**NGAA Governance Manual**

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| --- | --- | --- |
| Date of Meeting /decision | Action | Changes made by: |
| 11 November 2019 | Members adopted these Terms of Reference | EO |
| 22 April 2020 | Strategic Advisory Committee revised Paragraph 4.7 and 15.2 of the Terms of Reference. | SAC/EO |
| 13 September 2021 | SAC election timing and composition | SAC/EO |
| 28 October 2022 | Adjustments to SAC composition | SAC/EO |

## Review of NGAA Governance

Alliance Members marked the ten year anniversary of NGAA at the National Congress in November 2018. Earlier in 2018, a new Executive Officer had been appointed. The NGAA Executive Committee agreed it was timely to take a fresh look at the governance structure and operations (membership, finances, staffing) of the Alliance.

A review of the current structure and operations was conducted in late 2018 by the Executive Officer and Con O’Brien of OBH Consulting ([Annexe](#_Annexe_5_–) 4).

Recommendations from the review were considered by the Executive Committee at their meetings in February and April 2019 and a paper titled ‘NGAA Operational Review: Outcomes and Proposal’ was distributed to all NGAA Member Councils on 23 April for comment by 5 June 2019. This deadline was then extended to 21 June 2019.

A revised proposal, incorporating feedback from Member Councils was tabled at the Executive Committee meeting of 5 August, 2019 and was subsequently approved by email (to include those Executive Committee members not present at the meeting) on 29 August.

### Objectives and Outcome of the Review

The objectives of reviewing the Operations and Structure of NGAA were to:

1. Take stock of how NGAA has evolved and develop a governance and decision-making framework that achieves the best outcomes for Member councils.
2. Achieve greater transparency and accountability in NGAA activities.
3. Improve reporting processes between the Executive Committee and Chair/Deputy Chair and between all Member Councils.
4. Provide more opportunities for members to collaborate and be included in the Alliance’s operation.

The outcome of the Review is a revised governance structure as outlined in this document.

### Issues for consideration in next Strategic Plan

Some issues arose during this review that fell outside its scope but are nevertheless important for NGAA’s future. These will form part of the process of developing the 2021-2024 Strategic Plan. A Strategic Planning workshop will be held at the 2019 Congress to develop the next plan.

* Finances
  + Explore income diversification while ensuring independence
* Membership
  + Explore potential to expand membership parameters
  + Explore associate memberships for LGAs or other organisations outside membership parameters

## Governance

### Legal Status

NGAA will continue to be auspiced by the City of Whittlesea. The 2018 Governance Review recommended that “consideration of a legal structure be deferred until the proposed governance arrangements have been implemented and are operating effectively.”

From 2019-20, an auspicing agreement will be entered into outlining provision of services by City of Whittlesea and a process for ensuring delivery of the NGAA Operational Plan by NGAA Secretariat (who are employees of the City of Whittlesea). The Agreement will be written by the Executive Officer in conjunction with the City of Whittlesea and approved by the Committee of Management. It will be reviewed and renewed on a regular basis.

### New Governance Structure

There will be three levels of governance in the new structure:

1. NGAA Annual Meeting of Members
2. Strategic Advisory Committee comprising elected officials (Councillors)
3. Committee of Management comprising senior officers of Member Councils.

#### Transition to new structure

The current NGAA structure will transition to the agreed new structure at the Annual Meeting of Members on 11 November 2019, where the outcomes of elections for the Strategic Advisory Committee will be announced. The nomination and voting process for the two new Committees will take place in the month leading up to the Annual Meeting.

#### Election Process

Elections will be held to fill vacancies on the Strategic Advisory Committee. An election notice will be issued one month before the vote, outlining eligibility for nominations and voting process. If an election is due within six months before or after a Federal election, it will be delayed until six months after the election to maintain stable representation. All Committee Members’ terms will be extended to the revised election date.

##### Nominations:

* Any elected or appointed representative from a member council may nominate themselves, or be nominated by a fellow elected or appointed representative, for a position on the Strategic Advisory Committee.

##### Voting:

* If more nominations are received than vacant positions, a secret ballot will be held.
* If a ballot is required for the establishment of the Committee, each Member Council will vote for eight nominees, ensuring at least one vote is given to a nominee from their own state.
* The ballot will use a ‘first past the post’ counting method to determine the result.
* The two candidates with most votes from each individual state will be elected.
* The remaining two positions will be filled by the two candidates with the most votes, regardless of state.

##### Casual vacancies:

##### On the creation of a vacancy, members of the Strategic Advisory Committee will decide to either hold a countback or a new election to fill the vacancy, with a requirement geographically balanced representation from across all NGAA Membership states is maintained.

##### The Committee may decide to:

##### Hold a countback of the most recent election results to fill a casual vacancy, with the position being offered to the candidate with the next highest number of votes.

* Hold an election to fill a casual vacancy if the countback process would result in imbalanced geographical representation. Such an election will follow the same process as outlined above.

#### NGAA Annual Meeting of Members

All Councils who are current financial members are eligible to vote in elections held during the Annual Meeting of Members

##### Responsibilities

* Elect Councillors/Mayors to Strategic Advisory Committee
* Receive NGAA annual report and accounts
* Receive reports on Strategic Plan and Policy Platform
* One representative from each Member Council for voting purposes
* Member Councils to confirm each May to their intention to continue membership
* Participation in Annual Meeting restricted to current financial members (membership fee invoice issued each July)

#### Strategic Advisory Committee

##### Membership

* Eight elected or appointed representatives from different Member Councils, ensuring representation from each state, noting these are personal appointments (not to be delegated)
* Immediate past NGAA Chair
* Members elected for a two year term, unless that term expires within 6 months before or after a Federal election, where it will be extended until 6 months after the election.
* Chair, Deputy Chair elected from within the Committee
* Extraordinary vacancies will be filled using the methodology outlined under ‘Casual Vacancies’.

##### Responsibilities

* Meet up to five times per year
* Approve Strategic Plan
* Approve Operational Plan
* Approve Policy Platform
* Approve annual agreement with auspicing council on outcomes of KPIs to be achieved by the auspicing council through the Executive Officer
* Review outcomes of Canberra delegations
* Provide advice on advocacy strategy
* Convene Annual Meeting of Members
* Chair acts as national spokesperson when appropriate and Members act as state spokespeople when appropriate
* Receive minutes of CoM
* Review performance of CoM

[The Full Terms of Reference and Nominations Forms can be found at Annexe 1](#_Annexe_1_–)

#### Committee of Management

##### Membership

* One representative of each state at CEO/GM or Deputy CEO/GM, Director or equivalent level, to be nominated by members within each state (not to be delegated)
* Director of auspicing Council
* Three skills-based members – appointed positions for limited tenure (not to be delegated)
* Chair and Deputy Chair elected by Committee members annually

##### Responsibilities

* Meet up to six times per year
* Develop and Recommend Strategic Plan to the SAC
* Recommend Policy Platform to SAC
* Recommend Annual Budget to SAC and monitor during year
* Recommend Operational Plan to SAC and monitor during year
* Recommend annual agreement with auspicing council on the KPIs to be achieved by the auspicing council through the Executive Officer
* Appoint skills-based members
* Appoint Executive Officer (in consultation with Chair of the SAC)
* Set Executive Officer KPIs
* Confirm NGAA policies

[The Full Terms of Reference can be found at Annexe 2](#_Annexe_2_–)

#### Secretariat Role

##### Responsibilities

* Prepare Strategic Plan for approval
* Prepare Policy Platform for approval
* Prepare research strategy and annual plan for approval
* Prepare and implement Operational Plan (annual), Budget (annual) and NGAA policies/procedures
* Member liaison
* Event Coordination
* Communications – internal and external
* Government Relations and representation
* Administration
* Manage auspicing arrangement

### NGAA Governance Structure Chart

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | **Body and Membership** |  | **Key Responsibilities** |
|  |  |  |  |  |
|  |  | **Annual Meeting of NGAA Members**   * One representative from each Member Council for voting purposes * Members of Strategic Advisory Council (non-voting unless delegates) |  | 1. Elect Councillors/Mayors to SAC 2. Elect CEO State representative members of Executive Committee 3. Receive NGAA annual report and accounts 4. Receive SAC reports on Strategic Plan and Policy Platform |
|  |  |  |  |  |
| **Delegations to Canberra**   * Chair or Deputy Chair of Strategic Advisory Committee * Chair of Committee of Management; * Executive Officer |  | **Strategic Advisory Committee (SAC)**  **Membership**   * Six elected representatives (Councillors) from different Member Councils, ensuring representation from each state * Immediate past NGAA Chair * Chair and Deputy Chair of the Committee of Management   **Office Bearers**   * From within SAC membership a Chair and Deputy Chair are elected. * **Meetings** * Meets 3 times per year * Chair chairs Annual Meeting of Members * Meeting minutes distributed to all members |  | 1. Approve Strategic Plan 2. Approve Operational Plan 3. Approve Policy Platform 4. Approve annual agreement with auspicing council on outcomes of KPIs to be achieved by the auspicing council through the Executive Officer 5. Review outcomes of Canberra delegations 6. Provide advice on advocacy strategy 7. Convene Annual Meeting of Members 8. Chair acts as national spokesperson when appropriate 9. Receive minutes of CoM 10. Review performance of CoM |
|  |  |  |  |
|  | **Committee of Management (CoM)**  **Membership**   * Four CEO State representatives – (not to be delegated) * Three skills-based members – appointed positions for limited tenure (not to be delegated) * Executive Officer   **Office Bearers**   * Chair and Deputy Chair elected by Committee members annually   **Meetings**  Committee meets 6 times per year (additional meetings to be scheduled if required)  **Committee of Management Executive (CoM Exec)**  **Membership**   * Chair and Deputy Chair * Executive Officer   **Meetings**  Meets in between full COM scheduled meetings |  | **CoM**   1. Develop and Recommend Strategic Plan to the SAC 2. Recommend Policy Platform to SAC 3. Recommend Annual Budget to SAC and monitor during year 4. Recommend Operational Plan to SAC and monitor during year 5. Recommend annual agreement with auspicing council on the KPIs to be achieved by the auspicing council through the Executive Officer 6. Appoint skills-based members 7. Appoint Executive Officer (in consultation with Chair of the SAC) 8. Set Executive Officer KPIs 9. Confirm NGAA policies   **CoM Exec**   1. Approve/monitor Executive Officer delegations 2. Supervise Executive Officer |
|  |  |  |  |
|  | **NGAA Secretariat**  **Membership**   * Executive Officer (0.95FTE); Research & Policy Coordinator (0.4FTE); Communications Coordinator (0.6FTE); Events Coordinator (0.4FTE)   **Responsibilities**   * Member liaison * EO to act as media spokesperson (with Chair of SAC when appropriate) * Implement Operational Plan * Manage auspicing arrangements |  | Prepare for approval:  Strategic Plan (3 years)  Policy Platform  Prepare and implement:  Operational Plan (annual)  Budget (annual)  NGAA policies/procedures |

## Membership Agreement

In an effort to create more certainty around annual income from membership fees, Member Councils will be requested each May to confirm their intention to continue their membership in the following financial year.

Members will also be given the option of providing in principal support for a three year membership commitment (invoiced annually) which will provide a level of funding certainty for the medium-term, opening up the potential for NGAA to enter into multi-year research and funding agreements.

Currently, NGAA is only notified of a members’ intention not to continue membership after the financial year has commenced, when budgets have been set and work plans agreed to.

[The Membership Agreement content can be found at Annexe 3.](#_Annexe_4_–)

## Ongoing Governance Calendar by Financial Year

|  |  |  |
| --- | --- | --- |
| **MEETING** | **MEETING PARTICIPANTS** | **MEETING FORMAT** |
| COM Executive | COM Chair, Deputy Chair and Executive Officer | Phone/Video 30-60 minutes |
| COM | Full Committee of Management and EO | Phone/Video 60-90 minutes |
| SAC | Full Strategic Advisory Committee, Chair and Deputy Chair of COM and EO | 1xPhone/Video  2x in person 60-90 minutes. |
| AGM | All members at Congress | 1x in Person |

|  |  |  |  |
| --- | --- | --- | --- |
| **MONTH** | **MEETING** | **AGENDA ITEMS** | **REPORTING** |
| July | COM Executive 1 | Day to day business | Minutes to COM |
| August | COM 1 | Approve:   1. Congress Program 2. Executive Officer KPIs and agreement with auspicing Council   Receive:   1. Operational Plan progress report | Minutes to SAC |
| September | COM Executive 2 | Day to day business | Minutes to COM |
| October | COM 2 | Receive from EO and recommend to SAC:   1. Budget Submission 2. Policy Platform Annual Review | Minutes to SAC |
| November | COM Executive 3 | Day to day business | Minutes to COM |
| SAC1 at Congress | Approve:   1. Policy Platform 2. Budget Submission | Minutes to all Members |
| AGM at Congress | Receive Annual Report  Elect SAC and COM (when required) | Minutes to all Members |
| December | COM 3 | Receive:   1. report on Congress   Approve:   1. calendar of meetings and events | Minutes to SAC |
| January | COM Executive 4 | Day to day business | Minutes to COM |
| February | COM 4 | Receive:   1. Operational Plan Progress Report | Minutes to SAC |
| SAC2 by videoconference | Receive reports:   1. Calendar of NGAA Events   Provide advice:   1. Advocacy 2. Development of 2021-24 Strategic Plan | Minutes to all Members |
| March | COM Executive 5 | 1. Day to day business 2. Executive Officer mid-term performance review | Minutes to COM |
| April | COM 5 | Approve:   1. Congress theme and budget 2. Executive Officer mid-term performance review | Minutes to SAC |
| May | COM Executive 6 | Day to day business | Minutes to COM |
| June | COM 6 | Receive from EO and recommend to SAC:   1. Operational Plan and Budget 2. Strategic Plan   Receive from EO:   1. Report on Federal Budget Outcomes | Minutes to SAC |
| SAC3 at ALGA | Approve:   1. Operational Plan and Budget 2. Strategic Plan   Receive:   1. Report on Federal Budget Outcomes | Minutes to all Members |

## Annexe 1 – Strategic Advisory Committee Terms of Reference and Nomination Form

#### Strategic Advisory Committee Terms of Reference

1. **Objective**
   1. The Strategic Advisory Committee is called upon to approve the Strategic Plan, provide strategic advice to the Committee of Management on policy and advocacy and to be a communication conduit amongst elected or appointed representatives.
2. **Membership**
   1. Eight elected or appointed representatives from different Member Councils, ensuring representation from each state
   2. Immediate past NGAA Chair
3. **Membership Eligibility**
   1. All Committee members must be current elected or appointed representatives of a financial member council of NGAA.
4. **Appointment process**
   1. All Member Councils will be notified of Committee vacancies as they arise, including the timeline for nominations and electronic voting.
   2. Nominations will be invited using the Nomination Form that accompanies these Terms of Reference.
   3. Any elected or appointed representative from any Member Council may self-nominate or be nominated to fill a position on the Strategic Advisory Committee.
   4. If more nominations than vacant positions are received, a secret ballot will be held.
   5. The secret ballot will be undertaken by an independent third party.
   6. Establishment of the Committee:
      1. If a ballot is required for the establishment of the Committee, each Member Council will vote for eight nominees, ensuring at least one vote is given to a nominee from their own state.
      2. The ballot will use a ‘first past the post’ counting method to determine the result.
      3. The two nominees with most votes from each individual state will be elected.
      4. The remaining positions will be filled by the nominees with the most votes, regardless of state.
   7. Casual vacancies:
      1. On the creation of a vacancy, members of the Strategic Advisory Committee will decide to either hold a countback or a new election to fill the vacancy, with a requirement geographically balanced representation from across all NGAA Membership states is maintained.
      2. The Committee may decide to:
         1. Hold a countback of the most recent election results to fill a casual vacancy, with the position being offered to the candidate with the next highest number of votes.
         2. Hold an election to fill a casual vacancy if the countback process would result in imbalanced geographical representation. Such an election will follow the same process as outlined above.

4.7.2.2 **Term of Appointment**

* 1. Members are appointed for a period of two years.
  2. Vacancies caused by the resignation of a Member will be filled using the process outlined above.

1. **Office Bearers**
   1. From within the Committee membership a Chair and Deputy Chair will be elected for a two year term.
   2. State Delegates will be elected for a two year term from those states not represented by the Chair and Deputy Chair.
2. **Role of Office Bearers**
   1. The Chair will convene the Annual Meeting of Members, lead delegations to Parliament House Canberra, be the key contact for elected and appointed representatives from NGAA Member Councils and lead delegations to State Government in their home state.
   2. The Deputy Chair will fill the Chair role if the Chair is unavailable and lead delegations to State Government in their home state.
   3. State Delegates will lead delegations to State Government in their home state.
3. **Meeting Schedule**
   1. Up to five meetings will be held each year
   2. Committee meeting minutes distributed to all members
4. **Responsibilities**
   1. Approve Strategic Plan
   2. Approve Operational Plan
   3. Approve Policy Platform
   4. Approve annual agreement with auspicing council on outcomes of KPIs to be achieved by the auspicing council through the Executive Officer
   5. Review outcomes of Canberra delegations
   6. Provide advice on advocacy strategy
   7. Convene Annual Meeting of Members
   8. Chair acts as national spokesperson when appropriate
   9. Receive minutes of Committee of Management
   10. Review performance of Committee of Management
5. **Remuneration**
   1. Membership of the Committee is not remunerated and is undertaken on a voluntary basis only
   2. Expenses incurred by the Chair (or Deputy) while attending meetings in Canberra will be covered by NGAA.
   3. No additional expenses are expected to be incurred, as all meetings may be attended by videoconference if required.
6. **Authority and Compliance Requirements** 
   1. The Committee is an advisory committee to the National Growth Areas Alliance and is not a Committee of the City of Whittlesea, which auspices the Alliance Secretariat.
7. **Conflict of Interest**
   1. If a Committee Member has a conflict of interest relating to any item on the Agenda, the member must verbally disclose the type and nature of the interest immediately before consideration of the matter in question.
8. **Support to the Committee**
   1. The Chair of the Committee of Management and the Executive Officer will assist in or provide advice on any other function specified in these terms of reference where appropriate
9. **Attendance at Meetings**
   1. All Committee members are expected to attend each meeting.
   2. Teleconference or videoconference attendance is acceptable.
   3. A member who misses two consecutive meetings without a formal apology may, at the discretion of the Committee, have their term revoked.
   4. A member who is unable to attend the majority of meetings during the year without a formal apology may, at the discretion of the Committee, have their term of office revoked.
10. **Quorum** 
    1. A majority of members of the Committee constitute a quorum. If at any Committee meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be deemed adjourned.
11. **Voting** 
    1. There will be no official voting process during meetings and the Committee shall operate on a consensus basis.
    2. Outside of meetings, decisions may be made by circular resolution.
12. **Minutes of the Meeting** 
    1. The Executive Officer, will take the minutes for each Committee meeting. The minutes shall be in a standard format including a record of those present, apologies for absence, adoption of previous minutes and a list of adopted actions and resolutions of the Committee.
    2. The agenda shall be distributed at least 5 working days in advance of the meeting to all Committee members.
    3. A copy of the minutes shall be distributed to all Committee members within 10 working days of the meeting.
13. **Report to Membership**
    1. A report to Membership will be tabled at the Annual Meeting of Members and minutes of each of this Committee’s meetings will be forwarded to all members.
    2. Reports to Members should reflect a consensus view. Where consensus cannot be reached, the report should clearly outline the differing points of view.
14. **Review of these Terms**
    1. These Terms of Reference shall be reviewed annually and may be amended by the Committee.

#### Strategic Advisory Committee Nomination content (example)

* Call for Nominations to the NGAA Strategic Advisory Committee open 14 October, 2019.
* All nominations to be submitted by 6.00pm AEST 28 October, 2019
* Electronic voting and candidate information will be distributed to a designated contact in each Member Council.
* Each Member Council will vote for their preferred candidates to fill Committee positions.

Online nomination form includes:

* Nominee information
* Nominator Information
* Statement supporting your nomination (250 words)
* Upload photo

## Annexe 2 – Committee of Management Terms of Reference and Nomination Form

#### Committee of Management Terms of Reference

1. **Objective**
   1. The Committee of Management focusses on operational matters, decision-making and delegation of authority to the Executive Officer. It provides the Executive Officer and Secretariat with guidance and support. The Committee is responsible for recommending to the Strategic Advisory Committee and monitoring the NGAA Strategic Plan, Policy Platform, Operational Plan and Budget.
2. **Membership**
   1. Council CEOs/GMs or Deputy CEO/GMS, Directors or equivalent to be decided by Member Council in each state. To ensure consistency these positions are not to be delegated.
   2. Three skills-based members who are appointed by the CEO/GM members
   3. Executive Officer
3. **Office Bearers**
   1. Chair and Deputy Chair elected by Committee members annually
4. **Meetings**
   1. Committee meets up to 6 times per year (additional meetings to be scheduled if required
5. **Membership Eligibility**
   1. All Committee members must be current officers of a financial member council of NGAA.
6. **Appointment process**
   1. All Member Councils will be notified of Committee vacancies as they arise, and each State of NGAA membership will be required to put forward a CEO/GM representative of their State
   2. The Committee will call for Expressions of Interest to be submitted from appropriately skilled officer to fill three skills-based positions and will appoint those Members accordingly.
   3. Expressions of Interest will be invited using the Form that accompanies these Terms of Reference.
7. **Term of Appointment**
   1. Members are appointed for a period of two years.
   2. Vacancies caused by the resignation of a Member will be filled using the process outlined above.
8. **Office Bearers**
   1. The Committee of Management elects a Chair and Deputy Chair to form the Executive.
9. **Role of Office Bearers**
   1. The Executive meets regularly with the Executive Officer to provide guidance, supervision and oversight of professional development.
   2. The Chair participates in Canberra delegations along with the Strategic Advisory Committee Chair and the Executive Officer.
   3. The Deputy Chair will fill the Chair role if the Chair is unavailable.
10. **Meeting Schedule**
    1. Up to six meetings will be held each year by videoconference.
    2. Committee meeting minutes will be distributed to the Strategic Advisory Committee
11. **Responsibilities**
    1. Develop and Recommend Strategic Plan to the SAC
    2. Recommend Policy Platform to SAC
    3. Recommend Annual Budget to SAC and monitor during year
    4. Recommend Operational Plan to SAC and monitor during year
    5. Recommend annual agreement with auspicing council on the KPIs to be achieved by the auspicing council through the Executive Officer
    6. Appoint skills-based members
    7. Appoint Executive Officer (in consultation with Chair of the SAC)
    8. Set Executive Officer KPIs
    9. Confirm NGAA policies
    10. The Executive will Approve/monitor Executive Officer delegations and supervise Executive Officer
12. **Remuneration**
    1. Membership of the Committee is not remunerated and is undertaken on a voluntary basis only
    2. Expenses incurred by the Chair (or Deputy) while attending meetings in Canberra will be covered by NGAA.
    3. No additional expenses are expected to be incurred, as all meetings may be attended by videoconference if required.
13. **Authority and Compliance Requirements** 
    1. The Committee is an advisory committee to the National Growth Areas Alliance and is not a Committee of the City of Whittlesea, which auspices the Alliance Secretariat.
14. **Conflict of Interest**
    1. If a Committee Member has a conflict of interest relating to any item on the Agenda, the member must verbally disclose the type and nature of the interest immediately before consideration of the matter in question.
15. **Support to the Committee**
    1. The Executive Officer will assist in or provide advice on any other function specified in these terms of reference where appropriate
16. **Attendance at Meetings**
    1. All Committee members are expected to attend each meeting or register an apology in advance of the meeting.
    2. Teleconference or videoconference attendance is acceptable.
    3. A member who misses two consecutive meetings without a formal apology may, at the discretion of the Committee, have their term revoked.
    4. A member who is unable to attend the majority of meetings during the year without a formal apology may, at the discretion of the Committee, have their term of office revoked.
17. **Quorum** 
    1. A majority of members of the Committee constitute a quorum. If at any Committee meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be deemed adjourned.
18. **Voting** 
    1. There will be no official voting process and the Committee shall operate on a consensus basis
19. **Minutes of the Meeting** 
    1. The Executive Officer, will take the minutes for each Committee meeting. The minutes shall be in a standard format including a record of those present, apologies for absence, adoption of previous minutes and a list of adopted actions and resolutions of the Committee.
    2. The agenda shall be distributed at least 5 working days in advance of the meeting to all Committee members.
    3. A copy of the minutes shall be distributed to all Committee members within 10 working days of the meeting.
20. **Review of these Terms**
    1. These Terms of Reference shall be reviewed annually.

#### Committee of Management – Agreement

I, the undersigned …………..…………………………….………..…..

Being an officer of ………..…………………………………….….………….(*insert name of Council)*

do hereby agree to join the NGAA Committee of Management for a two year term from …………………….. (*insert date)* and agree to participate in accordance with the Terms of Reference for the Committee.

Signature ………………………………………………..…………….

#### Committee of Management – Skills-based position Expression of Interest Form

Call for Expressions of Interest to join the NGAA Committee of Management will be advertised to all Members with a skill set and timeframe agreed to by the Committee.

I, the undersigned …………..…………………………….………..….. being an officer of ………..…………………………………….….………….(*insert name of Council)* do hereby register my Expression of Interest for the skills-based role on the NGAA Committee of Management.

Signature ………………………………………………..…………….

**Email to:** Chair, Committee of Management.

**Candidate Information**

|  |  |
| --- | --- |
| **Council** |  |
| **Name** |  |
| **Position** |  |
| **Email** |  |
| **Mobile** |  |

Statement supporting your EOI (250 words)

|  |
| --- |
|  |

## Annexe 3 – NGAA Membership Agreement

To be sent to Members each May with a response required by mid-June.

………………………………………….. (*insert Council name)* confirms its intention to continue membership of the National Growth Areas Alliance in the ……….. Financial Year.

(Option) We also provide in-principal commitment to continue our membership for the next three financial years and undertake to notify the Executive Officer if this commitment changes.

We acknowledge we have received the Alliance’s Policy Platform and confirm we will contribute to the Alliance’s operations and governance through some or all of the following options:

* participation in Member events such as Congress, Symposium and webinars
* responding to requests for information on our advocacy and project priorities
* participation in committees, networks, advisory groups and research projects

……………………………………….. *(CEO/GM signature and date)*

## Annexe 4 – Governance Review Report

National Growth Areas Alliance

Governance Review

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| |  |  |  |  | | --- | --- | --- | --- | | obh logo | **OBH Consulting Pty Ltd**  [ABN 42 060 739 488]  **Melbourne and Perth**   |  | | --- | |  |   **www.obhconsulting.com.au**  info@obhconsulting.com.au |  | |  |

**Introduction**

The intent of this review is to identify a communication and decision-making framework and an appropriate governance structure that will achieve the most effective outcomes in influencing Federal infrastructure policies and funding, undertaking effective research and assisting Member Councils to undertake advocacy.

An essential component in identifying this framework is the need to ensure that Member Councils and their elected representatives are kept informed of the National Growth Area Alliance’s (NGAA’s) activities and achievements and can participate in defining the NGAA’s strategic direction and the election and/or appointment of relevant governance representatives.

**Process**

Following a review of the NGAA’s strategic plan and charter, position descriptions and current structure and several meetings with the Executive Officer, telephone interviews were conducted with members of the Executive Committee and with the NGAA Chair and Deputy Chair.

Although a standard format was developed, the interviews were generally free-ranging, with participants encouraged to expand on issues which they considered to be of significance. As a result, a wide range of views were captured which have informed the analysis behind the interim recommendations contained in this report.

The subjects pursued during the interviews were:

* Whether the functions assigned to the NGAA in its 2017-2020 strategic plan (influencing Federal policy, research, assisting/supporting advocacy) accurately reflect its current or intended activities and whether any function is more, or less, significant than others.
* Whether the current governance structure (elected representatives, Executive Committee, secretariat) is clearly understood by members of the bodies and by the participants.
* Whether the current structure provides accountability to Member Councils and flexibility to respond to political developments.
* Options for improvement.

**Findings**

There was general, although not universal support for the proposition that the NGAA’s activities were achieving the outcomes envisaged in the functions. However, there were a variety of views as to priorities, with some respondents indicating that sufficient research had been undertaken and others of the view that continued focused research was critical to influencing policymakers. There were also varying views about the extent to which NGAA should provide assistance or support to Member Councils for advocacy.

There was universal agreement that the existing governance structure needs overhauling although respondents came to this conclusion from differing points of view. Virtually all agreed that the current structure, particularly the relationship between the Executive Committee and the elected representative spokespeople, is confusing and the lines of communication, accountability and responsibility are blurred.

There does not appear to be a clear awareness at elected representative level of the Committee’s precise role or the extent of its authority. Several respondents indicated that some Member Councils were unsure of the respective roles of the parties, including the secretariat, and that this may contribute to a lack of “buy in” to the NGAA and its activities.

Both the Chair and Deputy Chair indicated that they do not have a direct relationship with the Executive Committee and their understanding of its proceedings and decisions depends largely on information provided by their council’s Committee member. Similarly, there does not appear to be an explicit reporting mechanism to Member Councils to advise the NGAA’s performance and achievements other than at the annual members’ meetings.

Responsibility for strategic planning, budgeting, decision-making and appointments (to the Executive Committee and management) is not clearly understood or agreed between layers or, in some instances, within the Executive Committee. There is a clear need and, it appears, a desire for greater transparency in decision-making.

There were indications that several Member Councils are not actively engaged with the NGAA or its activities. Of the 21 Member Councils, only 5 were represented in this survey, although for both Playford and Wanneroo, the Mayor and the CEO were respondents. While lack of member involvement might not be considered a governance issue, it is important that any recommendation or proposal to address the organisation’s governance should seek to address collaboration with and involvement of Member Councils where possible.

**Recommendations**

During the course of this governance review, virtually all issues raised by respondents fell into one or more of the following categories:

* Transparency
* Accountability
* Communication
* Inclusion/Collaboration.

Where possible, these elements have been addressed in the development of the recommendations arising out of the review.

1. **Clear structures and responsibilities**

Structure should be designed to ensure effective implementation of organisational strategy. The NGAA’s current structure appears to restrict collegial decision-making and to limit collaborative involvement in strategic planning. The proposed structure should provide clear and delineated roles and responsibilities for elected representatives, Committee members and the Executive Officer while taking into account the varying roles of these parties and their capacity to contribute to NGAA’s activities.

In proposing a restructured operating environment, it is important to note that NGAA is not a legal entity. As an operational unit of the auspicing Council, NGAA’s operations should comply with the Victorian Local Government Act and auspicing Council’s policies and procedures.

The following governance, strategic and operational factors have been considered:

* Development, approval, review and monitoring of NGAA’s Strategic Plan
* Development, approval and monitoring of NGAA’s Operational Plan
* Development, approval and monitoring of NGAA’s annual budget
* Monitoring and approval of NGAA’s financial performance
* Monitoring and approval of management’s operational outcomes and performance
* Development and endorsement of the NGAA Policy Platform
* Responsibility and representation for advocacy and lobbying
* Lines of authority for decision-making
* Formalisation of membership
* Supervision of management.

The Member Councils meet annually and, in line with standard governance practice, the members of the organisation should elect the persons who will represent their collective interests and have ultimate responsibility for the NGAA’s performance.

It is proposed that the elected representative/State spokespeople arrangement be replaced by a “Strategic Advisory Committee” (SAC), which is called upon to approve the Strategic Plan, provide strategic advice to the Committee of Management on policy and advocacy and to be a communication conduit amongst elected representatives. A Convenor (or Chair) and Deputy Convenor (or Deputy Chair) would be elected from within the SAC membership.

The NGAA Executive Committee would be replaced by an expanded Committee of Management and would focus on operational matters, decision-making and delegation of authority to the Executive Officer. It would meet regularly to provide the Executive Officer and Secretariat with guidance and support. The Committee would be responsible for recommending to the SAC and monitoring the NGAA Strategic Plan, approving the Policy Platform and monitoring the Secretariat’s performance against the Operational Plan and budget.

The revised Committee of Management would elect a Chair and Deputy Chair who would form the Executive. The Executive would meet regularly with the Executive Officer to provide guidance, supervision and oversight of professional development. The Chair would participate in Canberra delegations along with the SAC Chair and the Executive Officer.

The following chart illustrates the proposed structure: (see over)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | **Body and Membership** |  | **Key Responsibilities** |
|  |  |  |  |  |
|  |  | **Annual Meeting of NGAA Members**   * One delegated representative from each Member Council for voting purposes * Members of Strategic Advisory Council (non-voting unless delegates) |  | 1. Elect Councillors/Mayors to SAC 2. Elect CEO State representative members of Executive Committee 3. Receive NGAA annual report and accounts 4. Receive COM reports on Strategic Plan and Policy Platform |
|  |  |  |  |  |
| **Delegations to Canberra**   * Convenor (or Deputy Convenor) of Strategic Advisory Committee * Chair of Committee of Management; * Executive Officer |  | **Strategic Advisory Committee (SAC)**  **Membership**   * Six elected representatives from different Member Councils, ensuring representation from each state * Chair and Deputy Chair of the Committee of Management   **Office Bearers**   * From within SAC membership, Convenor (suggest: Chair) and Deputy Convenor (suggest Deputy Chair) elected   **Meetings**   * Meets 3 times per year * Convenor (Chair) chairs Annual Meeting of Members |  | 1. Approve Strategic Plan 2. Note Operational Plan 3. Provide advice on Policy Platform 4. Review outcomes of Canberra delegations 5. Provide advice on advocacy strategy 6. Convene Annual Meeting of Members 7. Convenor acts as national spokesperson when appropriate 8. Meeting minutes distributed to all members 9. Suggest: Receive minutes of CoM |
|  |  |  |  |
|  | **Committee of Management**  **Membership**   * Four CEO State representatives – elected positions (not to be delegated) * Three skills-based members – appointed positions for limited tenure (not to be delegated) * Executive Officer   **Office Bearers**   * Chair and Deputy Chair elected by Committee members annually   **Meetings**  Committee meets 6 times per year (additional meetings to be scheduled if required)  **Committee of Management Executive**  **Membership**   * Chair and Deputy Chair * Executive Officer   **Meetings**  Meets in between full COM scheduled meetings |  | 1. Recommend theStrategic Plan to the SAC 2. Approve/monitor Policy Platform 3. Approve/monitor Annual Budget 4. Approve/monitor Operational Plan 5. Appoint skills-based members 6. Appoint Executive Officer (in consultation with Chair of the SAC) 7. Set Executive Officer KPIs 8. Confirm NGAA policies 9. Approve/monitor Executive Officer delegations 10. Supervise Executive Officer |
|  |  |  |  |
|  | **NGAA Secretariat**  **Membership**   * Executive Officer (0.95FTE); Research & Policy Coordinator (0.4FTE); Communications Coordinator (0.6FTE); Events Coordinator (0.4FTE)   **Responsibilities**   * Member liaison * EO to act as media spokesperson (with Chair of SAC when appropriate) * Research, policy development, advocacy * Manage events, delegations * Manage auspicing arrangements |  | Prepare for approval:  Strategic Plan (3 years)  Policy Platform  Prepare and implement:  Operational Plan (annual)  Budget (annual)  NGAA policies/procedures |

1. **Election and Representation**

The Annual meeting of Member Councils would include a delegated representative of each Member Council. The Chair of the SAC would chair the meeting. Members of the SAC would attend in a non-voting capacity (unless they were delegated representatives). The Chair of the Committee of Management, together with the Executive Officer, would report on the performance of the NGAA over the preceding year.

Member Council delegates at the Annual meeting would elect:

* 6 elected representatives as members of the SAC for 2-year staggered terms
* 4 CEOs representing each state where NGAA has members to sit on the Committee of Management.

All positions would be personal appointments and not to be delegated.

The SAC would elect a Chair) and a Deputy Chair from its elected representatives, each serving for a 2-year rotating period.

To facilitate communication, collaboration and transparency, it is proposed that the Chair and Deputy Chair of the Committee of Management would attend meetings of the SAC.

AChair and Deputy Chair, drawn from the Member Council CEOs, would be appointed annually by Committee of Management members.

The Committee of Management would appoint up to 3 skills-based members to the Committee. Appointees would be full members of the Committee but would be appointed for a limited tenure based on the Committee’s need to draw on their specific expertise. Appointed members could be replaced at any time if their relevant skills were no longer required.

1. **Communication and Reporting**

To assist in achieving transparency and the collaboration and involvement of Member Councils and effective communication between the layers of governance, it is proposed that several reporting procedures be put in place.

* Minutes of the Committee of Management should be provided to SAC members following each Committee meeting.
* Minutes of the SAC should be provided to the CEOs of all Member Councils following each SAC meeting. Depending on Council procedures, these might be included in the papers for distribution at Council meetings.
* Minutes of the NGAA Annual meetings should be provided to all Member Councils following Annual meetings.
* The NGAA Strategic Plan should be distributed to the CEOs of all Member Councils following its approval by the Committee of Management. Depending on Council procedures, the Strategic Plan might be included in the papers for distribution at Council meetings.
* The NGAA Policy Platform should be distributed to the CEOs of all Member Councils following its confirmation by the Committee of Management. Depending on Council procedures, the Policy Platform might be included in the papers for distribution at Council meetings.
* The Executive Officer should provide a quarterly report to CEOs of all Members, approved by the Committee of Management, detailing performance outcomes for the period in question including, but not necessarily limited to, policy activities and delegation achievements at Federal (or State) level, research findings, events, advocacy achievements and collaboration with other organisations.

**Conclusion**

The overall intent of the recommendations is to address the concerns expressed about transparency, accountability, communication and inclusion. It is recognised that several of the processes recommended in this report are currently in place and these, in combination with the other recommendations, including the reorganisation of NGAA’s operating structure, should support greater commitment and involvement by Member Councils.

This report does not address auspicing of NGAA’s operations, nor does it make recommendations as to a potential legal structure.

This review has focused on the governance issues facing the NGAA. It is recommended that consideration of a legal structure be deferred until the proposed governance arrangements have been implemented and are operating effectively.

Should members subsequently decide that a formal legal structure is warranted, the organisation could incorporate as either an incorporated association or a company limited by guarantee. As part of this project, we are happy to revisit this issue and provide an analysis of these options at that time if requested.

**Con O’Brien**

**Director**

**OBH Consulting Pty Ltd**