may request the attendance of any employee or councillor at Committee meetings.
- 4.4 The Committee has no power of direction over the external audit or the manner in which the external audit is planned or undertaken.
- 4.5 The Committee by resolution and in accordance with relevant Council policy, may seek to obtain any information it needs from Council or an external party (subject to their legal obligations to protect information).
- 4.6 The Chair of the Committee may, if considered reasonably necessary and in consultation with the CEO, request external legal or professional advice to allow the Committee to meet its responsibilities.

5 Responsibilities

According to the *Amendment Act* (pending proclamation), the Committee must keep under review the following aspects of Council's operations:

- (a) compliance
- (b) risk management
- (c) fraud control
- (d) financial management
- (e) governance
- (f) implementation of the strategic plan, delivery program and strategies
- (g) service reviews
- (h) collection of performance measurement data by the council
- (i) any other matters prescribed by the regulations.

In addition, the Committee is to provide information to the Council for the purpose of improving the Council's performance of its functions.

Responsibilities of the Committee in detail are:

5.1 Risk Management

- 5.1.1 Review whether Council has a current and comprehensive risk management framework in place that appropriately identifies and manages business, legal, compliance and financial risks, including fraud.
- 5.1.2 Review whether Council uses a sound and effective approach to develop risk management plans for major projects or undertakings.
- 5.1.3 Review the impact of Council's risk management framework on its control environment and insurance arrangements.
- 5.1.4 Review whether a sound and effective approach is used to establish Council's business continuity plan and that the plan is tested regularly.

5.2 Control Framework

- 5.2.1 Review whether sufficient and adequate internal controls are in place, including controls over external parties such as contractors and consultants.
- 5.2.2 Determine whether Council's internal controls are periodically reviewed and updated, and that a monitoring and reporting system is in place to ensure compliance.
- 5.2.3 Review whether appropriate policies and procedures are in place for the management and exercise of delegations; and
- 5.2.4 Review whether Council management has taken steps to embed a culture throughout the Council organisation which is committed to ethical and lawful behaviour.

5.3 External Accountability

- 5.3.1 Act as a forum for communication between the Council, the CEO, senior management, internal audit, external auditors and the Auditor General.
- 5.3.2 Be satisfied that Council's annual financial reports comply with applicable legislation and Australian accounting standards, and are supported by appropriate management sign-off on Council's financial statements.
- 5.3.3 Review the external audit opinion, including whether appropriate action has been taken in response to audit recommendations and adjustments.

- 5.3.4 Consider contentious financial reporting matters in conjunction with Council's management and external auditors.
- 5.3.5 Review the processes in place to ensure financial information included in the annual report is consistent with the signed financial statements.
- 5.3.6 Satisfy itself there are appropriate mechanisms in place to review and implement, where appropriate, relevant State Government reports and recommendations.
- 5.3.7 Satisfy itself there is a performance management framework linked to organisational objectives and outcomes.
- 5.4 Legislative Compliance
 - 5.4.1 Determine whether management has appropriately considered legal and compliance risks as part of risk assessment and management arrangements.
 - 5.4.2 Review the effectiveness of the system for monitoring compliance risks which form part of risk assessment and management arrangements.
- 5.5 Internal Audit
 - 5.5.1 Review and approve the internal audit coverage and Council's internal audit plan, ensuring it considers the risk management plan.
 - 5.5.2 Consider the adequacy of internal audit resources to carry out internal audit responsibilities, including completion of the approved Internal Audit Plan and make recommendations to the CEO.
 - 5.5.3 Review all audit reports and consider significant issues identified in audit reports and action taken on issues raised, including identification and dissemination of better practices.
 - 5.5.4 Monitor the implementation of internal audit recommendations by management.
 - 5.5.5 Periodically review the internal audit function to ensure appropriate organisational structures, authority, access and reporting arrangements are in place.
 - 5.5.6 Periodically review the performance of Internal Audit.

6 Membership

- 6.1 Membership generally
 - 6.1.1 The Committee will comprise two Councillors, appointed by Council and three Independent Members appointed by the Selection Panel.
 - 6.1.2 The Chair is one of the three Independent Members, appointed by the Selection Panel.
 - 6.1.3 Members of the Committee, taken collectively, will have a broad range of skills and experience relevant to Council operations. At least one member of the Committee shall have accounting or related financial management qualifications and experience, with understanding of accounting and auditing standards in a public sector environment.
 - 6.1.4 Members may not transfer their membership to any other person or to attend on their behalf.

6.2 Responsibility of Members

6.2.1 Members are expected to:

- (a) understand the relevant legislative and regulatory requirements applicable to Council;
- (b) be able to contribute the time needed to study and understand the Committee's business papers; and
- (c) utilise high level analytical skills, objectivity and good judgment.

6.2.2 Membership of any Member of the Committee may be terminated by a decision of the Committee Selection Panel due to the Member's non-attendance at three consecutive meetings of the Committee without:

- (a) prior notification of their non-attendance; and
- (b) the granting of leave by resolution of the Committee; or
- (c) if the Member's conduct is inconsistent with this Charter or the Code of Conduct.

6.3 External Members

6.3.1 CEO will determine membership criteria, including for the Chair. Expressions of interest for external members will be called by any reasonable means which will ensure the role can be accessed by a wide pool of applicants.

6.3.2 The Selection Panel will:

- nominate external members to the Committee; and
- nominate an external member to be Chair of the Committee.

6.3.3 The terms of appointment for external members will be determined by the Selection Panel.

6.3.4 External members, including the Chair, may be eligible for re-appointment by approval of the Selection Panel.

6.3.5 External members will remain members of the Committee until:

- the expiry of their external membership term under clause 6.3.3;
- the Committee is dissolved pursuant to clause 3.2 of this Charter; or
- Their membership is otherwise terminated.

6.3.6 If an external member resigns or otherwise has their membership terminated, the Selection Panel will nominate a replacement external member to the Committee.

6.3.7 An external member may not be a Councillor or a Council employee.

6.4 Councillor members

6.4.1 Council will call for nominations for Councillor members at the commencement of each Council term.

6.4.2 Council will elect Councillor members by resolution.

6.4.3 Councillor members remain members of the Committee until:

- the expiry of their Councillor membership term;
- the Committee is dissolved pursuant to clause 3.2 of this Charter;

- they resign; or
 - their membership is otherwise terminated.
- 6.4.4 Councillor membership terminates immediately upon a Councillor member no longer being a Councillor.
- 6.4.5 If a Councillor member does not remain on the Committee for the entire Council term, appointment of a replacement Councillor Member must be by resolution of Council.
- 6.4.6 If re-elected to Council, retiring Councillor members are entitled to nominate for re-appointment.
- 6.4.7 The Lord Mayor may not be a member of the Committee.
- 6.5 Other attendees
 - 6.5.1 The following persons may attend any meeting of the Committee, unless requested otherwise by the Committee:
 - (a) CEO
 - (b) Internal Audit Coordinator;
 - (c) Representative from Council's External Auditor
 - (d) Representative from the Audit Office of NSW
 - (e) Invitees for specific agenda items.
 - 6.5.2 Councillors may attend any meeting as an observer by giving notice in advance to the Internal Audit Coordinator. Observers do not have the right to ask questions, participate in discussion or vote on matters before the Committee.
 - 6.5.3 Other Council officers or guests may attend Committee meetings by invitation of the CEO or as requested by the Committee.
- 6.6 Review of Membership
 - 6.6.1 The Selection Panel is responsible for reviewing the performance, tenure and other matters which relate to external members.

7 Meetings

- 7.1 Quorum
 - 7.1.1 A quorum is constituted by attendance of a majority of the Committee members, including at least one external member.
- 7.2 Meetings
 - 7.2.1 The Committee will meet at least four times per year or as resolved by the Committee.
 - 7.2.2 One of these meetings will include review of the annual audited financial reports and external audit opinion.
 - 7.2.3 A forward meeting plan will be agreed by the Committee each year, addressing Committee responsibilities as specified in Clause 5 of this Charter.
 - 7.2.4 Unless otherwise resolved by the Committee, all meetings of the Committee will be closed to the general public.
 - 7.2.5 The Chair will be responsible for keeping order at the meeting.
 - 7.2.6 If the Chair is absent from a Committee meeting, an external member of the Committee will be nominated by the CEO to chair the meeting.

7.3 Separate Meetings

7.3.1 The Committee may resolve to meet separately with each of the Internal Audit Coordinator, the Internal Auditor, and the External Auditor in the absence of other Council officers if requested.

7.3.2 The Chair may agree to meet separately with:

- The CEO
- Any member of the Committee
- Council's internal auditors
- the Internal Audit Coordinator; and
- Council's external auditors.

7.4 Reporting

7.4.1 The Committee will report at least annually to the elected Council on its affairs and the matters it has considered. Reporting will include attendance records.

7.4.2 Internal Audit will report to the Committee regularly on the performance of Internal Audit as measured against agreed performance indicators.

7.4.3 Reporting on the implementation status and progress of audit actions will be a standing agenda item at ordinary Committee meetings.

7.4.4 Internal audit reports will be provided to Council's external auditor to assist them in the course of their work.

7.4.5 The Internal Audit Coordinator may report directly to the Committee after appropriate lines of enquiry and resolution have been pursued.

7.5 Recommendations and resolutions

7.5.1 Recommendations and resolutions of the Committee must be consistent with this Charter.

7.5.2 The Committee is expected to make decisions by Committee members casting a vote either in favour or against any proposed resolution of the Committee.

7.5.3 A resolution approved by a majority of Committee members' votes becomes a resolution of the Committee.

7.5.4 Resolutions are to be recorded in the minutes of the proceedings of Committee meetings.

7.5.5 The CEO (or delegate) may action recommendations as they deem appropriate in accordance with their individual delegations and authorisations.

7.5.6 A report to Council for a decision will be required where recommendations fall outside the functions delegated to the CEO.

7.6 Meeting agendas

7.6.1 The Secretary is responsible for preparation of meeting agendas.

7.6.2 The Secretary will provide notice of meetings, including the agenda and business papers, to members at least five business days prior to the day of the meeting. These may be transmitted electronically.

7.7 Minutes

- 7.7.1 All Committee business shall be appropriately minuted and recorded, including its registration in accordance with Council's Records Management Policy.
- 7.7.2 Draft minutes of a previous Committee meeting are to be reviewed by the Committee members and, if they represent a correct record of the relevant Committee meeting, the Committee may resolve for the confirmed minutes to be signed by the Committee Chair.

8 Conduct by members

8.1 Code of Conduct

- 8.1.1 Council's Code of Conduct applies to Committee Members.
- 8.1.2 Conflicts of Interests must be declared and managed in accordance with the Code of Conduct. A record of a declared conflict of interest in the minutes is sufficient.
- 8.1.3 Significant conflicts of interest must be managed by the Member excluding themselves from the meeting during the discussion of the relevant agenda item. Such exclusion must be recorded in the minutes.

8.2 Public Comment

- 8.2.1 Members are bound by Council's Media Policy.
- 8.2.2 The Chair may make public comment in connection with Committee business. When making a public comment, the Chair should indicate they are speaking on behalf of the Committee and not Council.

8.3 Confidentiality

- 8.3.1 Due to their sensitive nature, items of Committee business remain confidential unless identified otherwise by the Committee.
- 8.3.2 Committee members, attendees, invitees and observers are required to sign a deed of confidentiality, and abide by the terms of Council's Code of Conduct relating to confidentiality.

9 Committee administration

- 9.1 The CEO is responsible for ensuring that the Committee has adequate secretarial support and access to administrative resources.
- 9.2 Secretarial support will be provided by a suitably qualified Council officer who will undertake functions to support the Committee, including:
 - 9.2.1 act as the communication link between the Committee and Council
 - 9.2.2 manage the resources available to the Committee
 - 9.2.3 liaise with the Chair to administer the Committee and its meetings
 - 9.2.4 prepare agendas
 - 9.2.5 maintain the meeting attendance register
 - 9.2.6 prepare and distribute meeting minutes, business papers and correspondence
 - 9.2.7 ensure the provision of Committee governance documents to members (such as this Charter, relevant Council policies, guidelines); and
 - 9.2.8 arrange meeting venues, equipment, and catering as required.

10 Induction

10.1 New Committee members will receive relevant information and briefings at the time of their appointment to assist them to meet their Committee responsibilities.

11 Review of Audit and Risk Committee performance

11.1 The Chair will initiate a review of the Committee's performance at least once every two years.

12 Review of Charter

12.1 This Charter will be reviewed biannually or as required to align with legislation, and may only be amended by resolution of Council.