



**Maroochy Tourism Industry Advisory Board
(MTIAB)**

CHARTER

REVISED OCTOBER 2004

and

**APPROVED BY COUNCIL AT ORDINARY MEETING
10 NOVEMBER 2004**

**FURTHER REVISED BY COUNCIL AT ORDINARY MEETING
22 DECEMBER 2004**

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1. Purpose & Terms of Reference

The purpose of this document is to provide the terms of reference for the Maroochy Tourism Industry Advisory Board which has been set up under Section 452 of the Local Government Act 1993 which deals with Advisory Committees.

The Maroochy Tourism Industry Advisory Board's principal responsibility is to act as the key advisory body on tourism in the Shire by advising Maroochy Shire Council on a range of strategic tourism issues including:

- Working with marketing partners such as Tourism Sunshine Coast, Tourism Queensland, other sunshine coast tourism advisory boards and agencies to ensure maximum value in the area of marketing expenditure.
- The development of key tourism strategies including the Maroochy Shire Tourism Development Strategy.
- Tourism initiatives that provide positive economic outcomes for the community in particular job creation.
- The range of services and infrastructure needed to support visitors to the Maroochy Shire.
- Supporting the ongoing operation and development of major cultural and sporting events of economic significance to both the Shire and the region.

The Board does not advise on operational matters. The Maroochy Shire Council can accept, partially accept, or reject the recommendations made by the Advisory Board. It is the responsibility of the Chief Executive Officer or his appointed representative to implement the recommendations made by the Advisory Board that have been accepted by Council.

The Advisory Board advises the CEO and Council only in respect to assisting the CEO and Council to fulfil their respective roles as defined in the Local Government Act.

This Charter may be amended from time to time by resolution of Council.

2. Structure & Operation of Board

2.1 Structure of Board

The Maroochy Tourism Industry Advisory Board is to comprise of members who represent key tourism bodies, nominated tourism nodes, Councillors and other relevant categories as determined by Council. There will be a total membership of no less than seven and no greater than fifteen.

Members including the appointment of a Chairperson of the Maroochy Tourism Industry Advisory Board will occur by Council resolution.

There will be no delegate members or proxies of the Advisory Board.

Ex-officio members may be appointed temporarily (eg. for the duration of the meeting) or for such longer term as deemed necessary by the Board. Appointments of such members must be minuted and approved by a majority of the Board members present at the meeting.

2.2 Role & Duties of Advisory Board Members

The role of an Advisory Board member is to provide advice and to make recommendations to the CEO and Council through the Board meetings on a range of strategic tourism matters.

Council may allocate a budget each year for the funding of Tourism related projects, which is subject to review during the year. Based on guidelines agreed to by Council, the advisory board will make recommendations to Council on the allocation of these funds. If Council accepts the Board recommendations Council Staff will administer these funds in accordance with Council policies and procedures.

An Advisory Board member cannot direct Council employees and any request for information considered reasonably necessary for them to discharge their duties is to be made through the Manager Economic Development, Tourism & International Relations or the Council's Chief Executive Officer.

The Board's advisory and support role does not constitute a governance role nor a delegation of Council's legislated roles and responsibilities. The Advisory Board cannot itself allocate funds or administer programmes of support. Additionally all official correspondence should be issued on Council letterhead.

Board members who are unable to attend a scheduled meeting should advise the Manager, Economic Development, Tourism and International Relations stating the reason for the absence. Apologies will be recorded in the official minutes of the meeting.

2.3 Tenure

Subject to 2.1, the tenure of the Maroochy Tourism Industry Advisory Board and its members shall be two years from the date of appointment by Council. At the end of that two years, 50% of the membership of the Board is to be subject to a public advertising process. At this time existing board members will be eligible for re-election.

This section does not apply to Councillor representatives.

2.4 Voting Rights

It will be the preferred operation of the Board that decisions are arrived at by general consensus of the Board members. If a consensus cannot be achieved then matters will be decided by a majority of votes of the members present. Each member present is entitled to an equal vote on the question to be decided. If the number of votes for and against is equal, the Chairperson has the casting vote. If a member

fails to vote, the member is taken to have voted in the negative. Ex-officio members are not able to vote on matters before the Board. A Division may be called for.

2.5 Quorum

A quorum shall comprise at least one Councillor and no less than 50% of the current membership of the Board.

2.6 Meeting Procedures

- 2.6.1 Notice of meeting together with an agenda of proposed business shall be given to all members of the Board 7 days prior to the meeting or such lesser time as the Chief Executive Officer may consider appropriate in the circumstances.
- 2.6.2 A quorum shall be present before any Board meeting commences and shall be maintained throughout the meeting.
- 2.6.3 Board papers and executive summaries shall be provided to all Board members at least three clear days before the meeting of the Board. In practice however it is intended to provide five clear working days for Board members wherever possible.
- 2.6.4 A Board member wanting a matter to be placed on the agenda for a meeting of the Board shall do so by directing his or her request in writing to the Chairperson of the Board. These agenda items are to relate to strategic issues, not operational matters.
- 2.6.5 The Board shall meet monthly or more frequently as determined by the Chairperson of the Board or a majority of Board members.

2.7 Confidentiality

Council will prepare papers for the Board's consideration and where appropriate mark them as confidential. Board members should not disclose confidential information to anyone other than Councillors or Council staff for work purposes nor take advantage of, for their own personal gain, information to which they have access as a result of their services to the Board. The Board's responsibility, in respect to all matters involving Maroochy Shire Council, is to the Council. Individual Board Members should not discuss the abilities or performance of other Board Members or Council Staff in their capacity as a Board Member.

Public statements about the Board shall only be made with the prior permission of the Chairperson.

Board members will be required to sign a Deed of Confidentiality.

The duty of confidentiality continues even after the Board member ceases to be a member of the Advisory Board.

2.8 Dismissal of a Member

A Board member may be dismissed, at Council's discretion, for failure to attend three (3) consecutive meetings. Council may also dismiss a Board member for breach of

any of the responsibilities and duties outlined in this document or any act which prejudices Maroochy Shire Council. This includes but is not limited to:-

- Where a Board Member is directly or indirectly interested in any contract or proposed contract and fails to declare the nature of his/her interest to the Chairperson at the first available opportunity
- Where a Board Member has breached the Code of Conduct to such an extent that Council considers warrants termination of the person's position on the Board.

2.9 Remuneration

Maroochy Tourism Industry Advisory Board members receive no remuneration and therefore serve on the Board in a voluntary capacity.

2.10 Performance

The performance of the Board and its members will be assessed by Council at the end of each financial year. The assessment will be based on how the Board has been able to assist Council in achieving its priorities as expressed in Council's Corporate Plan.

2.11 Vacancy

2.11.1 A person's office as a member of the Board is vacated if the person is one of the Representatives on the Board (excluding Councillor representatives) and the person:

- resigns his/her position on the Board
- is removed from the board by resolution of Council.

2.11.2 A person's office as a member of the Board is vacated if the person is one of the Councillors on the Board and the person:

- ceases to hold the office of Councillor or Mayor of Maroochy Shire Council for any reason
- resigns his or her position on the Board
- is removed from the board by resolution of Council.

Any vacancy on the Board may be filled by Council resolution.

2.12 Complete and Timely Information

The Board has a right to information on strategic matters provided on a timely basis. The Board should receive full documentation on all matters submitted for its consideration. The information provided must be sufficient for the Board to discharge its responsibilities.

Each Board member may request information considered reasonably necessary for them to discharge their duties. Every such request shall be made through the Manager Economic Development, Tourism and International Relations or the Council Chief Executive Officer or the representative of the CEO. A copy of this information, if deemed relevant by the Manager Economic Development, Tourism and

International Relations or Council Chief Executive Officer, should be made available to the Board members at least five clear days before the Board meeting.

Where there is any conflict between these provisions and the Local Government Act or any relevant policy, those members of the Board who are Councillors shall be bound by the Local Government Act 1993 and any Council policy on the issue in lieu of this section of the Charter.

2.13 Insurance

Subject to the provisions of, and so far as may be permitted by the statutes, every member of the Board shall be entitled to be indemnified by Council against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and discharge of their duties or in relation thereto.

Members of the Board, whilst acting in that capacity, will be covered by Council's insurance policies in the same manner as if they were a member of Council.

3. Reporting

3.1 Reporting to the Board

The Manager Economic Development, Tourism and International Relations shall report regularly to the Board on all relevant issues, including:

- Performance Report in relation to the Marketing Plan
- Current and potential problems (threats)
- Matters of general interest to the Board, the Council and the community
- Any other information relating to events opportunities or tourism infrastructure.

3.2 Reporting by the Board

The Board will refer the Minutes of Board meetings to the next available Ordinary Meeting of Council and such other reports at such other times as the Board may consider appropriate.

The Minutes of Board meetings shall record decisions and provide sufficient information to allow Council an understanding of the decisions reached and decisions made.

Any Board resolution that makes recommendations to Council must be clearly identified in the Minutes.

All Board Minutes and recommendations that are referred to Council must be endorsed by the Board on a consensus basis or by a majority of votes as prescribed in Section 2.4 of this Charter.

The advisory board will prepare an annual report that will be received by Council at an Ordinary Meeting of Council. This report should incorporate the following elements:-

- vision
- mission
- values
- strategic direction
- context (incorporating the market and competition)
- significant priorities for the ensuing year
- key result areas, goals and key performance indicators and how these are going to be achieved for the ensuing year.

The information provided in the Annual Report should assist Council in assessing the Board's performance as set out in 2.1.

4. Conduct

4.1 Code of Conduct

A Code of Conduct effectively forms part of the general obligations on all Board members to act with honesty, integrity, diligence and in accordance with the Code of Conduct and to exercise a high degree of care when carrying out their duties.

It does not seek to impinge upon individual rights of Board members as private citizens.

The Code of Conduct for Councillors and officers is to apply to Advisory Board Members and a copy of the Code is to be supplied to all Board Members.

4.2 Conflict of Interest

A Board member who has a conflict of interest involving material personal interest or other conflict shall as soon as practicable after the relevant fact has come to the knowledge of the Board member, declare an interest in writing to the Chairperson.

A Board member who has a material personal interest in an issue to be considered at a meeting of the Board shall disclose the interest to the meeting and must not be present or take part in the meeting while the issue is being considered.

For the purpose of determining a material personal interest the meaning is as defined in Section 6 of the Local Government Act 1993.

4.3 Code of Ethics

Respect for the Law and the System of Government - Board members shall uphold the laws of Maroochy Shire Council, Queensland and Australia.

Respect for Persons - Board members shall treat all people honestly and fairly, and with proper regard for their rights, entitlements, duties and obligations, and shall at all times act responsibly in the performance of their duties.

Integrity - Board members shall at all times seek to maintain or enhance public confidence in the integrity of public sector administration, and to advance the common good of the community.

Diligence - Board members shall exercise due diligence, care and attention, and at all times seek to achieve high standards.

Economy and Efficiency - Board members shall avoid waste, abuse and extravagance in the provision or use of public resources, and shall report such waste.

Bribes, Gifts and Benefits - Board members must:

- not seek to accept a bribe, or other improper inducement
- not use their position to gain advantage or to improperly influence Councillors, management or staff in the performance of either their public or professional duties for the purpose of private gain or personal benefit
- not, by virtue of their position, accept or acquire a personal profit or advantage of a material value (except of a token nature) other than permitted by this document or any statute now, or in the future.

Use of Board Member's Resources - Board members must:

- not use public resources for private purposes (except when supplied as part of a contract of employment) unless such use is lawfully authorised and/or proper payment is made where appropriate
- not use or covert to their own use any property of the Council or Board
- be scrupulously honest in the use of Council and Board resources of all kinds.

Respect for Ethical Behaviour - Board members shall adopt and practice the ethical behaviours enunciated in the Code of Conduct published by the Australian Institute of Company Directors and the Council's own Code of Conduct.

Devote Time Necessary - Board members must perform the following:

- actively participate in the Board's activities
- ask questions on a timely basis and insist on a satisfactory answer
- attend all Board meetings
- examine reports and information provided
- read minutes and reports as part of their on-going duties and would also be alert to outside reports concerning the Tourism industry.

Common Law - At common law, Board Members are required to:

- carry out their fiduciary duties of good faith
- act only within his/her powers for the purposes for which they are conferred
- act with the required care and diligence
- avoid conflicts of interest
- act for the benefit of the Maroochy Shire Council
- not to use the information acquired as a Director for personal gain
- retain their independence
- undertake duties of skill and care.

Reporting of Corrupt Conduct - Board members who know or have good reason to suspect any fraud or corrupt, criminal and unethical conduct must report it immediately to the Council Chief Executive Officer.

5. Definitions

“Council” means Maroochy Shire Council

“Chief Executive Officer” means the Chief Executive Officer of the Council and includes any Acting Chief Executive Officer of the Council.

“Board” means Maroochy Tourism Industry Advisory Board more properly known as an Advisory Committee under Section 452 of the Local Government Act 1993.