



# ST KILDA ESPLANADE MARKET Reference Committee

Terms of Reference  
Version 1, 2024



## City of Port Phillip

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## Governance

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Council Contact: Lauren Bialkower, Manager City Growth and Culture

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# 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 committees on which there is Councillor representation.

Advisory and Reference Committees play an important role in governance at the City of Port Phillip and are an important tool for engaging the community in Council decision making, especially when it comes to the specialised interests and concerns of these sub-communities.

# 2. Objectives

The objectives of the St Kilda Esplanade Market Reference Committee is to assist Council by providing feedback in relation to strategic direction of the market including:

- annual review of a St Kilda Market Esplanade Market Strategic Plan as approved by Council
- provision of feedback on the implementation of Strategic Plan directions
- provision of feedback on development of marketing and advertising strategy
- provision of feedback on communication mechanisms with stallholders, community and other stakeholders;
- provision of feedback on business and operational planning.

# 3. Composition

The Reference Committee shall comprise:

- Two Port Phillip Councillors
- 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 Committee.

In consultation with the Committee, Council may co-opt members to the Committee, or any sub-committee established by the Committee.

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

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

Committee members may resign at any time. Notice of resignation is to be provided in writing to Council staff representatives and the Chair.

The Committee 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

Council will appoint Councillor representation, by resolution, at the beginning of each Council term. By default, Councillors should remain as the Councillor Delegate for the respective Committees for the entirety of the term unless Council resolves to reassign appointments.

The role of Councillors is to participate in the meetings and listen to stakeholder and community views (as relevant).

Councillors who have not been appointed to the Committee by Council, 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 Committee.

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

Where a meeting of the Reference Committee 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 Committee;*
- *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 Committee;
- 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:

- Council must resolve external representation is required on the Reference Committee.
- An advertisement may be placed in a newspaper, on Council's website, social media and through local networks.
- Applicants must make application via an expression of interest process.
- Community members will be recommended by a panel comprising of two Council Officers who will assess applicants against selection criteria outlined in the expression of interest process as well as diversity principles.
- Consideration will be given to diversity of membership to promote inclusive representation across various sections of the community, gender balance, and where possible, diversity of ages, backgrounds, social identities and lived experience.
- The proposed Committee members will be recommended to Council via a report, with Council to provide final endorsement.
- All community members will be eligible to re-apply for appointment at the end of their term with a recommendation to go back to Council for endorsement.
- Council will be responsible for appointing all Councillor and community members; and
- 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 selection panel will make a recommendation from a previously Council endorsed candidate shortlist, to the Chief Executive Officer or relevant General Manager, who will have the authority to appoint the recommended candidate to the committee for the remainder of the previous incumbent's term.
- Committee members on the Youth Advisory Committee must hold a valid volunteer Working With Children Check. It is recommended that members on other committees also hold a valid volunteer Working With Children Check.
- In the event that any Reference Committee seeks to appoint Committee members who are under the age of 18, all Committee members must hold a valid volunteer Working With Children Check.

External community representatives unable to attend a committee 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 Committee must facilitate the election of the Chair and Deputy Chair.
- At the first meeting of the Reference Committee, 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.
- In the event independent community members do not want to be appointed to the roles of Chair and Deputy Chair, the Councillor delegate may be appointed to the role.
- The positions are to be agreed to by all members and will be for a term of 12 months. The Chair and Deputy Chair positions shall be reviewed annually, immediately following Councillor appointments to committees.

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. Committee Operation

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

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

If the committee 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 Committee Chair, at a Council meeting. If the committee 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.



Committees will hold an annual planning session to develop a work plan for the coming year.

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

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

## 5. Meetings

### 5.1 Meeting schedule

Meetings will be held quarterly, and an annual schedule of meetings will be agreed upon at the first meeting of the Reference Committee following the annual appointments of Councillors to Committees. 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 the Port Phillip Advisory Committee Governance Rules.

### 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 minutes of the meeting. 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) and at least one Councillor. If more than 50 percent of active committee 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 minutes.

## 5.4 Agendas and minutes

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

- Any member of the Committee may submit an item for inclusion on the agenda of a committee meeting through the Council officer providing administrative support to the Committee.
- The item must be submitted in writing (in hard copy or e-mail), at least 5 business days prior to the date of the scheduled meeting.
- Reference Committee agendas and supporting documents will be circulated to all Committee members 5 business days prior to the date of the scheduled meeting.

Minutes of the meetings will be taken by a Council officer. The draft minutes must be:

- Submitted to the Chairperson for confirmation within 10 working days of the meeting;
- Distributed to all Committee members following confirmation from the Chair

The minutes must:

- Contain details of the proceedings and recommendations made • be clearly expressed
- Be self-explanatory
- Incorporate relevant reports or a summary of the relevant reports considered by the committee; and
- Be provided to Committee members as soon as practicable after the meeting.
- Minutes of Reference Committee meeting can be tabled at any Council Meeting during agenda item 'Reports by Councillor delegates'

The minutes will be endorsed by the Reference Committee at the subsequent meeting or by email in the event the minutes are to be tabled at a Council meeting prior to the next scheduled Reference committee meeting.

## 5.5 Public attendance at meetings

The Reference Committee is not required to give public notice of its meetings and its meetings are not open to the public. The Committee may invite observers to meetings from time to time. This is at the discretion of the Chairperson. 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 Chair.

## 6. Budget and Remuneration

The Reference Committee 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 Committee.

No remuneration will be paid to Committee members. Councillors appointed to Reference Committees 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 committee. The conflict of interest and confidentiality provisions in the Local Government Act 2020 apply to all members.

In performing the role of Reference Committee 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 committee, 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 minutes.

# 8. Committee Administration

## 8.1 Reporting to Council

Reference Committees must present an Annual Report to Council which highlights the achievements of the Committee throughout year in line with the Committees objectives outlined in their Terms of Reference. Council may, at any time, request the minutes of Reference Committee meetings for review.

The St Kilda Esplanade Market Reference Committee will present their annual report after July each year, following the Committee's first full year of operation.

## 8.2 Committee lifecycle

- A review of each of Council's Reference Committees will take place at the start of each new Council term to determine its relevance for the proceeding four-years.
- Councillors will be appointed to as Councillor Delegates
- Where Council determines to appoint a Councillor Delegate to a committee annually, that Committee will have, in effect, be endorsed to continue operating.
- Council may resolve to dis-establish a committee 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.