

Charter – 2019

Pursuant to section 42 of the *Local Government Act 1999*

Approved by the City of Adelaide 28 August 2018

Approved by the Minister for Local Government 25 March 2019

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1. INTRODUCTION

The land comprising the Adelaide Park Lands should, as far as is reasonably appropriate, correspond to the general intentions of Colonel William Light in establishing the first Plan of Adelaide in 1837.

1.1. Name of Authority

The name of the Subsidiary is the Adelaide Park Lands Authority (referred to as ‘the Authority’ in this Charter).

1.2. Establishment of Authority

The Authority is established by section 5 of the Park Lands Act and is taken to be a single council Subsidiary of the Council under section 42 of the LG Act.

1.3. Purpose for Which the Authority is Established

- 1.3.1. The Council and the State Government of South Australia are committed to protecting and enhancing the Adelaide Park Lands for the benefit of all South Australians.
- 1.3.2. The Adelaide Park Lands Authority is the principal advisor to both the Council and the State Government on the protection, management, enhancement and promotion of the Adelaide Park Lands.
- 1.3.3. The Council, on behalf of the communities of the City of Adelaide and the State, is committed to ensuring that the Authority delivers maximum benefit for the future of Adelaide’s Park Lands as the City of Adelaide’s defining feature.
- 1.3.4. In this context the Authority is established by Statute to undertake in accordance with the powers conferred by this Charter, the Functions of the Authority as set out at section 9 of the Park Lands Act.

2. UNDERSTANDING THIS CHARTER

2.1. Definitions

- 2.1.1. 'Adelaide Park Lands' means the land as defined in accordance with Part 3 of the Park Lands Act;
- 2.1.2. 'Adelaide Park Lands Plan' means the plan deposited in the General Registry Office by the Minister, as shown in Annexure One;
- 2.1.3. 'Authority' means the Adelaide Park Lands Authority established under Division 2 of the Park Lands Act;
- 2.1.4. 'Board' means the Board of Management as established under section 6 of the Park Lands Act;
- 2.1.5. 'Board Member' means each person who is currently a member of the Board and who has been appointed in accordance with clause 4.2;
- 2.1.6. 'Budget' has the meaning as defined in clause 7.6.3;
- 2.1.7. 'Business Plan' means the business plan developed for the Authority and approved in accordance with clause 7.4;
- 2.1.8. 'Community Land Management Plans' has the meaning defined in section 196 of the Local Government Act 1999;
- 2.1.9. 'Council' means the Corporation of the City of Adelaide;
- 2.1.10. 'Council CEO' means the person currently appointed as the chief executive officer of the Council;
- 2.1.11. 'Deputy' means each person who is appointed to act as a Board Member in the absence of the appointed Board Member;
- 2.1.12. 'Deputy Presiding Member' means the person appointed in accordance with clause 4.4.2 to perform that role as defined in clause 4.4.4;
- 2.1.13. 'Executive Officer' means the person who may be appointed in accordance with this Charter to act in that role to manage the business of the Authority and the Board;
- 2.1.14. 'Financial Year' means 1 July in each year to 30 June in the subsequent year;
- 2.1.15. 'Functions' means the functions of the Authority as detailed in section 9 of the Park Lands Act and expressed in clause 3.1;
- 2.1.16. 'the Fund' means the Adelaide Park Lands Fund established in accordance with section 22 of the Park Lands Act;
- 2.1.17. 'Gazette' means the South Australian Government Gazette;
- 2.1.18. 'LG Act' means the *Local Government Act 1999* and all relevant regulations made thereunder;
- 2.1.19. 'Lord Mayor' means the person currently elected and holding the office of the Lord Mayor of the City of Adelaide;
- 2.1.20. 'Minister' means the Minister responsible for administering the Park Lands Act;

- 2.1.21. 'Park Lands Act' means the *Adelaide Park Lands Act 2005* and any regulations made thereunder;
- 2.1.22. 'Presiding Member' means the person currently appointed in accordance with clause 4.4.1 to perform that role as defined in clause 4.4.4;
- 2.1.23. 'the Strategy' means the *Adelaide Park Lands Management Strategy* as set out at section 18 of the Park Lands Act;
- 2.1.24. 'State' means any agency, administrative unit or instrumentality of the Government of South Australia.

2.2. Local Government Act 1999

- 2.2.1. This Charter must be read in conjunction with the LG Act and the Park Lands Act.
- 2.2.2. The Authority shall conduct its affairs in accordance with Schedule 2, Part 1 to the LG Act except to the extent that a matter is dealt with by the Park Lands Act or otherwise as modified by this Charter in a manner permitted by Schedule 2, Part 1 to the LG Act.

3. THE AUTHORITY

3.1. Functions

The Functions of the Authority (as set out at section 9 of the Park Lands Act and added to here) are:

- 3.1.1. to undertake a key policy role with respect to the advocacy and promotion of the values of the Park Lands and their management and protection;
- 3.1.2. to prepare and, as appropriate, to revise, the Adelaide Park Lands Management Strategy in accordance with the requirements of the Park Lands Act;
- 3.1.3. to provide comments and advice on any management plan prepared by the Adelaide City Council or a State Authority under the Park Lands Act or the LG Act that relates to any part of the Adelaide Park Lands, and to monitor and, as appropriate, to provide comments, advice or reports in relation to, the implementation or operation of any such plan;
- 3.1.4. to provide comments or advice in relation to the grant or operation of any lease, licence or other form of grant of occupation of land within the Adelaide Park Lands;
- 3.1.5. on the basis of any request, or on its own initiative, to provide advice to the City of Adelaide or to the Minister on policy, development, heritage or management issues affecting the Adelaide Park Lands;
- 3.1.6. to promote public awareness of the importance of the Adelaide Park Lands and the need to ensure that they are managed and used responsibly;
- 3.1.7. providing a forum for the discussion and consideration of topics related to the management of the Adelaide Park Lands;
- 3.1.8. to ensure that the interests of South Australians are taken into account, and that community engagement and consultation processes are established and undertaken, in relation to the strategic management of the Adelaide Park Lands;

- 3.1.9. to promote and administer the Fund; and
- 3.1.10. to undertake or support other activities that will protect or enhance the Adelaide Park Lands, or in any other way promote or advance the objects of the Park Lands Act.

3.2. Powers and Duties

The powers and duties of the Authority are to be exercised in the performance of the Authority's Functions, and in accordance with the provisions of the Park Lands Act, the LG Act and this Charter and, to avoid any doubt, the Authority shall have those powers specifically conferred upon it by the Park Lands Act and otherwise as delegated to it by the Council from time to time, which include, but are not limited to:

- 3.2.1. undertaking its Functions;
- 3.2.2. preserving and strengthening the integrity of the Adelaide Park Lands and their values as expressed in the Statutory Principles in the Park Lands Act and the values as expressed in the National Heritage Listing of the Adelaide Park Lands and City Layout (gazetted 7 November 2008);
- 3.2.3. providing advice or comment to the Council and the Minister, on its own initiative, or at the request of the Council or the Minister, on strategic and policy issues including:
 - (a) priorities and actions to facilitate, and the progress on, the transfer of State managed areas of the Adelaide Park Lands to the care, control and management of the Council;
 - (b) recognising, interpreting and protecting the significance of the Adelaide Park Lands to Aboriginal people (in consultation with the relevant Aboriginal communities);
 - (c) draft policies of Council which impact upon the Adelaide Park Lands;
 - (d) Council's draft annual business plan and budget as they relate to the Adelaide Park Lands;
 - (e) the progress of Council and the State in implementing the Strategy;
 - (f) the State's plans as they relate to the Adelaide Park Lands;
 - (g) when existing strategies and policies are silent on the matter;
 - (h) review of Community Land Management and State Management Plans;
 - (i) significant management issues concerning misuse and unauthorised occupation;
 - (j) leasing or licensing policy for sport, commercial and other use;
 - (k) the granting or renewal of leases and licences or other forms of occupation;
 - (l) sustainable use of water and other resources;
 - (m) biodiversity conservation, wildlife and other natural heritage matters;
 - (n) revegetation projects;

- (o) water quality and use;
- (p) riparian environments;
- (q) significant landscaping proposals;
- (r) significant tree removals other than those undertaken for safety reasons;
- (s) signage plans and interpretation;
- (t) lighting plans;
- (u) building design and location;
- (v) community gardens;
- (w) variations to the Adelaide Park Lands Plan;
- (x) liquor licensing policy;
- (y) events, including associated signage, fencing, public access and rehabilitation issues;

but excluding:

- (z) minor building and landscaping projects such as internal building improvements or landscape renewals;

and any advice sought or provided should be managed in a prompt and timely manner so as to properly inform the decision making process of the Council and the State.

3.2.4. providing advice or comment at the request of the Council on business and operational issues with respect to areas of the Adelaide Park Lands under the care, control and management of the Council including:

- (a) proposals for the installation of works of public art, memorials and monuments;
- (b) the setting of service standards;
- (c) major capital works proposals; and
- (d) significant operational issues;

3.2.5. investing any of the money in the Fund that is not for the time being required for the purposes of the Fund:

- (a) in a manner determined by the Authority after consultation with the Council;
- (b) where the investment is authorised by the *Trustee Act 1936* or with the Local Government Finance Authority provided that in exercising this power of investment the Authority must exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons;

PROVIDED THAT the Authority must avoid investments that are speculative or hazardous in nature;

- 3.2.6. entering into contracts including engaging or retaining professional advisors to the Authority;
- 3.2.7. requesting that the Council employ, engage or dismiss an Executive Officer and funding the employment by the Council of that Executive Officer and such other staff as may be seconded to the Authority by the Council and who are to be employed, engaged, suspended or dismissed by the Council at the request of the Executive Officer;
- 3.2.8. producing publications and maintaining a website which promotes the role and work of the Authority in relation to its Functions and powers and advocates for the environmental, cultural, recreational and social values of the Park Lands;
- 3.2.9. requesting advice or information from the Executive Officer or the Council relevant to the Authority; and
- 3.2.10. to manage risk associated with the purpose and Functions of the Authority under this Charter for the Adelaide Park Lands.

3.3. Property and Assets

- 3.3.1. Other than the Fund, the Authority may only hold property or assets with the express prior written approval of the Council.
- 3.3.2. All property or assets held by the Authority is held by it on trust for and on behalf of the Council.
- 3.3.3. No person may sell, encumber or otherwise deal with any property or asset of the Authority without both the approval of the Board by way of resolution at a Board meeting and the approval of the Council by way of resolution at a formal Council meeting.

3.4. Committees and Delegation by the Authority

- 3.4.1. The Board may establish one or more committees pursuant to section 11 of the Park Lands Act and this clause 3.4, and for each such committee:
 - (a) each member of a committee holds their office at the pleasure of the Board;
 - (b) the Presiding Member is, ex-officio, a member of each committee; and
 - (c) the procedures to be observed in relation to the conduct of business at a meeting of a committee will be as determined by the Board or as determined by the committee where the Board has not made such a determination.
- 3.4.2. The Board may by resolution delegate any of its powers under this Charter to a committee established by the Board or to an employee of the Council, including an employee of the Council seconded to the Authority, but may not delegate:
 - (a) the power to approve expenditure of money on the services or operations of the Authority not set out or included in the Budget or, where required by this Charter, as expressly approved in writing by the Council;

- (b) the power to approve the reimbursement of expenses to members of the Board for which the Authority has not adopted a formal policy or made specific financial provision;
 - (c) the power to adopt financial estimates and reports; and
 - (d) the power to make any application or recommendation to the Council or the Minister.
- 3.4.3. A delegation by the Authority:
- (a) must be subject to conditions and limitations determined by the Authority and as otherwise specified under the Park Lands Act or the LG Act;
 - (b) is revocable at will and does not prevent the Authority from acting in a matter.

4. BOARD OF MANAGEMENT

4.1. Role of the Board

- 4.1.1. In accordance with clause 2(a) of Part 1 of Schedule 2 to the LG Act the Authority is a body corporate and is governed by the Board which is responsible for managing the business and other affairs of the Authority and for ensuring that the Authority acts in accordance with this Charter and all relevant legislation including the Park Land Act and the LG Act.
- 4.1.2. All meetings of the Authority shall be meetings of the Board.
- 4.1.3. The Board shall have the responsibility to manage all of the activities of the Authority ensuring that the Authority acts in accordance with this Charter and the provisions of the Park Lands Act and the LG Act.
- 4.1.4. The Board will be entitled to make decisions in accordance with the Powers of the Authority set out in this Charter and by or under the Park Lands Act.

4.2. Membership of the Board

- 4.2.1. The Authority will have a board of management constituted in the manner prescribed by section 6 of the Park Lands Act as follows:
 - (a) the Authority shall have ten (10) Board Members who will be appointed in the following proportions by the Council and by the Minister:
 - (i) the Lord Mayor or, if the Lord Mayor chooses not to be a member of the Authority, a person appointed by the Council;
 - (ii) four other (4) persons appointed by the Council; and
 - (iii) five (5) persons appointed by the Minister,and each of those appointments will be made by notice in the Gazette;
 - (b) subject to clause 4.2.1.(c), the Council and the Minister must, in making appointments under this section, consult with each other in order to endeavour to achieve, in the membership of the board of management, a range of knowledge, skills and experience across the following areas
 - (i) biodiversity or environmental planning or management;

- (ii) recreation or open space planning or management;
 - (iii) cultural heritage conservation or management;
 - (iv) landscape design or park management;
 - (v) tourism or event management;
 - (vi) indigenous culture or reconciliation;
 - (vii) financial management; and
 - (viii) local government.
- (c) one (1) member appointed under subsection 4.2.1.(a)(iii) must be a person selected by the Minister from a panel of 3 persons nominated by an incorporated body that, in the opinion of the Minister, has demonstrated an interest in the preservation and management of the Adelaide Park Lands for the benefit of the community and that has been invited by the Minister to make a nomination under this section (and the person so selected need not fall within the ambit of subsection 4.2.1.(b)).
- (d) The Council and the Minister must ensure that they each appoint at least one (1) woman and at least one (1) man to the membership of the board of management.

(See Division 2, Section 6 to the Park Lands Act - Board of Management)

- 4.2.2. Without derogating from the operation of section 7 of the Park Lands Act, each Board Member will hold office on conditions determined by the Council after consultation with the Minister which must include the following:
- (a) a term of office not exceeding three (3) years with such period determined by the Council and the Minister for their respective nominees who have been appointed as Board Members;
 - (b) that a Board Member may be removed from their office prior to the expiry of the term of their office:
 - (i) at any time by notice from the Council given to the Authority in respect of a Board Member originally nominated by the Council;
 - (ii) at any time by notice from the Minister given to the Authority in respect of a Board Member originally nominated by the Minister; or
 - (iii) by notice to the Authority from the Council or the Minister on any one or more of the following grounds:
 - (A) for breach of, or non-compliance with, a condition of appointment;
 - (B) for mental or physical incapacity to carry out duties of office satisfactorily;
 - (C) for neglect of duty; or
 - (D) for dishonourable conduct.

- (c) that the office of a Board Member immediately becomes vacant upon:
 - (i) the death of the Board Member;
 - (ii) completion of a term of office of the Board Member where they are not reappointed;
 - (iii) the Board Member providing his/her resignation in writing to the Council or the Minister who nominated them to be appointed to the Board;
 - (iv) the Board Member becoming a bankrupt or applying for the benefit of a law for the relief of insolvent debtors; or
 - (v) the Board Member is removed from office in accordance with clause 4.2.2(b).

4.2.3. Neither the Authority nor the Board may remove a Board Member;

4.2.4. A Board Member shall, at the expiration of their then current term of office be eligible for re-appointment.

4.2.5. Subject to Clause 4.4, the Council and the Minister may appoint a deputy for each of their respective appointed Board Members (**Deputies**). In the absence of a Board Member their Deputy will be deemed to be the Board Member for that time and will exercise all rights, privileges and obligations of the Board Member during the absence of that Board Member and each Deputy may be removed from their position as Deputy in the same manner and on the same grounds as a Board Member may be removed from office.

4.2.6. If any vacancy occurs on the Board during the term of office of a Board Member, the Council or the Minister, as the case may be where the departed Board Member was originally nominated by them, will have authority to appoint at their discretion a Board Member for the remainder of the term of office of the relevant Board Member and at the end of that term the process for nomination and appointment of Board Members under clause 4.2.1 will be applied so that the Council or the Minister, as the case may be, appoints a new person to fill the role of the departed Board Member in accordance with the process under clause 4.2.1 where that departed Board Member was originally appointed by them.

4.2.7. At the end of the term of office of a Board Member the process for nomination and appointment of Board Members under clause 4.2.1 will be applied so that the Council or the Minister, as the case may be, appoints a new person to fill the role of the departed Board Member in accordance with the process under clause 4.2.1 where that departed Board Member was originally appointed by them.

4.3. Saving Provision

In accordance with Schedule 2, Clause 40 of the LG Act no act or proceeding of the Authority is invalid by reason of:

- 4.3.1. a vacancy or vacancies in the membership of the Board; or
- 4.3.2. A defect in the appointment of a Board Member.

4.4. Presiding Member and Deputy Presiding Member of the Board

- 4.4.1. The Presiding Member of the Board shall be the Lord Mayor or, where the Lord Mayor chooses not to be a member of the Authority, another Board Member nominated by the Council.
- 4.4.2. The Deputy Presiding Member of the Board shall be the Board Member nominated by the Minister from one of the five persons appointed by the Minister.
- 4.4.3. If the appointed Presiding Member either resigns, or is no longer eligible to act as a Board Member prior to the expiration of that persons' term, then the Deputy Presiding Member shall hold the office of Presiding Member until a new Presiding Member is appointed in accordance with clause 4.4.1 whereupon the person so appointed will hold the office of Presiding Member for the duration of the original appointment of their predecessor in that role.
- 4.4.4. At a meeting of the Board:
 - (a) the Presiding Member shall preside as chair; but
 - (b) if the Presiding Member is absent, then either:
 - (i) the Deputy Presiding Member (if present) shall preside as chair; or
 - (ii) if the Deputy Presiding Member is also absent, the Board Members present shall appoint a Board Member from amongst them to preside as chair for either:
 - (A) that meeting; or
 - (B) until either the Presiding Member or the Deputy Presiding Member are present.

4.5. Functions of the Board

The Board has the following functions:

- 4.5.1. to ensure that the Authority acts in accordance with the requirements imposed upon it under the Park Lands Act and this Charter;
- 4.5.2. the formulation of strategic plans and strategies aimed at achieving the Functions of the Authority;
- 4.5.3. to provide professional input and policy direction to the Authority;
- 4.5.4. monitoring, overseeing and evaluating the performance of the Authority;
- 4.5.5. ensuring that ethical behaviour and integrity is established and maintained by the Board Members in all activities undertaken by the Authority;
- 4.5.6. subject to sub-clause 4.8.21 of this Charter, ensuring that the activities of the Authority are undertaken in an open and transparent manner;
- 4.5.7. the development of Business Plans;
- 4.5.8. exercising the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons; and

- 4.5.9. the preparation and adoption of a code of conduct ('**Code of Conduct**') to be observed by the Board Members and to undertake a review of the Code of Conduct every four years in consultation with the Council.

4.6. Remuneration of Board Members

- 4.6.1. The Authority is entitled to pay appropriate remuneration fees to Board Members as approved by the Council, including for participation on Committees established under this Charter.
- 4.6.2. The Authority must pay to a Board Member any travelling and other expenses that are properly incurred in connection with the Authority's business and with the prior approval of the Board as recorded in the minutes of the Board meeting.
- 4.6.3. Attendance is recognised as a significant factor towards the success of the Authority and therefore the payment of remuneration fees to a Board Member will be subject to the attendance of that Board Member at meetings of the Board or the relevant committee, as the case may be.

4.7. Propriety of Members of the Board

- 4.7.1. The principles regarding conflict of interest prescribed in the LG Act apply to all Board Members in the same manner as if they were elected members of a council.

(See Chapter 5, Part 4, Division 3 of the LG Act for Conflict of Interest Provisions)

- 4.7.2. The Board Members are not required to comply with Chapter 5, Part 4, Division 2 (Register of Interests) of the LG Act.
- 4.7.3. The Board Members will at all times act in accordance with their duties of confidence and confidentiality and individual fiduciary duties, including honesty and the exercise of reasonable care and diligence, with respect to the performance and discharge of their official functions and duties as Board Members including as required by Chapter 5, Part 4, Division 1 of the LG Act and Clause 7 of Part 1 of Schedule 2 to the LG Act.
- 4.7.4. The Authority must, in consultation with, and subject to approval of, the Council, maintain relevant policies sufficient to meet legislation applicable to the Authority, the Adelaide Park Lands, and for the effective management of the Authority. In the absence of any specific policies adopted by the Authority, relevant Council policies will apply.

4.8. Meetings of the Board / Authority

- 4.8.1. An ordinary meeting of the Board will constitute an ordinary meeting of the Authority and the Board shall administer the business of the ordinary meeting.
- 4.8.2. Subject to the Adelaide Park Lands Act 2005 and the provisions of this Charter the Board may determine its own procedures for meetings, which must be fair and contribute to free and open decision making.
- 4.8.3. Telecommunications Meeting
- (a) For the purposes of this Clause 4.8.3 the contemporary linking together by telephone, audio-visual or other instantaneous means (telecommunications meeting) between Board Members is deemed to

constitute a meeting of the Board, provided that the provisions of the meetings of the Board/Authority as outlined in Clause 4.8 are satisfied.

- (b) Subject to the provisions of Clause 4.8 a Board Member who uses telephone, audio-visual or other instantaneous means to participate in a meeting of the board is taken to be in attendance for that meeting.
- (c) Each of the Board Members taking part in the telecommunications meeting must at all times during the telecommunications meeting be able to hear and be heard by each of the Board Members present.
- (d) At the commencement of the meeting each Board Member must announce his/her presence to all other Board Members taking part in the meeting.
- (e) A Board Member must not leave a telecommunications meeting by disconnecting his/her telephone, audio-visual or other communication equipment unless that Board Member has previously notified the Presiding Member of the meeting and/or the meeting has been officially closed.
- (f) A Board Member can only use telephone, audio-visual or other instantaneous means to participate in a maximum of two meetings of the board per calendar year.

4.8.4. Written Resolution

- (a) A proposed resolution in writing and given to all Board Members in accordance with procedures determined by the Board will be a valid decision of the Board where a majority of Board Members vote in favour of the resolution by signing and returning the resolution to the APLA Executive Officer or otherwise giving written notice of their consent and setting out the terms of the resolution to the APLA Executive Officer.
- (b) The resolution shall thereupon be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

4.8.5. An ordinary meeting of the Board must take place at such times and places as may be fixed by the Board provided that there shall be at least one ordinary meeting of the Board held in each calendar month except in December and January.

4.8.6. Notice of ordinary meetings of the Board must be given to each Board Member by the Executive Officer not less than three clear business days prior to the date for the holding of the meeting.

4.8.7. Notice to a Board Member of any meeting of the Board must:

- (a) be in writing;
- (b) set out the date, time and place of the meeting;
- (c) contain, or be accompanied by, the agenda for the meeting; and
- (d) be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).

- 4.8.8. Notice of the times and places of meetings of the Board must be given to the public in the same manner that public notification of meetings of the Council is given in accordance with section 84 of the LG Act.
- 4.8.9. Copies of any document or report which are provided to Board Members for a Board Meeting must be available to the public:
- (a) for inspection, without charge;
 - (b) by way of public display on the Council and/or the Authority's website until completion of the Board Meeting,
- as soon as practicable after the time when the document or report is supplied to Board Members and provided that the document or report is not provided to Board Members or the Authority on a confidential basis.
- 4.8.10. A record of all notices of meetings of the Board must be maintained by the Executive Officer.
- 4.8.11. Any notice given under this clause 4.8 may be given to a Board Member:
- (a) personally;
 - (b) by delivering the notice (whether by post or otherwise) to the usual place of residence of the Board Member or to another place authorised in writing by the Board Member;
 - (c) by leaving the notice for a Board Member appointed under section 6(1)(a) of the Park Lands Act at an appropriate place at the principal office of the Council; or
 - (d) by a means authorised in writing by the Board Member as being an available means of giving notice.
- 4.8.12. A notice that is not given in accordance with clause 4.8.11 will be taken to have been validly given where it is impracticable to give the notice in accordance with clause 4.8.11 and reasonable action is taken in the circumstances to bring the notice to the Board Member's attention.
- 4.8.13. The Board may hold special meetings where either the Presiding Member, the Council, the Minister or any three Board Members send a written notice to the Board setting out a proposed agenda for the special meeting and requesting that the Board send notice (in accordance with clauses 4.8.11 and 4.8.12) to all Board Members, at least 24 hours prior to the scheduled commencement of the special meeting, notifying each Board Member (or their respective Deputies) that there will be a special meeting of the Board and enclosing a copy of the request for that meeting and the proposed agenda for that meeting and copies of any supporting documents that are intended to be tabled at that special meeting.
- 4.8.14. The quorum for any meeting of the Board is six (6) Board Members (or their respective Deputies) attending either in person or remotely via telecommunications as outlined in clause 4.8.3 and no business may be transacted at a meeting of the Board unless a quorum is present.
- 4.8.15. Every Board Member, including the Presiding Member, shall have a deliberative vote. The Presiding Member shall not in the event of an equality of votes have a casting vote.

- 4.8.16. All matters will be decided by a simple majority of votes of the Board Members present. In the event of an equality of votes the matter will lapse.
- 4.8.17. Subject to the Act and this Charter each Board Member validly present at a Board meeting must vote on a matter arising for decision at that meeting.
- 4.8.18. Any meeting of the Board may be adjourned from time to time and from place to place by a majority of Board Members present at that meeting.
- 4.8.19. Meetings of the Board must be conducted in a place open to the public.
- 4.8.20. All Board Members must keep confidential all documents and any information provided to them on a confidential basis for their consideration prior to a meeting of the Board, except in those circumstances prescribed by section 12 of the Park Lands Act and clause 35 of Schedule 2 to the LG Act.
- 4.8.21. The Board may order that the public be excluded from attendance at any meeting in order to enable the Board to consider in confidence any information or matter listed in section 90(3) of the LG Act (after taking into account any relevant consideration under that section). The exercise of this power does not exclude Board Members and/or any other person permitted by the Board to remain in the room.
- 4.8.22. Where an order is made under sub-clause 4.8.21, a notice must be made in the minutes of the making of the order and of the grounds on which it was made.
- 4.8.23. Subject to sub-clause 4.8.25 a person is entitled to inspect, without payment of a fee:
 - (a) agendas and minutes of a Board Meeting;
 - (b) reports to the Board received at a meeting of the Board; and
 - (c) recommendations presented to the Board in writing and adopted by resolution of the Board.
- 4.8.24. Subject to sub-clause 4.8.25, a person is entitled, on payment of a fee fixed by the Board, to obtain a copy of any documents available for inspection under sub-clause 4.8.23.
- 4.8.25. Sub-clauses 4.8.23 and 4.8.24 do not apply in relation to a document or part of a document if:
 - (a) the document or part of the document relates to a matter of a kind referred to in sub-clause 4.8.21; and
 - (b) the Board orders that the document or part of the document be kept confidential (provided that in so ordering the Board must specify the duration of the order or the circumstances in which it will cease to apply or a period after which it must be reviewed).
- 4.8.26. Subject to this Charter and to any direction of the Council, the Board may determine its own procedures for voting which must be fair and contribute to free and open decision making.

4.9. Minutes of Meetings

- 4.9.1. The Board must cause minutes to be kept of the proceedings at every meeting of the Board.
- 4.9.2. The minutes must be prepared and distributed to Board Members and the Council within five (5) business days of the meeting to which they relate.
- 4.9.3. The minutes must be presented to the next ordinary meeting of the Board for confirmation and adoption.

4.10. Annual Community Forum

- 4.10.1. An Annual Community Forum shall be held by the end of October in each year at a place and time determined by resolution of the Board.
- 4.10.2. Notice of the Annual Community Forum must be given to the public in the same manner that public notification of meetings of the Council is given in accordance with section 84 of the LG Act.
- 4.10.3. The notice and agenda must be on public display at least 14 days before the Annual Community Forum and must be available to the public:
 - (a) for inspection, without charge; and
 - (b) by way of a copy, upon payment of a fixed fee by the Authority; and
 - (c) by way of public display on the Council and/or the Authority's website until completion of the Annual Community Forum.
- 4.10.4. A reasonable number of copies of the notice and agenda and any document or report supplied to Board Members for the Annual Community Forum must be available for members of the public at the forum.
- 4.10.5. The Annual Community Forum will be conducted in a place open to the public and will consider and deal with business of a general nature aimed at reviewing the progress and direction of the Authority over the immediately preceding Financial Year and shall include the following:
 - (a) Presiding Member's report;
 - (b) Executive Officer's report;
 - (c) the audited financial statements for the previous Financial Year; and
 - (d) any other general business determined by the Board to be considered at the Annual Community Forum.
- 4.10.6. The minutes of the Annual Community Forum must be available to the public within five days of the Annual Community Forum for inspection or by provision of a copy on the Council and/or Authority's website.

5. APLA Executive Officer

5.1. Appointment of the Executive Officer

- 5.1.1. The Council CEO will appoint an Executive Officer to be assigned to manage the business of the Authority on terms negotiated and agreed between the Executive Officer and the Council and with provision made in the Budget for remunerating the Executive Officer.

- 5.1.2. If the Executive Officer is going to be, or is, absent for any period exceeding four weeks the Council will ensure that they second to the Authority a suitable person to act in the position of Executive Officer.

5.2. Role, Duties and Responsibilities of the Executive Officer

- 5.2.1. The role, duties and responsibilities of the Executive Officer shall be specified in the conditions of engagement agreed with the Council which will include, but not be limited to:
- (a) causing records to be kept of the business and financial affairs of the Authority;
 - (b) ensuring that sound business and human resource management practices are applied in the efficient and effective management of the operations of the Authority;
 - (c) arranging and attending at all meetings of the Board unless excluded by resolution of the Board;
 - (d) ensuring that the decisions or advice of the Board are implemented or, as the case may be, provided to the Council or to the State in a timely and efficient manner;
 - (e) providing information to assist the Board to assess the Authority's performance against its Strategic and Business Plans;
 - (f) managing all personnel seconded to the Authority by the Council and working closely with the Council to recruit, appoint, suspend or dismiss any such personnel;
 - (g) managing the conditions of employment of personnel seconded to the Authority by the Council to ensure that those conditions fall within the Budget;
 - (h) providing advice and reports to the Authority and to Board Members on the exercise and performance of the Authority's powers and functions under this Charter or any legislation;
 - (i) ensuring that the Authority is at all times complying with Schedule 2 of the LG Act;
 - (j) ensuring that the Authority's annual report is prepared for approval by the Authority and distributed to Council in conformity with clause 7.7;
 - (k) co-ordinating and initiating matters for the consideration of the Authority;
 - (l) ensuring that the assets and resources of the Authority are properly managed and maintained;
 - (m) exercising, performing or discharging other powers, functions or duties conferred on the Executive Officer by or under the LG Act or any other Act and performing other functions lawfully directed by the Authority;
 - (n) achieving financial outcomes in accordance with adopted plans and budgets of the Authority.

- 5.2.2. The Executive Officer may invite any person to attend at a meeting to act in an advisory capacity.

5.3. Delegations by the Executive Officer

- 5.3.1. The Executive Officer may delegate or sub-delegate to an employee seconded to the Authority or a committee comprising employees seconded to the Authority any power or function vested in the Executive Officer and such delegation or sub-delegation may be subject to any conditions or limitations as determined by the Executive Officer.
- 5.3.2. Where a power or function is delegated by the Executive Officer to a particular person or to the person occupying a particular office at the Authority, that person is responsible to the Executive Officer for the efficient and effective exercise or performance of that power or function.
- 5.3.3. A written record of all delegations and sub-delegations must be kept by the Executive Officer at all times.
- 5.3.4. The Executive Officer must provide a report on their activities to the Authority at a Board meeting on request.

6. ADMINISTRATIVE SUPPORT

The Council will provide administrative support for the Authority for the purpose of undertaking day to day management of the Authority including, but not limited to, the exercise of the Authority's Functions, powers and duties and the preparation for and attendance at meetings of the Board and implementation of the decisions of the Board.

7. FINANCIAL MANAGEMENT AND PLANNING

7.1. Financial Contributions

Financial contributions may be made to the Authority in accordance with section 22(2) of the Park Lands Act and all such contributions will be paid into the Fund.

7.2. Financial Management

- 7.2.1. The Council, on behalf of the Authority, shall keep proper books of accounts in accordance with the requirements of the Local Government (Financial Management) Regulations 2011 (the Regulations).
- 7.2.2. The Authority's books of account must be available for inspection by any Board Member or authorised representative of the Council at any reasonable time on request.
- 7.2.3. The Authority has a duty to open and operate such bank accounts as may be required for the purpose of maintaining the Fund and managing the Authority and in relation to each such bank account the Authority shall:
- (a) appoint:
 - (i) no less than two Board Members;
 - (ii) the Presiding Member; and
 - (iii) the Deputy Presiding Member,
- as authorised operators of the Authority's bank accounts;

- (b) ensure that a minimum of two authorised operators are required to deal with any bank account of the Authority at any one time;
 - (c) ensure that all cheques for the Authority must be signed by two persons authorised by resolution of the Board; and
 - (d) ensure that any payments made by electronic funds transfer must be made in accordance with procedures approved by the auditor of the Authority.
- 7.2.4. The Board must act prudently in the handling of all financial transactions for the Authority and must provide quarterly financial and corporate reports to the Council.
- 7.2.5. The Authority has the power to incur expenditure only:
- (a) in accordance with the then current Budget;
 - (b) with the express prior written approval of the Council; or
 - (c) in accordance with the LG Act in respect of expenditure not approved in the Budget, for a purpose of genuine emergency and hardship.

7.3. Audit

- 7.3.1. The Council's auditor shall be the auditor of the Authority.
- 7.3.2. The auditor will have the same powers and responsibilities as set out in the LG Act in relation to the Council.
- 7.3.3. The audit of financial statements of the Authority, together with the accompanying report from the Auditor, shall be submitted to both the Board and the Council.
- 7.3.4. The books of account and financial statements shall be audited at least once per year.
- 7.3.5. The audit committee of the Council will be the audit committee for the Authority.

7.4. Strategic Plan

- 7.4.1. The Authority shall:
- (a) prepare a Strategic Plan, with an operational period of no less than four (4) years, linking the core business activities of the Authority to the relevant Council and State strategic, operational and organisational requirements as they relate to the Adelaide Park Lands with supporting financial projections setting out the estimates of revenue and expenditure as necessary for the period.
 - (b) consult with and receive approval from the Council prior to adopting or amending the Strategic Plan and once approved by the Council that Strategic Plan becomes the current Strategic Plan for the Authority.
 - (c) review the contents of the then current Strategic Plan annually in consultation with the Council.

7.5. Business Plan

7.5.1. The Authority shall:

- (a) prepare a draft annual business plan which is consistent with the Strategy, its then current Strategic Plan and this Charter, which is to apply for a period determined by the Council;
- (b) review the contents of the then current Business Plan annually; and
- (c) consult with and receive approval from the Council prior to adopting or amending the Business Plan and once approved by the Council that Business Plan becomes the current Business Plan for the Authority.

7.5.2. The Business Plan must:

- (a) identify the performance targets of the Authority;
- (b) set the performance measures that are to be used to monitor and assess the performance and achievement of targets; and
- (c) specify the financial and other resources and internal processes required to achieve the performance targets.

(See Clause 8, Part 1, Schedule 2 to the LG Act for the contents of the Business Plan)

7.6. Budget

7.6.1. Before the end of June, or such other date nominated by the Council, in each Financial Year a proposed budget detailing the estimated revenues and costs for the forthcoming Financial Year shall be considered by the Board and submitted to the Council for approval.

7.6.2. The proposed budget must:

- (a) deal with each principal activity of the Authority on a separate basis;
- (b) be consistent with the Business Plan, the Strategy and the Council's strategic management plans; and
- (c) comply with standards and principles prescribed by the *Local Government (Financial Management) Regulations 2011*.

7.6.3. Once the proposed budget has been approved by the Council, the Board must resolve to adopt that budget for the Authority (**'Budget'**).

7.6.4. Reports summarising the financial position and performance of the Authority against the Budget shall be prepared and presented to the Board every three calendar months and copies provided to the Council within five days of the Board meeting to which they have been presented.

7.6.5. The Budget must not be amended without reasonable consultation with, and the express prior written approval of, the Council.

(See Clause 9, Part 1, Schedule 2 to the LG Act for the contents of the Budget)

7.7. Reporting

7.7.1. The Board must submit to the Council by 30 September in each Financial Year an annual report on the work and operations of the Authority detailing achievement

of the aims and objectives of the Strategy, its Business Plan and its Budget and incorporating the audited financial statements of the Authority and any other information or reports required by the Council.

- 7.7.2. The financial statements supplied under clause 7.7.1 must be prepared in accordance with *Local Government (Financial Management) Regulations 2011*.
- 7.7.3. The Board must provide a copy of its annual report to the Minister at the same time as it submits it to the Council.
- 7.7.4. The Board shall present a balance sheet and full financial report to the Council at the end of each Financial Year and at such other times as the Council may require.

8. MISCELLANEOUS

8.1. Insurance Requirements

- 8.1.1. The Council shall register the Authority with the “Local Government Mutual Liability Scheme” and the Authority must comply with the Rules of that Scheme.
- 8.1.2. The Authority shall advise the Council of its insurance requirements including those relating to local government special risks and insurance cover for Board Members and accompanying persons when performing functions of office, and the Council will put that insurance in place.

8.2. Winding Up

The Authority may be wound up by, or under, a further Act of Parliament.

8.3. Non-Derogation and Direction by Council

- 8.3.1. Except to the extent of any conflict with the Park Lands Act the establishment of the Authority does not derogate from the power of the Council acting independently in relation to a matter within the jurisdiction of the Authority and the Board.
- 8.3.2. The Council may direct and control the Authority, subject to prior consultation with the Minister.

8.4. Alteration and Review of Charter

- 8.4.1. This Charter will be reviewed by the Council after consultation with the Minister and the Authority at least once in every four years.
- 8.4.2. This Charter may otherwise be reviewed at any time by the Council after consultation with the Minister
- 8.4.3. Where the Charter is to be amended this may only occur after consulting the Minister and obtaining the approval of the Minister administering the LG Act.
- 8.4.4. The amended Charter must be published in the Gazette.

8.5. Disputes between the Council and the Authority

- 8.5.1. The Council and the Authority will work together in good faith to resolve any matter arising between them, whether under or from this Charter or otherwise, which requires resolution.

- 8.5.2. Where the matter is unable to be resolved within a period of two calendar months of the matter being identified as falling within this clause 8.5, it will be resolved by the maintenance of the status quo in the matter.

8.6. Common Seal

- 8.6.1. The Authority shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.6.2. The common seal shall not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minute book of the Authority.
- 8.6.3. The affixing of the common seal shall be witnessed by the Presiding Member or the Deputy Presiding Member or such other person as the Board may appoint for the purpose.
- 8.6.4. The common seal shall be kept in the custody of the Board or such other person as the Board may from time to time decide.

8.7. Principal Office

The Authority's principal office will be at such location as the Authority may determine from time to time.

8.8. Service of Documents

- 8.8.1. A document to be given by the Authority to the Council, or by the Council to the Authority, may be given in a manner that Section 280 of the LG Act permits.
- 8.8.2. A written notice given by the Authority to the Council must be marked 'Attention: Chief Executive Officer'.

8.9. Access to Records

The Council (including any duly authorised representative of the Council) and a member of the Board each have a right to inspect and take copies of the books and records of the Authority.

8.10. Circumstances Not Provided For

- 8.10.1. If any circumstances arise about which this Charter or the Park Lands Act is silent, incapable of taking effect or being implemented according to its strict provisions, the Presiding Member may decide the action to be taken to ensure achievement of the Functions of the Authority.
- 8.10.2. The Presiding Member shall report any such decision at the next meeting of the Board and the Authority must then immediately report that decision to the Council and to the Minister.

8.11. Performance & Accountability of Authority

- 8.11.1. The Council may, on an ongoing basis, elect to review the performance of the Authority and the Board in the conduct of their respective activities under this Charter in consultation with the Minister.
- 8.11.2. Without limiting the Council's powers under the LG Act, if at any time the Council is of the view that either the Authority and/or the Board is not performing its

duties under this Charter the Council shall be entitled to provide a notice in writing to the Board (**Council Notice**) identifying:

- (a) those matters in respect of the performance by the Authority and/or the Board of its duties under this Charter which are not satisfactory to the Council; and
- (b) details of any corrective action which the Council requires the Authority and/or the Board to take in order to rectify the identified performance issues,

and the Council will provide a copy of that Council Notice to the Minister;

8.11.3. The Board must, within 30 days of receipt of the Council Notice, provide a written response to the Council as to the matters raised in the Council Notice (**Notice in Response**) which shall identify any corrective action which the Authority and/or the Board intends to undertake in order to address the issues raised in the Council Notice.

8.11.4. If the Authority or the Board disputes any matters raised in the Council Notice then the Notice of Response must:

- (a) identify any matters in respect of which the Authority and/or the Board do not agree; and
- (b) the basis upon which the Authority and/or the Board do not agree.

8.11.5. The Council's Chief Executive Officer and the Presiding Member of the Board shall meet within 14 days of receipt by the Council of the Notice in Response to discuss the matters raised in the Council Notice and in the Notice in Response.

8.11.6. The Council either:

- (a) following the meeting held pursuant to Clause 8.11.5, and having considered the matters discussed in that meeting and the matters contained in the Council Notice and in the Notice of Response; or
- (b) if the Board does not provide a Notice in Response,

shall be entitled to take such further action (if any) as it determines, in consultation with the Minister, with respect to the matters raised in the Council Notice which action may include, but shall not be limited to, the removal of the Board and the appointment of a replacement Board in accordance with this Charter.

