



CASULA POWERHOUSE ARTS CENTRE BOARD CHARTER

Adopted: 30 August 2017

TRIM: 006211.2018



CASULA POWERHOUSE ARTS CENTRE BOARD CHARTER

1. NAME

Casula Powerhouse Arts Centre Board

2. INTERPRETATION

2.1 For the purpose of this Charter:

- a) "CEO" means the Chief Executive Officer of Council.
- b) "CPAC" means Casula Powerhouse Arts Centre.
- c) "Council" means the Liverpool City Council.
- d) "Member" means a member of the Board.
- e) "Observer" means the person attends the meeting but has no voting rights.

3. STATUS OF COMMITTEE

Advisory Committee of Council

4. PURPOSE

4.1 The Board has been established primarily to assist in the production and promotion of cultural programs including literature, music, performing arts, visual arts, craft, design, film, video, community arts, Aboriginal arts and collections of moveable cultural heritage programs.

4.2 These programs are delivered through and at CPAC through the exhibition, performance, community development, event and public programs facilities.

5. FUNCTIONS

5.1 The functions of the CPAC Board are to:

- a) Maintain and develop a high quality arts and creative centre that presents a diversity of activities for all sections of the community;
- b) Manage, develop and promote the permanent collection of art and heritage objects of the CPAC;
- c) Develop, facilitate and promote contemporary community cultural development opportunities;

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- d) Make connections with potential supporters and sponsors.

6. OUTCOMES

6.1 The CPAC Board aims to achieve the following:

- a) Set a broad direction for the CPAC;
- b) Provide community leadership for an appreciation and support of arts, culture and creativity;
- c) Develop strong community partnerships that afford CPAC a highly visible and positive community profile;
- d) Provide connections, networks and ideas for fundraising and sponsorship;
- e) Assist in creating a space where artists and community can interact;
- f) Initiate ongoing community and corporate partners to assist in the development of programs and CPAC activities;
- g) Provide advice and feedback on community interests for programs at the CPAC;
- h) Contribute to community capacity development by providing informed advice of local community needs that may be satisfied at CPAC;
- i) Promote CPAC as the leading arts and creative industries Centre in Western Sydney.

7. COMMITTEE DELEGATIONS

7.1 The Board does not have the power to incur expenditure.

7.2 The Board does not have the power to bind the Council, unless given a specific delegated authority from Council.

7.3 The Board can make recommendations to the Council or another committee of the Council on all relevant business presented before it. Recommendations of the Board will generally be presented to the Council in written form, accompanied by a report from relevant Council officers. Recommendations made by the Board may or may not be adopted by Council.

7.4 Recommendations made by the Board which are determined by the CEO to be substantially operational in nature will be dealt with by the relevant Director, and any action or decision not to act will be reported to the Board on a regular basis.

8. MEMBERSHIP

- 8.1 The committee does not have the authority to co-opt anyone to its membership.
- 8.2 **Councillor representation**
The Mayor (or delegate), the Deputy Mayor and one Councillor will be members of this Board.
- 8.3 **Council staff representation**
8.3.1 The CEO (or delegate) will be a member of the Panel and shall assign relevant executive and other staff to this Panel in an observer capacity.
8.3.2 The Director Community and Culture will be an observer at Board meetings.
- 8.4 **Community representation**
8.4.1 Four community members with experience in the arts, business, marketing or the tertiary sector will be members of this Board.
8.4.2 The appointment of community representatives is through a selection committee comprising of Board members and Council officers who advertise for nominations, assess applications against the selection/ eligibility criteria and recommend appointments to Council for endorsement.
- 8.5 **Support staff**
8.5.1 The Administration Coordinator CPAC will attend the meeting to provide administrative and other support to the Board.
8.5.2 Administrative support is provided for the preparation of the agenda, recording of the minutes and distribution of the agenda and business papers.
- 8.6 **Chairperson**
8.6.1 The Board will be chaired by the Mayor (or delegate).
8.6.2 The role of the Chairperson is to preside at a meeting of the Board. The Chairperson requires the skills to be able to facilitate the effective functioning of the Board.

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8.6.3 If the Chairperson of the Board is not able or willing to preside at a meeting of the Board, the Board will elect a member of the Board to be Acting Chairperson for that meeting.

8.6.4 If the Chairperson of a Board is not present at the time designated for the commencement of a meeting, the first business of the meeting must be election of an Acting Chairperson to preside at the meeting.

8.6.5 The election of a Chairperson must be conducted:

- a) By the CEO or, in his or her absence, an employee of Council designated by the CEO to conduct such an election; or
- b) If neither of them is present at the meeting – by the person who called the meeting or a person acting on his or her behalf.

8.7 Other office bearers

There are no other office bearers on the Board.

9. TERM OF OFFICE

9.1 The Mayor and designated staff remain on the Board for the duration of the Council term. The Deputy Mayor and the Councillor representative will be elected by Council on a yearly basis (each September).

9.2 The community members remain on the Board for the duration of the Council term.

9.3 Casual Vacancy

Should a vacancy occur during the term of appointment; it will be filled by following the normal process for appointments.

9.4 Non-Attendance at Meetings

9.4.1 Ongoing membership of the Board is subject to regular attendance and reasonable apologies. A Board member should notify the Board Chairperson of their planned absence from a meeting.

9.4.2 Any Board member, knowing that they will be absent for three or more consecutive meetings, should notify the Board Chairperson in writing of the planned absence.

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9.4.3 In the event of a member being absent for three or more consecutive meetings without an apology and without the approval of the Board, the Board can vote on whether to declare the member's position vacant, inform the member of the outcome and fill the position as a casual vacancy.

9.5 Resignation from Committee

9.5.1 Any Board Member wishing to resign from the Board shall do so in writing to the Board Chairperson.

10. QUORUM AND RECOMMENDATIONS

10.1 The Quorum for a meeting of the Board is four members.

10.2 Observers or visitors at the meeting do not form part of the quorum.

10.3 In the absence of a quorum 15 minutes after the advertised start of the meeting, the Board members present may discuss the agenda items although any recommendations made will not become formalised until they have been ratified at the next Board meeting with a quorum present.

10.4 Wherever possible, recommendations of the Board will be made on the basis of consensus that is, where all present agree. At the discretion of the Chairperson, a vote may be called to resolve a matter. This may occur when consensus cannot be reached or in relation to a matter that is more significant in nature. In such cases, the matter will be resolved by a simple majority of those at the meeting, provided that there is a quorum present. In the event of a tied vote, the Chairperson will exercise the deciding vote.

10.5 Board recommendations are not binding on Council. To obtain Council endorsement, a Board recommendation must be reported to the Council for its decision.

11. GENERAL PUBLIC

11.1 The Board meeting will usually not be open to members of the general public. However, the Board can decide to open the meeting to the public, subject to the agreement of the Chairperson in consultation with the CEO (or delegate).

11.2 Representatives of organisations or the general community may be invited to address the Board on matters on the agenda.

12. TIMETABLE FOR MEETINGS

- 12.1 The Board will meet bi-monthly.
- 12.2 A meeting will be limited to a maximum of two hours duration unless the committee resolves to extend the length of the meeting to a particular time or the completion of business.
- 12.3 Extraordinary meetings may be called by the Chairperson of the committee in consultation with the CEO (or their delegate).
- 12.4 The location, date and starting time for meetings will be advised on the agenda.
- 12.5 Committee meetings can only be held if five working days' notice has been given to all members.
- 12.6 If an Annual General Meeting is required, it shall be held prior to 30 September each year with 14 days' notice given to members.

13. MEETING PRACTICES AND PROCEDURES

- 13.1 Unless otherwise specified in this Charter, Committee meetings must be conducted in accordance with Council's Code of Meeting Practice.
- 13.2 The Committee must observe the provisions of any other relevant Council policies and procedures.
- 13.3 Minutes of meetings must be kept in accordance with the procedures set out in Council's Code of Meeting Practice.
- 13.4 The minutes of each Committee meeting will be submitted to the next available meeting of Council.

14. INSURANCE COVER

- 14.1 Committee members are covered by Council's personal accident insurance only for attendance at meetings and other activities formally endorsed by the Committee.

15. OBSERVING THE CODE OF CONDUCT AND RELEVANT COUNCIL POLICIES

- 15.1 All members of the Committee are required to observe the provisions of Council's Code of Conduct and any other relevant Council policy applicable to the proper functioning of the Committee.
- 15.2 Should a member of the Committee breach Council's Code of Conduct or any other relevant Council policy, the matter will be referred to the CEO to be dealt with in accordance with Council's Code of Conduct Procedures.
- 15.3 A breach of the Code of Conduct may result in the particular Committee member concerned being excluded from membership of the Committee.
- 15.4 If a Committee member has a pecuniary interest in any matter with which the Committee is concerned, and is present at a meeting of the Committee at which the matter is being considered, they must disclose the interest to the meeting and must not be present during any discussion or decision making relating to that matter. Leaving the room is necessary because to remain in the presence of the meeting but refrain from voting is taken to be a vote against the motion.
- 15.5 A member of the Committee who has a non-pecuniary conflict of interest in any matter with which the Committee is concerned and is present at a meeting of the Committee at which the matter is being considered must disclose the interest to the meeting as soon as practicable. If a member of the Committee has declared a non-pecuniary conflict of interest, there exists a range of options for managing the conflict of interest. The option chosen will depend on an assessment of the circumstances of the matter, the nature of the interest and the significance of the issue being dealt with.
- 15.6 A Committee member will deal with a non-pecuniary conflict of interest in at least one of these ways:
- a) Where the potential for conflict is deemed minimal, take no action. However, the Councillor or Committee member should consider providing an explanation as to why it is considered that only a minimal or non-existent conflict exists.
 - b) Where the potential for conflict is more significant, take no part in the matter by leaving the room in which the meeting is

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taking place and take no part in any debate or vote on the issue, as if the provisions in section 451(2) of the Act applied.

- 15.7 Committee members declaring a conflict of interest, whether pecuniary or non-pecuniary, should complete a Declaration of Interest Form which is to be signed by the CEO and retained by Council in accordance with Council's Code of Conduct and its Ethical Governance: Conflicts of Interest Policy.

16 CONFIDENTIALITY AND MANAGING PRIVACY

16.1 Committee members, through their involvement on the Committee, may come in contact with confidential or personal information retained by Council. Committee members are required to maintain confidentiality and security in relation to any such information and not access, use or remove that information, unless authorised to do so.

16.2 The *Privacy and Personal Information Protection Act* 1998 and Council's Privacy Management Plan deal with the collection, holding, use, correction, disclosure and transfer of personal information.

16.3 Should a Committee member become aware of any breach of security, or misuse of Council's confidential or personal information, they should inform the CEO immediately.

17 MEDIA PROTOCOL

17.1 The Mayor is the only person permitted to speak to the media on behalf of the Committee.

17.2 No other member of the Committee is permitted to speak to the media in their capacity as a Committee member.

18 REVIEW OF THE COMMITTEE AND THIS CHARTER

18.1 Council will review the work of the Committee and this charter every two years.

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AUTHORISED BY

Council Resolution

EFFECTIVE FROM

30 August 2017

DEPARTMENT RESPONSIBLE

Community and Culture (Casula Powerhouse Arts Centre)

REVIEW DATE

Two years from the date of the adoption of this charter

VERSION

Version	Amended by	Date	TRIM Number
1	Council Resolution	30 March 2016	198338.2015
2	Council Resolution	30 August 2017	215697.2017

REFERENCES

Liverpool City Council: Code of Conduct

Liverpool City Council: Code of Conduct Procedures

Liverpool City Council: Code of Meeting Practice

Liverpool City Council: Councillor Access to Information and Interaction with Staff Policy

Liverpool City Council: Ethical Governance: Conflicts of Interest Policy

Liverpool City Council: Privacy Management Plan