

AUDIT COMMITTEE INDEPENDENT MEMBER SELECTION COMMITTEE



1. Establishment

Pursuant to Section 41 of the *Local Government Act 1999 (the Act)*, the Council establishes a Committee to be known as the Audit Committee Independent Member Selection Committee (the Selection Committee) for the purposes of shortlisting, interviewing and determining the independent members of the Audit Committee.

2. Delegations of the Committee

2.1 The Selection Committee has delegated authority under Section 44(2)(a) of the Act to:

- Determine shortlist of applicants
- Conduct interviews of applicants
- Determine the successful applicant(s) for the vacant Independent Member position(s) on the Audit Committee

Procedures to be followed is set out in **Schedule 1** to this Terms of Reference

2.2 The Selection Committee is delegated the power to adopt its own minutes.

2.3 From time to time, the Selection Committee may make recommendations to Council in relation to the operations of the Committee.

2.4 The Chief Executive Officer is delegated authority to amend the procedures set out in **Schedule 1** of this Terms of Reference as required and in consultation with the Presiding Member of the Committee.

3. Membership

3.1 Membership of the Selection Committee shall consist of:

- The Mayor
- The Audit Committee Independent Presiding Member or an alternative Independent Member, where the Audit Committee Independent Presiding Member has a conflict.
- The Executive Officer of the Audit Committee

3.2 The Mayor will be the Presiding Member of the Selection Committee

3.3 All Members shall hold office for the Term of Council.

4. Meeting Times

The Selection Committee shall hold its first meeting at a date and time to be determined by the CEO in consultation with the Mayor and shall meet thereafter as determined by the Committee.

5. Meeting procedures, minutes and Documents

- 5.1 The Selection Committee shall conduct its meetings in accordance with Part 3 of the Local Government (Procedures at Meetings) Regulations 2000.
- 5.2 The Selection Committee shall act at all times in strict accordance with relevant legislation (being the Act and the Meeting Regulations) and with written policies, guidelines and protocols of the Council which are relevant to the Selection Committee in the performance of its functions.
- 5.3 Ordinary meetings of the Selection Committee will be held in the Council Offices or at such other places as the Selection Committee may, from time to time determine.
- 5.4 A quorum for a meeting of the Selection Committee shall be half plus one member(s) of the Committee.
- 5.5 All decisions of the Selection Committee shall be made on the basis of a majority decision of the members present.
- 5.6 Members of the Selection Committee have a responsibility to declare any conflict of interest relating to the nominees assessed by the Committee. To alleviate any conflict of interest concerns, that member shall not have any right to participate in any discussions, considerations, decisions or vote upon any matter relating to that particular nominee. See Clause 7 below.

6. Meeting Cancellation

- 6.1 If after considering advice from the CEO or delegate, the Presiding Member of the Selection Committee is authorized to cancel the respective committee meeting if it is clear that there is no business to transact for that designated meeting.
- 6.2 Members are to be advised as soon as possible and not less than 24 hours before the

7. Conduct and Disclosure of Interest

- 7.1 Members of the Selection Committee must comply with the conflict of interest provisions of the Local Government Act 1999, in particular Sections 62 (general duties), 63 (code of conduct) and 73-74 (conflict of interest, members to disclose interests) must be adhered to.
- 7.2 Members of the Selection Committee must comply with the Code of Conduct for Council Members and Chapter 5 Part 4 of the Local Government Act 1999 relating to Conduct and Disclosure of Interests.

8. Secretarial Resources

- 8.1 The Chief Executive Officer shall provide an Executive Officer and a Minute Secretary to the Selection Committee to enable it to adequately conduct its meetings
- 8.2 In the event a separate Executive Officer or Minute Secretary is unavailable the Presiding Member will appoint a Member of the Selection Committee as Minute Secretary for that Meeting

9. Reporting Requirements

- 9.1 The reporting of decisions of the Selection Committee will be reported to the next meeting of Council.
- 9.2 Pursuant to Section 41(8) of the Act all decision of the Committee (with the exception of those decision made under delegated authority) will be referred to the Council as recommendations of the Committee.

10. Document Control:

Last Reviewed:	November 2018
Next Review:	November 2022
Endorsed by Council:	26 January 2019
Document Owner:	Governance
Document Number:	ECM: 3917151
Executive Officer:	General Manager, Corporate Services & Innovation
Deputy Executive Officer:	General Manager, Organisational & Community Development

Schedule 1 - Procedures

In accordance with Clause 2 of this Terms of Reference, the Committee will undertake the following actions when recruiting/selecting members in the event of an Independent Member vacancy on the Audit Committee.

1 Register of Appointment Terms

- 1.1 The Governance Team will maintain a register of all Elected Member and Independent Member appointments to Council Committees and external Boards and Committees.
- 1.2 The register will be reviewed quarterly and any appointments due to end in the next six (6) months will be flagged with the Executive Officer of that Committee / Board.
- 1.3 The Executive Officer will be responsible for overseeing the Expressions of Interest / Appointment process to fill such vacancies.

2. Expressions of Interest Advertisements

- 2.1 Expressions of Interest will be advertised in the Advertiser, City of Mitcham Website, Facebook, LinkedIn and Digital Board at the Civic Centre.
- 2.2 Expressions of Interest will generally be opened for two (2) weeks and will advise potential applicants that applications and CVs of shortlisted candidates will be published publically at the conclusion of the appointment process.
- 2.3 Expressions of Interest are to address Selection Criteria and be supported by a CV and is to be submitted electronically.
- 2.4 At the close of the Expressions of Interest process all applications received will be reviewed and a recommended shortlist developed by the Executive Officer.
- 2.5 In accordance with the Code of Practice – Meeting Procedures, a Shortlisting Committee Meeting will be called and an agenda produced. The Agenda will include the Executive Officers recommended Shortlist and all applications. Due to the personal nature of the information contained in this Agenda, the report and attachments will be confidential.

This information will be held in confidence until the appointment process has been completed.

3. Shortlisting Committee Meeting

- 3.1 This meeting will be held in accordance with the Code of Practice – Meeting Procedures
- 3.2 Outcome of this meeting will be a Committee resolution on the applicants to be invited to interview with the Committee Members and feedback provided to the Executive Officer in relation to interview questions.

4. Interviews

- 4.1 Interview questions will be developed by the Executive Officer in consultation with the Committee (See clause 3.2).

- 4.2 The Executive Officer will liaise with the Committee Members and shortlisted applicants to determine appropriate interview times.
- 4.3 Interviews will be held in most circumstances at the Civic Centre.
- 4.4 At the conclusion of the each interview, the Committee members will provide feedback on the performance of the candidate against the interview questions
- 4.5 In accordance with the Code of Practice – Meeting Procedures, an Appointment Committee Meeting will be called and an agenda produced. The Agenda will include a summary of the interview process and provide the Executive Officers recommended preferred candidate. Due to the personal nature of the information contained in this Agenda, the report and attachments will be confidential.

This information will be held in confidence until the appointment process has been completed.

5. Appointment Committee Meeting

- 5.1 This meeting will be held in accordance with the Code of Practice – Meeting Procedures
- 5.2 Outcome of this meeting will be a Committee resolution on the candidate to be appointed to the independent member position(s).
- 5.3 The Executive Officer will then undertake the necessary actions to communicated and confirm the appointment and undertaken the necessary induction.