



# Agenda

## **Ceremonial Council Meeting**

6.30pm, Monday 16 November 2020

[www.yarracity.vic.gov.au/webcast](http://www.yarracity.vic.gov.au/webcast)

[www.yarracity.vic.gov.au](http://www.yarracity.vic.gov.au)

## Ceremonial Council Meeting

Each year in November, Council conducts a special meeting to elect the Mayor, Deputy Mayor and appoint Councillors to a number of committees and organisations.

This year, the ceremonial meeting will be preceded by a swearing in ceremony, at which Yarra's newly elected Councillors will take the affirmation or oath of office and be provided an opportunity to address the community.

The ceremony will commence at 6.30pm, with the formal meeting following immediately afterward.

## Arrangements to ensure our meetings are accessible to the public

Council meetings are held at either the Richmond Town Hall or the Fitzroy Town Hall. The following arrangements are in place to ensure they are accessible to the public:

- Entrance ramps and lifts (off Moor Street at Fitzroy, entry foyer at Richmond).
- Interpreting assistance is available by arrangement (tel. 9205 5110).
- Auslan interpreting is available by arrangement (tel. 9205 5110).
- A hearing loop is available at Richmond only and the receiver accessory is available by arrangement (tel. 9205 5110).
- Proposed resolutions are displayed on large screen.
- An electronic sound system amplifies Councillors' debate.
- Disability accessible toilet facilities are available at each venue.

## Recording and Publication of Meetings

An audio and video recording is made of all public Council Meetings, streamed live and published on Council's website. By participating in proceedings (including during Public Question Time or in making a submission regarding an item before Council), you agree to this publication. You should be aware that any private information volunteered by you during your participation in a meeting is subject to recording and publication.

Meeting recordings can be viewed at <http://webcast.yarracity.vic.gov.au>.

## 1. Appointment of temporary chair

Councillors are required to appoint a meeting chair in accordance with the City of Yarra Governance Rules 2020.

## 2. Statement of recognition of Wurundjeri Woi-wurrung Land

*“Yarra City Council acknowledges the Wurundjeri Woi Wurrung people as the Traditional Owners and true sovereigns of the land now known as Yarra.*

*We acknowledge their creator spirit Bunjil, their ancestors and their Elders.*

*We acknowledge the strength and resilience of the Wurundjeri Woi Wurrung, who have never ceded sovereignty and retain their strong connections to family, clan and country despite the impacts of European invasion.*

*We also acknowledge the significant contributions made by other Aboriginal and Torres Strait Islander people to life in Yarra.*

*We pay our respects to Elders from all nations here today—and to their Elders past, present and future.”*

## 3. Attendance, apologies and requests for leave of absence

Anticipated attendees:

### Councillors

- |                          |            |
|--------------------------|------------|
| • Cr Edward Crossland    | Councillor |
| • Cr Stephen Jolly       | Councillor |
| • Cr Herschel Landes     | Councillor |
| • Cr Anab Mohamud        | Councillor |
| • Cr Claudia Nguyen      | Councillor |
| • Cr Bridgid O'Brien     | Councillor |
| • Cr Amanda Stone        | Councillor |
| • Cr Gabrielle de Vietri | Councillor |
| • Cr Sophie Wade         | Councillor |

### Council officers

- |                     |   |
|---------------------|---|
| • Vijaya Vaidyanath | Chief Executive Officer                               |
| • Brooke Colbert    | Group Manager Advocacy, Engagement and Communications |
| • Ivan Gilbert      | Group Manager Chief Executive's Office                |
| • Lucas Gosling     | Director Community Wellbeing                          |
| • Gracie Karabinis  | Group Manager People and Culture                      |
| • Chris Leivers     | Director City Works and Assets                        |
| • Diarmuid McAlary  | Director Corporate, Business and Finance              |
| • Bruce Phillips    | Director Planning and Place Making                    |
| • Rhys Thomas       | Senior Governance Advisor                             |
| • Mel Nikou         | Governance Officer                                    |

## 4. Declarations of conflict of interest

Any Councillor who has a conflict of interest in a matter being considered at this meeting is required to disclose that interest either by explaining the nature of the conflict of interest to those present or advising that they have disclosed the nature of the interest in writing to the Chief Executive Officer before the meeting commenced.

## 5. Council business reports

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## 5.1 Governance Arrangements

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<b>Reference</b>	D20/157660
<b>Author</b>	Rhys Thomas - Senior Governance Advisor
<b>Authoriser</b>	Group Manager Chief Executive's Office

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### Purpose

1. This report seeks a Council resolution on:
  - (a) the length of the term of office for Mayor; and
  - (b) if it wishes to continue with the arrangement of electing a Deputy Mayor.

### Critical analysis

#### History and background

##### Term of Office of Mayor

2. Section 26(3) of the Local Government Act 2020 (2020 Act) provides that “*Before the election of the Mayor, a Council ... must determine by resolution whether the Mayor is to be elected for a 1 year or a 2 year term*”.
3. This provision replaces an equivalent provision in the Local Government Act 1989 (1989 Act).
4. In its submission to the review of the 1989 Act in 2018, Council confirmed that it does not support two year terms for the Mayor.
5. In part, this opposition was based on the fact that the 1989 Act placed no restriction on Mayors serving multiple consecutive terms. In this way, there is no reason why an effective Mayor who enjoys the support of colleagues could not continue to serve for a second year or more. There is still no restriction on consecutive terms for Mayors in the 2020 Act.

##### Deputy Mayoral role

6. Section 20A(1) of the 2020 Act provides that “*A Council may establish an office of Deputy Mayor*”.
7. This provision was introduced into legislation for the first time in the 2020 Act, in response to the fact that the overwhelming majority of Melbourne Councils established the role of Deputy Mayor under a local policy or resolution. The introduction of this provision introduces a clear and consistent legislative framework for those Councils who wish to have a Deputy Mayor.
8. Council has appointed a Deputy Mayor every year since 2017.

#### Discussion

##### Term of Office of Mayor

9. Aside from the length of the term, the establishment of a two year Mayoral term triggers a provision which is not available to Councils that have a one year term. That provision, set out at section 23 of the 2020 Act allows Councils to determine the office of Mayor or Deputy Mayor (if there is one) vacant before the conclusion of the term.
10. That process requires a notice of motion to be submitted by an absolute majority of Councillors (five) with a subsequent resolution supported by three quarter majority of Councillors(seven).
11. In every other respect, a Mayor appointed for two years has the same responsibilities as a Mayor appointed for one year.

### Deputy Mayoral role

12. Should Council determine to appoint a Deputy Mayor, the legislative role is to exercise any of the powers of the Mayor if the Mayor is unable for any reason to attend a Council meeting or part of a Council meeting; is incapable of performing the duties of the office of Mayor for any reason, including illness; or the office of Mayor is vacant.
13. Should Council determine not to appoint a Deputy Mayor, then provisions exist to enable Council to appoint an Acting Mayor should the Mayor be unable to discharge their duties.
14. An Acting Mayor and Deputy Mayor have identical roles and responsibilities.
15. The Mayor is not eligible to also be appointed to the role of Deputy Mayor.

### Options

16. Term of Office - Council may determine to elect a Mayor for a period of one year as recommended or may (by altering clause 1 of the recommendation) elect a Mayor for a period of two years.
17. Deputy Mayor - Council may determine to establish the position of Deputy Mayor as recommended, or may (by omitting clause 2 of the recommendation) determine not to establish the role.

## Community and stakeholder engagement

18. No community engagement has been undertaken in the development of this report.

## Policy analysis

### Alignment to Council Plan

19. The City of Yarra Council Plan 2017-2021 commits Council to “*maintain a culture of transparency, governance, ethical practice and management of risks that instils a high level of community respect and confidence in Council decision-making*”.
20. The leadership of a Mayor and Deputy Mayor, supported by a Council with a clear understanding of the obligations of the Local Government Act 2020 and other relevant legislation underpins this strategy and demonstrates Council’s ongoing commitment to good governance.

### Climate emergency and sustainability implications

21. No climate emergency implications are presented in this report.

### Community and social implications

22. No community or social implications are presented in this report.

### Economic development implications

23. No economic development implications are presented in this report.

### Human rights and gender equity implications

24. No human rights or gender equity implications are presented in this report.

## Operational analysis

### Financial and resource impacts

25. There are no financial or resource differences between appointing a Mayor for one or two years.
26. In relation to the role of Deputy Mayor, the 2020 Act provides that the “*Mayor or a Deputy Mayor is entitled to receive from the Council an allowance as a Mayor or a Deputy Mayor in accordance with a Determination of the Victorian Independent Remuneration Tribunal under the Victorian Independent Remuneration Tribunal and Improving Parliamentary Standards Act 2019.*”

27. As a tribunal determination regarding allowances has not yet been made, Councillors currently receive an allowance under the 1989 Act, which does not provide for an increased allowance for a Deputy Mayor. Until a determination is made, it is not possible to quantify the precise financial impact of establishing the role of Deputy Mayor.

#### Legal Implications

28. Council is required under the Local Government Act 2020 to make a decision regarding the length of the Mayoral term.
29. Council has the option of not determining to establish the position of Deputy Mayor.

#### Conclusion

30. This report recommends that Council continue its existing practice of appointing a Mayor for a one year term and establishing the position of Deputy Mayor.

#### RECOMMENDATION

1. That Council determine to elect a Mayor for a period of one year.
2. That Council establish the position of Deputy Mayor for the 2020-2021 year.

#### Attachments

There are no attachments for this report.

## 5.2 Election of Mayor and Deputy Mayor

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<b>Reference</b>	D20/157668
<b>Author</b>	Rhys Thomas - Senior Governance Advisor
<b>Authoriser</b>	Group Manager Chief Executive's Office

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### Purpose

1. To elect Councillors to the office of Mayor and Deputy Mayor of the Yarra City Council.

### Critical analysis

#### History and background

2. Any Councillor is eligible for election (or re-election) to the office of Mayor or Deputy Mayor.
3. The City of Yarra Governance Rules set out the process for the receipt of nominations and the conduct of an election (if required).

#### Discussion

4. The process for election of the Mayor must be conducted by the Chief Executive Officer and is as follows:
5. The Chief Executive Officer invites nominations for the office of Mayor.
6. Any nominations for the office of Mayor must be:
  - (a) moved by a Councillor, and
  - (b) accepted by the nominee, either in person at the meeting or in writing.
7. Once nominations for the office of Mayor have been received, the following provisions will govern the election of the Mayor:
  - (a) if there is only one nomination, the candidate nominated must be declared to be duly elected;
  - (b) if there is more than one nomination, the Councillors present at the meeting must vote for one of the candidates;
  - (c) in the event of a candidate receiving an absolute majority of the votes, that candidate is declared to have been elected;
  - (d) in the event that no candidate receives an absolute majority of the votes, and it is not resolved to conduct a new election at a later date and time, the candidate with the fewest number of votes must be declared to be a defeated candidate. The Councillors present at the meeting must then vote for one of the remaining candidates;
  - (e) if one of the remaining candidates receives an absolute majority of the votes, they are duly elected. If none of the remaining candidates receives an absolute majority of the votes, the process of declaring the candidates with the fewest number of votes a defeated candidate and voting for the remaining candidates must be repeated until one of the candidates receives an absolute majority of the votes. That candidate must then be declared to have been duly elected;
  - (f) in the event of two or more candidates having an equality of votes and one of them having to be declared a defeated candidate, the declaration will be determined by lot.
  - (g) if a lot is conducted, the Chief Executive Officer will have the conduct of the lot and the following provisions will apply:
    - (i) the name of each candidate shall be placed in a receptacle.



- (ii) the Chief Executive Officer shall draw one name from the receptacle.
  - (iii) the candidate whose name is drawn shall be declared a defeated candidate.
- (h) If there are two candidates remaining and neither of them receives an absolute majority of votes, the election is declared invalid and the Council may resolve to:
  - (i) conduct a further election immediately; or
  - (ii) conduct the election at a later time or date.
- 8. Following the election of the Mayor, the election of the Deputy Mayor is conducted in the same manner, except that the references to the Chief Executive Officer in the process shall be replaced with the Mayor.

#### Options

- 9. Council is required to elect a Mayor and, optionally, a Deputy Mayor.
- 10. Should it not be possible to achieve an absolute majority of votes for a candidate (five votes), then Council has the option of resolving to conduct a further election immediately, or at a later time or date.

### Community and stakeholder engagement

- 11. No community engagement has been undertaken in the development of this report.

### Policy analysis

#### Alignment to Council Plan

- 12. The City of Yarra Council Plan 2017-2021 commits Council to *“maintain a culture of transparency, governance, ethical practice and management of risks that instils a high level of community respect and confidence in Council decision-making”*.
- 13. The transparent election of a Mayor and Deputy Mayor in accordance with the Local Government Act 2020 and City of Yarra Governance Rules 2020 underpins this strategy and demonstrates Council’s ongoing commitment to good governance.

#### Climate emergency and sustainability implications

- 14. No climate emergency implications are presented in this report.

#### Community and social implications

- 15. No community or social implications are presented in this report.

#### Economic development implications

- 16. No economic development implications are presented in this report.

#### Human rights and gender equity implications

- 17. No human rights or gender equity implications are presented in this report.

### Operational analysis

#### Financial and resource impacts

- 18. There are no financial or resource impacts arising from the election of a Mayor and Deputy Mayor.

#### Legal Implications

- 19. Council is required under the Local Government Act 2020 to elect a Mayor and, optionally, a Deputy Mayor.
- 20. Should it not be possible to achieve an absolute majority of votes for a candidate and Council resolving to conduct a further election immediately, or at a later time or date, it would be advisable to adjourn the meeting so as to ensure that the remaining business is considered after a duly elected Mayor is in place.

## Conclusion

21. This report sets out the process for the election of a Mayor and Deputy Mayor.
22. Following the election, it would be appropriate to provide an opportunity for the newly elected office holders to address the meeting.

## RECOMMENDATION

The election of the Mayor and Deputy Mayor is conducted in accordance with the Yarra City Council Governance Rules 2020. No Council resolution is required.

## Attachments

There are no attachments for this report.

## 5.3 Appointment of delegates to internal and external bodies

<b>Reference</b>	D20/157666
<b>Author</b>	Rhys Thomas - Senior Governance Advisor
<b>Authoriser</b>	Group Manager Chief Executive's Office

### Purpose

1. To appoint Councillors and staff as delegates to Council's Special Committees, Advisory Committees and external bodies for the 2020/2021 Council year.

### Critical analysis

#### History and background

2. In order to assist the Council to undertake its extensive range of functions, Council has:
  - (a) constituted Delegated Committees with delegated powers and responsibilities;
  - (b) established Advisory Committees, to which it appoints Councillors and community representatives; and
  - (c) appointed delegates to represent it on a range of external organisations.

#### Discussion

3. Details of each body requiring an appointment are set out below.

#### Delegated Committees

4. Council has Delegated Committees which are formally constituted under Part 3, Division 2 of the Local Government Act 2020. Each of these Committees has specific delegated powers set out in an Instrument of Delegation adopted by Council.
5. Council does not appoint a Chairperson to either of its Delegated Committees, as the Chairperson is appointed by the Committee itself.
6. These Delegated Committees are:

Delegated Committee	Purpose	Nominees required
<b>Inner Melbourne Action Plan Implementation Committee</b>	The Committee is a collaborative partnership between the Cities of Yarra, Melbourne, Port Phillip, Stonnington and Maribyrnong. These inner Melbourne councils work together to strengthen the liveability, attraction and prosperity of the region.	Mayor Chief Executive Officer
<b>Internal Development Approvals Committee</b>	The Planning Decisions Committee has the power to: <ul style="list-style-type: none"> <li>• consider planning applications; and</li> <li>• consider Heritage Victoria Referrals</li> </ul> in accordance with the Instrument of Delegation from Council dated 18 August 2020.	All Councillors, subject to the Chief Executive Officer, in consultation with Councillors, determining a quarterly attendance roster allocating three Councillors to each meeting, with the Committee membership for each meeting comprising those Councillors rostered to attend or their agreed substitute.

**Advisory Committees**

7. The Advisory Committees are structured to facilitate community participation and input to policy and service development by Council, or to assist with facility, project and event management by the Council.
8. Advisory Committees typically comprise one or more Councillors and a number of community representatives. The community representatives can be local residents or stakeholders appointed in their own right, or representatives of service authorities, support agencies or community organisations.
9. The progress, advice and recommendations of Advisory Committees is reported to Council through Delegate's Reports by Councillors and progress reports from Council officers.
10. These Advisory Committees are:

<b>Advisory Committee</b>	<b>Purpose</b>	<b>Nominees required</b>
<b>Active Ageing Advisory Committee</b>	<p>The Active Ageing Advisory Group provides advice and support to Council regarding the following matters:</p> <ul style="list-style-type: none"> <li>• Development of policy and programs impacting on the lives of older people in Yarra, by Council and non-government organisations;</li> <li>• The needs, interests and well-being of Yarra's older people;</li> <li>• The integration of Age Friendly planning into the core planning including social, infrastructure, corporate, recreation, leisure, physical, open space, asset management and statutory planning activities of Council;</li> <li>• Monitoring and guidance of the implementation of the River of Life Positive Ageing Action Plan;</li> <li>• Promotion of positive portrayals of older people and Yarra as an inclusive community.</li> </ul>	One Councillor
<b>Arts Advisory Committee</b>	<p>To provide a formal mechanism for Council to consult with key stakeholders, seek specialist advice and enable community participation in arts and cultural planning and development.</p> <p>To support the Committee in this role it shall establish the following working groups:</p> <ul style="list-style-type: none"> <li>• Visual Arts Panel</li> <li>• Room to Create Panel</li> </ul>	Two Councillors
<b>Audit and Risk Committee</b>	<p>The role of the Audit and Risk Committee is to provide independent and objective assurance and assistance to the Yarra City Council and its Chief Executive Officer on Council's risk management, control and compliance framework, and its external financial and performance accountability and responsibilities.</p>	Two Councillors

Advisory Committee	Purpose	Nominees required
<b>Bicycle Advisory Committee</b>	<p>To provide the community with an opportunity to provide input to Council on bicycle infrastructure and policy development in Yarra. To provide input to Council on integration of cycling across Yarra with other travel modes.</p> <p><b>Note</b> Council has previously resolved to dissolve this committee and replace it with an Active Transport Advisory Committee. A further report is expected to be brought to Council in early 2021</p>	One Councillor
<b>Business Advisory Group</b>	Create and maintain a forum for business representatives to provide Council with feedback and practical advice regarding ways in which Council can engage with and further assist key sectors within the business community.	One or more Councillors
<b>Community Awards Committee</b>	To provide recommendations on the recipients of the Yarra Community Awards.	Three Councillors (one from each ward)
<b>Disability Advisory Committee</b>	To provide information, advice and guidance to Council at both a strategic and operational level on universal access and mainstream participation of people with disability and ongoing support to Council in ensuring that disability rights are integrated into the core business of Council.	Two Councillors
<b>Early Years Reference Group</b>	To facilitate networking and dialogue among those promoting and advocating for the needs and aspirations of children and their families in Yarra with a particular focus on vulnerable and disadvantaged children and families.	One Councillor
<b>Environment Advisory Committee</b>	To represent interests pertaining to all aspects of urban environmental sustainability including (but not limited to) climate change; resource efficiency across water, waste and energy; urban greening and natural capital; local food systems; and the built environment, by providing advice to Council on policy, strategy and other strategic opportunities to progress the organisation's response to these issues.	Two Councillors
<b>Heritage Advisory Committee</b>	To provide advice to Council on heritage matters including Yarra's natural, built and cultural heritage.	Three Councillors (one from each ward)
<b>Multicultural Advisory Group</b>	To provide a structure for on-going communication and consultation between multicultural communities and Yarra City Council across a broad range of issues impacting on those communities.	One Councillor



<b>Advisory Committee</b>	<b>Purpose</b>	<b>Nominees required</b>
<b>Performance Review Committee</b>	To support the Council in the performance management process for the Chief Executive Officer.	All Councillors are automatically appointed
<b>Yana Ngargna Advisory Group</b>	The Yana Ngargna Advisory Group has been established as a partnership between Yarra City Council and the Wurundjeri Woi Wurrung, Aboriginal and Torres Strait Islander community.	One Councillor
<b>Yarra Libraries Advisory Committee</b>	To provide advice on issues relating to public library services across the City of Yarra.	Two Councillors

### External Bodies

11. As a member of or stakeholder in a range of external bodies and organisations, Council has the opportunity to appoint a delegate to represent its interests on the Committee, Board of Management or similar. The appointment of the delegate is made in accordance with the rules or procedures of the external organisation.
12. These external bodies are:

<b>Special Committee</b>	<b>Purpose</b>	<b>Nominees required</b>
<b>Australian Local Government Women's Association</b>	To promote participation and representation by women in Local Government	One Councillor
<b>Collingwood Children's Farm Management Committee</b>	To oversee management of the Collingwood Children's Farm.	One Councillor
<b>Friends of Baucau</b>	To promote governance and friendship to the city of Baucau in East Timor.	One Councillor plus one substitute Councillor
<b>Mayors for Peace</b>	An international organisation of cities dedicated to the promotion of peace.	One Councillor
<b>Merri Creek Management Committee</b>	A not-for-profit organisation, established to ensure the preservation of natural and cultural heritage, and the ecologically sensitive restoration, development and maintenance of the Merri Creek and tributaries, their corridors and associated ecological communities.	One Councillor
<b>Metropolitan (Local Government) Waste Management Forum</b>	To develop, support and promote waste reduction and recycling programs.	One Councillor plus one substitute Councillor
<b>Metropolitan Transport Forum</b>	To develop recommendations pertaining to transport in Melbourne, with particular emphasis on advocating for improved public transport.	One Councillor plus one substitute Councillor
<b>Municipal Association of Victoria</b>	A peak representative and lobbying body for Victorian Councils which provides leadership to Councils by supporting them to achieve the highest levels of respect and recognition through improved performance.	One Councillor plus one substitute Councillor
<b>Northern Alliance for Greenhouse Action</b>	To promote community understanding and support for Greenhouse actions.	One Councillor

Special Committee	Purpose	Nominees required
<b>Victorian Local Governance Association</b>	A peak local government body which aims to promote good governance and sustainability by supporting local governments through programs of advocacy, training, information provision and support.	One Councillor plus one substitute Councillor

#### Process

13. Before considering the officer's recommendation, Council should seek nominations for the 2020/2021 vacancies.
14. Where the number of nominations exceeds the number of appointments Council intends to make, Council is required to conduct an election to determine which candidates shall be presented for ratification. The process for these elections is set out in the City of Yarra Governance Rules 2020 and is conducted using the procedure for electing the Mayor set out at Chapter Two, Part A.
15. In summary, this process is as follows:
  - (a) any number of Councillors may be nominated for each vacancy;
  - (b) no seconder is required;
  - (c) the nominee must consent to their nomination;
  - (d) Councillors present shall vote by a show of hands;
  - (e) in the event that no candidate receives a majority, candidates shall be eliminated in accordance with the provisions of the Governance Rules 2020; and
  - (f) in the event of an election being required for a Committee with multiple vacancies, an election shall be conducted for the first vacancy, then a further election for the second vacancy, and so on.
16. Following the conduct of any election or elections as required, Council then ratifies these outcomes (together with the appointment of representatives where the number of nominations matched the number of vacancies) in accordance with the officer's recommendation.

#### Options

17. In the case of Delegated Committees and External Bodies, the number of appointments must match the number of vacancies. In the case of Advisory Committees (which are constituted by Council), it is open to Council to appoint a different number of representatives than the number of vacancies.

### Community and stakeholder engagement

18. No community engagement has been undertaken in the development of this report.

#### Policy analysis

##### Alignment to Council Plan

19. The City of Yarra Council Plan 2017-2021 commits Council to "maintain a culture of transparency, governance, ethical practice and management of risks that instils a high level of community respect and confidence in Council decision-making".
20. The appointment of Councillors to committees in an open and transparent process underpins this strategy and demonstrates Council's ongoing commitment to good governance.

##### Climate emergency and sustainability implications

21. No climate emergency implications are presented in this report.

##### Community and social implications

22. No community or social implications are presented in this report.

[Economic development implications](#)

23. No economic development implications are presented in this report.

[Human rights and gender equity implications](#)

24. No human rights or gender equity implications are presented in this report.

## Operational analysis

[Financial and resource impacts](#)

25. There are no financial or resource impacts of making the Councillor appointments as set out in this report.

[Legal Implications](#)

26. The recommendations of this report have been structured to ensure that where necessary, committee members to Delegated Committees and External organisations are lawfully appointed in accordance with the relevant provisions of the body.

27. In the case of Advisory Committees, Council is free to appoint any number of members, regardless of the number specified in its Terms of Reference.

## Conclusion

28. This report recommends the appointment of delegates to a range of Delegated Committees, Advisory Committees and external bodies.

## RECOMMENDATION

1. That Council ratify the following Special Committee appointments for the 2020/2021 Council year:

Special Committee	Appointments for 2020/2021 Council Year
Inner Melbourne Action Plan Approvals Committee	Mayor Chief Executive Officer
Internal Development Approvals Committee	All Councillors, subject to the Chief Executive Officer, in consultation with Councillors, determining a quarterly attendance roster allocating three Councillors to each meeting, with the Committee membership for each meeting comprising those Councillors rostered to attend or their agreed substitute.

2. That Council appoint the following Councillors to the Advisory Committee listed below for 2020/2021 Council year:

Advisory Committee	Appointments for 2020/2021 Council Year
Active Ageing Advisory Committee	Cr _____
Arts Advisory Committee	Cr _____ Cr _____
Audit Committee	Cr _____ Cr _____
Bicycle Advisory Committee	Cr _____
Business Advisory Group	Cr _____ ...

Community Awards Committee	Cr _____ Cr _____ Cr _____
Disability Advisory Committee	Cr _____ Cr _____
Early Years Reference Group	Cr _____
Environment Advisory Committee	Cr _____ ...
Heritage Advisory Committee	Cr _____ Cr _____ Cr _____
Multicultural Advisory Group	Cr _____
Performance Review Committee	All Councillors
Yana Ngargna Advisory Group	Cr _____ Cr _____
Yarra Libraries Advisory Committee	Cr _____ Cr _____

3. That Council appoint the following Councillors to the external bodies listed below for the 2020/2021 Council year:

Organisation or body	Appointments for 2020/2021 Council Year
Australian Local Government Women's Association	Cr _____
Collingwood Children's Farm Management Committee	Cr _____
Friends of Baucau	Cr _____ Cr _____ (substitute)
Mayors for Peace	Cr _____
Merri Creek Management Committee	Cr _____
Metropolitan (Local Government) Waste Management Forum	Cr _____ Cr _____ (substitute)
Metropolitan Transport Forum	Cr _____ Cr _____ (substitute)
Municipal Association of Victoria	Cr _____ Cr _____ (substitute)
Northern Alliance for Greenhouse Action	Cr _____
Victorian Local Governance Association	Cr _____ Cr _____ (substitute)

## Attachments

There are no attachments for this report.

## 5.4 Nomination to the board of the Yarra Energy Foundation

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<b>Reference</b>	D20/157664
<b>Author</b>	Rhys Thomas - Senior Governance Advisor
<b>Authoriser</b>	Group Manager Chief Executive's Office

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### Purpose

1. To nominate directors to the Yarra Energy Foundation for presentation to the Foundation's Annual General Meeting on 3 December 2020; and

### Critical analysis

#### History and background

2. Yarra Energy Foundation Limited is established under the Corporations Act 2001 as a "Company Limited by Guarantee not having a Share Capital". The Foundation's constitution was adopted in 2017.
3. The City of Yarra is the sole shareholder (Funding Member) of the Foundation and in accordance with its constitution is the only body entitled to nominate persons to serve as company directors for a full two year term.
4. Each company director is elected at the Foundation's annual general meeting following nomination by Council resolution. Upon election, board members hold office until the end of the second annual general meeting after that election (a term of approximately two years).
5. The company's board also has the authority to appoint additional directors (up to a maximum of 10 directors) for a period up to the next annual general meeting.
6. The expiry of the terms of three existing members, and the resignation of one member means that there are currently four vacancies that will require election at the upcoming annual general meeting of the Foundation.

#### Discussion

7. The term of three existing board members (Melissa Cutler, Melinda Scaringi and Stephen Thomson) will conclude at the Foundation's next annual general meeting, with all three members then eligible for reappointment.
8. The term of one member (Mi-Lin Chen Yi Mei) recently concluded, following receipt of her written resignation upon the conclusion of her term as a Councillor of the City of Yarra.
9. It is proposed to nominate the three existing board members for reappointment to the board, as well as to nominate a Councillor for appointment.
10. The profiles of the existing board members is taken from the Foundation's website as follows:
  - (a) Melissa Cutler is ANZ's Head of Purpose, Strategy and Environment and works with executives and senior business leaders to generate commercial, environmental and societal value for ANZ's business, customers, employees and community. Having blended private and public sector experience, Melissa Cutler has worked at a senior levels performing green finance scoping, market engagement and deal origination roles within the Clean Energy Finance Corporation and Great Barrier Reef Foundation. She started her career with a variety of environmental and carbon markets advisory and program management roles across the Australian and New Zealand Governments and specialist consultancy firms.
  - (b) Melinda Scaringi is a director at social impact and communications consultancy, Ellis Jones, where she leads the agency's work in energy and environment. In a career that



has spanned public service, not-for-profit and commercial roles, her singular focus has been on people: understanding their behaviour through research; and moving them through communications. Over approaching 20 years, she has delivered multimillion-dollar campaigns – and campaigns on a shoe-string for organisations large and small. Her work extends across marketing and advertising, community and stakeholder engagement, public relations and digital content. She is driven to support Australia's transition to a cleaner energy future that leaves no one behind.

- (c) Stephen Thomson has, over the past 20 years, created start-up businesses, restructured businesses' operations, led major transformations, and provided operational and strategic advice to businesses and governments. Stephen Thomson builds consensus around agreed objectives, alignment of activities, and fact-based decision making. He is an advisory board member of an engineering, procurement and construction business operating in the solar and renewable energy sector and has served as chairman and board member of several not-for-profit organisations.

- 11. All Councillors are eligible to be nominated to the board of the Yarra Energy Foundation, with the exception of Cr Amanda Stone, who is already a member of the board and whose term will conclude at the Foundation's 2021 annual general meeting.

#### Options

- 12. Council has the option of determining to nominate different persons for the board by alternate resolution.

### Community and stakeholder engagement

- 13. Confirmation has been received from the three existing board members proposed for nomination of their willingness to serve a further two-year term.

### Policy analysis

#### Alignment to Council Plan

- 14. The City of Yarra Council Plan 2017-2021 commits Council to *"maintain a culture of transparency, governance, ethical practice and management of risks that instils a high level of community respect and confidence in Council decision-making"*.
- 15. Further, the Council Plan contains the strategy to *"lead in sustainable energy policy and deliver programs to promote carbon neutral initiatives for the municipality and maintain Council as a carbon neutral"* and a specific initiative to *"support the Yarra Energy Foundation"*.
- 16. The effective governance of the Yarra Energy Foundation, with appointments made in a transparent process underpins these strategies and demonstrates Council's ongoing commitment to good governance.

#### Climate emergency and sustainability implications

- 17. While the Yarra Energy Foundation plays a significant role in Council's response to the climate emergency and fosters environmentally sustainable practices across the municipality, there are no specific climate emergency implications arising from the nomination of directors, save the ongoing successful governance of the organisation.

#### Community and social implications

- 18. No community or social implications are presented in this report.

#### Economic development implications

- 19. No economic development implications are presented in this report.

#### Human rights and gender equity implications

- 20. No human rights or gender equity implications are presented in this report.

### Operational analysis

### Financial and resource impacts

21. There are no specific financial implications arising from the nomination of directors. Non-executive directors are unpaid positions.

### Legal Implications

22. The nomination of members for the Foundation's board of Directors is in accordance with the process set out in the Foundation's constitution. While the constitution requires that nominees be formally elected before being appointed to the board, this process is a formality and a decision by Council effectively constitutes a decision to appoint a board member. This is because:
- (a) Only "Funding Members" are able to present nominees;
  - (b) Council is the Foundation's sole "Funding Member";
  - (c) If the number of nominees does not exceed the number of vacancies, the Foundation chairperson is required to declare the nominees to be elected as directors; and
  - (d) The number of recommended nominees does not exceed the number of vacancies.
23. As a result, the Chairperson is bound to accept Council's nominees.

### Conclusion

24. This report recommends the reappointment of three existing board members and seeks a nomination from Council for a Councillor for the fourth vacancy.

## RECOMMENDATION

1. That the following persons be nominated to serve as a director of Yarra Energy Foundation Limited:
- (a) Melissa Cutler;
  - (b) Melinda Scaringi;
  - (c) Stephen Thomson; and
  - (d) Cr \_\_\_\_\_

### Attachments

There are no attachments for this report.