



WAVERLEY
COUNCIL

Capital Works Review Committee Terms of Reference



Department	Major Projects
Approved by	Council
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Relevant legislation	Council's Code of Conduct
Related policies/ procedures/guidelines	Code of Meeting Practice, Waverley Live Streaming of Council Meetings Policy; Hybrid Meetings Etiquette Guide; Waverley Code of Conduct for Staff.
Related forms	

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1. Acknowledgement

Waverley Council acknowledges the Bidiagal, Birrabirragal and Gadigal people, who traditionally occupied the Sydney Coast. We pay our respects to Elders past and present.

2. Objective

The objective of the Capital Works Review Committee is to provide strategic advice and oversight of Council's Capital Works Management Plan for infrastructure and building projects and Information and Communication Technology (ICT) Modernisation Program implementation expenditures.

3. Authority

The Committee is an advisory body that assists the Council to fulfil its functions.

The Committee does not have the authority to act on behalf of Council.

The advisory status of the Committee means that it may provide advice to Council officers and make recommendations to Council or a Council Committee.

The Committee is not authorised to:

- Make decisions on behalf of Council
- Expend money on behalf of Council
- Commit the Council to any actions or arrangements
- Direct Council officers in the performance of their duties, or
- Represent the Council in any communication with the public or media.

4. Membership

Committee membership will comprise:

- The Mayor.
- Four Councillors nominated by Council.
- General Manager.
- Director Assets & Operations.
- Director Corporate Services.
- Executive Manager Major Projects.
- Executive Manager Infrastructure Services.
- Executive Manager Finance.

If the Mayor does not wish to be a member of the Committee, they may nominate a Councillor to be appointed by Council to the Committee.

4.1 Appointment of councillor members

Councillor members will be appointed to the Committee by resolution of Council, generally made every two years in September or October.

Councillor members can only be appointed to the Committee by resolution of Council.

Council may resolve to appoint an alternate Councillor member to attend Committee meetings in the absence of one of the Councillor members. The alternate Councillor member will have the same voting rights as the Councillor member being replaced.

4.2 Non-voting invitees

The Committee will issue a standing invitation to the following people to attend meetings of the Committee as non-voting invitees:

- All non-member Councillors
- The general manager
- All directors

The Chair of the Committee may invite other Council staff to attend meetings as observers, advisors or to provide information and presentations as required.

The Committee may also invite other external parties to provide expert advice, information or presentations as the Committee deems necessary.

Non-member Councillors are not entitled to:

- Give notice of business for inclusion on the agenda;
- Move a motion at the meeting; or
- Vote at the meeting.

4.3 Vacancies

A Councillor member vacancy can only be filled by resolution of Council.

5. Chair of the Committee

The Mayor is the Chair of the Committee.

Should the Mayor not wish to be Chair of the Committee, they may nominate a Councillor to be appointed by Council as Chair of the Committee.

The Chair is to have precedence over the control and management of the meetings, and in relation to any procedural matter, the ruling of the Chair is final.

The Chair may call any member to order whenever in the opinion of the Chair it is necessary to do so.

One of the other councillor members must be appointed by Council as Deputy Chair of the Committee. Should the Chair be unable to chair a meeting, or part of a meeting, the Deputy Chair appointed by Council will chair the meeting, or that part of the meeting.

Should both the Chair and Deputy Chair be unable to chair a meeting, or part of a meeting, Council's most senior Officer in attendance will chair the meeting, or that part of the meeting.

6. Term of Office

Councillor members of the Committee will hold office for the term determined by Council.

An individual member will cease to be a member of the Committee if the member has been absent from two consecutive meetings without having given reasons acceptable to the Chair for their absence.

7. Role of the Committee

The role of the Committee is to:

- Provide strategic advice and oversight of Council's Capital Works Management Plan.
- Provide advice to the Capital Works SteerCo and Information and Technology SteerCo (ITSC) of Council as appropriate on such matters as the following:
 - the development of the Infrastructure and Strategic Asset Management Plans that will support the overall Council Strategy
 - the planning and strategic development of ICT services across Council, excepting ITSC governed projects; and
 - the proposed ten-year Long Term Financial Plan (LTFP) and progress against the Plan.
- Provide oversight of capital expenditure in the Assets & Operations Directorate and Corporate Services Directorate against the responsibility and role of the Executive Leadership Team (ELT) and the respective Directors for those Directorates to provide leadership, advice and drive in the strategic allocation and management of these funds.

8. Member Responsibilities

It is the responsibility of Committee members to:

- Participate in and contribute to meetings.
- Understand the relevant legislation and regulatory requirements appropriate to the Committee.
- Contribute the time needed to study and understand the papers/information provided.

- Apply good analytical skills, objectivity and good judgment.
- Keep up to date and informed of the work of the Committee.
- Perform tasks agreed by the Committee that may need to occur outside of meetings.
- Perform any other duties that may reasonably be determined from time to time and agreed by the Committee e.g. site visits.

8.1 Code of Conduct

Members of the Committee must comply with Council's *Code of Conduct* in carrying out their functions as Committee members.

It is the personal responsibility of each Committee member to comply with the standards in the code of conduct and regularly review their personal circumstances with this in mind.

8.2 Conflicts of Interest

Committee members must declare any conflict of interests at the start of each meeting or before discussion of a relevant agenda item or topic. Details of any conflicts of interest should be recorded in the minutes.

Where Committee members attending meetings are deemed to have a real or perceived conflict of interest, it may be appropriate they be excused from Committee deliberations on the issue where the conflict of interest may exist.

For the avoidance of doubt, non-councillor members of the Committee are not 'designated persons'.

8.3 Confidential and Personal information

In the course of their work on the Committee, Committee members will be entrusted with sensitive or confidential information about Council's operations.

Committee members must maintain the integrity and security of confidential and personal information in their possession, or for which they are responsible.

Provisions concerning the use and security of confidential and personal information are set out in Part 7 of Council's *Code of Conduct*.

Should a Committee member become aware of any breach of security, or misuse of Council's confidential or personal information, they should inform the General Manager immediately.

8.4 Media Protocol

Committee members must not make public comment, including to the media and on social media, on any matter related to Waverley Council.

8.5 Responsibilities of Non-voting Invitees, Observers and Non-member Councillors

All non-voting invitees, observers and non-member Councillors must comply with sections 8.1-8.4 of this Terms of Reference.

9. Working Groups and Workshops

Working groups and workshops may be established and held at the direction of the Chair to address specific issues or work out the detail of specific initiatives. The Committee may develop briefs for working groups and request people with the necessary knowledge and skills to contribute as needed.

Working groups will report back to the Committee about action taken, progress made, and recommendations to Council where relevant.

10. Review of the Terms of Reference

The Committee will review its Terms of Reference at least once every four years to ensure it remains current, relevant, and accurately reflects the Committee's composition, role, and responsibilities.

The Committee may make recommendations to the Council to change aspects of the Terms of Reference. However, the adoption of the Terms of Reference is the responsibility of the Council.

11. Administrative Arrangements

11.1 Administrative Support

The Committee and its Working Groups will be supported by a Council officer assigned by the Director of the responsible department.

11.2 Meetings

The Committee will meet a minimum of four times per year with meeting dates to align with quarterly review reporting timetables.

Meetings may be held in person or by video conference.

Meetings of the Committee are not open to the public. However, members of the public may be invited to speak at a meeting on the issues being considered by the Committee at the discretion of the Chair.

Meetings may be held outside normal business hours.

Regular meetings may be deferred if the Chair considers them not necessary at that time.

Meetings of the Committee will take place without strict adherence to the rules of debate and other procedural requirements. Recommendations at meetings will be made by way of consensus. In cases

where consensus cannot be reached recommendations will be made by majority vote (see section 11.6 of this Terms of Reference).

Meetings may be audio recorded for the purpose of preparing meeting minutes. Recordings must be stored and disposed of in accordance with the *State Records Act 1998*.

11.3 Agendas and Minutes

Council officers will provide agenda items and reports for Committee meetings in consultation with the Chair of the Committee.

Members may raise other matters within the parameters of the Terms of Reference for Committee consideration, discussion and comment. Where practicable, members should notify the Director or officer assigned to support the Committee of an item at least 21 days prior to a scheduled meeting to enable its inclusion in the agenda.

Agenda items put forward must be aligned with the Council's Capital Works Management Plan and Waverley Community Strategic Plan.

The assigned support officer will ensure meeting agendas and associated documents will be issued to Committee members, all councillors and non-voting invitees at least seven days before the meeting.

The General Manager, through the assigned support officer, must ensure that accurate minutes of the proceedings of Committee meetings are kept. At a minimum, the minutes must record:

- The date and start time of meetings, attendees and any apologies.
- Any conflict of interests declared at the meeting.
- The noting of the confirmation of the minutes from previous the meeting.
- The Committee's recommendation on each item.
- Whether or not the Chair used their casting vote.
- The time the meeting closed.

Draft minutes must be approved by the Chair of the Committee and circulated within two weeks of the meeting to each Committee member for their confirmation that the minutes are a true record of the proceedings of the meeting. The draft minutes will also be circulated to all non-member Councillors and relevant officers.

Once confirmed by Committee members, the minutes must be reported to the next available Council meeting for noting and published on Council's website.

A copy of the confirmed minutes must also be reported to the next Committee meeting for noting.

If the Committee wishes to recommend to the elected Council that it takes action on a particular matter, officers must write a report to the Council with details of the background and the issues and include the Committee's recommendation for the Council's consideration.

11.4 Action Tracking Report

An Action Tracking Report is to be maintained by the assigned support officer. The report will be a standing item on the Committee's agendas.

11.5 Quorum

A quorum for a meeting of the Committee will be a majority of Committee members, at least two of whom must be a Councillor.

11.6 Voting

In cases where consensus cannot be reached recommendations will be made by majority vote.

A motion supported by the majority of Committee members, by means of a vote, at a meeting of the Committee at which a quorum is present is a recommendation of the Committee.

Voting at a Committee meeting is to be by a show of hands or by voices.

A member of the Committee is entitled to one vote only on each matter. In the case of an equality of votes, the Chair of the Committee has a casting vote. Where the Chair decides not to exercise their casting vote, the motion being voted upon is lost.

Whether or not the Chair used their casting vote shall be recorded in the minutes.

11.7 Induction

New members will receive information packs and briefings upon their appointment to assist them to meet their Committee responsibilities.