



MOUNT BARKER
DISTRICT COUNCIL

Summit Sport and Recreation Park Board

Terms of Reference

Established as a Committee of the Mount Barker District Council pursuant to Section 41 of the Local Government Act 1999

1. NAME

- 1.1 The Committee will be known as the Summit Sport and Recreation Park (SSRP) Board (the Board).

2 ROLE AND OBJECTIVES

- 2.1 The Board will:
 - 2.1.1 maximise participation of the facility and seek to minimise the net cost to Council
 - 2.1.2 proactively drive the ongoing relationship with Council and by this and other methods promote the services and facilities of the SSRP ;
 - 2.1.3 proactively work with the Council executive to provide Board input to future developments of the overall Summit precinct
 - 2.1.4 have responsibility for the strategic, financial and governance aspects of the SSRP facilities;
 - 2.1.5 by setting the strategic direction and governing the operational management of the SSRP facilities in order to meet the key objectives of the SSRP as set out by Council in the adopted Business Strategy and the Operating and Governance model;
 - 2.1.6 be responsible for the establishment and subsequent review of management and lease/licence agreements with SSRP users;
 - 2.1.7 consider commercial arrangements to optimise returns to the SSRP;
 - 2.1.8 provide advice to Council on any matter referred to the Board by Council; and
 - 2.1.9 be responsible for directing that all activity undertaken within the SSRP facilities is in accordance with legislative requirements.

3 SUB-COMMITTEE

- 3.1 The Board will establish a User Sub-Committee to be known as the Summit Sport and Recreation Park User Sub-Committee (Sub-Committee).

- 3.2 The Sub-Committee will report to the Board.
- 3.3 The Sub-Committee will be made up of authorised Licensees and sub-licensees of the facility
- 3.4 The Sub-Committee will be advisory, it will not have any delegated powers.
- 3.5 The Council will provide to the Board a draft Terms of Reference including the composition for the Sub-Committee and provide an opportunity for the Board to provide feedback to the Council before finalising the Terms of Reference. The same opportunity will be afforded to Council should the Board subsequently propose to alter the Terms of Reference for the Sub-Committee.
- 3.6 The Board will take into account the advice from the Sub-Committee on user requirements and arrangements including their input to scheduling and feedback on the effectiveness of the facilities' operations.
- 3.7 The Chairperson of the Sub-Committee will be same person as the Responsible Officer to the Board or a delegate of the Responsible Officer.

4. ACCOUNTABILITY

- 4.1 The Board is accountable to Council.

5. FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

- 5.1 The Board will:
 - 5.1.1 Direct the preparation of policies necessary to govern the SSRP facilities for Council approval.
 - 5.1.2 Direct the preparation of procedures and associated governance mechanisms to enable the effective implementation of the approved policies.
 - 5.1.3 Develop an annual budget by 31 March each year for Council approval
 - 5.1.4 Prepare and present a draft 3 year rolling business plan for Council approval by 31 March each year.
 - 5.1.5 If requested, provide high level advice to Council on matters concerning the facilities and surrounding projects on the broader Summit precinct site.
 - 5.1.6 Present a 3 year activation and marketing plan for Council approval.
 - 5.1.7 Ensure the delivery of the activation and marketing plan.
 - 5.1.8 Encourage commercial sponsorship and investigate other sources of revenue and make recommendations to Council.

6 REPORTING

- 6.1 The Board shall provide quarterly reports to Council summarising the financial and operation position against the annual business plan key performance indicators.
- 6.2 The Board shall provide an annual report to Council by no later than 30 September each year which will also include whether the Board believes changes are required to the Terms of Reference.
- 6.3 The Board Chair shall present the Annual Report and Business Plan each year to a meeting or briefing session of the Council.

7. DELEGATED AUTHORITY

The Board will have delegated authority to:

7.1 Meetings:

- Determine the time and place for Board meetings.

7.2 Sub-Committee

- Establish the sub-committee following endorsement from Council of the proposed Terms of Reference for the Sub-Committee and will be known as the SSRP Sub-Committee (Sub-Committee).
- Members of the Sub-Committee may be removed from office by Board resolution at any time.
- Review the Terms of Reference for the Sub-Committee annually to ensure the efficiency and effectiveness of this Committee is achieved.

7.3 Procedures and associated administration.

- Approve SSRP procedures and associated administration necessary to implement the approved annual business plan and that are consistent with approved Council policies relevant to the SSRP.

7.4 Management and Other Agreements

- Negotiate and execute the management agreements (i.e. lease/licence) that are in accordance with the approved SSRP Business Plan and Operations and Governance Model and approved Council Policies, with the user groups.

7.5 Financial:

- Consult with the Sub-Committee to formulate a draft annual budget to be submitted to Council by 31 March each year.
- Having regard to strategic objectives assess and regularly review to what extent a subsidy should apply to each regular user group and ensure that any subsidy is disclosed and reported on.
- Expend Council's approved budgeted funds.
- Set SSRP licence fees and fees/charges by 31 March as appropriate.
- Raise funds through approved fees/ charges or other approved income streams and deposited with Council for receipting to the SSRP account.

- Consider, endorse and recommend to Council grant funding applications to external bodies from Council, user groups, associations and State Sporting Organisations.
- Develop other revenue streams consistent with Council policies.

7.6 Contracts

- Enter into contracts within the approved annual budget in accordance with Council's procurement processes and policies.

7.7 Lease/Licence

- The power to grant a lease or licence consistent with objectives.

8. FREQUENCY OF MEETINGS

- 8.1 Meetings will initially be scheduled bimonthly and at other times deemed necessary by the Chair of the Board in consultation with the Executive Officer.

9. MEMBERSHIP AND APPOINTMENT

- 9.1 The Board shall comprise five (5) independent members and 1 Council Member.
- 9.2 Council will determine the process to appoint the Board members;
- 9.3 The Independent Chairperson and Independent Members shall be appointed for a term of up to three (3) years. The membership of the Board shall be staged across two time periods to avoid all Board member's tenure expiring at the same time. A person is eligible for reappointment at the expiry of their term.
- 9.4 One of the Board Members is to be appointed by Council as the Independent Chairperson.
- 9.5 The Chairperson will be invited to sit on the recruitment process for the Independent Board member positions.
- 9.6 Each independent Board member will be remunerated on the basis of a sitting fee per meeting attended.
- 9.6 The Independent Chairperson will be remunerated an additional amount in recognition of this further responsibility.
- 9.7 Each independent member of the Board shall have Australian Institute of Company Directors (AICD) qualifications (or equivalent) or demonstrated experience, comprising:
- An independent Chairperson with:
 - o broad commercial, local or state government experience; and
 - o governance and Board experience
 - o high level commercial acumen and financial management skills, and

- preferably with an interest or background in community development and/or sports management and administration
 - significant networks to enable the objectives of the Board to be met effectively.
- At least one independent board member with:
 - high level commercial acumen,
 - contract management
 - financial management skills.
- At least one independent board member with:
 - significant experience or past involvement in the management and growth of sports facilities;
 - in master planning; or
 - in leisure and/or recreation.
- At least one independent board member with:
 - significant experience or past involvement in the management of community events;
 - experience in marketing and/or
 - experience in programming and activation of recreation and entertainment facilities
 - experience in event management.
- A Responsible Officer shall be appointed from the executive staff of the Council to support the Board in its operation. The Responsible Officer will not be a member of the Board and will be a Council Management representative with broad experience and/or portfolio of responsibilities ranging across strategy, communications, operations, facilities, leases and licences, asset management or facility management. The Chief Executive Officer of the Council may delegate a proxy to support the Board in its functions in the absence of the Responsible Officer.

9.8 Members of the Board may be removed from office by Council resolution at any time.

9.9 Members of the Board may resign their position at any time by giving notice of their intention in writing to the Chairperson of the Board or if the Chairperson of the Board is resigning, then to the Responsible Officer.

9.10 If a vacancy occurs on the Board Council will determine whether to appoint a replacement Member to the Board.

10. QUORUM

- 10.1 The quorum will half the total membership of the Board in office plus one (1).
When the Chairperson is absent, the members present shall choose who is to fulfil that role for the meeting.

11. ACCESS TO MEETINGS

- 11.1 In accordance with the principles of open, transparent and informed decision making, Board meetings must be conducted in a place open to the public. Members of the public are able to attend all meetings unless prohibited by resolution of the Board under the confidentiality provisions of Section 90 of the Act.
- 11.2 Members of the public shall have access to all documents related to the Board unless prohibited by resolution of the Board under the confidentiality provisions of Section 90 & 91 of the Local Government Act (1999).

12. NOTICE OF MEETINGS

- 12.1 The Board shall conduct its meetings in the Council Chamber, Local Government Centre, 6 Dutton Road, Mount Barker, until such time as construction of Stage 1 of the SSRP has been completed and suitable technology has been installed and thereafter at the SSRP.
- 12.2 In accordance with Section 87 of the Act a notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Board and observers, no later than three (3) clear days before the date of the meetings. Supporting papers shall be sent to Board Members (and to other attendees as appropriate) at the same time.
- 12.3 Notice of meeting, agenda and supporting information will be placed on public display at the SSRP, Council's Customer Service Centre and the Council's website.

13. MINUTES

- 13.1 The Chief Executive Officer shall ensure that the proceedings and resolutions of all meetings of the Board, including recording the names of those present and in attendance, are minuted and that the minutes otherwise comply with the requirements of the *Local Government (Procedure at Meetings) Regulations 2013*.
- 13.2 Minutes of Board meetings shall be circulated within five (5) clear days after a meeting to all members of the Board and to all members of the Council.
- 13.3 Minutes of the Board meeting will be placed on Council's website, on public display at the Council's Customer Service Centre within five (5) clear days of the meeting and kept on display from the beginning of the previous year.

14. MEETING PROCEDURE

- 14.1 The Board shall conduct meetings in accordance with the *Local Government Act 1999* and observing the provisions Part 1 – Preliminary, Part 2 – Meetings of Councils and Key Committees and Part 4 – Miscellaneous of the Local Government (Procedures at Meetings) Regulations 2013; and Council’s Code of Practice for Meeting Procedures; and Code of Practice (Access to Council and Committee Meetings and Documents).
- 14.2 Conflict of Interest declarations are required pursuant to S 73 – 75D of the Local Government Act 1999.

15. OTHER

- 15.1 The Board shall have access to reasonable resources in order to carry out its duties. The Chairperson with support from the Responsible Officer shall liaise with the Chief Executive Officer as to the reasonable resource needs of the Board to fulfil the functions and responsibilities of the Board, including how that relates to the Board’s annual budget.

16. REVIEW

- 16.1 A review will be undertaken by an independent consultant appointed by Council in 2025. This review will consider governance arrangements, management agreements, financial and operational aspects including the co-ordination and management of facilities.
- A review of the Board Terms of Reference can occur at any time that the Council deems is required but in any event, will occur within 12 months of the Local Government general elections.

17. ACCESS TO TERMS OF REFERENCE

- 17.1 The Board’s Terms of Reference is available for public inspection at the Customer Service Centre, at the Local Government Centre, 6 Dutton Road, Mount Barker, South Australia and on the Council’s website www.mountbarker.sa.gov.au

18. FURTHER INFORMATION

For further information on this Terms of Reference or the operations of the SSRP Board, please contact:

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Document management

Version	Amendments	Content Manager reference	Date of Committee meeting	Date of Council meeting	Council meeting resolution reference
Original document (Regional Sports Hub Board ToR)		DOC/18/103831		2 September 2019	OM20190902.11
Revision 1		DOC/21/48370		6 April 2021	OM20210406.08
Revision 2	Following ISC review	DOC/23/79015	8 February 2023	6 March 2023	OM20230306.29