

Definitions

1. In these Terms of Reference:

- **Action Plan** refers to the *Revitalising Central Geelong Action Plan 2016*.
- **Chairperson** or **Chair** refers to the Geelong Authority chairperson.
- **Council** refers to the Greater Geelong City Council.
- **Department** refers to the Department of Environment, Land, Water and Planning.
- **Member** also refers to the Chairperson, unless the context provides otherwise.
- **Ministerial Coordination Committee** refers to the Revitalising Central Geelong Coordination Committee chaired by the Minister for Planning and including the Minister for Regional Development, Minister for Transport Infrastructure, the department's Coordinating Minister (the Minister for Water) and Minister for Public Transport.
- **Project Director** refers to Revitalising Central Geelong Project Director, employed by the department.
- **Partnership** refers to the Revitalising Central Geelong Partnership comprised of department staff, City of Greater Geelong, Department Jobs, Precincts and Regions, Department of Transport and other State agencies. Partnership members will contribute to projects as required to achieve a multidisciplinary approach to place-based planning. Resources are provided to the Partnership at the discretion of the base agencies of each staff member.
- **Steering Group** refers to the Revitalising Central Geelong Steering Group comprised of:
 - Regional Director, Barwon South-west, DELWP (Chair)
 - Project Director – Revitalising Central Geelong
 - Chair, Geelong Authority
 - Regional Director, Barwon South-west, Regional Development Victoria, DJPR
 - CEO, City of Greater Geelong (COGG)
 - Regional Director, Barwon South-west, DOT
 - Executive Director – Planning Implementation, DELWP
- **Authority** refers to the Revitalising Central Geelong Ministerial Advisory Committee.

Introduction

2. The Geelong Authority was established as a Ministerial advisory committee under section 151(1) of the *Planning and Environment Act 1987* with Terms of Reference dated 8 September 2015. The Authority's initial terms of reference were amended on 30 August 2016 to expand the Authority's functions and strengthen its governance arrangements.
3. The members of the Authority were originally appointed for a term of three years, which expired on 31 August 2018. The Minister for Planning assessed the Authority's performance and subsequently approved the extension of the Authority for a further three years to 1 September 2021.
4. The members were appointed for a further three months to 30 November 2021 to enable integration with the preparation of the Revitalising Central Geelong Action Plan refresh 2021.
5. The Minister for Planning now amends the Authority's terms of reference for the fourth time, to extend the operation of the Authority for a three-year term.

Establishment and name

6. The Minister for Planning established a Ministerial advisory committee, to be known as the Geelong Authority under section 151(1) of the Act and in accordance with these Terms of Reference.

Membership

7. In accordance with section 151(1) of the Act, the Minister may appoint up to eight members to the Geelong Authority, who collectively have skills and expertise in business development, innovation and investment attraction and to utilise key links to the major economic pillars of health, education, tourism, hospitality and export of produce.
8. Section 151(2) of the Act provides that the Minister must appoint one of the members to be the chairperson.
9. Appointment to the Authority will be for a maximum of three years and members may be reappointed.

Principles of engagement with government departments

Refer to Figure 1.

10. The Authority brings expertise and local knowledge to add value by providing perspectives and advice to enhance the delivery of the *Revitalising Central Geelong Action Plan* and to produce better outcomes for Geelong.
11. State departments and agencies and Council are committed to working in partnership with each other and the Authority to ensure integrated delivery of the *Revitalising Central Geelong Action Plan*.
12. While State departments/agencies and the Council are ultimately accountable to Ministers and Council respectively for delivery of actions, all will work with the Authority to enable it to provide meaningful input and influence on projects and to capitalise on its expertise and perspective.
13. Engagement with the Authority will occur early to ensure maximum potential for the Authority to influence key decisions. Key decisions will include approval of project scopes, budgets and timelines (see paragraph 21(i)).
14. Where multiple options exist within projects, the options will be tested with the Authority through workshopping or other appropriate mechanisms prior to the selection of a preferred option.
15. There will be transparency around key project decisions including explanation when decisions are inconsistent with the Authority's advice. In these cases, the Authority may choose to escalate issues to the Project Director, Minister for Planning or Council CEO as appropriate.

Additional mechanisms to support these principles:

16. The Project Director will attend Authority meetings and provide assistance to the Authority to support the principles above (paragraphs 9 to 14).
17. The Authority's Chair will be a member of the Steering Group.
18. The Authority's Chair will attend part of the meetings of the Ministerial Coordination Committee and the Council. At these meetings, the Chair of the Authority will report on its findings and/or advice in relation to the overall delivery of the Action Plan and other actions.
19. The Authority may make recommendations to the Minister for Planning and the Council on the use of any project savings to progress unfunded priority investigations, projects or initiatives.
20. The Authority may provide advice to the Minister for Planning on the Authority's priorities for future State budget bids.

Functions

21. The Authority will provide independent advice to the Minister for Planning on the following issues taking into account any social, economic and environmental factors and the resultant net community benefit to central Geelong and the broader Geelong region:
 - i. delivery of the priority projects identified for implementation within the Action Plan, including scope, method and development of projects

- ii. the Convention Centre master plan and the extent of its integration with other priority projects for revitalisation of the city
 - iii. proposals for initiatives to attract investment, develop land or bring new activity to central Geelong through partnerships that deliver jobs, homes and services
 - iv. recommendations for additional projects that could be undertaken to benefit revitalisation of Geelong, including those meriting consideration in future State budgets
 - v. matters requiring consideration or action by the Ministerial Coordination Committee
 - vi. planning permit applications for which the Minister for Planning is the responsible authority
 - vii. the Moolap Coastal Strategic Framework Plan.
22. The Authority will provide its advice as follows:
- i. record consolidated comments about projects and recommendations discussed at each meeting of the Authority
 - ii. the Project Director (or delegate) will attend meetings and ensure the RCG Partnership team record the minutes, which will be approved by the Authority in accordance with its approved meeting procedures
 - iii. the Project Director will report on progress of the RCG Partnership team with projects in the Action Plan and how the Authority's advice has been actioned by the responsible agencies
 - iv. the Authority must prepare a half yearly report to the Minister for Planning that provides its consolidated comments, advice and recommendations on progress with the Action Plan for that period and future directions.
23. The Authority will be supported by the Project Director and the staff of the Partnership.
24. The Authority will consult with the Barwon Regional Partnership, G21 and the Committee for Geelong on the priorities for central Geelong and the wider Barwon region.
25. The Minister may approve an Authority member/s to speak at seminars, conferences and other events on behalf of the Authority.
26. The Minister and/or the Project Director may invite the Chairperson or specific members of the Authority to accompany the Project Director to meetings with key government officials or external parties to ensure effective collaboration and engagement.
27. The Project Director may draw other matters to the attention of the Authority as they arise and request additional advice.

Procedures

28. Each member of the Authority must at all times act in accordance with the public-sector values in section 7(1) of the *Public Administration Act 2004*.

Conflict of interest

29. The Authority members are to declare private interests prior to appointment, and then annually thereafter, or if those interests change.
30. In these Terms of Reference:
- a. a 'conflict of interest' is a conflict between a member's public duty to act in the best interests of the Authority and their private interests. It includes a conflict of duty that is a conflict between a member's public duty to act in the best interests of the Authority and their duty to another organisation (for example, due to their role as a board member or employee of that organisation).
 - b. A private interest:
 - i. may be direct or indirect
 - ii. can be pecuniary (financial) or non-pecuniary (non-financial), or a mixture of both. A non-pecuniary interest may arise from personal or family relationships or from involvement in sporting, social, or cultural activities, etc.

- A conflict of interest exists whether it is:
 - i. real (that is, it currently exists)
 - ii. potential (that is, it may arise, given the circumstances) or
 - iii. perceived (that is, members of the public could reasonably form the view that a conflict exists, or could arise, that may improperly influence the member's performance of his/her duty to the Committee, now or in the future).
31. A member who has a conflict of interest in a matter being discussed at a meeting of the Authority must declare the nature of the interest:
- at the commencement of a meeting or
 - if they become aware of an interest during discussions, as soon as possible after becoming aware of the interest.
 - A declaration must be made even if the interest is already recorded in the Authority's Register of Interests.
32. A member who has made a declaration of a conflict of interest:
- must leave the room during the agenda item
 - must not take part in any discussion of the issue with other members, either during or outside of the meeting and
 - must not vote on the matter to which the declaration relates.
33. The only exception is if the Authority agrees it would be in the public interest for the member to take part in some or all of the discussion and/or voting on the issue. If the conflict is material, it will not usually be in the public interest for the Authority to make an exception. If an exception is made, the minutes must record clear reasons why it is in the public interest to do so and what lesser measures will be put in place to manage the conflict. Careful monitoring must occur to ensure the lesser measures remain in the public interest.
34. The Chairperson or member presiding at a meeting at which a declaration of an interest is made must cause the declaration and how the conflict of interest will be managed to be recorded in the minutes of the meeting.
35. The Chairperson must keep a record of declared interests (the Register of Interests). Any member may request and be granted access to this Register of Interests.
36. If an Authority member has breached their conflict of interest obligations in these Terms of Reference, the Chairperson must notify in writing to the Minister as soon as practicable after becoming aware of such a breach, including whether the breach is material.

Gifts, benefits and hospitality

37. The Authority must ensure it follows the department's gifts, benefits and hospitality model policy¹.
38. A member must never accept or make a gift offer in their role as a member of the Authority unless it is in the public interest to do so.
39. As part of this requirement, Authority members:
- must never solicit gifts for themselves or anyone else
 - must refuse and report any attempt to bribe them
 - must refuse prohibited gifts (for example, money or similar, gifts that are a conflict of interest, inconsistent with community expectations, bring integrity into disrepute, etc.)
 - must declare gift offers in accordance with the Authority's policy on Gifts, benefits and hospitality.
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¹ The Department's model policy is available at DELWP's OnBoard website at: www.delwp.vic.gov.au/onboard

Dispute resolution

40. For the purposes of this dispute resolution procedure, a 'dispute' exists if:
- two or more Authority members have difficulty working together (e.g. due to a conflict of personalities or ideological differences); and
 - the situation is unduly affecting the ability of a member or the Authority collectively, to perform their duties in an effective and efficient manner.
41. All Authority members will avoid disputes, where possible. If a dispute arises:
- the Authority members in dispute (the parties) will, acting in good faith, make a reasonable, thorough and conscientious effort to resolve the dispute on an informal basis, as soon as possible, and in the public interest (the best interests of the Authority)
 - the Chairperson will actively guide the parties towards resolution of the dispute.
42. It is preferable for disputes to be resolved on an informal basis. If a dispute cannot be resolved on an informal basis, the Chairperson will then place the matter on the agenda of the next Authority meeting.
43. At that meeting, if the Authority is satisfied that: (i) a dispute exists which cannot be resolved on an informal basis; and (ii) it is in the public interest to do so, then the Authority will notify the DELWP Project Director in writing of the dispute, the parties involved and the steps taken to resolve the dispute informally.
44. The Project Director will notify the Chairperson within 21 business days of the options available to resolve the dispute.

Confidentiality

45. The Authority members are to sign a deed of confidentiality on appointment and to complete a Diversity Information and Privacy Consent form.
46. The Authority may advise the Project Director on consultation required to collect public feedback and submissions. The Authority will not conduct formal hearings. The Authority may otherwise inform itself in any way it sees fit, including conducting consultation as necessary with relevant stakeholders to clarify any issues.

Observers

47. The Chair may invite observers and/or presenters to attend all or part of a meeting. Observers and presenters are (i) required to keep any information provided to them confidential; and (ii) must return any documents. Observers/presenters cannot vote.
48. The City of Greater Geelong may nominate an observer to attend all meetings.

Quorum

49. A quorum of the Authority exists if at least four of the members presently appointed to the Authority are present at a meeting.

Communication

50. The Authority will work in company with the Project Director to develop communications and key messages for approval by the Minister for Planning and/ or the City of Greater Geelong.

Records and Freedom of Information

51. The Authority must retain documentation of the Authority's considerations. Any Authority documents must be returned to department; or if agreed to by the Project Director, destroyed by a member at the end of their term.
52. Members should be aware the Authority's records are retained by department on file and may be subject to a freedom of information request.

Amendments to Terms of Reference and organisation structure

53. The Minister for Planning may amend the terms of reference at any time, including at the request of the Authority.
54. The organisational arrangements (in Figure 1) may be amended from time to time by the Government if issues arise.

Review of Authority and sunset

55. A formal independent review of the Authority's governance will be undertaken by the department in accordance with Premier's Circular 2013/2 in June 2024 to ensure it remains relevant and effective.
56. The Minister may abolish the Authority at any time and for any reason or for no reason at all, by terminating the appointments of all members, in accordance with section 151(3) and (4) of the Act.
57. On 8 September 2025, the Authority will automatically cease to exist. If the Authority has not ceased to exist prior to that date, and the terms of appointment of all members will automatically be terminated on that date,

DPC classification, remuneration and expenses

58. The Authority is classified as a Group C, Band 2(b) body in accordance with the *Appointment and Remuneration Guidelines*.
59. Remuneration for eligible members and the chair will be fixed by the Governor in Council in accordance with section 151(4) of the Act. 'Eligibility' and a 'sitting day' are defined in the Guidelines.
60. In accordance with section 151(4), the Governor in Council will fix a members' entitlement to the reimbursement of travel and other expenses directly related to a member's service on the Authority, and at the rates, and on the terms applicable to employees of the Department of Environment, Land, Water and Planning.

Timing and outcomes

61. The Authority must submit to the department an indicative program and meeting schedule at the commencement of each calendar year. The expectation is that the Authority will meet at least 10 times per year, generally monthly.
62. The Authority must respond expeditiously in providing its findings, comments and recommendations in relation to matters that it considers.
63. With respect to planning permit applications referred to the Authority for which the Minister for Planning is the responsible authority, the Authority must respond within 28 days of receiving the request for advice.
64. The Authority is to provide its reports to the Minister for Planning.
65. The Minister for Planning may make the reports publicly available, together with any supporting documentation relied on by the Authority in its report. The Minister for Planning may withhold from publication aspects of the reports that are commercially sensitive or otherwise subject to confidentiality obligations, including on the advice of the Authority. The Chairperson will be informed of any decision to publish a report.



Hon Richard Wynne MP
Minister for Planning

18/...11/2021

REVITALISING CENTRAL GEELONG GOVERNANCE STRUCTURE

