Mount Barker Regional Sports Hub Board
Terms of Reference

Established as a Committee of the Mount Barker District Council pursuant to Section 41 of the Local Government Act 1999
Endorsed by Council at its meeting on 2 September 2019

1. NAME
1.1 The Committee will be known as the Mount Barker Regional Sports Hub Board (the Board) (pending Council determining a formal name of the facility)

2 ROLE AND OBJECTIVES
2.1 The Board will:
   2.2.1 maximise participation of the facility and seek to minimize the cost
   2.2.2 promote the services and facilities of the Regional Sports Hub (RSH);
   2.2.3 have responsibility for the strategic, financial and governance aspects of the RSH;
   2.2.4 set the strategic direction and govern the operational management of the RSH facilities in order to meet the key objectives of the RSH as set out by Council in the adopted Business Strategy and the Operating and Governance model;
   2.2.5 be responsible for the establishment and subsequent review of management and lease/licence agreements with RSH users;
   2.2.6 consider commercial arrangements to optimise returns to the RSH;
   2.2.7 provide advice to Council on any matter referred to the Board by Council; and
   2.2.8 be responsible for directing that all activity undertaken within the RSH site is in accordance with legislative requirements.

3. SUB-COMMITTEE
3.1 The Board will establish a User Sub-Committee to be known as the Regional Sports Hub User Sub-Committee (Sub-Committee).

3.2 The Sub-Committee will report to the Board.

3.3 The Sub-Committee will be advisory, it will not have any delegated powers.
3.4 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.

3.5 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.

3.6 The Chairperson of the Sub-Committee will be same person as the Executive Officer to the Board.

4. ACCOUNTABILITY

4.1 The Board is accountable to Council.

5. FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

The Board will:

5.1 Direct the preparation of policies necessary to govern the RSH facilities for Council approval.

5.2 Direct the preparation of procedures and associated governance mechanisms to enable the effective implementation of the approved policies and the approved annual business plan.

5.3 Present a draft annual business plan and budget, including proposed commercial undertakings and key performance indicators, by 30 March each year for Council approval.

5.4 Prepare and present a draft 3 year rolling business plan for Council approval.

5.5 If requested, provide high level advice to Council on matters concerning the facilities and adjacent developments.

5.6 Present a 3 year marketing plan for Council approval.

5.7 Govern the implementation of the marketing plan.

5.8 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.

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 Regional Sports Hub Sub-Committee (Sub-Committee).
- Members of the Sub-Committee may be removed from office by Board resolution at any time.

7.3 Procedures and associated administration.
- Approve regional sport hub procedures and associated administration necessary to implement the approved annual business plan and that are consistent with approved Council policies relevant to the RSH.

7.4 Management and Other Agreements
- Negotiate and execute the management agreements that are in accordance with the approved RSH Business Strategy 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 30 April 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 RSH fees and charges.
- Raise funds through approved fees or charges and deposited with Council for receipting to the RSH account.
- Consider, endorse and recommend to Council grant funding applications to external bodies from Council, user groups, associations and State Sporting Organisations.
- Other revenue streams.

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**

Meetings will initially be scheduled bimonthly and eventually will be held quarterly and on an as needs basis.

9. **MEMBERSHIP AND APPOINTMENT**

9.1 The Board shall comprise 4 independent members and 1 Council Member (ensuring a different Council Member to that on the Sub-Committee).

9.2 Council will determine the process to appoint the Board members;

9.3 Two (2) Independent Members will be appointed for two (2) years and the Independent Chairperson and other member will be appointed for three (3) years. 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 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:
  - broad commercial, local or state government experience; and
  - connections (as well as broad governance background),
- At least one independent board member with:
  - high level commercial acumen,
  - contract management
  - financial management skills,
  - 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
  - the provision of community / disability / public health services; and
  - with a sound understanding of the important of a whole of community focus for the facility.

- An Executive Officer appointed by Council will be present at all meetings. The Executive Officer will not be 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.

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 Executive Officer.

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

10. QUORUM

10.1 The quorum will be 3 members.

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 RSH has been completed and thereafter at the RSH.

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 RSH, 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 - 75B of the Local Government Act 1999.
15. OTHER

The Board shall have access to reasonable resources in order to carry out its duties.

16. REVIEW

A review will be undertaken by an independent consultant appointed by Council, after 2 years of the Board being operational and again at 5 years. 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

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 RSH Board, please contact:

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