



Prosperous Port Phillip Business Advisory Group

Terms of Reference
Version 1, 2024



City of Port Phillip

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Governance

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Council Contact: Business Engagement Coordinator

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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 advisory 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 Business Advisory Group (the 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

The Advisory Committee shall comprise:

- Up to two Port Phillip Councillor delegates.
- Council officers including:
 - CEO
 - Executive Manager City Growth and Culture
 - 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 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 four years, as determined by resolution of Council. Members are welcome to reapply at the end of their term.

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

If a Committee 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 Committee 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 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 engage with and hear feedback provided by the group and share this with the wider Councillor group (as relevant).

Councillors who have not been appointed to the Advisory 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.

The Mayor may choose to attend and participate at any time.

3.2 Role and selection of Council officer/s

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

In exceptional circumstances, if a meeting of the Advisory 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:

- 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 Committee 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 Executive 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 Advisory 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 Advisory Committee must facilitate the election of the Chair and Deputy Chair.
- At the first meeting of the Advisory Committee, 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 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 the policy and budget recommendations for Council 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 Advisory 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 every two months, and an annual schedule of meetings will be agreed upon at the first Advisory Committee 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 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.
- 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 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 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 Advisory 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 five business days prior to the date of the scheduled meeting.
- Advisory Committee agendas and supporting documents will be circulated to all Committee 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 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.
- Be provided to Committee members as soon as practicable after the meeting.
- Minutes of Advisory Committee meeting can be tabled at any Council Meeting during agenda item 'Reports by Councillor delegates.'

The minutes will be endorsed by the Advisory 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 Advisory committee meeting.

5.5 Public attendance at meetings

The Advisory 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. However, Group members can make recommendations of guests to invite to the Chair or raise at a meeting.

6. Budget and Remuneration

The Advisory 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 Advisory Committee.

No remuneration will be paid to Committee members. Councillors appointed to Advisory 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 Advisory 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.
- 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

Advisory 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 Advisory Committee meetings for review.

The Advisory Committee will present their annual report, consisting of policy and budget recommendations for the next financial year to Council in January each year, following the Committee's first full year of operation.

8.2 Committee lifecycle

- A review of each of Council's Advisory 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.