

Her Majesty's Theatre Board Delegated Committee

Terms of Reference

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1. Background

- 1.1. By this Terms of Reference document, the Ballarat City Council (Council) establishes the Her Majesty's Theatre Board Delegated Committee (Committee) pursuant to section 63 of the *Local Government Act 2020* (LGA). The Committee 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 members of a Delegated Committee have 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 Committee can make decisions for and on behalf of Council.
- 1.3. These Terms of Reference are authorised by a resolution (R205/20) of Council passed on 12 August 2020.

2. Purpose

The Committee is established for the purpose of providing advice to Council on:

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

3. Objectives

The objectives of the Committee are:

- 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 Advise on the development and implementation of a strategy for the Theatre that provides for a range of cultural experience 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 of 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 Committee is:

- 4.1 To exercise Council's powers and carry out Council's duties and functions, in accordance with these Terms of Reference and as permitted by the Instrument of Delegation, for Her Majesty's Ballarat;
- 4.2 Provide strategic guidance to Council and Council officers on the management of Her Majesty's Theatre;
- 4.3 Advise on the Theatre operations to enhance the delivery of a safe and welcoming environment for staff, users and patrons consistent with all Council Policies;
- 4.4 Advise on the development and 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 recommendation 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 the strategic planning and development of activities within Ballarat;
- 4.7 Review and advise on how Theatre operates in a financially responsible manner and delivers good value to stakeholders; and
- 4.8 Support the work of Council in developing partnerships with the wider community and government sector to promote and development 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 members of the Delegated Committee, pursuant to section 11(1)(a) of the *Local Government Act 2020*, the powers, duties and functions set out in the Instrument of Delegation passed at Council on 22 July 2020 (R180/20) and attached to these Terms of Reference.
- 5.2 The powers, duties and functions of Council conferred on the Committee 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.
- 5.3 Committee members are at all times expected to act in accordance with their responsibilities set out in Council's Governance Rules and the Committee Policy.

6. Membership

- 6.1. The Committee 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.
- 6.2. Council Officers who attend the meetings of the Committee are to provide advice and support to the Committee and are not considered Committee members and do not have voting rights.
- 6.3. Each member of the Committee has and may exercise one equal vote on any question before the Committee for determination.
- 6.4. Council will revise the membership and voting rights of each Committee member as it sees fit.
- 6.5. The Councillor appointed by the Council or the Mayor will be the Chairperson of the Committee in accordance with section 63(2)(a) of the *Local Government Act 2020*.
- 6.6. If the Chairperson is absent from a Committee meeting, the Committee will select a temporary Chairperson to chair the Committee meeting.
- 6.7. All of the Committee members must submit primary and ordinary returns to Council in accordance with section 81 of the *Local Government Act 1989*.
- 6.8. 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.
- 6.9. Terms of membership will expire in December on a triennial basis.

7. Meetings

- 7.1 Unless Council resolves otherwise, Committee meetings must be conducted in accordance with:
- 7.1.1 Council's Governance Rules;
 - 7.1.2 section 61 *Local Government Act 2020*; and
 - 7.1.3 the Committee's discretion, as exercised from time to time.
- 7.2 The Committee 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 Committee will be half of the members plus one.

- 7.4 Voting will be by a majority of votes by a show of hands. Only members in attendance are entitled to vote. The Chairperson shall have the casting vote in the event of an equality of votes.

8. Reporting

- 8.1 The Committee is responsible for taking proper minutes of all meetings and preparing reports for the Committee's consideration in accordance with:
- 8.1.1 Council's Governance Rules;
 - 8.1.2 the Committee's discretion, as exercised from time to time;
 - 8.1.3 Minutes of Committee meetings must be forwarded to the Statutory Compliance Unit immediately after adoption by the Committee.

9. Creation and Dissolution

- 9.1 By these Terms of Reference, the:
- 9.1.1 Committee is established; and
 - 9.1.2 powers, duties and functions of the Committee members, as set out in the Instrument of Delegation, are delegated.
- 9.2 These Terms of Reference and the Instrument of Delegation:
- 9.2.1 come into force immediately when the resolution of Council adopting them is made; and
 - 9.2.2 remain in force until Council determines to vary or revoke it.
- 9.3 The Committee must be dissolved by a resolution of Council.
- 9.4 These terms of reference will be reviewed as required.

Dated: 12 August 2020.