



QUEANBEYAN PERFORMING ARTS CENTRE BOARD

TERMS OF REFERENCE

September 2017

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Council's Objectives for the Queanbeyan Performing Arts Centre

The Queanbeyan-Palerang Regional Council's objectives for the Queanbeyan Performing Arts Centre are to:

- Bring the best and greatest variety of theatre to Queanbeyan;
- Nurture local talent;
- Enhance the arts education of local students;
- Contribute to the economic and cultural development of Queanbeyan; and
- Contribute to the development of Queanbeyan as a vibrant place to live and a destination for visitors from Canberra and elsewhere

The Role of the Queanbeyan Performing Arts Centre Board

To achieve these objectives Council has established the Queanbeyan Performing Arts Centre Board as a Section 355 Committee of Council with delegation to oversee the operations of the Queanbeyan Performing Arts Centre.

The mission of the Queanbeyan Performing Arts Centre Board is to enhance the cultural and economic development of Queanbeyan by optimising the attendance and use of the Queanbeyan Performing Arts Centre so that it becomes a key facility for the community which contributes to local well being and prosperity.

The role of the Queanbeyan Performing Arts Centre Board is:

- To review the program of 10 Season touring productions and up to 2 in house productions per calendar year selected by the Program Manager;
- To report to the Council on a six monthly basis on the financial performance of Program Operations and Building Operations, the patron attendance at the facility, the outcome of the Season Productions, commercial hires, community hires and other incidental uses.
- To promote the Season of touring productions, in house productions, amateur productions, and the venue for commercial and community hires, conferences and functions to the local and regional community through their networks to increase utilisation and patron attendance.
- To oversee the future business planning for the Centre and review progress on the 5 year Business Plan annually.

Council will provide an annual budget for the Queanbeyan Performing Arts Centre. The budget will be used to fund all operating costs of the venue including program costs, maintenance and building operating costs.

The Board will submit a draft annual budget as part of Council's Integrated Planning for inclusion in the annual Operational Plan. This will include the budget for Program Operations and Building Operations and the annual fees and charges. The budget will be adopted by Council as part of the Integrated Planning process.

The Board will submit information as required to be included in the Annual Report for Council. This will include information on any sponsorships obtained.

Performance Measures

Staff will report to the Board on a range of identified performance measures on a quarterly basis in August, November, February and May, and the Board will report to Council on a six monthly basis in February and August.

Membership of the Board

The membership of the Queanbeyan Performing Art Centre Board will be a maximum of six (6) people consisting of:

- The Mayor
- General Manager
- The Chair of the Cultural Advisory Committee
- 3 representatives with substantial theatre and financial experience

Each of the 6 members is entitled to 1 vote.

The Portfolio General Manager Community Choice, Service Manager Culture & Recreation and relevant Venue and Events staff will attend the Board meetings as observers and will provide information and secretariat support. Other staff will be invited as required.

Term of Membership

The members of the Board will be appointed for a term of two years. Membership of the Board is voluntary and members do not receive any remuneration or benefit from Council.

The Chairperson of the Board

The chairperson for the Board will be elected by the Board members and the position will be for a period of two years. The Chairperson may re-apply to extend his or her tenure.

Selection of the 3 Board representatives with theatre and financial experience

A public advertisement will be placed in the local media inviting nominations for the 3 Board representatives with theatre and financial experience. Each nominee must address the selection criteria (as set out below) on the application form and submit

the signed form to Council's General Manager. Nominees must not have a pecuniary or non-pecuniary conflict of interest.

Council will receive a report on the suitability of any candidates and will determine the 3 representatives against the criteria noting that a willingness to attend opening nights of Season productions and to participate in the activities of the performing arts centre is essential.

Selection Criteria:

- Knowledge and understanding of the business of performing arts centres and factors affecting patron attendance;
- Understanding of the financial operations of a performing arts centre or similar business;
- Interest in developing culture and arts in Queanbeyan and the region;
- Ability to bring an innovative and fresh approach to creating cultural and economic growth for Queanbeyan;
- Access to networks and key stakeholders who can assist in the promotion of the Queanbeyan Performing Arts Centre as key cultural and economic facility for Queanbeyan;
- Willingness to commit to and participate in Committee meetings; and
- Willingness to attend opening night of Season productions and to be a participant in the activities of the performing arts centre

Vacancies at the end of a term:

Vacancies at the end of a term will be filled through public advertisement in the local media inviting nominations for the vacant representatives with theatre and financial experience. This does not apply to members appointed from Council.

Extraordinary vacancies

Vacancies for any reason at any stage in a term will be filled through public advertisement in then local media with the exception of members appointed from Council.

Meetings

The Board will meet on a quarterly basis at the beginning of August, November, February and May and at a time determined by the Board. At the meetings staff will report to the Board on the performance measures. Extraordinary meetings will be conducted as required. The Board will report to Council on a six monthly basis at the February and August Council meetings.

Members who miss two meetings in succession or three meetings in a year without leave being granted will be requested to show due cause why their membership should not be withdrawn.

The Board will comply with the Queanbeyan City Council's Code of Meeting Practice and the quorum will be half plus one of full voting membership.

Delegated Authority

The Boards delegated authority includes:

- Reviewing the program of 10 Season touring productions and up to 2 in house productions per calendar year selected by the Program Manager;
- Overseeing the future business planning for the centre and reviewing progress on the Centre's Business Plan annually;
- Reviewing the financial performance of the Queanbeyan Performing Arts Centre;
- Confirming Minutes of its Meetings; and
- Reporting to Council.

Code of Conduct

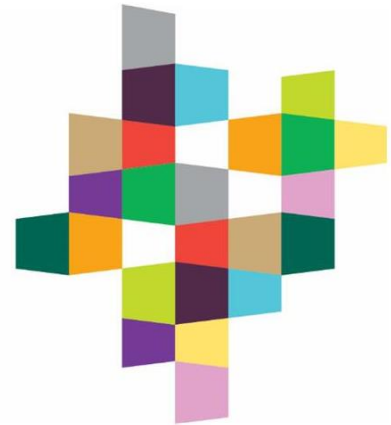
The Board will be required to abide by Council's Code of Conduct.

Review of the Board

The Board will review its own performance on an annual basis with a view to improving its own performance.

[Updated 12 Sep 2017]

QPRC



Implementation Advisory Group Terms of Reference

1. Name

The name of the group is the Queanbeyan-Palerang Implementation Advisory Group (IAG).

2. Purpose

The purpose of the IAG is to provide advice to the Administrator on implementing the new council. This includes:

- providing input into the preparation of the Implementation Plan
- assisting to monitor the delivery of the Implementation Plan.

3. Chairperson and Minutes

The Administrator will determine the chairperson of the IAG.

Secretariat support will be provided to prepare agendas and minutes of each meeting.

4. Membership

Membership of the IAG is as follows:

- Mayor (Chair of the Group)
- Two (2) Councillors
- Chair of QPRC's Audit Committee

The General Manager and other council staff may attend and participate in IAG meetings, on the invitation of the Chairperson.

5. Reporting

The IAG minutes will be reported to the Council for endorsement.

6. Meeting Schedule

The IAG will meet at least three times a year during the Implementation, with capacity for additional meetings as needed.

Meeting schedules will be determined by the Chairperson, in consultation with IAG members.

7. Principles

The NSW Government has identified a number of principles they want to see achieved by the local government reform process. These are:

Service: Focus on client and maintain seamless service delivery to communities

Opportunity: Embrace opportunities to improve services and infrastructure for communities

Cohesion: Bring together and build on the strengths of strategies, structures, staff and systems

Engagement: Inform and involve communities, staff and other partners, including industry unions, in branding, planning and implementing change

Integrity: Ensure ethical, open and accountable governance and administration

Respect: Value the knowledge and contributions of staff, communities and other partners

8. Codes

The Model Code of Conduct and the QPRC Code of Meeting Practice apply to the members of the IAG.

9. Remuneration of Non-Council Members

Members of the IAG who are not a councillor will be paid a sitting fee equivalent to the member of the QPRC Audit & Risk Committee.

10. Media Liaison

The Mayor is the designated media spokesperson for the new Council.

11. Meeting Arrangements

Arrangements for meetings will be as follows:

- the agenda and supporting material will be circulated at least three days prior to a meeting
- any supporting material or papers that are confidential will be clearly marked as such and remain confidential to members
- any general business items tabled during meetings will be short, requiring no more than five minutes' presentation or discussion
- meetings will be run in a fair and independent manner and support open and constructive dialogue
- minutes will be circulated within seven days of each meeting.

12. Standard Agenda Items

Agendas will be determined by the Chairperson. As a minimum, agendas will include the following standard items:

- meeting open and apologies
- confirmation of previous minutes and matters arising
- reports on status of Implementation Plan actions
- reports on the status of Transition Plan projects
- reports from the independent Internal Auditor on the Implementation
- review of relevant meeting actions or follow up requirements
- closure

[Updated 12 Sep 2017]



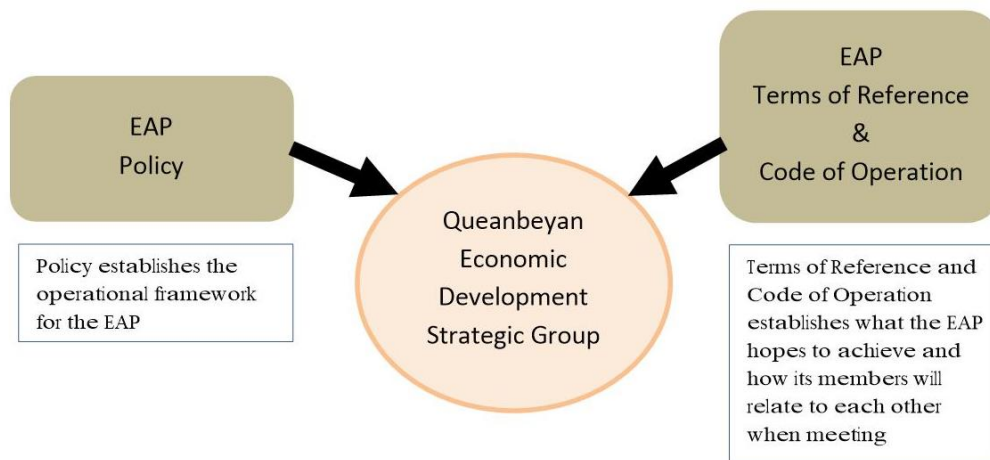
QPRC Economic Advisory Panel Terms of Reference & Code of Operation

Sep 2017

1. Introduction

The development of this QPRC Economic Advisory Panel is the direct outcome of a review of the former Queanbeyan Development Board (QDB). This review found that the QDB was not achieving its original Terms of Reference and that a more flexible approach was required other than via the establishment of a S355 Council Committee to allow for community input into initiatives to promote the economic development of the Queanbeyan-Palerang Local Government Area. This more flexible approach establishes a QPRC Economic Advisory Panel (EAP) which will allow for community input into the development and implementation of the Queanbeyan-Palerang Economic Development Strategy.

The EAP will operate under the following Council instruments:



2. Key Responsibilities

The QPRC Economic Advisory Panel is an independent recommending body which provides for input into the development of an Economic Development Strategy for Queanbeyan-Palerang and to facilitate the implementation of certain initiatives identified within the strategy. It will act as an important and independent community forum for assisting with the development and implementation of Queanbeyan-Palerang's Economic Development Strategy. Its objectives are:

1. To act as a 'think tank' for bringing initiatives and ideas before Council for possible inclusion within a Queanbeyan-Palerang Economic Development Strategy.
2. To encourage a close link between the Council and community by establishing and maintaining a two way flow of communication and information on economic development matters of interest to Queanbeyan-Palerang.
3. To act as a facilitator between Council and the Queanbeyan-Palerang Business Community on economic issues impacting upon Queanbeyan.
4. To mobilise sections of the Queanbeyan-Palerang community to take ownership of certain actions identified within the Queanbeyan-Palerang Economic Development Strategy.

When attending a QPRC Economic Advisory Panel meeting or carrying out other activities on behalf of the Group, members are responsible for their own good conduct.

EAP Members should:

- Be inclusive and courteous to the public, Council staff and Councillors and other EAP members;
- Help create an environment that is free of harassment and discrimination;
- Show respect to all other members and participants of the Advisory Panel's meetings, and
- Approach their involvement in EAP activities with honesty and integrity.

3. Membership

Membership of the QPRC Economic Advisory Panel will consist of a mixture of appointed, volunteer and Council representatives. The aim of this is to provide for a cross section of representation which will ensure a wide representation from across the Queanbeyan business community and major stakeholders who have an interest in the economic direction of the Queanbeyan economy.

Membership will consist of the following:

Appointed Members (by invitation from Council) X3	Voluntary Members (by Expression of Interest) X2	Council Members (Mixture of Councillor & Senior Staff) X3
Membership of prominent members of the Queanbeyan Business Community invited by Council to participate on the EAP. Membership to be reviewed on an annual basis.	Membership invited from interested members of the Community via an advertised Expression of Interest process. Council to select 2 members on an annual basis.	The Mayor, (or Councillor) plus General Manager and Portfolio GM Community Choice appointed by Council on annual basis.

4. Meetings

4.1 Meetings

Meetings of the EAP are to be held on a quarterly (4x per annum) basis.

4.2 Quorum

A Quorum will consist of 4 members.

4.3 The Role of Council

The role of Queanbeyan City Council will be to provide logistical support for the meetings of the Strategic Group. This will consist of:

- Providing a venue
- Organising the Agenda in consultation with the EAP Chair
- Distributing the Agenda and associated documentation
- Minute taking
- Catering

4.4 Record Keeping

All meetings will be minuted and saved within Council's Electronic Records Management System. Copies of the minutes will be published on Council's website along with Agenda papers.

4.5 Meeting frequency

The EAP will meet on a quarterly basis (minimum 4x per annum) at a venue organised by the Council.

4.6 Election of Chairperson

The EAP will elect a Chairperson at its inaugural meeting. The position of Chair will be re-elected by the Group members on an annual basis at the anniversary of the inaugural meeting. A deputy chair will be elected at the same time to act as alternate chair in the absence of the Chairperson.

If either the Chair or Deputy Chair are unable to attend a meeting, then the first item of business to be undertaken at the meeting will be to elect a chair.

4.7 Voting

The EAP must keep an accurate record of voting at meetings and ensure that only those eligible to vote take part in the procedure. All recommendations must have a mover and seconder.

Those deemed eligible to vote are the members as defined in Section 3 of these Terms of Reference.

The Chair will be able to exercise a casting vote if there is no clear majority on a recommendation. The use of a casting vote must be recorded in the minutes.

4.8 Referring matters to Council

Matters raised at the EAP meetings will be referred to the Service Manager Choice for consideration within the Queanbeyan-Palerang Economic Development Strategy. The Service Manager Choice will report back to the EAP on the outcome of their recommendations.

5. Conflicts of Interest

A conflict of interest arises when your own interests, or those of people or organisations close to you, conflict with your obligations to the other EAP members and to Council. People attending EAP meetings may have interests in the matters under consideration, as the EAP is made up of residents, property owners, workers and business people who live or work in the Queanbeyan-Palerang area. This interest is understood and would not need to be disclosed. However, as a EAP member you must declare an interest in a matter that goes beyond what would be generally considered impartial. In particular, if you are a member of the EAP you need to ensure that any interest you may have in a matter does not influence, and could not be perceived as influencing, the way in which a matter is discussed or any recommendation voted on by the Panel seeking possible Council action.

Some examples might help clarify what must be declared. For example:

1. If a proposal or initiative comes forward via the EAP for possible inclusion in the Economic Development Strategy and you have a direct interest in that initiative (eg. Could be a part owner, or could be a shareholder, or could have close social links to the owner of the

initiative). *You would need to declare these relationships and remove yourself from voting on the recommendation*

2. A Member or Chairperson of the EAP could also be considered to have a conflict of interest if they misuse their position, because of an interest, to inappropriately direct discussion or not allow free discussion of a matter. *You must allow free and open discussion of matters and not try to direct discussion to benefit your interests.*

When an EAP member makes a disclosure of a conflict of interest (declaration) this will be recorded in the minutes. This will generally consist of the following:

- Who declared the interest and the general nature of the interest declared
- What course of action was taken (was it deemed major requiring the person to remove themselves from the vote, or was it declared 'less than significant' which still allowed them to participate in the debate and vote?)

6. Public Comment

6.1 Traditional Media

From time to time, the media may contact EAP members for information or comment. If an EAP meeting has determined a matter, you can as an EAP member, speak on behalf of the Strategic Group if you are authorised to do so. If the matter has only been discussed, but no recommendation made, you can express your views but must stress that these are 'personal views' and not the views of the EAP meeting. While you may speak as a member of the public, or as a member of EAP, you must not make any public statement to the media or at public events that would lead someone to believe that you are speaking on behalf of Council or expressing its views or policies.

Members need to be aware that they are personally responsible if any material they distribute is considered to be defamatory or they make defamatory comments. Council cannot be held responsible for the remarks of individual EAP members.

6.2 Social Media

Social media is the collective of online communications channels dedicated to community-based input, interaction, content-sharing and collaboration. Websites and applications dedicated to forums, microblogging, social networking, social bookmarking, social curation, and wikis are among the different types of social media. Social media sites may include, but are not limited to:

- Facebook
- Twitter
- Instagram
- Snapchat
- Google+
- Wikipedia
- LinkedIn
- Reddit

- Pinterest
- Flickr
- YouTube

Social media content is anything that can be accessed via social media networks. This includes, but is not limited to:

- posts
- tweets
- photos
- links
- status updates
- comments
- shares
- retweets
- videos
- blogs

Members should exercise caution when utilising social media to promote or advocate EAP activities and initiatives. Like traditional media, you must not make any public statement that would lead someone to believe that you are speaking on behalf of the EAP (unless authorised as their speaker), Council or expressing its views or policies. Also you must not:

- Publish confidential or personal information about staff or the public
- Promote offers from individual businesses or groups of businesses
- Promote the political interests of any elected representative.
- Promote political messages, including State and Federal Government politics.
- Publish content that is derogatory, racist, abuse, defamatory, threatening, bullying, harassing, hateful, sexist, infringes copyright, is a contempt of court or is otherwise unlawful.

7. Confidential and Personal Information

In your role as a member of EAP you may deal with confidential or personal information obtained from Council. If so, you are required to maintain the security of any confidential or personal information and not access, use or remove any information, unless you are authorised to do so as part of your role as an EAP member.

Personal information should not be released without the prior approval of whom that information relates to.

8. Council Resources

Council resources should only be used for Council approved purposes. Council resources include materials, equipment, documents, records, data and information. You must use Council resources, ethically, effectively, efficiently and carefully in the course of your role as an EAP member, and must not use them for private purposes.

9. General Standards of Behaviour

9.1 Expected standards of behaviour

In fulfilling your role as a member of the QPRC Economic Advisory Panel there are basic standards of behaviour which are expected of you. These are:

You must:

- Not conduct yourself in a manner that is likely to bring the Advisory Panel or Council into disrepute
- Act lawfully, honestly and exercise a reasonable degree of care and diligence in carrying out your functions
- Treat others with courtesy and respect at all times
- Consider issues consistently, promptly and fairly
- Not harass, discriminate against, or support others who do so
- Disclose and appropriately manage any conflict of interests both of a significant and less than significant nature
- Not accept money or gifts of value and avoid situations that give rise to the appearance of securing favourable treatment in terms of you performing your duties as a QEDSG member
- Not direct council staff or influence staff in the exercise of their role and duties
- Use and secure information appropriately and do not disclose confidential or personal information
- Use Council resources ethically, effectively, efficiently and carefully in the course of your official duties

9.2 What happens if the standards are not met?

In an instance where members of the EAP fail to follow this Code and there is a complaint against a member this will be dealt with in accordance with the procedure for administration of the *Model Code of Conduct* which applies to Councils as developed by the Office of Local Government.

Complaints about a breach of these standards by a member other than the General Manager are to be made at first instance to the General Manager. Complaints about the General Manager are to be made to the Mayor. Where the complaint is serious and cannot be resolved informally, a complaint may be formally investigated by an independent conduct reviewer.

Breaches of these standards by members may result in the following action:

- Censure
- Requirement of apology
- Prosecution
- Removal from the EAP.

Breaches by Council staff may result in disciplinary action, termination or, in the case of non-senior staff, such other penalty permitted under the relevant industrial award.



TERMS OF REFERENCE

QPRC GENERAL MANAGER'S PERFORMANCE REVIEW COMMITTEE

1. Role

To carry out the functions associated with the appointment and oversight of the performance of the General Manager.

2. Membership

Membership of the Committee comprises:

- The Mayor
- An Independent Member can be invited to participate on the committee as a non-voting member. This is left up to the discretion of the Mayor.

3. Responsibilities

The Committee is responsible for the management of all matters associated with the General Manager's performance including the conduct of performance reviews.

The purpose of the committee is to concentrate on constructive dialogue about the General Manager's performance against all sections of the current Performance Agreement.

4. Meetings

- Meetings will be held at least twice yearly to be arranged by the Mayor.
- Meeting outcomes and recommendations will be reported to Council in Closed Session.

[12 Sep 2017]



TERMS OF REFERENCE Youth Advisory Committee

1. Role

- To build capacity, both of young people and of Council to improve opportunities for young people to participate in local decision making

2. Membership

Membership of the Youth Committee comprises:

- Six to Eight members under age of 25, including members of high schools, youth groups and similar associations.

The Committee will elect its Chair and Secretary at its inaugural meeting.

3. Meetings

- Meetings will be held quarterly or as required to comment or present on Council strategies and plans.
- Minutes of Meetings will be reported to Council for endorsement

4. Secretarial Support

The Program Coordinator Community will act as the liaison between Council and the Committees and will be responsible for ensuring their minutes are reported to Council.

5. Quorum

A Quorum for the Committee will be 5.

[12 Sep 2017 SF170546]



TERMS OF REFERENCE QPRC SECTION 355 COMMITTEES

1. Role

- To manage and operate on behalf of Council Halls or Reserves across the Queanbeyan-Palerang Local Government Area.
- Manage the annual funds allocated by QPRC to assist with the operation and maintenance of the facility in line with Council's financial management requirements.
- To manage the collection of fees for the use of the facilities.
- To provide input to the development of council's Schedule of Fees and Charges relating to the charges to be applied to the facility they are managing.

2. Membership

Membership of the S355 Management Committee comprises:

- One (1) Councillor or Staff Representative, appointed by Council to act as its delegate – to be determined every second September.
- Members of the community - Number to be determined on a committee by committee basis

The Committee will elect its Chair and Secretary at its inaugural meeting.

3. Meetings

- Meetings will be on an as required basis to be determined by the S355 Committee
- Minutes of Meetings will be reported to Council for endorsement

4. Secretarial Support

The Service Manager Governance will act as the liaison between Council and the Committees and will be responsible for ensuring their minutes are reported to Council.

5. Quorum

A Quorum for the Committee will be half the membership.

[12 Sep 2017 SF170546]