

ORANA JOINT ORGANISATION CHARTER

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INTRODUCTION

1.1 Preamble

The operation of and governance principles for the Orana Joint Organisation is guided by this Charter, which has been adopted by resolution of the board.

1.2 Name and legal status

The name of the joint organisation is the Orana Joint Organisation.

Orana Joint Organisation is a body corporate proclaimed under the *Local Government Act 1993* (the Act) with the legal capacity and powers of an individual. See the proclamation forming this joint organisation at <http://www.legislation.nsw.gov.au/regulations/2018-192.pdf> for further information about the membership and functions of Orana Joint Organisation and other key matters.

While the principal functions of the joint organisation are provided for in the Act and through this Charter, powers are also conferred on the joint organisation as a statutory corporation under section 50 of the *Interpretation Act 1987*. Other functions may be conferred on a joint organisation by legislation and may be delegated to a joint organisation by one or more member councils.

1.3 Interpretation

This Charter is to be interpreted in accordance with the *Local Government Act 1993* and *Local Government (General) Regulation 2005* and the *Interpretation Act 1987*.

1.4 Definitions

In this Charter, the following terms are used as below. **Act** means the *Local Government Act 1993*.

Board means the joint organisation board, consisting of the mayors of each member council, any additional voting representatives of these member councils appointed under section 400T of the Act and any other non-voting representatives who may attend, but are not entitled to vote at, a meeting.

Charter means this document, outlining the operational and governance principles for the joint organisation and any other agreed matters, consistent with the Act and other laws.

Chairperson means the person, who is a mayor, elected to the office of chairperson by the voting representatives on the board from among the voting representatives who are mayor.

Councillor means a person elected or appointed to civic office and includes a mayor.

Executive officer means the person employed by the joint organisation to conduct the day-to-day management of the joint organisation in accordance with strategic regional priorities and other plans, programs, strategies and policies of the joint organisation and to implement without delay the lawful decisions of the joint organisation.

General Manager means the person employed by a council to conduct the day-to-day management of the council in accordance with strategic plans, programs, strategies and policies of the council and to implement without delay the lawful decisions of the council.

Joint organisation means an organisation established under Part 7 Chapter 12 of the *Local Government Act 1993*

Member council means those councils proclaimed under the Act to be part of the Orana Joint Organisation.

Mayor means a person elected or appointed to civic office, who is the leader of the council.

Non-voting member means those councils and other organisations or individuals that are members of the joint organisation but do not have the right to vote.

Non-voting representative means the chosen representative of a non-voting member of the board (sometimes called an 'associate member'). This includes:

- an employee of the public service nominated by the Secretary, Department of Premier and Cabinet
- any other individual or representative of a council or other organisation invited by the board to represent a non-voting member of the board
- any other person or a member of a class of persons prescribed by the Regulation.

Regulation means the *Local Government (General) Regulation 2005*.

Voting representative means a representative of a member council on the board.

1.5 Adopting the Charter

This Charter was formally adopted by the Orana Joint Organisation on 13 June 2018

This Charter will be made publicly available via the following website administered by the joint organisation within 30 days of adoption www.oranajointorganisation.nsw.gov.au.

1.6 Amending the Charter

This Charter will be reviewed every two (2) years at the time of the election of Chair. Other amendments may be made from time to time by resolution of the board.

ESTABLISHMENT

2.1 Vision and principles

The vision of Orana Joint Organisation for the Orana is:

To be a leading Joint Organisation known for a high level of achievement, collaborative excellence and strong commitment to the region's communities.

The Orana Joint Organisation will act in accordance with the following principles:

2.2 Principal functions

The principal functions of the Orana Joint Organisation will be to:

- establish strategic regional priorities for the joint organisation area and develop strategies and plans for delivering these priorities
- provide regional leadership for the joint organisation area and to be an advocate for strategic regional priorities
- identify and take up opportunities for intergovernmental cooperation on matters relating to the joint organisation area.

2.3 Other functions

The other services, functions or types of functions the Orana Joint Organisation will undertake are:

- to provide support for the operations of its Member Councils aimed at strengthening local government in its joint organisation area;

The board may, from time to time, determine whether and how to undertake any other functions.

MEMBERSHIP

3.1 Voting Members

The following are 'member councils' of the Orana Joint Organisation:

- Cobar
- Gilgandra
- Mid-Western Regional
- Narromine
- Warrumbungle

3.2 Non-voting members

The following organisations are non-voting members of the joint organisation:

- the NSW Government, as represented by a nominee of the Secretary of the Department of Premier and Cabinet, currently the Department of Premier and
- Cabinet, Director Western Region

3.3 Changes in membership

A proclamation is required for a joint organisation to change voting members.

Any voting member proposing to withdraw from the joint organisation must give 1 month written notice.

This Charter may be amended to change non-voting members of the board. In deciding whether to propose or support a change in membership, the [insert name] joint organisation will:

- at the request of a member, consider a draft resolution seeking membership change, and
- following a resolution in support, amend this Charter as set out section 1.6 to change membership as set out at section 3.2.

3.4 Financial contributions

Each member council is to contribute a monetary payment or equivalent contribution based on the following methodology:

- The annual financial contribution required to be made by each Member Council is to consist of:
 - a base fee of the same amount for each Member Council; and
 - a capitation fee (based on the most recent population data issued by Australian Bureau of Statistics Census data)
- The annual financial contribution required to be made by each Associate Member is to be based on a methodology adopted by the Board.
- The amount of the base fee, capitation fee and financial contribution by Associate Members for a financial year is to be determined prior to the start of that year by Resolution of the Board.

Member councils will be consulted about proposed contributions by correspondence.

3.5 Decision resolution

In the event of an equality of votes in relation to a critical matter to be determined by the board the resolution is lost. The mechanism for the board to move critical decisions forward is as follows:

Step 1a – internal resolution using one or more of the following:

- Take into account board member views and rework the proposal.
- Establish a specific sub-committee to review and rework the proposal.

Set aside time for the board to discuss the proposal prior

- to the next board meeting.
- Obtain and present to the board advice from an expert or an independent report.

Alternative Step 1b – refer decision to member councils to resolve in the following circumstances:

- Decisions in relation to member council financial contributions over \$1.00.

Attachment No 2

Step 2 – independent mediation (may include using any of the processes outlined in Step 1):

- Board resolves to work with an independent mediator to support board to resolve the decision.
- Where a mediator cannot be agreed, the board could ask Office of Local Government to appoint a mediator (as for a general manager contract).

Step 3 – appoint an independent arbitrator

- Board resolves to appoint an independent arbitrator to support board to resolve the decision.
- Where the arbitrator cannot be agreed, the board could ask Office of Local Government to appoint an arbitrator.

Critical matters to be determined by the board include:

- adoption of a Statement of Strategic Regional Priorities
- adoption of the Annual Performance Statement and Financial Statements
- decisions to commit financial contributions from member councils over \$1.00.

3.6 Dispute resolution

In the event of a dispute between board members that arises from or relates to the Orana Joint Organisation, the following steps will be taken to resolve that dispute:

- relevant members will advise the joint organisation prior to taking legal action
- relevant members will give notice to board members specifying the nature of the dispute
- on receipt of notice, member councils must endeavour in good faith to resolve the dispute promptly using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques, as agreed by those members
- members that are parties to the dispute will pay the mediator's costs.

THE BOARD

4.1 Governing board and role

The board of Orana Joint Organisation consists of:

- the mayors of each member council
- a representative of the NSW Government, nominated by the Secretary of the Department of Premier and Cabinet, who is Ashley Albury, Director Western, NSW Regional Co-ordination, Regional NSW Department Premier and Cabinet.
- the following other non-voting representatives General Manager Cobar, General Manager Gilgandra, General Manager Mid Wester Regional, General Manager Narromine, General Manager Warrumbungle.

The role of the board is to direct and control the affairs of the joint organisation. The board is to consult with the executive officer in directing and controlling the affairs of the joint organisation.

The joint organisation executive officer and general manager of each member council may also attend meetings of the board in an advisory capacity.

4.2 Chairperson and role

The chairperson is to be elected by the voting representatives of the board from one of the mayoral representatives. In the absence of the chairperson, a person elected by the voting representatives at the meeting of the board is to preside at the meeting. The chairperson does not have a casting vote.

The chairperson is the joint organisation's spokesperson on strategic matters and will represent the joint organisation at regional forums where possible.

They are responsible for the conduct of meetings.

The term of the chair person is for 2 years and shall align with the Mayoral elections.

4.3 Alternates

Member councils that choose to appoint an alternate representative (other than the Mayor) must notify the joint organisation of that person's name and position.

4.4 Advisory committees and working groups

The Orana Joint Organisation establishes the following committees and advisory groups, which are to report to the board as set out in their Terms of Reference: These may include but are not limited to:

- General Managers Advisory Committee
- Lower Macquarie Water Utilities Alliance
- Human Resources and Learning Development
- Economic Development
- Orana Risk and Safety Management Group
- Asset Management Group
- Finance and IT Group

Other committees and advisory groups may also be established from time to time by board resolution.

MEETINGS

5.1 Meeting frequency

The board will meet every at least once in each quarter on such date and at such place and time as the Board decides; and Meetings will be conducted in accordance with the Code of Meeting Practice adopted by the board from time to time.

Where necessary, the chair may call further meetings.

5.2 Participation and quorum

The quorum for a meeting of the board is a majority of voting representatives entitled to vote under this Charter being at the meeting. No business is to be transacted at a general meeting without a quorum.

5.3 Voting and decision making

Decisions about principal functions:

A decision of the board supported by a majority at which a quorum is present is a decision of Orana Joint Organisation.

Each voting member of the board has one vote each in relation decisions taken about principal functions.

A motion at a meeting of the board is taken to be defeated in the event of an equality of votes. The chairperson, or person presiding at a meeting of the board, does not have a casting vote.

5.4 Annual general meetings

The Orana Joint Organisation will hold an annual general meeting in December to present the annual report, Audited Financial Statements and review charter (if required).

PLANNING AND REPORTING

6.1 Consultation and publication

The Orana Joint Organisation will consult with all members in preparing the following documents required under the Act and will publish the adopted versions on the joint organisation website www.oranajointorganisation.nsw.gov.au

- statement of Strategic Regional Priorities
- annual revenue statement
- audited financial reports.

The Orana Joint Organisation will also publish an annual performance statement on its website.

www.oranajointorganisation.nsw.gov.au.

OTHER MATTERS

7.1 Records

The joint organisation will keep records and provide access to relevant information in accordance with the following legislation: <https://www.legislation.nsw.gov.au/#/view/act/1998/17>

The public officer of Orana Joint Organisation is the **Executive Officer** who may be contacted at mail@oranajointorganisation.nsw.gov.au.

7.2 Insurance

The Orana Joint Organisation has made the following insurance arrangements:

Advice received from Jardine Lloyd Thompson P/L states that cover is confirmed for the Orana Joint Organisation once it is established. The existing cover of the members will be extended to include the activities of the Orana Joint Organisation.

There will be no additional or separate charges applied for this policy extension to the Orana Joint Organisation.

Non-Members of State-wide are to advise their insurers of their participation in the Orana Joint Organisation and seek to have their interests noted.

7.3 Indemnity

Representatives of members of the board and staff of the Orana Joint Organisation are protected from liability for functions and duties carried out or omitted honestly, in good faith and with due care and diligence.

7.4 Policies

The Orana Joint Organisation has adopted the following policies:

- **Orana** expenses and facilities policy
- **Orana** Code of Meeting Practice,
- **Orana** Code of Conduct, and

Further policies may be adopted by the board from time to time and will be published on the Orana Joint Organisation's website at www.oranajointorganisation.nsw.gov.au.

7.5 Transitional Arrangements

There are no recorded transitional arrangements for the Orana Joint Organisation to date.

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ORANA JOINT ORGANISATION Payment of Expenses and Provision of Facilities Policy

Preamble

The JO Expenses and Facilities policy is designed to cover any needs associated with the exercise by Board Members and the Chairperson of their joint organisation functions that are not otherwise covered under member Council's Expenses and Facilities policies.

Board Members and the Chairperson are not entitled to make a claim under a Joint Organisation's expenses and facilities policy where a claim has been covered under a member Council's policy and vice versa.

1. EXPENSES

(a) Conferences, Seminars and Inspections – Reimbursement of Costs

Subject to JO approval or approval by the Chairperson if insufficient time for JO approval.

(i) Registration: including official luncheons, dinners and tours relevant to the conference.

(ii) Accommodation:

Meal allowances (dinner and lunch) - \$150 (per day)

Accommodation (capital city) - \$400 (per day)

Accommodation (country areas) - \$ 200 (per day)

and reasonable telephone costs.

(iii) Accommodation for the night before or after the conference where necessary.

(iv) Delegates accompanied by spouse/partner.

Equivalent of single accommodation cost to be met by the JO with additional accommodation cost to be met by delegate/spouse. All additional costs to be met by spouse/partner unless such is related to the official capacity of the delegates partner (eg conference dinner).

(b) Travel Expenses

(i) Members cover their own costs for accommodation and travel to and from meetings of the Board and its Committees.

Expenses for use of a private motor vehicle to be based on the relevant kilometre rate in the staff award.

(ii) Attendance at meetings representing the JO in capacity of Chairperson of a JO Committee.

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Expenses for use of a private motor vehicle to be based on the relevant kilometre rate in the staff award.

Expenses for representing the region will be considered by the Board if sufficient time allows or by the Chair where the request is made before the expense is incurred.

(iii) Conferences and Seminars.

Members using private vehicles to be reimbursed according to the relevant kilometre rate in the Local Government Award as was previously the case, where not already covered by the Member Council.

Subject to the total cost not exceeding the economy class airfare as applicable and appropriate.

Travel by air (when required) to be by economy class.

2. FACILITIES

(a) Members

The Members are to receive the benefit of the following JO facilities:

(i) Meeting Meals and Refreshments – provision of meals and refreshments associated with JO, Committee and Working Parties/Special Committee meetings.

(ii) Travel – provision of JO motor vehicle (when available) for travel to Conferences, Seminars, etc when on official JO business, where not already covered by a member Council.

(iii) Meeting Rooms – Provision of meeting facilities for the purpose of JO, Committee and Working Parties/Special Committee meetings (and for meeting with constituents), where available.

(iv) Photocopiers – provision of photocopying facilities at the JO's Office for official purposes.

(b) Chairperson

In addition to those facilities provided to the Members, the Chairperson is to receive the benefit of:

(i) Secretarial Services – word processing and administrative support provided by the Executive Officer;

(ii) Administrative Support – assistance with functions, organisation, meetings and the like for official purposes.

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(c) Deputy Chairperson (if appointed)

In addition to those facilities provided to the Members, the Deputy Chairperson is to receive the benefits of the Chairperson when acting in the office of JO Chairperson.

(d) Arbitration of Claims

The Chairperson, (the Deputy Chairperson when the claim is made by the Chairperson) and the Executive Officer will be responsible for determining whether all claims are reasonable and within the guidelines as set by the policy adopted by Council. Any Council dissatisfied with the determination can request the matter be submitted to Council for consideration.