



## **BAYSIDE BUSINESS BOARD 2008**

### **MEMBERSHIP TERMS OF REFERENCE**

#### **1. Introduction**

The Bayside Business Board has been formed by Council to provide a direct link between Bayside City Council (the Council) and the Bayside business community. It is intended to provide advice and feedback to the Council on current and emerging trends and issues within the business sector that may impact on the Council's economic development programs, policies and initiatives. It also provides a valuable opportunity for networking and information exchange between key business leaders in the City and may assist with the promotion and marketing of business opportunities within the City.

#### **2. Purpose**

The purpose of the Board is:

1. to provide a core advisory group of local businesses to interact with the Council to explore ways to positively address issues of interest to business in Bayside
2. to proactively canvass for the views of local business and to then facilitate a broad collective view of their needs and inform Council as to how it should most appropriately respond
3. to identify opportunities to enhance and grow business activity in the City of Bayside
4. to identify and address local training and business information needs
5. to provide a forum to promote cooperation, networking and information exchange between businesses in Bayside
6. to promote and advance the desirability and appeal of the City of Bayside as a place to live, work, invest and conduct business

#### **3. Structure**

The Board will be constituted as follows:

1. Two Councillors nominated by the City of Bayside

2. Ten representatives from the local business community (or other such number as agreed to by the Board)
3. The composition and membership of the Board will be determined by the Council from nominations received following expressions of interest sought from within the Bayside business community
4. Board members will be appointed every two years and are expected to act in accordance with the agreed Terms of Reference of the Board at all times.
5. During the course of the year if a Board members steps down advertisements for expressions of interest will be advertised towards the end of each calendar year.
6. Council will make available senior officers to provide administrative assistance and support to the Board
7. The Board will consist of a Chair, Deputy Chair, Treasurer and Secretary, elected on an annual basis.
8. The Board may form Subcommittees as required and elect a Coordinator for the Subcommittee. Each Subcommittee will have a specific objective and will report back to the Board.

#### **4. Meeting Procedure**

The Board will meet as follows:

1. The Board will meet at least quarterly, or more frequently as required, at such times and places as to be determined by the Board
2. At least one Councillor plus at least seven of the non-Council Board members (including the Chair or Deputy Chair) shall constitute a quorum for the purposes of Board meetings
3. The Board is not a formal Committee of the Council, is not a decision-making body and has no formal status, authority or power (it is primarily intended to provide comment, advice and feedback to the Council).
4. Minutes of Board meetings will be formally reported to Council.
5. The Board shall operate in an environment of open and free exchange of information and shall seek to discuss, debate and cooperate in a spirit of partnership to achieve decisions by consensus rather than by voting
6. Every member shall respect the rights and opinions of each other member and behave in a courteous, fair and reasonable manner at all times during meetings
7. Members of the Board shall at all times seek to work together in the best interests of the broader local Bayside business community
8. Members of the Board shall respect the confidentiality of matters discussed at Board meetings and not use Board meetings or

information gained at Board meetings for inappropriate personal gain or reward

9. The Board may utilise the services of a designated officer of the Council or employee of the Board to provide administrative assistance (including the production and circulation of agendas and minutes) at its meetings and in the carrying out of its functions
10. Subject to the above, the Board shall determine and regulate its own operating procedures

### **Duty to Avoid Conflict, Disclose Interests and to Observe Confidentiality and Privacy Duty**

No member of the Bayside Business Board ("Board") should allow a conflict of interest to compromise their position on the Board. A Board member's "personal" interests or other duties (for example, providing services to Council or the Board under contract for reward) and their duty to the Board must not be brought into conflict. This overlaps with the duty to act in good faith and for a proper purpose.

Categories of situations that give rise to conflicts of interest are:

**(i) Board members taking advantage of opportunity**

A Board member must not use their position to make a profit.

**(ii) Board members taking advantage of an opportunity where the Board is unable**

A Board member must not profit personally from their position as a Board member, and must not to allow a conflict to arise between their duty as a Board member and their own self-interest.

A Board member is disqualified from usurping for their own benefit or for the benefit of others, an opportunity that the Board is actively pursuing.

**(iii) Board members contracts with the Board**

Contracts made by a Board member with the Board or Council are voidable at the option of the Board and/or Council. This includes contracts in which Board members have an indirect interest. The fairness of the contract is irrelevant, and this is applied as a strict rule.

In respect of a contract with the Board the contract may be validated by ratification at a full Board meeting, provided there is full disclosure.

A board member must declare the nature of any direct or indirect interest they have in a matter that relates to the affairs of Board.

**(iv) Conflict of external duties with Board members' duties**

Where a Board member holds an office or property, which creates duties in conflict with their duties as a Board member, they should declare the interest at the next meeting of the Board after they become aware of the conflict. They may participate in discussion but be absent during a vote.

**(V) Conflict of Interest Procedures**

If the Board Member considers that they have, or might reasonably be perceived to have, an Interest in a matter before the Board or a Sub Committee, they will clearly state the nature of their interest at the commencement of the meeting and immediately before the matter is considered. The Board or Sub Committee will do this on every occasion that the matter is considered.

If a Board Member has a Conflict of Interest in a matter they will ensure they do not move or second the motion and that they leave the room during any vote on the matter and not vote on the matter. The Board Member may choose to remain during the consideration or discussion of the matter before the Chair.

**(Vi) All Board members to sign a Confidentiality and Privacy Agreement**

All Board members will be required to sign a confidentiality and privacy agreement to ensure that Council information provided is used solely for the purpose of the Board