

Transformation Governance Committee

Directorate:	Customer and Performance	Responsible Officer:	Director, Customer and Performance
Approval Date:	Council 13/04/2026	Committee Group:	Advisory
Review Date:	13/04/2028	Version	FINAL

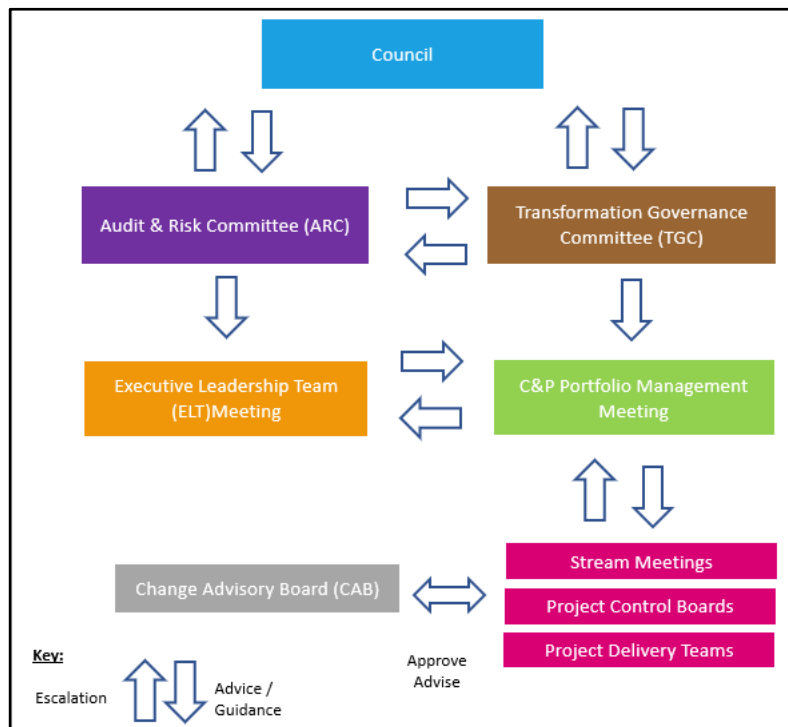
1. Purpose

Knox City Council is committed to strong governance, transparency, and accountability. As Knox Council embarks on a major Enterprise Resource Planning (ERP) transformation, the Transformation Governance Committee (TGC) supports this by advising on governance, risk identification and mitigation, financial management, and outcomes aligned to the strategic goals of Council.

2. Objectives

The Committee serves as an independent link between Council, and internal management, and stakeholders under the Customer and Performance (C&P) Portfolio Governance Framework. The diagram below illustrates the governance structure, clarifying roles, decision-making, escalation pathways, and information flows to support strategic alignment and effective risk management.

Customer and Performance Portfolio Governance Overview



The Transformation Governance Committee will:

- Provide independent advice to Council and the Executive Leadership Team on the delivery of key C&P Portfolio initiatives including ERP transformation via our Core Business Systems Program.
- Identify and advise on key strategic risks and mitigations, escalating to the Audit and Risk Committee who hold accountability for risk assurance.
- Oversee and support the implementation of the Core Business System Program to support effective and efficient use of resources.
- Provide transparency and confidence that benefits and value are being delivered through outcomes and benefits tracking.
- The Committee will not make operational delivery decisions, provide project level oversight nor risk assurance.

3. Membership

The Transformation Governance Committee shall comprise the following:

- Mayor
- Up to two other Councillors
- Up to three Independent External Members

Council officers cannot be members of the Committee.

3.1 Other Attendees, Guests and Observers

In addition to Committee members, the following will also be in attendance:

- Chief Executive Officer (CEO)
- Director Customer and Performance
- Head of Portfolio Office & Enterprise Change

The following may attend based on the content being presented to the Committee:

- Members of the Executive Leadership Team to discuss strategic direction to inform enterprise-level decisions, and support transformation initiatives to deliver value, manage risk, and stay aligned to organisational priorities.
- Responsible Council officers to present and discuss relevant agenda topics.

Any Councillor, not appointed to the Committee, may attend the meeting as a contributor and will have the opportunity to participate in discussions. Other guests may also be invited to attend, observe, present, and/or participate in meetings, this would generally be for a specific purpose and/or specified period. This is at the discretion of the Committee.

3.2 Chairperson

The Chairperson is to be an Independent External Member of the Committee. The members of the Committee will appoint a chairperson at the commencement of the first meeting and annually thereafter. 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.

4. Method of Appointment

4.1 Selection of Councillor Members

Council will appoint Mayor and Councillor representation annually at a Council Meeting following Mayoral elections.

4.2 Selection and recruitment of Independent External Members

The approach and method for appointing Independent External Members will be conducted through an expression of interest process. Roles will be advertised via digital recruitment channels, on Council's website, and through local networks and company director forums. Independent External Members will be selected by a panel comprising a Councillor and up to two Council Executive Officers. Appointments will be made for a two-year term, and 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. Incoming Independent External Members will participate in a structured onboarding process. Appointees are expected to have a background in the Information, Communication and Technology (ICT) industry, experience in enterprise transformation and ERP platforms (ideally Tech One), customer experience and/or governance, with an awareness of local government considered advantageous.

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. If there is no suitable candidate from the previous selection process, the role will be re-advertised as per the above process. Under either scenario, Council will appoint the new Independent External Member.

4.3 Remuneration of Independent External Members

Remuneration will be paid to independent members at the rate of \$8,660 per annum for the Chairperson and \$6,860 for other Independent External Members for the same period. An annual increase in line with the rate cap will be applied.

4.4 Council Officers

Council Officers will be nominated by the Director of Customer and Performance to support the Committee, as required, by providing advice and administrative assistance.

5. Delegated Authority and Decision Making

The Committee acts in an advisory capacity only. The Committee has no executive authority, delegated financial responsibilities, nor delegated authority to make decisions on behalf of Council. The Committee provides advice or makes recommendations to Council and staff to assist them in their decision making.

6. Meeting Procedures

The Committee will meet quarterly. A typical meeting will run for up to 3 hours and preparation will involve review and critical analysis of papers.

An annual schedule of meetings will be agreed upon at the first Committee meeting of each year. The Committee may also highlight any emerging issues for inclusion in the Committee's work plan. Changes to the Committee's work plan will be made in consultation with the Chairperson. The Committee is not required to give public notice of its meetings, and its meetings are not open to the public.

6.1 Meeting Protocols

The Committee operates with disciplined, efficient meeting practices, including timely scheduling, advance circulation of papers, focused and respectful discussion, and consensus based advice to Council wherever possible. The Committee is guided by transparent and accountable governance, with guidance and performance measures aligned to Council values and the wellbeing of the community and employees. It champions transformation outcomes across governance forums, and communicates outcomes in clear, plain language that reinforces public value.

Members are expected to attend, prepare for, and actively contribute to meetings, working collaboratively to achieve Committee objectives. Councillors represent community interests, provide relevant insights for key matters with Council, and consider and act on Committee recommendations. Independent members support and build Councillor capability to support effective operation. All members provide objective, evidence based strategic advice, understand relevant legislative and regulatory obligations, and adhere to the C&P Portfolio Governance Model.

6.2 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 upon, the differing opinions should be clearly expressed in the minutes of the meeting.

6.3 Quorum

There will be no designated quorum for the Committee. The Committee can proceed if Councillor nominees are not present at the meeting.

6.4 Meals

The provision of refreshments during the course of a Committee meeting will be provided in accordance with the Meals and Beverages for Council Committees Policy, including providing reasonable meals for Committee meetings at times that immediately precede, follow or extend through normal mealtimes.

7. Agendas and Meeting Minutes

Agendas and meeting minutes must be prepared for each meeting in digital format or hard copy by request.

The Agenda must be provided to the Committee members no less than seven (7) days before the time fixed for the holding of the meeting, 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.

Council Officers 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.

Minutes for Advisory Committees are not required to be published on the Council website.

8. 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 people 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.

Independent Members and Councillors are consequently required to comply with the conflict-of-interest provisions as set down in the Local Government Act 2020.

Members 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 Committee member remains or leaves the room whilst the matter is discussed, and this must also be recorded in the minutes of the meeting.

9. Working Groups

Working groups may be formed to support analysis, reporting, and initiative oversight, with clear reporting and escalation pathways. Independent Members may request “immersion” sessions to provide independent advice, guidance and recommendations outside of Committee meetings. These sessions will be generally aligned with Committee meetings which are conducted quarterly.

10. Performance Evaluation and Reporting

Led by the Chairperson, the Committee shall undertake a process to evaluate its performance annually each year and make recommendations for any opportunities for improvement. This annual report will be reported to the Audit and Risk Committee.

As part of the broader C&P Governance model, the Audit and Risk Committee will also receive a 6-monthly transformation program progress and health report. The transformation program progress and health will be reported to Council via the Quarterly Performance Report to Council.

11. 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.

12. Committee Review Date

This Committee will be reviewed regularly with a review date not exceeding two years. 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.

13. Administration Support

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

14. 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 a material change, it must be considered by Council.