

Transformation Governance Committee

Directorate:	Customer and Performance	Responsible Officer:	Director, Customer and Performance
Approval Date:	11 September 2023	Committee Group:	Advisory
Review Date:	11 September 2025		

1. Purpose

The Transformation Governance Committee (TGC) purpose is to independently evaluate the health, value and approaches of initiatives across Customer and Performance, including:

- Technology, systems and application projects
- Cyber security projects
- Customer Experience projects
- Digital (e.g., website) projects
- Data projects
- Service Planning and Reviews
- Updated frameworks in Governance/Risk/Compliance

2. Objectives

The objectives of the Transformation Governance Committee are to:

- Provide advice, guidance and recommendations on C&P Portfolio of projects and programs regarding strategic investment priorities, decision making responsibilities and items brought before the Committee
- Provide oversight and monitor the implementation of C&P Portfolio
- Provide oversight and support the principles of the C&P Portfolio Governance Framework
- Provide recommendations to inform the decision-making process regarding investment in C&P Portfolio of projects and programs.

The Independent External Members are to support and build the knowledge of the Councillors on the Transformation Governance Committee to enable an effective and efficient operating committee. In addition, the Independent External Members will attend immersion sessions to provide independent advice, guidance and recommendations.

3. Membership, Period of Membership and Method of Appointment

The Transformation Governance Committee shall comprise the following:

- Mayor

- Two Councillors
- Three Independent External Members

Independent External Members will have a background across the ICT industry, business transformation, customer experience and/or governance. An awareness of local government would be an advantage.

Any Councillor, not appointed to the Committee, may attend the meeting as an observer only and will not be able to contribute and will have no opportunity to participate in discussions.

3.1 Selection and Recruitment of Independent External Members

The process to appoint Independent External Members will be advertised in local newspapers, on Council's internet site and through local networks. Applicants must make application via an expression of interest process.

Eligible Independent External Members will have an interest in and good working knowledge of Information Technology, business transformation, customer experience and/or governance.

The approach and method for appointing Independent External Members will include the following:

- Independent External Members will be selected by a panel comprising a Councillor and two Council Officers from the relevant service unit;
- The method of appointment will be via an expression of interest process;
- Independent External Members will be appointed for a two-year term;
- All Independent External Members will be eligible to re-apply for appointment should the committee be extended;
- Council will be responsible for appointing all Councillor and Independent External Members; and
- Casual vacancies which occur due to Independent 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 selection panel will make a recommendation to the CEO, who will have the authority to appoint the recommended candidate to the Committee for the remainder of the previous incumbent's term.

3.2 Guests and Observers

The Committee may invite observers to meetings from time to time. This is at the discretion of the Committee.

Guests may also be invited to attend and participate at meetings, this would generally for a specific purpose and/or specified period of time. This is at the discretion of the Committee.

3.3 Training

All Councillors and Independent External Members of this Committee are required to undertake prescribed Child Safe Training and any other training required by Council within their term on an Advisory Committee. This is a legislative requirement as part of reforms from the State Government to ensure all Committee representatives are aware of child safety practices in the event a relevant issue arises.

All Councillors and Independent External Members will be required to undertake other mandatory induction and training as advised by Council.

3.4 Councillors

Council will appoint Mayor and Councillor representation annually.

The role of Councillors is to participate in the meetings, listen to stakeholder views and keep the Council informed, through reports on committees by Councillors at Council meetings, on issues of community interest being considered at meetings.

3.5 Council Officers

Council Officers will be nominated to support the Committee by the CEO as required to provide advice and administrative support to the Committee.

4. Delegated Authority and Decision Making

The Committee acts in an advisory capacity only and has no delegated authority to make decisions on behalf of Council.

5. Meeting Procedures

The Committee will meet on a quarterly basis and an annual schedule of meetings will be agreed upon at the first meeting of the Committee in each year.

The Committee is not required to give public notice of its meetings and its meetings are not open to the public.

At the commencement of each financial year, the Committee will develop a work plan for the upcoming year. This will generally be aligned with the Community and Council Plan. The Committee may also highlight any emerging issues, which will also be documented. For efficiency purposes, the business of the Committee throughout the ensuing year should align with the work plan and list of emerging issues.

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; and
- Provide advice to Council as far as possible on a consensus basis.

6. Chair

The Chairperson is to be an Independent External Member of the Committee. The members of the Committee will appoint a Chairperson annually at the commencement of the first meeting each calendar year. The members of the Committee may also appoint a Deputy Chairperson who is to be an Independent External Member, to undertake the duties of the Chairperson where the elected person may not be able to undertake their duties.

When appointing the Chairperson, the Committee should consider a candidate's relevant professional and personal skills required to undertake this role.

7. Agendas and Meeting Minutes

Agendas and meeting minutes must be prepared for each meeting.

The Agenda must be provided to members of the Committee not less than 7 days before the time fixed for the holding of the meeting in both digital and hard copy formats with the only exception being when a public holiday falls on the day agendas are due, in which case agendas are to be provided close of business 6 days in advance.

The Chairperson must arrange for meeting minutes of each meeting of the Committee to be kept.

The meeting minutes of this Committee must:

- (a) contain details of the proceedings and recommendations made;
- (b) be clearly expressed;
- (c) be self-explanatory; and
- (d) incorporate relevant reports or a summary of the relevant reports considered by the Committee.

Draft meeting minutes must be:

- (a) submitted to the Committee Chairperson for confirmation within 7 days of the meeting;
- (b) distributed to all Committee Members following confirmation from the Chairperson and within 14 days of the meeting; and
- (c) submitted to the next meeting of the Committee for information.

In compliance with section 58 of the 2020 Act and the requirements of the Council's Public Transparency Policy the agenda and minutes of this group will be made available on Council's website unless:

- the information contained in the agenda and/or minutes is confidential by virtue of the 2020 Act or any other Act; or
- the public availability of the information has been deemed by the Chief Executive Officer or nominee to be contrary to the public interest.

8. Quorum

A quorum shall comprise at least one Councillor member and two Independent External Members.

All Committee members are requested to attend each meeting in person, although members can attend through electronic means and will be included as part of the quorum.

9. Voting

As this is an Advisory Committee, voting on issues is not required. Any recommendations will generally be developed through consensus for Council consideration. Where a matter cannot be agreed, the differing opinions should be clearly expressed in the minutes of the meeting.

10. Conflict and Interest Provisions

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; 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.

Meetings of the Committee will typically constitute a Meeting Conducted under the Auspices of Council pursuant to Council's Governance Rules and Councillors are consequently required to comply with the conflict of interest provisions as set down in the Local Government Act 2020 and Chapter 5 of the Council's Governance Rules.

Councillors must:

- disclose that conflict of interest by explaining the nature of the conflict of interest to those present immediately before the matter is considered;
- absent themselves from any discussion of the matter; and
- as soon as practicable, provide the CEO with a written notice recording the nature of the conflict.

Where a Committee member has a conflict of interest or perceived conflict of interest in relation to a matter before the Committee, they must disclose the matter to the group before the matter is considered or discussed. Disclosure must include the nature of the interest and be recorded in the meeting minutes. It will be at the discretion of the Chairperson if the staff and/or Committee member remains or leaves the room whilst the matter is discussed, and this must also be recorded in the minutes of the meeting.

All members of the Advisory Committee shall participate in training on the Conduct and Interest provisions which will be run a minimum of annually by the Council's Governance team.

11. Reporting

The Committee will prepare a formal report on an annual basis in line with their stated objectives. The report must be adopted by the Committee and should directly reflect the objectives and the performance measures of the Committee as set out in the Terms of Reference. Once adopted by the Committee the report will be presented to Council.

In addition, the Committee will also prepare a formal report on a bi-annual basis and present to the Audit and Risk Committee.

The Committee will report critical business risks to the Audit and Risk Committee.

12. Administration Support

Administration support will be provided by the Customer and Performance Directorate.

13. Contact with the Media

Contact with the Media by Advisory Committee members will be conducted in accordance with the Councillor and Staff Media Policies. Independent External Members should defer any media enquiries to the Chairperson in the first instance and then the Council Communications team, if deemed necessary, and must not at any stage purport to be a spokesperson for Council or the Committee.

14. Review Date

This Committee will be reviewed on a regular basis, with a review date not exceeding a two-year period. If the Committee has a relevant function at the end of the standard review period, a report must be presented to Council including a review of the Committee's Terms of Reference and seeking endorsement from Council to continue to act for a further period.

15. Meals

Council will provide reasonable meals for Committee meetings at times that immediately precede, follow or extend through normal mealtimes.

16. Administrative Updates

From time to time, circumstances may change leading to the need for minor administrative changes to the Terms of Reference. Where an update does not materially alter this Terms of Reference, such a change may be made administratively and approved by the Chief Executive Officer. Examples of minor administrative changes include changes to names of Council departments or positions, changes to Federal or State Government department names or legislation; or other minor amendments that do not have material impact on the provisions or intent of the Terms of Reference. Where any change or update is considered to be a material change, it must be considered by Council.