

HER MAJESTY'S THEATRE BOARD SPECIAL COMMITTEE

TERMS OF REFERENCE

1. BACKGROUND

- 1.1. By this Terms of Reference document, the Ballarat City Council (**Council**) establishes the Her Majesty's Theatre Board Special Committee (**Board**) pursuant to Section 86 of the *Local Government Act 1989 (LGA)*. The Board is established to provide advice on matters relating to the performing arts in Ballarat and the management of Her Majesty's Theatre.
- 1.2. The Board has the powers, duties and functions of Council as set out in these Terms of Reference and the Instrument of Delegation. These Terms of Reference set out the structure and basis on which the Board can make decisions for and on behalf of Council.
- 1.3. These Terms of Reference are authorised by a resolution R372/18 of Council passed on 12 December 2018.

2. PURPOSE

The Board is established for the purpose of:

- 2.1. Providing strategic direction regarding Her Majesty's Theatre;
- 2.2. Providing industry advice on the performing arts; and
- 2.3. Setting the priorities for performing arts activities at Her Majesty's Ballarat and other venues that will enhance Ballarat as a place for the performing arts.

3. OBJECTIVES

The objectives of the Board are to:

- 3.1. Provide a critical link between Council, staff, the people of Ballarat, and the performing arts community;
- 3.2. Contribute advice from a skills-based perspective to ensure that Council's policies, strategies and programs are relevant to Her Majesty's Theatre and the performing arts;
- 3.3. Stimulate community dialogue and debate through raising contemporary issues with staff, patrons, users and consistent with all Council policies;
- 3.4. Develop and oversee the implementation of a strategy for the Theatre that provides for a range of cultural experiences that support Ballarat and district residents and stakeholders, including local theatre companies and Royal South Street Society;
- 3.5. Advise and advocate for the central importance of performing arts to the Ballarat community;
- 3.6. Provide advice and guidance around programming and events to ensure they are managed in a financially responsible manner; and
- 3.7. Support the City of Ballarat in its leadership role in the performing arts.

4. ROLES AND RESPONSIBILITY

The role of the Board is to:

- 4.1. Exercise Council's powers and carry out Council's duties and functions in accordance with these Terms of Reference for Her Majesty's Ballarat and as permitted by the Instrument of Delegation;
- 4.2. Provide strategic guidance to Council and Council officers on the management of Her Majesty's Theatre;
- 4.3. Ensure the Theatre provides a safe and welcoming environment for staff, users and patrons consistent with all Council Policies;
- 4.4. Develop and oversee the implementation of a strategy for Her Majesty's Ballarat that provides for a range of cultural experiences that support Ballarat and district residents and stakeholders, including local theatre companies and the Royal South Street Society;
- 4.5. Provide advice and recommendations to Council on the development of strategies, policies and projects pertaining to Her Majesty's Theatre and the performing arts in Ballarat;
- 4.6. Promote the participation of Her Majesty's Theatre and the performing arts in strategic planning and development of activities within Ballarat;
- 4.7. Ensure the Theatre operates in a financially responsible manner and delivers good value to all stakeholders; and
- 4.8. Support the work of Council in developing partnerships with the wider community and government sector to promote and develop the performing arts within Ballarat.

5. DELEGATION OF POWERS, DUTIES AND FUNCTIONS

- 5.1. In order to fulfil and carry out its purposes and objectives Council delegates to the Board, pursuant to Section 86(3) of the *Local Government Act 1989*, the powers, duties and functions set out in the Instrument of Delegation passed at Council on 23 August 2017 (R280/17) and attached to these Terms of Reference.
- 5.2. The powers, duties and functions of Council conferred on the Board by these Terms of Reference and Instrument of Delegation must be exercised in accordance with any guidelines or policies that Council may from time to time adopt; and
- 5.3. Board Members are at all times expected to act in accordance with their responsibilities as set out in Part 4, Division 1A of the *Local Government Act 1989*.

6. MEMBERSHIP

- 6.1. The Board is constituted to achieve a balance between developing the skills of members who contribute through democratic committee structures, maintaining a working knowledge of the Theatre, recent debates and decisions relating to the performing arts and ensuring that membership of the Board is invigorated with new ideas and perspectives on a regular basis.
- 6.2. All Board members will receive an induction into the City of Ballarat process, the purpose of the Board and the operations of the Board.

- 6.3. The Board will consist of 12 (Twelve) members comprising:
- 6.3.1 Four (4) external skills-based community members, sought through publicly invited Expressions of Interest;
 - 6.3.2 Four (4) members nominated by the Royal South Street Society Inc.;
 - 6.3.3 One (1) User Group representative nominated by consensus of local user groups; and
 - 6.3.4 Three (3) Councillors appointed by the City of Ballarat. Where more than one appointed Councillor attends a meeting, only one Councillor may vote on a resolution. If the Councillors are unable to agree between themselves which of them is to vote on a resolution, the Mayor of the Day may exercise the voting right on the Councillors behalf.
- 6.4. Council officers who attend the meetings of the Board are to provide advice and support to the Board and are not considered Board members and therefore do not have voting rights.
- 6.5. Each member of the Board has and may exercise one equal vote on any question before the Board for determination.
- 6.6. Council will review the membership and voting rights of each Board member within one year of a new Council election (ie, every four (4) years).
- 6.7. A Councillor appointed to the Committee will be the Chairperson of the Board.
- 6.8. In the event the appointed Councillor declines the role as Chairperson, the Board will elect a Chairperson from the members of the Board.
- 6.9. If the Chairperson is absent from a Board meeting, the Board will select a temporary Chairperson to chair the Board meeting.
- 6.10. The Board will elect a Deputy Chairperson from the Members of the Board.
- 6.11. All Board members must submit Primary and Ordinary Returns to Council.
- 6.12. Membership is for a three (3) year period, Board members have an option to reapply to the Board for a further 3-year term with the approval of Council, with a limitation of 2 consecutive terms, with the exception of the Royal South Street Society CEO who may serve additional terms.
- 6.13. Where a Board member retires within their three (3) year term, their replacement will serve out the remaining term of the retiring Board member.
- 6.14. Terms of membership will expire in December on a triennial basis.
- 6.15. The Councillor representative is elected for their term in office.
- 6.16. Any member who is unable to attend three (3) meetings in a calendar year without an approved leave of absence will be deemed to have resigned from the Board.

7. MEETINGS

- 7.1 Unless Council resolves otherwise, Board meetings will be conducted in accordance with:
- 7.1.1 Council Meeting Procedure Local Law (as amended from time to time and adopted by Council);

- 7.1.2 Part 4, Division 2 of the LGA; and
- 7.1.3 The Board's discretion, as exercised from time to time.
- 7.2 The Board will meet at least six (6) times per year or as agreed by the Board from time to time.
- 7.3 A quorum of the Board will be half the voting membership plus one (1).
- 7.4 Voting will be by a majority of votes on a show of hands. Only members in attendance are entitled to vote. The Chairperson shall have the casting vote.

8. REPORTING

- 8.1 The Board is responsible for taking proper minutes of all meetings and preparing reports for the Board's consideration in accordance with:
 - 8.1.1 Council's Meeting Procedure Local Law (as amended from time to time and adopted by Council);
 - 8.1.2 Division 2, Part 4, of the Local Government Act 1989; and
 - 8.1.3 The Board's discretion, as exercised from time to time;
- 8.2 Minutes of Board meetings must be forwarded to the Statutory Compliance Unit of Council immediately after adoption by the Board. The Council officer will write a report for Council so as the minutes can be noted.
- 8.3 The Board must prepare and present to Council a report of its activities upon being required to do so by Council and, in any event, at least once per year.
- 8.4 The Board will brief Council at least twice each calendar year on broad policy and strategic issues relevant to the City of Ballarat's performing arts policy and strategy and the direction of Her Majesty's Ballarat.
- 8.5 Where requested by Council, the Board must report its activities and performance to a meeting of Council.

9. CREATION AND DISSOLUTION

By these Terms of Reference the:

- 9.1. Board is established (or continued); and
- 9.2. Powers, duties and functions of the Board, as set out in this Instrument, are delegated;
- 9.3. These Terms of Reference and the Instrument of Delegation:
 - 9.3.1 Come into force immediately the Common Seal of Council is affixed to it; and
 - 9.3.2 Remain in force until Council determines to vary or revoke it;
- 9.4. The Board can be dissolved by Resolution of Council.
- 9.5. These terms of Reference must be reviewed in the 12 months following a general election.

Dated: 12 December 2018

The Common Seal of Ballarat City Council
was affixed by authority of the Council in the
presence of:

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MAYOR/COUNCILLOR

COUNCILLOR

CHIEF EXECUTIVE OFFICER

0582



SCHEDULE

Powers and functions

Her Majesty's Theatre Board Special Committee has been established by Council to provide industry advice regarding the Her Majesty's Theatre and on priorities for performing arts activities that will enhance the role of Ballarat as a place for performing arts. The Board also makes recommendations to Council for funding projects through the Arts Grants program.

1. to function in accordance with the Council sealed Terms of Reference;
2. to provide advice and recommendations to Council on the development of strategies, policies and projects pertaining to Her Majesty's Theatre and the performing arts in Ballarat;
3. to promote the participation of Her Majesty's Theatre and the performing arts in strategic planning and development activities within the municipality;
4. to support the City of Ballarat in its leadership role in the performing arts;
5. to support the work of the Council, in particular Her Majesty's Theatre and the performing arts in developing partnerships with the wider community and government sector to promote and develop the performing arts in the municipality; and
6. to make recommendations regarding the expenditure of grant monies and contracts undertaken to further Her Majesty's Theatre and the performing arts activities in the municipality.

Exceptions, conditions and limitations

The Board is not authorised by this Instrument to:

1. enter into contracts, or incur expenditure for any amount which exceeds the approved budget; and
2. exercise the powers which, by force section 86 of the *Local Government Act 1989* cannot be delegated.