

South Australian Wooden Boat Festival Committee

Terms of Reference

1. ESTABLISHMENT OF THE SOUTH AUSTRALIAN WOODEN BOAT FESTIVAL COMMITTEE

The Council has established the Committee in accordance with section 41 of the Act, to be known as the South Australian Wooden Boat Festival Committee, to assist the Council in:

- 1.1 the planning, organisation and execution of the biennial South Australian Wooden Boat Festival;
- 1.2 the delivery of the Wooden Boat Strategy

in accordance with these Terms of Reference.

2. DEFINITIONS

Unless the context indicates otherwise, the following terms have the following meanings in these Terms of Reference:

Act	means the <i>Local Government Act 1999</i> .
Independent Chairperson	means the chairperson of the Committee, appointed in accordance with clause 5 of these Terms of Reference.
Committee	means the South Australian Wooden Boat Festival Committee established by resolution of the Council, to be governed by these Terms of Reference.
Council	means the Alexandrina Council.
Member	means a member of the Committee.
Terms of Reference	means these terms of reference.

3. ROLE OF THE COMMITTEE

- 3.1 The functions of the Committee are to provide advice, feedback and advocacy to the Council with respect to the South Australian Wooden Boat Festival, having regard to the purposes of the Committee set out in clause 1.
- 3.2 The Council has not delegated any powers or functions to the Committee. However, the Council may do so at any time if necessary or convenient to allow the Committee to properly carry out its roles and functions. These Terms of Reference will be amended if any such delegation is made.

4. MEMBERSHIP

- 4.1 Membership of the Committee shall consist of each of the following persons (unless they have ceased to be a Member by virtue of clause 4.4):
- 4.1.1 The Committee shall consist of up to 12 members including:
- An independent Chairperson
 - At least one Council Member
 - The remainder of the membership will be members of the community.
- 4.1.2 The Committee may appoint individuals as advisors to the Committee to assist with specific elements, or invite members of the public, subject matter experts or members of Administration to a Committee meeting if their attendance is deemed relevant to the topics discussed at the meeting.
- 4.2 Appointment by Council of the Community Members shall be made, following a publicly advertised Expression of Interest process.
- 4.3 The Council may at any time alter the above membership by adding, subtracting, or substituting any membership positions.
- 4.4 A Member will, subject to the Act, hold office as a member of the Committee until their office becomes vacant by virtue of clause 4.4 of these Terms of Reference or until the conclusion of the current term of Council.
- 4.5 A person ceases to be a Member upon any of the following circumstances occurring:
- 4.5.1 the Member is removed from office by the Council;
- 4.5.2 the Member resigns from office by written notice to the Council;
- 4.5.3 the Member ceases to hold the office which entitles them to be a Member (for example they cease to be Principal Member of Council);
- 4.5.4 the Member dies or becomes of unsound mind.
- 4.6 If a member fails to attend three consecutive meetings, without giving prior notice, the member shall be deemed to no longer be a member of the Committee and step may be taken to appoint a new member.

5. INDEPENDENT CHAIRPERSON

- 5.1 Appointment by Council of an Independent Chairperson shall be made, following a publicly advertised Expression of Interest process.
- 5.2 The role of the Independent Chairperson includes:

- (a) Overseeing and facilitating the conduct of meetings in accordance with these Terms of Reference and Alexandrina Council's Code of Practice Meeting Procedures.
 - (b) Ensuring all Committee members have an opportunity to participate in discussions in an open and encouraging manner.
 - (c) Establishing and maintaining good communications with Administration.
- 5.3 If the Independent Chairperson is absent from a meeting of the Committee, another Member chosen from those present will preside at the meeting as the acting Chairperson.
- 5.4 The Chairperson shall be appointed for a two year term of the Committee.
- 5.5 A Chairperson is eligible for reappointment by the Council for a further two year term.

6. ADMINISTRATION

- 6.1 The Committee will be provided with administrative support by the person occupying or acting in the office of Chief Executive Officer of the Council.
- 6.2 The Committee shall act at all times in accordance with the Act and in accordance with these Terms of Reference in the performance of its functions.
- 6.3 Minutes must be kept of the proceedings at every meeting of the Committee. The minutes of the proceeding of a meeting will include:
- 6.3.1 the names of the Members present at the meeting;
 - 6.3.2 each motion carried at the meeting;
 - 6.3.3 any disclosure of interest made by a Member, with an appropriate note in accordance with section 74 or 75 of the Act (as the case may be);
 - 6.3.4 details of the making of an order under section 90(2) of the Act, in accordance with section 90(7) of the Act.
- 6.4 The minutes of the proceedings at a meeting of the Committee must be submitted for confirmation at the next meeting of the Committee or, if that is omitted, at a subsequent meeting.

7. MEETINGS

- 7.1 Insofar as the Act, these Terms of Reference, and any procedures adopted by the Council and applicable to the Committee do not specify a procedure to be observed in relation to the conduct of a meeting of the Committee, then the Committee may determine its own procedure.
- 7.2 The first meeting of the Committee after it has been established shall occur at a place and time determined by the Chief Executive Officer.



- 7.3 The Committee shall, at its first meeting after being established, choose a Chairperson in accordance with clause 5.1, and will determine the place, date and time meetings of the Committee will be held, provided that the Committee shall meet at least once per month (or with such greater frequency as it deems necessary to carry out its functions in a timely manner).
- 7.4 Notice of meetings of the Committee shall be provided to Members in accordance with section 87 of the Act and to the public in accordance with section 88 of the Act.
- 7.5 A quorum for a meeting of the Committee shall be one half of the total number of Members of the Committee in office (ignoring any fraction) plus one.
- 7.6 No business can be transacted at a meeting of the Committee unless a quorum is present.
- 7.7 A question arising for decision at a meeting of the Committee will be decided by a majority of the votes cast by the Members present at the meeting and entitled to vote on the question.
- 7.8 Each Member who is present at a meeting of the Committee must, subject to a provision of the Act to the contrary, vote on a question arising for decision at that meeting.
- 7.9 The Chairperson has a deliberative vote on a question arising for decision at the meeting and, in the event of an equality of votes, does not have a casting vote.
- 7.10 For the purpose of sections 89 and 90(7a) of the Act, the Council determines that the Chairperson, or the Committee, may approve one or more Members (including, to avoid doubt, all Members) participating in a meeting of the Committee by telephone or other electronic means, by way of a telephone, computer or other electronic device used for communication.

8. TENURE

- 8.1 The Committee will continue in existence until wound up by the Council.

9. SUBCOMMITTEES

- 9.1 The Committee may establish subcommittees to assist it in any matter.

10. REVIEW

- 10.1 The Committee shall review its own performance and Terms of Reference annually to ensure that it is operating at maximum effectiveness. Following this review, it will provide a report to Council on its performance, recommending any changes that are necessary.
- 10.2 These Terms of Reference may be reviewed and amended by the Council at any time.