

## Ordinary Meeting

**Meeting Date:** Tuesday, 24 February, 2026  
**Location:** The Studio, Shoalhaven Entertainment Centre, Bridge Road, Nowra  
**Time:** 5.30pm

## Addendum Agenda

### Reports

#### City Performance

CL26.37 Finance Review Panel Terms of Reference Review - 2026.....1

## CL26.37 Finance Review Panel Terms of Reference Review - 2026

**HPERM Ref:** D26/68673

**Approver:** Katie Buckman, Director - City Performance

**Attachments:** 1. Financial Review Panel - Terms of Reference - No mark up [↓](#)  
2. Financial Review Panel - Terms of Reference - Track changes [↓](#)

### Purpose:

The purpose of this report is to provide Council with proposed amendments to the current Finance Review Panel Terms of Reference (TOR) for approval.

### Recommendation

That Council:

1. Receive and adopt the proposed Finance and Infrastructure Review Panel Terms of Reference (TOR).
2. Commence the expression of interest process to fill the 2 vacant community representative membership positions as detailed in section 8 of the Terms of Reference (TOR).

### Community Strategic Plan:

- 4 Transparent leadership with good governance
  - 4.1 Financial sustainability
  - 4.2 Transparent leadership
  - 4.3 Effective collaboration and engagement

### Delivery Program / Operational Plan:

- 4.1.1 Support Council's sustainable delivery of projects and corporate services through sound financial management and control
- 4.2.1 Provide support to the elected Council to enable effective leadership
- 4.3.2 Provide opportunities for the community to have genuine engagement on Council planning and decision making

### Background

Shoalhaven City Council Section 355 Advisory Committees have been established to provide community with a platform to provide advice on Council's plans and strategies. The Finance Review Panel is one such committee and is overseen by the City Performance directorate. The Finance Review Panel was endorsed by Council at the 14 October 2024 council meeting (MIN24.493). The current Terms of Reference (TOR) were endorsed by Council at the 28 October 2024 Council meeting (MIN24.528).

The current TOR requires a review of the efficiency and effectiveness of the Finance Review Panel within 12 months of operation (under section 8 Membership).

As part of the review, Council proposes the scope of the Finance Review Panel be broadened to include the provision of advice on the efficacy of project management frameworks and delivery of major projects (>\$10M). This is reflected in section 2 of the proposed TOR (**Attachment 1 and 2**). Further is proposed to rename the Finance Review Panel to the Finance and Infrastructure Review Panel.

The objectives (section 2) of the proposed Finance and Infrastructure Review Panel and the membership criteria (section 8) have been updated to reflect the proposed changes.

Key changes to the TOR

Summary of the key changes are below:

- **Renaming of the Committee to the Finance and Infrastructure Review Panel.**
- **2. Purpose: adjusted to include** “*efficacy of project management frameworks and delivery of major projects (>\$10m)*”.
- **5. Objectives (f): adjusted to include** “*Review the business case of major projects (>\$10m) including value proposition, impact on budget, planning priorities and resource allocation*”.
- **8. Membership – Community Representatives: expectations of community representative members adjusted to require the following:** “*Community Representative Members must have extensive experience at an executive level across financial management, project management/engineering, and/or local government.*

*The composition of the Committee is to always include at least three (3) community representative members with financial experience and financial qualifications”.*

- **8. Membership – Community Representative appointment to vacancies: the process for appointment to vacant positions has been strengthened.**

**The TOR now state:**

*In the event of a vacancy, the position will be filled as follows:*

- *Nominations should be advertised throughout the community via an Expression of Interest (EOI) process.*
- *Vacancies will be advertised locally via media and Council communication networks with the exclusion of casual vacancies, should they arise.*
- *Council will manage the application process.*
- *Nominees for positions will be required to complete an application form outlining how their experience and qualifications will provide benefit to the Committee and the Council. A copy of their Curriculum Vitae is to be submitted.*
- *Nominees for positions will be required to complete an attestation of the Fit and Proper Criteria set out at Schedule 1.*
- *The Mayor, Chief Executive Officer, Director – City Performance, and Chief Financial Officer will assess the applications based on their application form, Curriculum Vitae, and Fit and Proper attestation.*
- *The selection process should achieve membership with a range of financial, project management and local government expertise, and where possible gender balance and cultural and age diversity.*

CL26.37

- *Preferred applicants will be referred to Council for appointment. The Council will approve of successful applications through a council resolution.*
- **11. Code of Conduct: adjusted to align with Council’s new Code of Meeting Practices. Committee Meetings - Meeting Schedule: adjusted to include**  
*“When members attending meetings via Audio Visual link they are required to do so in accordance with Sections 5.28-5.30 of the Code of Meeting Practice, which include keeping their camera on at all times and maintaining their full attention to the business and proceedings of the meeting”.*

Other minor amendments have been made to the TOR. The following documents are attached to this report with all proposed changes tracked for ease of review:

1. Finance and Infrastructure Review Panel Terms of Reference – Tracked Changes
2. Finance and Infrastructure Review Panel Terms of Reference – Clean Copy

### **Risk Implications**

Council recognises the importance of maintaining good relationships and upholding core organisational values in all interactions with members of our Section 355 Committees. Council will tolerate appropriate and effective interventions to improve the functioning of these Committees.

### **Internal Consultations**

The Governance Team have provided guidance on proposed changes to this TOR to ensure consistency with other Committee TORs.

### **External Consultations**

The proposed TOR were discussed at the Finance Review Panel meeting on 19 February 2026.

### **Community Consultations**

Community representative members of the current Finance Review Panel were consulted as detailed above.

### **Policy and Statutory Implications**

The TOR included in this report proposed for adoption. No other policy or statutory implications.

### **Financial Implications**

There are no funds or resources outside of staff time required to propose TOR amendments.

# Finance and Infrastructure Review Panel - Terms of Reference

<b>Adoption Date:</b>	3 December 2024 – Financial Review Panel Meeting
<b>Amendment Date:</b>	
<b>Minute Number:</b>	MIN24.493, MIN24.528
<b>Next Review Date:</b>	5 December 2028
<b>Directorate:</b>	City Performance
<b>Record Number:</b>	POL26/6

Financial Review Panel – Terms of Reference

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**Financial Review Panel – Terms of Reference**

**1. Introduction**

Shoalhaven City Council has established a Finance and Infrastructure Review Panel (the Committee) in compliance with section 355(b) of the *Local Government Act 1993*.

**2. Purpose**

The Committee provides advice to Council on matters regarding the following aspects of Council's operations:

- a) financial management and reporting to facilitate sound decision making.
- b) the financial sustainability of Council
- c) efficacy of long-term financial plans and strategies
- d) efficacy of project management frameworks and delivery of major projects (>\$10m)
- e) adequate financial information for Council to decide on service delivery to the community.
- f) collection of performance measurement data by the Council
- g) identification of specific financial concerns
- h) consideration of advice and direction from the Audit Risk and Improvement Committee

**3. Interpretation**

Term	Meaning
<i>Member</i>	means a member of the Committee
<i>ARIC</i>	means the Audit, Risk and Improvement Committee of the Council
Council	means Shoalhaven City Council
<i>Chairperson / Chair</i>	means the chairpersons of the Committee
<i>Elected members</i>	mean the elected Councillors of Shoalhaven City Council
<i>CSP</i>	means the Shoalhaven City Council Community Strategic Plan
<i>DPOP</i>	means the Shoalhaven City Council Delivery Program Operational Plan
<i>LTFP</i>	means the Shoalhaven City Council Long Term Financial Plan

**4. Status of the Committee**

**Financial Review Panel – Terms of Reference**

The Committee will provide robust, objective, unbiased non-binding advice to the Council that is informed by the review of Council's information and advice provided by staff, relevant external bodies and subject matter experts. The Committee is to have an advisory role only and no administrative functions, delegated financial responsibilities or any management functions of the Council.

**5. Objectives** The Committee has the following objectives:

- a) Identify issues and drivers impacting Council's financial sustainability and stability.
- b) Recommend financial performance measures and targets to improve long term financial sustainability.
- c) Explore opportunities for cost savings, efficiencies and synergies.
- d) Review the processes for annual budget preparation, quarterly reporting and development of the resourcing strategy.
- e) Review the efficacy of Council's long term financial plans and strategies.
- f) Review the business case of major projects (>\$10m) including value proposition, impact on budget, planning priorities and resource allocation.

**6. Key strategy, plan and other linkages**

The purpose of this Committee is linked to the achievement of the following objectives and actions within the Council's Strategies, Plans and other documentation.

<b>Document</b>	<b>Objective / Action</b>
Delivery Program	4.2.05 - Promote informed decision making through clear and timely communication of the financial implications of decisions with a focus on long-term financial sustainability
Delivery Program	4.2.05.01 - Council's principles of Financial Sustainability are considered in financial decision making
Delivery Program	4.2.05.01 - Coordinate delivery of the Financial Sustainability Project to address the recommendations outlined in the 2023 financial review across key pillars of Asset and Project Management, Financial Management and Service Planning

**7. Delegations**

The Committee does not have delegations or the power to incur expenditure (directly or indirectly). The Committee may form working parties.

For exercising its role, Council authorises the Committee to:

- Request any information it needs from Council which will be provided via the secure dedicated committee portal.

Financial Review Panel – Terms of Reference

- Have direct access to the Executive Management Team of the Council
- Where authorised by the CEO, to meet with non- Executive Council staff members or contractors
- Discuss any financial matters with the ARIC or external oversight agencies
- Request that the CEO engage external legal or other professional advice in line with Council's procurement policies

**8. Membership**

The Committee will comprise the following:

- Mayor (Chairperson with voting rights)
- Deputy Mayor (with voting rights). Chair if the Mayor is absent.
- One Councillor from each Ward elected by the Council (each with voting rights)
- Chief Executive Officer (no voting rights)
- Chief Finance Officer (no voting rights)
- Director City Performance (no voting rights)
- Five (5) community representative members with demonstrated experience and acumen (each with voting rights). Experience and acumen is outlined in **8. Membership – Community Representatives**

All Councillors are welcome to attend meetings of the Committee as observers.

**Note:** Any non-voting Councillor in attendance at any of the above Committees may act as an alternate voting member in circumstances where achievement of a quorum is required.

Committee members are expected to:

- make themselves available as required to attend and participate in meetings.
- contribute the time needed to review and understand information provided.
- apply good analytical skills, objectivity and judgement.
- act in the best interests of the Council
- maintain effective working relationships with the Council and members.
- only raise issues or provide information to the Committee which relates to the purpose and role of the Committee.
- conduct themselves in a non-partisan and professional manner and must not engage in, or be perceived to engage in, any conduct that seeks to politicise the activities of the Committee.

**Community Representatives**

**Financial Review Panel – Terms of Reference**

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Community Representative Members must have extensive experience at an executive level across financial management, project management/engineering and/or local government experience.

The composition of the Committee is to always include at least three (3) community representative members with financial experience and financial qualifications.

Listening skills and a collaborative approach to problem solving are also prerequisite attributes.

Community Members will be required to meet the 'Fit and Proper Criteria' outlined at **Schedule 1** and provide an attestation to the criteria.

Community representatives must complete an induction.

Community members that fail to attend three (3) consecutive meetings and/or submit three (3) apologies may be removed from the Committee membership.

**Community Representative appointments to fill vacancies:**

In the event of a vacancy, the position will be filled as follows:

- Nominations should be advertised throughout the community via an Expression of Interest (EOI) process.
- All vacancies will be advertised locally via media and Council communication networks should they arise.
- Council will manage the application process.
- Nominees for positions will be required to complete an application form outlining how their experience and qualifications will provide benefit to the Committee and the Council. A copy of their Curriculum Vitae is to be submitted.
- Nominees for positions will be required to complete an attestation of the Fit and Proper Criteria set out at Schedule 1.
- The Mayor, Chief Executive Officer, Director – City Performance and Chief Financial Officer will assess the applications based on their application form, Curriculum Vitae, and Fit and Proper attestation.
- The selection process should achieve membership with a complementary blend of financial, project management and local government expertise, and where possible gender balance and cultural and age diversity.
- Preferred applicants will be referred to Council for appointment. The Council will approve of successful applications through a Council resolution.

**Terms of Office**

Community Member appointments to the Committee will be for a two (2) year term with a set commencement and finish date; with an option to re stand for appointment for one (1) additional term.

If a member is terminated or resigns an early substitute will be appointed only until the fixed finish date as a casual vacancy.

**Financial Review Panel – Terms of Reference**

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Elected members (or their representative) continue as members of the Committee until a Council resolves otherwise, the next general election of Council, or until the Committee is disbanded or completes its purpose in accordance with these Terms of Reference

**9. Committee Meetings**

**Agenda**

The Agenda will be distributed – seven (7) days prior to the date of the meeting to Members and Councillors on a confidential basis.

Agenda items are to be forwarded by Committee members no later than 14 days prior to the Committee meeting, with the Chair and CEO setting the final agenda in consultation with the community representative members.

Reports or queries about the meeting arrangements should be forwarded to the meeting secretariat (Governance).

**Quorum**

Seven (7) provided that a minimum of one (1) Councillor with voting rights and three (3) community representatives are present. No proxy votes are permitted. If a quorum is not present within 30 minutes of the scheduled commencement time, the meeting lapses.

Note: Any non-voting Councillor in attendance at a meeting may act as an alternate voting member in circumstances where achievement of a quorum is required.

**Voting**

If voting is required, a majority shall prevail with the Chair having a casting vote in the case of a tie. Any votes against will be recorded in the minutes.

**Meeting Schedule**

The Committee will meet monthly for the first six (6) months of operation after which meetings will be held every three (3) months, with additional meetings as required by the Chairperson.

Meetings will be conducted either in person (Nowra Administrative Centre) or electronically. Please note as required the Committee can request to meet informally via teams or in person without formal agenda or minutes for the purpose of receiving information only i.e. not making recommendation / resolution.

**Minutes**

Minutes to be approved by the Chair and circulated within 5 days of the meeting to members.

The minutes of the Meetings of the Committee will be distributed to the Audit, Risk and Improvement Committee for consideration and will be included as a report in the Agenda of Ordinary Meetings of the Council for consideration of recommendations for resolution.

The resolutions of the Council will be published in the Minutes of the Ordinary Council Meetings.

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**Financial Review Panel – Terms of Reference**

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**Confidentiality and Privacy**

The meetings of the Committee will be closed to the public, with persons other than members and Councillor observers attending only on invitation from the Chairperson and CEO.

Information and documents pertaining to the Committee are confidential and are not to be made publicly available.

Members who may have access to confidential or personal information of the Council are required to maintain the security of such confidential or personal information and therefore shall not use, share, or remove any information unless the member is authorised to do so.

The Committee may release council information to the Audit and Risk and Improvement Committee, or with the approval of the Mayor and CEO to external parties that are assisting the Committee to fulfil its role.

Confidentiality disclosures will be required to be completed by community representative members on their appointment.

**Communication, Media and Public Comment**

In relation to the communication functions of Committee, the following apply:

- The Mayor is the appointed spokesperson for the Committee and the Council.
- Members of the Committee are not permitted to speak to the media as Council representatives of the Committee unless approved by the Chairperson.
- Where approval has been given by the Chairperson, views and opinions expressed are those of the Committee and not of Shoalhaven City Council and are to represent the recommendations and observations made by the Committee as recorded in their Minutes.
- Where endorsement is required from Shoalhaven City Council, approval must be sought through the formal processes.
- The Chair and CEO are the points of contact for communication between committee members and Council staff.

**10. Council Staff Responsibility**

The Committee's contact within Council is the Director- City Performance. This Directorate is considered to be responsible for the internal operations of the Panel. This involves overseeing human resources, finance, risk, legal and compliance functions.

Governance is responsible for administrative support functions of the committee such as collating and distributing the agenda, minutes and notation of apologies.

**11. Code of Conduct**

All members of the Committee are required to observe the provisions of Council's Code of Conduct and any other policy or requirement applicable to the proper functioning of the Committee.

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**Financial Review Panel – Terms of Reference**

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When members attending meetings via Audio Visual link they are required to do so in accordance with Sections 5.28-5.30 of the Code of Meeting Practice, which include keeping their camera on at all times and maintaining their full attention to the business and proceedings of the meeting.

**Guiding Principles**

It is expected that members will carry out their functions as members of the committee responsibly and in accordance with the Code of Conduct.

Members will endeavour to:

- Treat each other and those who interact with the Committee with respect and dignity.
- Recognise and respect diverse opinions.
- Give each other the space to speak.
- Listen with open minds.
- Work constructively within the group, including identifying issues and potential recommendations.
- Represent the interests of the community they support.
- Attend scheduled meetings and inform the Governance Unit in advance should they be unable to attend.

Where a member behaves in a manner that is unsatisfactory and contrary to their responsibilities (identified within the Terms of Reference) or the Code of Conduct, the Chairperson will draw this to the attention of the relevant committee member and reinforce the required level of conduct.

The Chairperson will make written record of this and provide to a relevant council officer for recording. The committee member will be able to sight and sign the written record.

Where the committee member's behaviour does not improve after the formal warning and counselling, the committee member's membership appointment may be terminated under the Procedures for the Administration of the Code of Conduct.

**12. Document Control**

These Terms of Reference are reviewed at the commencement of each term of Council or as required. Amendments to these Terms of Reference are to be reported to Council for approval. A version history (footnote on front page) is included if amendments have been approved.

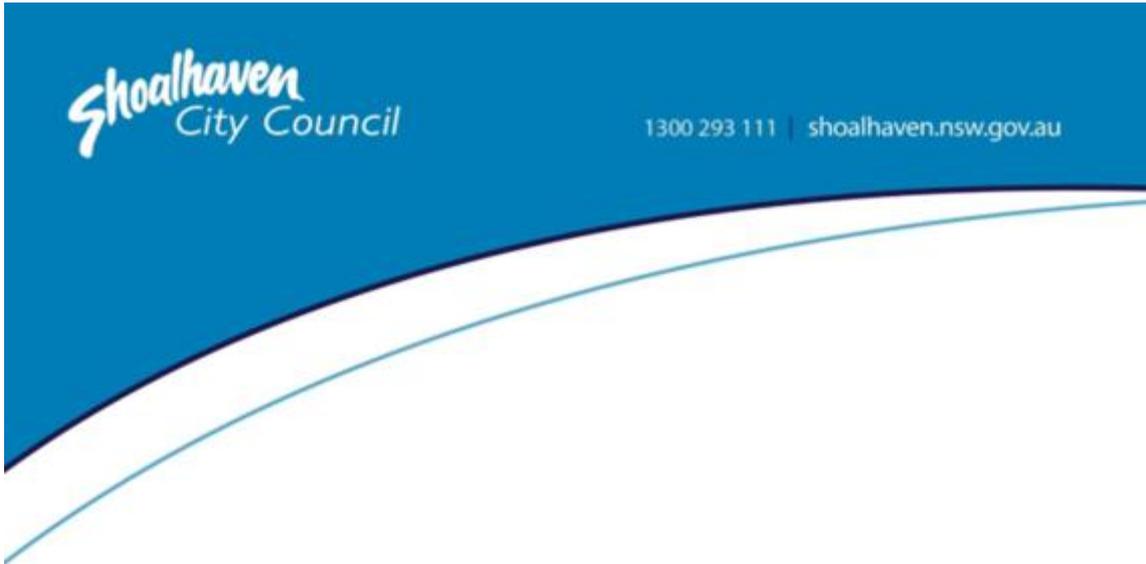
**13. Other Relevant Documents List**

Code Of Conduct  
Code of Meeting Practice  
CSP  
DPOP  
LTFP

Financial Review Panel – Terms of Reference

**14. Schedule 1 – Fit and Proper Criteria**

- Does the person have the educational or technical qualifications, knowledge, skills, experience, competence, diligence, and sound judgement to satisfactorily fulfil the community finance member representative role?
- Does the person have the character, honesty and integrity required to satisfactorily discharge the responsibilities of the community member representative role?
- Has the person demonstrated a lack of willingness to comply with legal obligations, regulatory requirements, or professional standards, or been obstructive, misleading or untruthful in dealing with regulatory bodies or a court?
- Has the person been disqualified by any statutory body from holding a statutory position?
- Has the person been the subject of criticism, discipline, punishment or adverse findings by a court, tribunal, official inquiry, regulatory agency, complaints handling body, dispute resolution body, or professional or industry body concerning the person's conduct in relation to the management of an entity or commercial or professional activity?
- Has the person been the subject of civil or criminal proceedings, or enforcement action, in relation to the management of an entity or commercial or professional activity? NOTE: Discrimination is not permitted against individuals on the basis of old minor convictions (Crimes Act 1914: Spent Convictions)
- Has the person been terminated, resigned, or was asked to resign, from a position as director or manager or professional service provider to an entity in circumstances which reflected adversely on their competence, character, diligence, honesty, integrity or judgement in discharging their community finance member representative role?
- Has the person been a director, manager, or a professional service provider to an entity which:
  - was, or later came to be, insolvent; or
  - was, or later came to be, under insolvency administration; or
  - was, or later came to be, under statutory or judicial management; or
  - failed to repay, or otherwise failed to meet its financial obligations to, creditors or beneficiaries?
- Has the person been of bad repute in any business or financial community or any market?
- Does the community representative member have a conflict of interest which may influence his or her ability to carry out the role and functions of the community representative member role they are being considered for, or already filled?
- Is the community representative member ordinarily resident in the Shoalhaven and not involved in any current developments?



**Financial Review Panel - Terms of Reference Finance and Infrastructure Review Panel - Terms of Reference**

Adoption Date:	3 December 2024 – Financial Review Panel Meeting
Amendment Date:	
Minute Number:	MIN24.493, MIN24.528
Next Review Date:	5 December 2028
Directorate:	City Performance
Record Number:	POL26/6

Financial Review Panel – Terms of Reference

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Financial Review Panel – Terms of Reference

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The Committee provides advice to Council on ~~financial~~ matters regarding the following aspects of Council's operations:

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- e)d) efficacy of project management frameworks and delivery of major projects (>\$10m)
- d)e) adequate financial information for Council to decide on service delivery to the community.
- e)f) collection of performance measurement data by the Council
- f)g) identification of specific financial concerns ~~and matters~~
- g)h) consideration of advice and direction from the Audit Risk and Improvement Committee

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**Financial Review Panel – Terms of Reference**

**4. Status of the Committee**

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- d) Review the processes for annual budget preparation, quarterly reporting and development of the resourcing strategy.
- e) Review the efficacy of Council’s long term financial plans and strategies.
- f) Review the business cases ~~associated with~~ of major projects (>\$10m) including value proposition, impact on budget, planning priorities and resource allocation.

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The purpose of this Committee is linked to the achievement of the following objectives and actions within the Council’s Strategies, Plans and other documentation.

Document	Objective / Action
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Delivery Program	4.2.05.01 - Coordinate delivery of the Financial Sustainability Project to address the recommendations outlined in the 2023 financial review across key pillars of Asset and Project Management, Financial Management and Service Planning

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For exercising its role, Council authorises the Committee to:

Financial Review Panel – Terms of Reference

- Request any information it needs from Council which will be provided via the ~~finance-secure dedicated committee~~ portal.
- Have direct access to the Executive Management Team of the Council
- Where authorised by the CEO, to meet with non- Executive Council staff members or contractors
- Discuss any financial matters with the ARIC or external oversight agencies
- Request that the CEO engage external legal or other professional advice in line with Council's procurement policies

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The Committee will comprise the following:

- Mayor (Chairperson with voting rights)
- Deputy Mayor (with voting rights). Chair if the Mayor is absent.
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- Chief Executive Officer (no voting rights)
- Chief Finance Officer (no voting rights)
- Director City Performance (no voting rights)
- Five (5) community representative members with demonstrated ~~financial~~ experience and acumen (each with voting rights). Experience and acumen is outlined in **8. Membership – Community Representatives**

All Councillors are welcome to attend meetings of the Committee as observers.

**Note:** Any non-voting Councillor in attendance at any of the above Committees may act as an alternate voting member in circumstances where achievement of a quorum is required.

Committee members are expected to:

- make themselves available as required to attend and participate in meetings.
- contribute the time needed to review and understand information provided.
- apply good analytical skills, objectivity and judgement.
- act in the best interests of the Council
- maintain effective working relationships with the Council and members.
- only raise issues or provide information to the Committee which relates to the purpose and role of the Committee.
- conduct themselves in a non-partisan and professional manner and must not engage in, or be perceived to engage in, any conduct that seeks to politicise the activities of the Committee.

Financial Review Panel – Terms of Reference

**Community Representatives**

~~In accordance with the resolution of the Council of 14 October 2024 (Refer MIN24.528), the five (5) positions of Community Members appointed at the commencement of the Committee were appointed directly by the Mayor.~~

Community Representative Members ~~shall~~ must have extensive experience at an executive level across ~~bring~~ financial expertisemanagement, project management/engineering and/or a blend of financial skill sets and experience covering financial accounting, management accounting in large corporations, and local government experience ~~finance, is essential.~~

The composition of the Committee is to always include at least three (3) community representative members with financial experience and financial qualifications.

Listening skills and a collaborative approach to problem solving are also prerequisite attributes.

Community Members will be required to meet the 'Fit and Proper Criteria' outlined at **Schedule 1** and provide an attestation to the criteria.

Community representatives must complete an induction.

Community members that fail to attend three (3) consecutive meetings and/or submit three (3) apologies may be removed from the Committee membership.

**Community Representative appointments to fill vacancies:**

In the event of a vacancy, the position will be filled as follows:

- Nominations should be advertised throughout the community via an Expression of Interest (EOI) process.
- ~~All~~ Vacancies will be advertised locally via media and Council communication networks ~~with the exclusion of casual vacancies,~~ should they arise.
- Council will manage the application process.
- Nominees for positions will be required to complete an application form outlining how their experience and qualifications will provide benefit to the Committee and the Council. A copy of their Curriculum Vitae is to be submitted.
- Nominees for positions will be required to complete an attestation of the Fit and Proper Criteria set out at Schedule 1.
- The Mayor, Chief Executive Officer, ~~Director – City Performance~~ and Chief Financial Officer will assess the applications based on their application form, Curriculum Vitae, and Fit and ~~proper~~ Proper attestation.
- The selection process criteria set out at Schedule 1 attached and shall consider ~~achie~~ should achieveing membership with a complementary blend range of financial, project management and local government expertise, and where possible gender balance and cultural and age diversity.

**Financial Review Panel – Terms of Reference**

- ~~Preferred applicants will be referred to Council for appointment. The Council will approve of successful applications through a Council resolution. The Mayor will determine the successful applicant.~~

**Terms of Office**

~~In accordance with MIN24.493 of 14 October 2024 the efficiency and effectiveness of the panel will be reviewed within 12 months of operation.~~

Community Member appointments to the Committee will be for a two (2) year term with a set commencement and finish date; with an option to re stand for appointment for one (1) additional term.

If a member is terminated or resigns an early substitute will be appointed only until the fixed finish date as a casual vacancy.

Elected members (or their representative) continue as members of the Committee until a Council resolves otherwise, the next general election of Council, or until the Committee is disbanded or completes its purpose in accordance with these Terms of Reference

**9. Committee Meetings**

**Agenda**

The Agenda will be distributed ~~5~~ **seven (7)** days prior to the date of the meeting to Members and Councillors on a confidential basis.

Agenda items are to be forwarded by Committee members no later than 14 days prior to the Committee meeting, with the Chair and CEO setting the final agenda in consultation with the community representative members.

Reports or queries about the meeting arrangements should be forwarded to the meeting secretariat (Governance).

**Quorum**

Seven (7) provided that a minimum of one (1) Councillor with voting rights and three (3) community representatives are present. No proxy votes are permitted. If a quorum is not present within 30 minutes of the scheduled commencement time, the meeting lapses.

Note: Any non-voting Councillor in attendance at a meeting may act as an alternate voting member in circumstances where achievement of a quorum is required.

**Voting**

If voting is required, a majority shall prevail with the Chair having a casting vote in the case of a tie. Any votes against will be recorded in the minutes.

**Meeting Schedule**

The Committee will meet monthly for the first six (6) months of operation after which meetings will be held every three (3) months, with additional meetings as required by the Chairperson.

Meetings will be conducted either in person (Nowra Administrative Centre) or electronically. Please note as required the Committee can request to meet informally via

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teams or in person without formal agenda or minutes for the purpose of receiving information only i.e. not making recommendation / resolution.

**Minutes**

Minutes to be approved by the Chair and circulated within 5 days of the meeting to members.

The minutes of the Meetings of the Committee will be distributed to the Audit, Risk and Improvement Committee for consideration and will be included as a report in the Agenda of Ordinary Meetings of the Council for consideration of recommendations for resolution.

The resolutions of the Council will be published in the Minutes of the Ordinary Council Meetings.

**Confidentiality and Privacy**

The meetings of the Committee will be closed to the public, with persons other than members and Councillor observers attending only on invitation from the Chairperson and CEO.

Information and documents pertaining to the Committee are confidential and are not to be made publicly available.

Members who may have access to confidential or personal information of the Council are required to maintain the security of such confidential or personal information and therefore shall not use, share, or remove any information unless the member is authorised to do so.

The Committee may release council information to the Audit and Risk and Improvement Committee, or with the approval of the Mayor and CEO to external parties that are assisting the Committee to fulfil its role.

Confidentiality disclosures will be required to be completed by community representative members on their appointment. ~~with respect to any confidential information provided to the Committee for consideration.~~

**Communication, Media and Public Comment**

In relation to the communication functions of Committee, the following apply:

- The Mayor is the appointed spokesperson for the Committee and the Council.
- Members of the Committee are not permitted to speak to the media as Council representatives of the Committee unless approved by the Chairperson.
- Where approval has been given by the Chairperson, views and opinions expressed are those of the Committee and not of Shoalhaven City Council and are to represent the recommendations and observations made by the Committee as recorded in their Minutes.
- Where endorsement is required from Shoalhaven City Council, approval must be sought through the formal processes.
- The Chair and CEO are is the points of contact for communication between committee members and Council staff.

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- ~~• Council will endeavour to use the Chair as the primary point of contact to communicate with Committee members~~

**10. Council Staff Responsibility**

The Committee’s contact within Council is the Director- City Performance. This Directorate is considered to be responsible for the internal operations of the Panel. This involves overseeing human resources, finance, risk, legal and compliance functions.

Governance is responsible for administrative support functions of the committee such as collating and distributing the agenda, minutes and notation of apologies.

**11. Code of Conduct**

All members of the Committee are required to observe the provisions of Council’s Code of Conduct and any other policy or requirement applicable to the proper functioning of the Committee.

~~When members attending meetings via Audio Visual link they are required to do so in accordance with Sections 5.28-5.30 of the Code of Meeting Practice, which include keeping their camera on at all times and maintaining their full attention to the business and proceedings of the meeting. A meeting where conduct is not in accordance with these requirements may be adjourned or closed without notice and a breach of the Code of Conduct may lead to a member being expelled from the Committee.~~

~~Additional provision under sections 5.18-5.21 of the Code of Meeting Practice applies with respect to conduct when joining the meeting via audio visual link.~~

**Guiding Principles**

It is expected that members will carry out their functions as members of the committee responsibly and in accordance with the Code of Conduct.

Members will endeavour to:

- Treat each other and those who interact with the Committee with respect and dignity.
- Recognise and respect diverse opinions.
- Give each other the space to speak.
- Listen with open minds.
- Work constructively within the group, including identifying issues and potential recommendations.
- Represent the interests of the community they support.
- Attend scheduled meetings and inform the Governance Unit in advance should they be unable to attend.

Where a member behaves in a manner that is unsatisfactory and contrary to their responsibilities (identified within the Terms of Reference) or the Code of Conduct, the Chairperson will draw this to the attention of the relevant committee member and reinforce the required level of conduct.

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The Chairperson will make written record of this and provide to a relevant council officer for recording. The committee member will be able to sight and sign the written record.

Where the committee member's behaviour does not improve after the formal warning and counselling, the committee member's membership appointment may be terminated under the Procedures for the Administration of the Code of Conduct.

**12. Document Control**

These Terms of Reference are reviewed at the commencement of each term of Council or as required. Amendments to these Terms of Reference are to be reported to Council for approval. A version history (footnote on front page) is included if amendments have been approved.

**13. Other Relevant Documents List**

Code Of Conduct  
Code of Meeting Practice  
CSP  
DPOP  
LTFP

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**14. Schedule 1 – Fit and Proper Criteria**

- Does the person have the educational or technical qualifications, knowledge, skills, experience, competence, diligence, and sound judgement to satisfactorily fulfil the community finance member representative role?
- Does the person have the character, honesty and integrity required to satisfactorily discharge the responsibilities of the community ~~finance~~-member representative role?
- Has the person demonstrated a lack of willingness to comply with legal obligations, regulatory requirements, or professional standards, or been obstructive, misleading or untruthful in dealing with regulatory bodies or a court?
- Has the person been disqualified by any statutory body from holding a statutory position?
- Has the person been the subject of criticism, discipline, punishment or adverse findings by a court, tribunal, official inquiry, regulatory agency, complaints handling body, dispute resolution body, or professional or industry body concerning the person's conduct in relation to the management of an entity or commercial or professional activity?
- Has the person been the subject of civil or criminal proceedings, or enforcement action, in relation to the management of an entity or commercial or professional activity? NOTE: Discrimination is not permitted against individuals on the basis of old minor convictions (Crimes Act 1914: Spent Convictions)
- Has the person been terminated, resigned, or was asked to resign, from a position as director or manager or professional service provider to an entity in circumstances which reflected adversely on their competence, character, diligence, honesty, integrity or judgement in discharging their community finance member representative role?
- Has the person been a director, manager, or a professional service provider to an entity which:
  - was, or later came to be, insolvent; or
  - was, or later came to be, under insolvency administration; or
  - was, or later came to be, under statutory or judicial management; or
  - failed to repay, or otherwise failed to meet its financial obligations to, creditors or beneficiaries?
- Has the person been of bad repute in any business or financial community or any market?
- Does the community ~~financial member~~-representative member have a conflict of interest which may influence his or her ability to carry out the role and functions of the community ~~finance member~~-representative member role they are being considered for, or already filled?

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- Is the community ~~financial member~~ representative member ordinarily resident in the Shoalhaven and not involved in any current developments?

CL26.37 - Attachment 2