

TERMS OF REFERENCE

City of Whittlesea Business Advisory Panel

Purpose

The Business Advisory Panel (the Panel) will enable business members to work together with Council in delivering the key objectives and advocacy for a Strong Local Economy (one of the four overarching objectives in Council's 2040 Plan (**the Plan**)).

The Plan, endorsed in 2020, outlines the need for the City of Whittlesea to be home to successful, innovative local businesses, who offer employment and education for our community.

Delegation

The Advisory Panel has no formal delegation, and their role is to provide advice to the Council or a Delegated Committee.

Membership and Tenure Membership is comprised of up to nineteen members, including:

- a) Up to two City of Whittlesea Councillors.
- b) Director Planning and Development.
- c) Manager Economic Development.
- d) Up to 15 Business Industry Professionals.

Each representative shall be appointed for a term of two years with all positions undertaken on a voluntary basis. Members can renominate for an additional term. Should a position not be filled an Expression of Interest process will be undertaken.

Councillor representatives will be appointed annually for a one-year term.

Code of Conduct

All members are expected to:

- Operate with integrity, objectivity, accountability, honesty and openness
- Declare any potential conflict of interest
- Dedicate appropriate time and effort to the functions of the Panel
- Prepare for and actively participate in meetings
- Exercise independent judgment
- Maintain effective working relationships with each other.
- All members are also bound by Council's Code of Conduct.

Roles and Responsibilities

Chair

The position of Chair will be an independent member (not Councillor) and will be based on nominations received and voted on by members. The position of Chair will be reviewed on an annual basis.

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Panel

The role of the Panel is to provide considered advice, insight and feedback to Council:

- On the current outlook for the local economy.
- On industry specific opportunities and challenges that impact the local business community.
- On policies and strategic objective involving its business community.
- That will help develop new incentives and programs, assisting activities from the Economic Development Department.
- Deliver advocacy efforts in partnership with Council.
- Act as a sounding board for future Council funded proposals and projects.

Where the Panel is unable to reach consensus, a vote shall be conducted, and a simple majority shall be sufficient. Council officers are not entitled to vote.

The Panel's purpose and objectives will be underpinned by a Terms of Reference.

Council will provide secretariat support and officers will coordinate membership of the Panel and provide expertise and context as required. Council officers will prepare documentation including meeting agendas, required readings and all other documents.

Ordinary Meetings

The Business Advisory Panel is required to keep minutes of its meetings and will formally report to Council at least biannually on its activities. These reports will summarise the Advisory Panel's activities and progress. The Terms of Reference will be reviewed every four years or more frequently, if required, and provide recommendations to Council on proposed improvements. Changes to the Terms of Reference that have no material effect may be made by the Manager Economic Development.

- The agenda and supporting documentation will be delivered to Panel members one week in advance of each meeting.
- Meeting agendas will be set by the Manager Economic Development, in consultation with the Panel Chair.
- All members will be asked to provide any meeting agenda items at least eight days prior to the meeting date.
- Minutes will be prepared and disseminated within one week of the meeting. These Minutes will be titled a 'Record of Proceedings', reflecting the legal status of the Panel in being an advisory body, providing advice to Council.

Meeting Frequency

- The Panel will generally meet up to five times annually.
- Meetings will be approximately two hours in duration.
- Other representatives will attend meetings as appropriate or requested.
- Meetings will take place across the City of Whittlesea with the Economic Development Department coordinating locations and venues.

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- Further Panel meetings may arise from time to time as issues dictate.
- Members of the Panel may be approached to provide further input into the development of programs or issues that fall outside of the formal meeting cycle.

Quorum

A quorum of members must be present before a meeting can proceed. A quorum is half plus one of the business representatives in attendance. When a quorum is not achieved the members of the Panel may, at the discretion of the Chairperson, continue the meeting, but any decisions made at the meeting must be ratified at the next Panel meeting, or by email within one month.

Notice and Attendance of Meetings

- Within reason members are expected to attend all meetings.
- If a business member fails to attend two consecutive meetings a new member will be sought through an expression of interest process.

Transparency

In order to maintain transparency of the operations and in alignment with Council's Governance Rules the following information is to be published on Council's website:

- The Terms of Reference.
- The names of all members (where appropriate).
- Minutes of meetings.
- Reports of activities (as reported bimonthly to Council) as prepared by Council Officers.

Speaking Times

The Chair is to ensure:

- only one member is speaking at a time- when any member is speaking all other members are not to speak;
- that one item is discussed at a time;
- that everyone has an opportunity to participate and speak on agenda items; and
- that input is respected even when there is a disagreement.

Recruitment Process

Council officers will facilitate the recruitment of members. Applications to the Panel will be via an Expression of Interest responding to selection criteria. The vacancy will be advertised on the Council's website.

If through resignation or completion of a full-term vacancies become available, the following recruitment process will be followed for all eligible individual/s.

Eligible individuals:

- A local business owner, operator or manager located in the City of Whittlesea for the duration of the appointment.
- Willing to commit a minimum 10 hours per annum (five meetings annually) and additional hours when required per annum for post meeting related activities.
- Willing to attend key business-related functions and events (eg. Women in Business).

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- Willing to act as an ambassador for the Panel and Council’s business-related activities.
- Willing to participate in and provide input to stakeholder engagement activities to the support the strategic activities of Council. This will include deliberative engagement activities of Council as required by the *Local Government Act 2020*.
- Eligible members must not be a current employee of City of Whittlesea or an employee who has left City of Whittlesea within a two-year period.

Business representatives must have:

- Demonstrated business experience
- An understanding of the key issues facing businesses in Whittlesea and the northern region
- An understanding of the challenges and issues experienced by businesses within their industry
- Established networks and/or affiliations with peak industry associations
- The ability to work collaboratively with other businesses, government and key stakeholders.

Co-opted Members:

The Panel may invite suitably skilled persons to a meeting of the Panel in an advisory capacity, for a specified purpose and for a specified period. Co-opted members are not entitled to vote.

Resignation or expulsion

Committee members may resign at any time in writing to the Manager Economic Development.

Membership may be terminated for any of the following reasons:

- The member’s business (and/or employment) is no longer within the City of Whittlesea.
- Failure to attend two consecutive meetings without prior notice.
- The member does not declare a conflict of interest, breaches confidentiality or exhibits behaviour unbecoming a member of this Panel.
- The member expresses views on behalf of the Panel or Council.

If members resign or Council is required to terminate membership of any Advisory Panel member, the vacancy will be advertised on the Council’s website.

Conflicts of Interest

The City of Whittlesea is committed to conflicts of interest (COI) are avoided and managed as they arise.

Declaring COI is applicable to all members of this Advisory Panel.

General Conflict - You have a General Conflict if an impartial fair-minded person would consider that your private interests could result in you acting in a way that is contrary to your Public Interest Duty.

Material Conflict - You have a Material Conflict if you or a Family Member or Close Friend could gain a benefit or suffer a loss (directly or indirectly) depending on the outcome.

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In the event of a COI arising, a Panel member will disclose the interest prior to the matter being considered. The Chair will determine if the member remains or leave the room whilst the matter is discussed.

Disclosed COIs are to be noted in the minutes of the applicable meeting.

Reporting Requirements

- The details of the meetings including topics discussed, attendees and any conflicts of interest declared will be reported by Council Officers within the Reports of Activities (as reported bimonthly to Council).
- Meeting minute records and reports are to be sent to Governance for inclusion on the website.
- Disclosed COIs are to be noted in the minutes of the meeting and record whether the person who disclosed a conflict of interest was excused from meeting for the relevant discussion.

Reimbursement of Expenses

In accordance with Council's Volunteer Policy, individual members of the Panel attending as volunteers, may be reimbursed for out-of-pocket expenses that have arisen whilst undertaking duties on behalf of Council. Prior authorisation by a nominated council officer must be given, otherwise claims for out-of-pocket expenses may not be met.

Public Statements

Members of the Committee will agree to follow Council's Communication Policy and cannot make public statements on behalf of Council.

Review

This Terms of Reference will be reviewed every 4 years, at the beginning of each new Council term, or as otherwise required.

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