



Description	Business Reference Group Terms of Reference
Responsible area	Economic Development
Version	One
Date approved/adopted	January 2026
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 Business Reference Group exists to help Council understand and respond to the challenges facing businesses in the municipality at the time.

The Group’s purpose is to provide advice to Council on how best to retain, expand and nurture existing businesses and encourage new growth and investment into the City of Port Phillip.

3. Composition

Membership of the Reference Group is to include:

- Up to two Port Phillip Councillor sponsors.
- Council officers including:
 - CEO
 - Head of Economic Development
 - Business Engagement Coordinator
- Up to 12 community representatives from across the Port Phillip business community, including:
 - Presidents or a representative from each incorporated business association in Port Phillip’s commercial precincts and business owners, managers or landlords representing commercial precincts that do not have an incorporated business association.
 - Each member should represent their own distinct area of the municipality and wherever possible, double up per area should not occur.
 - Members should own or manage a commercial business or property in a precinct.

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

The Group will be convened for an initial term of four years, as determined by resolution of Council. Members are welcome to reapply at the end of their term.

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

If a Group member no longer meets the selection criteria listed in the Terms of Reference, the member can remain in the Group for one further meeting, post the last meeting attended, to allow a transition period to either replace with a new member, or allow for a vacancy period, until a new member is appointed.



The Group may determine to remove a member who has failed to attend two consecutive meetings without having submitted an apology or an unexplained leave of absence to the Chair and/or Council Officer.

3.1 Membership

Role and selection of Councillors

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

The role of Councillors is to participate in the meetings and listen to stakeholder and community views (as relevant) and act as the spokesperson for the group when reporting back to Council.

Councillors who have not been assigned to the Reference Group 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.

Role and selection of community members

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

- Providing strategic advice to Council on issues that impact on the success of businesses and industries in the municipality.
- Informing quick wins that could be pursued or longer-term changes to policy at Council, State or Federal Government levels that would better support businesses in the municipality and specific industry segments.
- Identifying and facilitating the co-creation and co-contribution of short, medium, and longer-term actions to achieve the desired future vision.
- Communicating and engaging with stakeholders and Council throughout the process.

Eligible external community representatives will trade or facilitate trade within a commercial precinct 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:

- Presidents or a representative from each incorporated business association in Port Phillip's commercial precincts will be automatically offered an invitation to join the Group.
- Other representatives of the Group should represent commercial precincts that do not have an incorporated business association.
- When required, positions to join the Group will be offered to suitable individuals based on commercial precinct representation gaps or via an Expressions of Interest process.
- After a pre-screening by Officers, applications to join the Group will be discussed with the Chair, and where appropriate, the Group to ensure the applicant meets the Group's expectations.
- Community members will be recommended by the Economic Development team 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 and where possible, applicants will represent different Port Phillip commercial precincts. Also, membership will consider inclusive representation across various industry sectors and sections of the community, gender balance, diversity of ages, backgrounds, social identities and lived experience.
- The proposed Group members will be recommended to Council via a report, with Council to provide final endorsement.

- All 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 Economic Development team will make a recommendation from a previously Council endorsed candidate shortlist to the responsible Manager, who will have the authority to appoint the recommended candidate to the Group for the remainder of the previous incumbent's term.
- In the event that any Group seeks to appoint Group members who are under the age of 18, all Group members must hold a valid volunteer Working With Children Check.

External community representatives unable to attend a group meeting are not able to nominate a proxy.

Role of Council Officers

Economic Development service until will be responsible for this Reference Group.

Council Officers will provide administrative support and advice to the Group.

In exceptional circumstances, if a meeting of the 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, as a record of the meeting can be included in the upcoming Council agenda.

Role and selection of the Chair and Deputy Chair

- The Council Officer responsible for the Group must facilitate the election of the Chair and Deputy Chair.
- At the first meeting of the Group, the Council Officer will invite nominations for the Chair and Deputy Chair positions.
- Voting to be carried out anonymously outside of the Group's meetings. This is to be arranged by the Council Officer responsible for the Group and a simple majority of votes for each position will elect the Chair and Deputy Chair positions.
- 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 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 two years. The Chair and Deputy Chair positions shall be reviewed every year, immediately following Councillor appointments to Groups.
- 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 manager 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 sponsor 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.

5. Meetings

5.1 Meeting schedule

Meetings will be held every two months, and an annual schedule of meetings will be agreed upon at the first Reference Group meeting of each year. 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 Reference Group 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, staying within the scope as outlined in the Group's Terms of Reference; and
- Identification and management of any conflicts
- Provide advice to Council as far as possible on a consensus basis where possible.

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 50 percent plus one member, in the event of an equality of votes, the Chair shall have a casting vote. 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 minutes.

5.4 Agendas and minutes

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 Chair of the Group.

- 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.
- agendas and supporting documents will be circulated to all Group members five 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 Chair for confirmation within 10 working days of the meeting;
- distributed to all Group 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 Group; and
- minutes of meetings can be tabled at any Council Meeting during agenda item 'Reports by Councillor delegates'

5.5 Public attendance at meetings

The 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 Chair. Guests with relevant expertise or lived experience 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. However, Group members can make recommendations of guests to invite to the Chair or raise at a meeting.

6. Budget and remuneration

6.1 Group budgets

Any budgetary allocation is at the absolute discretion of the relevant General Manager who is responsible for the Group. This may include budget for venue hire (external) and catering. Budget must not be used for the payment of fees for external members or presenters.

6.2 Remuneration

As a general rule, no remuneration will be paid to independent Group members. Council may resolve to remunerate independent Group members via the Council report requesting the establishment of the Group. Councillors appointed to Reference Groups are entitled to claim expenses in line with the Councillor Expenses and Support Policy.

6.3 Budget submissions

Reference Groups may provide feedback as part of the annual budget bid process via Have.Your.Say budget feedback provided by Groups will be treated in the same way as any other community budget feedback.

7. Conduct

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.



Group members are expected to support the objectives of the Group and participate in meetings in a positive and constructive manner. 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

Group members who are repeatedly unable to agree with or support the advice of the Group are advised to consider their ongoing membership of the Group. The Chair may also terminate the term of a Group member, in consultation with the relevant Council Officer, if a Group member is not complying with expected values and behaviours.

Conflicts of interest

The conflict of interest and confidentiality provisions in the Local Government Act 2020 apply to all members.

Councillors 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 minutes.

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.