



Description	Esplanade Market Reference Group Terms of Reference
Responsible area	Community Services and Culture
Version	Three
Date approved/adopted	December 2025
Planned review date	Full review: 2029

1. Purpose

The purpose of these Terms of Reference is to provide a consistent approach to the establishment, ongoing management and review of Council endorsed Reference Groups.

2. Objectives

The purpose of the St Kilda Esplanade Market Reference Group is to receive updates on the market progress and challenges. Where required support and provide feedback in relation to:

- St Kilda Market Esplanade Market Marketing Plan
- Strategic Plan directions
- Communication mechanisms with stallholders
- Early updates on Annual budget changes, including stall fees
- Understand and support market policy and permit conditions with other stallholders
- Be active on social media to promote the market and encourage other stallholders
- Accept that there is no ability to change Council parking conditions

3. Composition

The Reference Group shall comprise:

- up to two people with expertise in markets, arts and craft, marketing or another relevant field.
- up to two community representatives (who are not St Kilda Esplanade Market stallholders).
- up to four Esplanade Market stallholders who have not previously been appointed to the previous Group.

A Councillor sponsor will also be assigned, who will act as the spokesperson for the group if there is a requirement to report back to Council.

Additional Council staff from across the organisation will be involved in the Group as required to ensure a whole-of-organisation approach.

The Group will be convened for an initial term of two years or as determined by resolution of Council.

Group members may resign at any time. Notice of resignation is to be provided in writing to Council staff representative.

The Group may determine to remove a member who has failed to attend four meetings without having submitted an apology OR has failed to attend 100% of meetings over the course of a year, even if an apology is provided.

3.1 Role and selection of Councillor/s

Councillor appointments to reference groups are optional. Instead, Reference Groups will have a nominated Councillor sponsor, by resolution, at the beginning of each Council term. By default, Councillors should remain as the Councillor sponsor for the entirety of the term unless Council resolves to reassign appointments throughout the term.

The role of Councillors is optional to participate in the meetings and listen to stakeholder and community views (as relevant) and act as the spokesperson for the group if there is a requirement to report back to Council.

Councillors who are not the delegated group sponsor, may attend in an observer role only. An observing Councillor cannot actively participate in any discussion and may only speak if called upon by the Chair to speak.

3.2 Role and selection of Council officer/s

Events, Partnerships & Industry Development service unit will be responsible for this Reference Group.

Council Officers will provide administrative support and advice to the Group. Officers will be nominated by the relevant General Manager as required to provide advice and administrative support to the Group.

Where a meeting of the Reference Group is considered an 'informal meeting of councillors' under Council's Governance Rules (Chapter 6 (1)), the relevant General Manager is responsible for ensuring a Council officer submits the Informal Meeting of Councillors Form to the Governance Department as soon as practicable, so a record of the meeting can be included in the upcoming Council agenda.

3.3 Role and selection of external members

Eligible external community representatives will have an interest in and good working knowledge of:

- *passion and enthusiasm for the issues and challenges related to the purposes of the Reference Group;*
- *the ability to appreciate a range of interests and factors impacting on the matters under discussion; and*
- *a demonstrated commitment to participative and consultative processes.*

In selecting community members Council will seek to:

- achieve a mix of skills relevant to the purposes of the Reference Group;
- ensure a broad representation of the Port Phillip community; and
- create a forum for full discussion of relevant matters.

Eligible external community representatives will live, work and/or study in Port Phillip and have work, personal or volunteer experience across a range of relevant areas. The approach and method for appointing external representatives will include the following:



- An EOI advertised through print, online and or social media.
- Applicants must make application using either an online or hard-copy form.
- Where possible, recruitment of group membership should ensure diverse community representation, in accordance with Council's Committee Framework.
- Community members will be recommended by a panel comprising of a Manager and other Council Officers who will assess applicants against selection criteria outlined during recruitment ensuring consideration for diversity and intersectionality principles during the selection process.
- The responsible Council Manager has the authority to endorse any new group members. This is not required to go to a Council Meeting.
- Casual vacancies which occur due to external members being unable to complete the full term of their appointments may be filled by co-opting suitable candidates from a previous selection process for the remainder of the previous incumbents' terms. The responsible Manager will have the authority to appoint the recommended candidate to the group for the remainder of the previous incumbent's term.
- If any Reference Group seeks to appoint group members who are under the age of 18, all group members will then be required hold a valid volunteer Working with Children Check.
- External community representatives unable to attend a group meeting are not able to nominate a proxy.

3.4 Role and selection of the Chairperson and Deputy Chairperson

- The Council officer responsible for the Reference Group must facilitate the election of the Chair and Deputy Chair
- At the first meeting of the Reference Group, the Council officer will invite nominations for the Chair and Deputy Chair positions
- Voting must be carried out by show of hands with a simple majority of votes for each position.
- In the interest of managing Councillor workloads and promoting inclusivity, independent community members should be appointed to the roles of Chair and Deputy Chair by default.
- The positions are to be agreed to by all members and will be for a term of 12 months.

In the event the Chair is not present at the commencement of the meeting, the Deputy Chair will assume the responsibility for chairing that meeting. If the Chair and Deputy Chair are both not present for the commencement of the meeting, a Councillor or the most senior Council officer will assume the responsibilities of the chair.

4. Group Operation

New Groups will be briefed by the relevant department manager or delegate on the expected range of work to be undertaken, including discussion of how the Group relates to the work of Council, the roles of all parties, and any relevant policy or legislative framework impacting the work.

The Group is to always operate in accordance with this Terms of Reference. The Group has no delegated powers but may provide advice in line with the Terms of Reference. Neither the Group, nor its members, may speak on behalf of Council.



If the Group wishes to make a submission, for advocacy purposes, on behalf of Council the respective Councillor Delegate will be required to table the submission, approved by the Group Chair, at a Council meeting. If the Group wishes to make an independent submission, they must clearly state that the submission is not an endorsed position of City of Port Phillip Council and cannot use Council letterhead or logo on any submission documentation.

The Group may develop its own meeting protocols and operating practices to deal with any matters in an efficient, effective and collaborative manner.

Groups may establish sub-Groups, as they see fit, to achieve better overall outcomes, and must submit any agendas and minute documents back to the respective parent Reference Group. Any sub-Groups that are established will not receive Council officer support and will be the responsibility of that sub-Group to operate.

5. Meetings

5.1 Meeting schedule

Meetings will be as required, and an annual schedule of meetings will be agreed upon at the first meeting of the Reference Group following the annual appointments of Councillors to Groups. Meetings may be held online or in person, or a combination of both.

Additional meetings may be scheduled from time to time as needed. Meetings will be conducted in accordance with this Terms of Reference document.

5.2 Meeting procedure

Meetings will follow standard meeting procedure protocols, which are in summary:

- Commence on time and conclude by the stated completion time
- Be scheduled and confirmed in advance with all relevant papers distributed (as appropriate) to each member
- Encourage fair and reasonable discussion, participation and respect for each other's views
- Focus on the relevant issues at hand; and
- Provide advice to Council as far as possible on a consensus basis.

5.3 Voting and quorum

While any recommendations should generally be developed through consensus, there may be times when voting is required to settle on a position relating to a particular recommendation. When this occurs, the differing opinions and votes for and against should be clearly expressed in the meeting notes. All members shall have full and equal voting rights unless a member is unable to vote due to a conflict of interest.

A quorum of any meeting will be at least two independent members (which may include the Chairperson). If more than 50 percent of active Group members are absent, the Chair or Deputy Chair may elect to reschedule the meeting or conduct the meeting with present members, recording absences in the meeting notes.



5.4 Agendas and notes

Compiling the agenda for a meeting of a Reference Group will be undertaken by the Council officers providing administrative support to that group, with final approval of the agenda by the Manager.

- Any member of the group may submit an item for inclusion on the agenda of a group meeting through the Council officer providing administrative support to the group.
- The item must be submitted in writing (in hard copy or e-mail), at least seven business days prior to the date of the scheduled meeting.
- Reference Group agendas and supporting documents will be circulated to all group members at least five business days prior to the date of the scheduled meeting.

Meeting notes may be taken by a Council officer. The notes can be:

- Distributed to all group members following confirmation from the Manager.
- Saved in Council's document management system (ECM)

The notes will:

- Contain main topics of discussion and key points
- Be clearly expressed in dot point form
- Be self-explanatory
- Incorporate relevant reports or a summary of the relevant reports considered by the group; and
- Be provided to group members as soon as practicable after the meeting.

5.5 Public attendance at meetings

The Reference Group is not required to give public notice of its meetings, and its meetings are not open to the public. The Group may invite observers to meetings from time to time. This is at the discretion of the Manager. Guests may also be invited to attend and participate at meetings; this would generally be for a specific purpose and/or specified period of time. This is at the discretion of the Manager.

6. Budget and Remuneration

The Reference Group has no budgetary allocation from Council (this includes budget for the payment of fees for external members or presenters). Any budgetary allocation is at the absolute discretion of the relevant General Manager who is responsible for the Reference Group.

No remuneration will be paid to Group members. Councillors appointed to Reference Groups are entitled to claim expenses in line with the Councillor Expenses and Support Policy.

7. Conduct of Members

Councillor Model Code of Conduct and City of Port Phillip Employee Code of Conduct applies to respective Councillors and the council staff who support the Group. The conflict of interest and confidentiality provisions in the Local Government Act 2020 apply to all members.

In performing the role of Reference Group member, a person must:

- Act with integrity
- Impartially exercise their responsibilities in the interests of the local community
- Not improperly seek to confer an advantage or disadvantage on any person
- Treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other persons
- Commit to regular attendance at meetings; and
- Not make improper use of information acquired because of their position or release information that the member knows, or should reasonably know, is confidential information

7.1 Conflicts of Interest

Councillors and Council officers are required to disclose conflicts of interest in accordance with Part 6, Division 2 of the Local Government Act 2020 (Vic) and Chapter 5 of the Governance Rules. Where an external community member has a conflict of interest or perceived conflict of interest in relation to a matter before the Group, the community member must disclose the matter to the group before the matter is considered or discussed. The external community member must then leave the meeting until the matter is dealt with. Disclosure must include the nature of the interest and be recorded in the meeting notes.

8. Group Administration

8.1 Reporting to Council

Formal reporting for Reference Groups is not required. Officers supporting reference groups are encouraged to submit Councillor Notes to make Councillors aware of any group activities or highlights. Reference Groups may also invite their nominated Councillor sponsor to a group meeting to present on a particular topic, or to report back to council.

8.2 Group lifecycle

- A review of each of Council's Reference Groups will take place at the start of each new Council term to determine its relevance for the proceeding four-years.
- Council may resolve to dis-establish a Group if it no longer has a relevant function.

8.3 Administrative updates

From time to time, circumstances may change leading to the need for minor administrative changes to this Terms of Reference. Where an update does not materially alter this Terms of Reference, such a change may be made administratively. Examples of minor administrative changes include changes to names of departments or a Council Officer's position title. Where any change or update may materially change the intent of this Terms of Reference, it must be considered by Council.