



Alwyndor Management
Committee

NOTICE OF MEETING

Notice is hereby given that a meeting of the Alwyndor Management Committee will be held

**Alwyndor Aged Care
Boardroom
52 Dunrobin Road, Hove**

Thursday 26 August 2021 at 6.30pm

Roberto Bria
CHIEF EXECUTIVE OFFICER

Alwyndor Management Committee Agenda

1. OPENING

The Chairperson, Mr K Cheater will declare the meeting open at 6.30 pm.

2. KAURNA ACKNOWLEDGEMENT

We acknowledge Kaurna people as the traditional owners and custodians of this land.

We respect their spiritual relationship with country that has developed over thousands of years, and the cultural heritage and beliefs that remain important to Kaurna People today.

3. APOLOGIES

3.1 Apologies received

3.2 Absent

4. DECLARATION OF INTEREST

If a Committee Member has an interest (within the terms of the Local Government Act 1999) in a matter before the Committee, they are asked to disclose the interest to the Committee and provide full and accurate details of the relevant interest. Committee Members are reminded to declare their interest before each item.

5. CONFIRMATION OF MINUTES

5.1 Minutes of the Previous Meeting

Motion

That the minutes of the Alwyndor Management Committee held on 29 July 2021 be taken as read and confirmed.

5.2 Confidential Minutes

Motion

That the confidential minutes of the Alwyndor Management Committee held on 29 July 2021 be taken as read and confirmed.

6. REVIEW OF ACTION ITEMS

6.1 Action Items

6.2 Confidential Action Items

6.3 Annual Work Plan 2020-21

7. REPORTS/ITEMS OF BUSINESS

7.1 General Manager's Report (Report No: 36/21)

8. CONFIDENTIAL**8.1 General Manager's Report – Confidential (Report No: 37/21)**

Pursuant to Section 90(2) of the Local Government Act 1999 the Report attached to this agenda and the accompanying documentation is delivered to the Alwyndor Management Committee Members upon the basis that the Alwyndor Management Committee consider the Report and the documents in confidence under Part 3 of the Act, specifically on the basis that Alwyndor Management Committee will receive, discuss or consider:

- d. commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and would, on balance, be contrary to the public interest.**

8.2 AMC Self-Assessment outcomes (AMC members only) (Report No:38/21)

Pursuant to Section 90(2) of the Local Government Act 1999 the Report attached to this agenda and the accompanying documentation is delivered to the Alwyndor Management Committee Members upon the basis that the Alwyndor Management Committee consider the Report and the documents in confidence under Part 3 of the Act, specifically on the basis that Alwyndor Management Committee will receive, discuss or consider:

- d. commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and would, on balance, be contrary to the public interest.**

9. URGENT BUSINESS – Subject to the Leave of the Meeting**10. DATE AND TIME OF NEXT MEETING**

The next meeting of the Alwyndor Management Committee will be held on Thursday 30 September 2021, Alwyndor Aged Care, 52 Dunrobin Road, Hove.

11. CLOSURE

**ROBERTO BRIA
CHIEF EXECUTIVE OFFICER**

CITY OF HOLDFAST BAY

Minutes of the meeting of the Alwyndor Management Committee of the City of Holdfast Bay held via electronic media (Microsoft Teams), Alwyndor, 52 Dunrobin Road, Hove on Thursday 29 July 2021 at 6.30pm.

PRESENT

Elected Members

Councillor Mikki Bouchee
Councillor Susan Lonie – on site.

Independent Members

Mr Kim Cheater- Chair
Ms Julie Bonnici
Prof Judy Searle
Prof Lorraine Sheppard
Ms Trudy Sutton
Mr Kevin Whitford

Staff

Chief Executive Officer – Mr Roberto Bria
General Manager Alwyndor – Ms Beth Davidson-Park
Manager Finance – Ms Leisa Humphrey
Acting Manager Finance – Mr Damian Capurro
Manager Quality and Projects – Ms Emma Burke
Manager Community Connections – Ms Molly Salt
Manager People and Culture – Mr Dan McCartney
Manager Residential Services – Ms Natasha Stone
Personal Assistant - Ms Marisa Dinham

1. OPENING

The Chairperson declared the meeting open at 6.37pm.

2. KAURNA ACKNOWLEDGEMENT

With the opening of the meeting the Chair stated:

We acknowledge the Kaurna people as the traditional owners and custodians of this land.

We respect their spiritual relationship with country that has developed over thousands of years, and the cultural heritage and beliefs that remain important to Kaurna People today.

On behalf of the Committee, the Chair welcomed to Cr Lonie and informed members that a letter of thanks from the Committee had been sent to Councillor P Chabrel.

3. APOLOGIES

- 3.1 For Absence - Nil
- 3.2 Leave of Absence – Nil

4. DECLARATION OF INTEREST

Committee members were reminded to declare any interest before each item.

5. CONFIRMATION OF MINUTES

Motion

That the minutes of the Alwyndor Management Committee held on 24 June 2021 be taken as read and confirmed.

Moved by Ms J Bonnici, Seconded by Ms T Sutton

Carried

Motion

That the confidential minutes of the Alwyndor Management Committee held on 24 June 2021 be taken as read and confirmed.

Moved by Mr K Whitford, Seconded by Prof L Sheppard

Carried

6. REVIEW OF ACTION ITEMS

6.1 Action Items

Nil

6.2 Confidential Action items

Item noted.

6.3 Annual Work Plan

Item noted.

7. GENERAL MANAGER REPORT

7.1 General Manager Report (Report No: 31/2021)

7.1.1 AMC appointment – elected member representative

7.1.2 COVID-19 Update

Staff vaccinations: 62% as at 27 July 2021, 2 people resigned due to refusal to receive the vaccination.

Confirmed that AMC members will be required to have had at least their first vaccination by 17 September 2021, with evidence provided to Ms M Dinham by this time.

It was noted that the direction issued was for residential staff to be vaccinated by 17 September 2021 however Alwyndor has a blanket approach given all employees access residential.

Action: A percentage of casual vs total residential staffing to be completed and forwarded to the committee for their information.

7.1.3 Royal Commission – update
Item noted.

Motion

That the Alwyndor Management Committee:

- 1. Note the appointment of Cr Susan Lonie to the Alwyndor Management Committee, effective immediately for the duration of the Council term ie October 2022.**
- 2. Note the COVID-19 update.**
- 3. Note the Royal Commission update.**

Moved by Prof L Sheppard, Seconded by Cr M Bouchee

Carried

7.2 Appointment of Deputy Chair (Report No: 32/21)

The position of deputy Chair was opened for nominations, Ms Julie Bonnici accepted the nomination for one year to enable succession planning given she is in her final term.

Motion

That the Alwyndor Management Committee:

- 1. Recommends the appointment of Julie Bonnici for one year to the position of Deputy Chair.**

Moved by Mr K Whitford, Seconded by Prof J Searle

Carried

8. CONFIDENTIAL REPORTS

8.1 General Manager Report – Confidential (Report No: 33/2021)

Exclusion of the Public – Section 90(3)(d) Order

- 1. That pursuant to Section 90(2) of the *Local Government Act 1999* Alwyndor Management Committee hereby orders that the public be excluded from attendance at this meeting with the exception of the**

General Manager and Staff in attendance at the meeting in order to consider Reports and Attachments to Report No. 32/2021 in confidence.

2. That in accordance with Section 90(3) of the *Local Government Act 1999* Alwyndor Management Committee is satisfied that it is necessary that the public be excluded to consider the information contained in Report No: 32/2021 on the following grounds:

- d. pursuant to section 90(3)(d) of the Act, the information to be received, discussed or considered in relation to this Agenda Item is commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to confer a commercial advantage on a third party of Alwyndor, in addition Alwyndor's financial position is reported as part of Council's regular budget updates.

In addition, the disclosure of this information would, on balance, be contrary to the public interest. The public interest in public access to the meeting has been balanced against the public interest in the continued non-disclosure of the information. The benefit to the public at large resulting from withholding the information outweighs the benefit to it of disclosure of the information.

3. The Alwyndor Management Committee is satisfied, the principle that the meeting be conducted in a place open to the public, has been outweighed by the need to keep the information or discussion confidential.

Moved by Ms T Sutton, Seconded by Mr K Whitford

Carried

8.2 Quarterly Performance Report – Quarter 4 (Report No: 34/21)

Exclusion of the Public – Section 90(3)(d) Order

1. That pursuant to Section 90(2) of the *Local Government Act 1999* Alwyndor Management Committee hereby orders that the public be excluded from attendance at this meeting with the exception of the General Manager and Staff in attendance at the meeting in order to consider Reports and Attachments to Report No. 34/2021 in confidence.
2. That in accordance with Section 90(3) of the *Local Government Act 1999* Alwyndor Management Committee is satisfied that it is necessary that the public be excluded to consider the information contained in Report No: 34/2021 on the following grounds:

- d. pursuant to section 90(3)(d) of the Act, the information to be received, discussed or considered in relation to this Agenda Item is commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to confer a commercial advantage on a third party of Alwyndor, in addition Alwyndor's financial position is reported as part of Council's regular budget updates.

In addition, the disclosure of this information would, on balance, be contrary to the public interest. The public interest in public access to the meeting has been balanced against the public interest in the continued non-disclosure of the information. The benefit to the public at large resulting from withholding the information outweighs the benefit to it of disclosure of the information.

3. The Alwyndor Management Committee is satisfied, the principle that the meeting be conducted in a place open to the public, has been outweighed by the need to keep the information or discussion confidential.

Moved by Cr M Bouchee, Seconded by Mr K Whitford

Carried

Ms E Burke left the meeting 8.40pm

- 8.3 End of Financial Year update including Key Risks and Assumptions (Report No: 35/21)

Exclusion of the Public – Section 90(3)(d) Order

1. That pursuant to Section 90(2) of the *Local Government Act 1999* Alwyndor Management Committee hereby orders that the public be excluded from attendance at this meeting with the exception of the General Manager and Staff in attendance at the meeting in order to consider Reports and Attachments to Report No. 35/2021 in confidence.
2. That in accordance with Section 90(3) of the *Local Government Act 1999* Alwyndor Management Committee is satisfied that it is necessary that the public be excluded to consider the information contained in Report No: 35/2021 on the following grounds:
 - d. pursuant to section 90(3)(d) of the Act, the information to be received, discussed or considered in relation to this Agenda Item is commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to confer a commercial advantage on a third party of Alwyndor, in addition Alwyndor's financial position is reported as part of Council's regular budget updates.

In addition, the disclosure of this information would, on balance, be contrary to the public interest. The public interest in public access to the meeting has been balanced against the public interest in the continued non-disclosure of the information. The benefit to the public at large resulting from withholding the information outweighs the benefit to it of disclosure of the information.

3. The Alwyndor Management Committee is satisfied, the principle that the meeting be conducted in a place open to the public, has been outweighed by the need to keep the information or discussion confidential.

Moved by Cr M Bouchee, Seconded by Ms J Bonnici

Carried

9. OTHER BUSINESS – Subject to the leave of the meeting

10. DATE AND TIME OF NEXT MEETING

The next meeting of the Alwyndor Management Committee will be held on **Thursday 26 August 2021** in the Boardroom, Alwyndor, 52 Dunrobin Road, Hove.

11. CLOSURE

The meeting closed at 8.57pm.

CONFIRMED 26 August 2021

CHAIRPERSON

AMC ACTION ITEMS

Action No.	Meeting	Agenda Item	Action Required	Responsibility	Due Date	Current Status
1	29/07/2021	7.1 General Manager Report	A percentage of casual vs total residential staffing to be completed and forwarded to the committee for their information.	GM	Aug-21	Completed

Item No: 7.1

Subject: **General Manager Report**

Date: 26 August 2021

Written by: Beth Davidson-Park
General Manager Alwyndor

SUMMARY

This report is to update and inform the Alwyndor Management Committee (AMC) regarding items, initiatives and issues of relevance to Alwyndor business specifically and to the aged care sector more generally.

RECOMMENDATIONS

That the Alwyndor Management Committee:

1. **Acknowledge the commitment and contribution of Councillor Mikki Bouchee to Alwyndor and the ageing community of the City of Holdfast Bay. Councillor Bouchee served as an Elected Member for both the City of Glenelg and then the City of Holdfast Bay for more than 25 years, she was a member of the Alwyndor Management Committee since February 2020. Councillor Bouchee cared passionately about people and was tireless in advocating for the issues most important to her including social justice and the ageing. Generous of heart, highly principled, compassionate, and intelligent, Councillor Bouchee's love of life will be remembered by Alwyndor.**
 2. **Note that Cr xxx has been appointed to the Alwyndor Management Committee effective immediately for the duration of the Council term ie October 2022.**
 3. **Note the COVID-19 update.**
 4. **Note the amendments to the Alwyndor Management Committee Terms of Reference.**
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REPORT

Environmental scanning

7.1.1 Passing of AMC Member Cr Rosalina (Mikki) Bouchee

It is with sadness that we acknowledge the sudden passing of Mikki on Friday 30 July 2021. At its meeting held on Tuesday 10 August 2021 Council acknowledged Mikki's passing and

requested that a report be prepared regarding a permanent memorial to honour the significant contribution made by Cr Bouchee.

7.1.2. AMC appointment of new member

Due to the passing of Cr Mikki Bouchee Council will be requested to nominate a representative for the AMC at its meeting to be held on 24 August 2021.

The outcomes of this meeting will be shared with AMC via email following the meeting and noted at this meeting.

7.1.3 COVID-19 update

We continue to operate under relevant Emergency Management Directions (Aged Care) as well as Cross Border Travel Directions. These directions continue to change quite frequently (#40 is current at the time of writing this report), we continue to comply with all restrictions and guidelines and to maintain our high levels of infection control as well as room number restrictions and ongoing vigilance of hygiene measures throughout all services.

Vaccination

As previously noted COVID-19 vaccinations have been made compulsory for all 'residential aged care workers', this means at least the first vaccination must be completed by 17 September 2021. The relevant definition for this purpose is:

.....any person who is -

- (a) employed or engaged by or on behalf of a RACF (whether as an employee, contractor or agency staff) to work or perform duties at a premises of a RACF on a full time, part time or casual basis, including:*
 - (i) Direct care workers (nurses; personal care workers; allied health professionals; allied health assistants);*
 - (ii) Administration staff (reception; management; administration);*
 - (iii) Ancillary staff (food preparation; cleaning; laundry; garden; maintenance);*
 - (iv) Lifestyle / social care (music/art therapy);*
 - (v) Transport drivers of residents of RACFs;*
- (b) Volunteers engaged by a RACF to undertake duties at a RACF;*
- (c) Students on placement at a RACF; and*
- (d) Medical practitioners and allied health professionals who attend and provide care to residents of a RACF whether employed or engaged by the resident, RACF or another person.*

Note—

Volunteers who are not engaged by a RACF, for example community visitors providing companionship to a resident at the request of the resident, are not persons to whom this clause applies.

Ensuring compliance has been a significant and time consuming focus and given the nature of our business we have extended the requirement to all Support at Home employees ie they regularly visit the residential site. As often happens the directions from SA Health are counter intuitive ie volunteers engaged by Alwyndor are required to vaccinate but those from the community visitors scheme are not – we have requested all to comply and will

manage by exception. Exemptions are available in a number of circumstances including pregnancy or a medical condition together with certification from a medical practitioner, there are also some conditions for temporary exemption.

We hosted a clinic on Tuesday 17 August 2021, run by HCA, which updated Pfizer vaccinations for all residents and offered vaccinations to employees.

As at 19 August we have approximately 93% of employees compliant and continue to focus on those who have not yet responded to the directions. 87% of our ancillary staff (including the kitchen staff) have received at least their first vaccination and 97% of our volunteers, both Home Support and residential, are now vaccinated. Out of these percentages we have one with an exemption due to a pre-existing health condition and one who will resign prior to 17 September 2021 for personal reasons.

Business Administration

7.1.4 AMC Terms of Reference (ToRs)

It has been identified that there are two errors in the AMC Terms of Reference as adopted by Council in August 2020. These are as follows:

Section 8 should be amended as follows:

8. MEMBERSHIP

8.1 The AMC consists of up to 9 persons constituted as follows:

8.1.1 Two (2) Elected Members as determined and appointed by the CEO Council.

And section 14.2 should be amended as follows:

14. ADMINISTRATION

14.2 The General Manager shall be responsible for:

14.2.1 ensuring the appropriate leadership, management and administration of Alwyndor's operations in accordance with the requirements of the AMC, Council (the Trustees) and applicable legislation under the direction of Council, the CEO, the AMC, the Trust and applicable legislation.

An updated copy of the Terms of Reference are attached to this report (Attachment 1).



ATTACHMENT 1

ALWYNDOR MANAGEMENT COMMITTEE (AMC)

TERMS OF REFERENCE

1. BACKGROUND

Alwyndor is a provider of quality care and services to older people within the City of Holdfast Bay and surrounding metropolitan areas. It offers a continuum of care including residential care, allied health and wellness programs and in-home care and support.

Alwyndor is owned and operated by the City of Holdfast Bay, ('the Council') as the trustee of the Dorothy Cheater Trust, established in 1973. The key requirement of the Trust is that the Council establish and maintain a home for the aged on the property at 52 Dunrobin Road and keep in good order and condition the gardens and the grounds.

Alwyndor is a registered charity with the Australian Charities and Not-for-profits Commission.

Alwyndor is accredited by the Aged Care Quality and Safety Commission. The approved provider is the City of Holdfast Bay.

2. ESTABLISHMENT

The Alwyndor Management Committee (AMC) is an advisory committee of the City of Holdfast Bay formed under Section 41 of the *Local Government Act 1999*.

3. OBJECTIVES

3.1 The AMC is established to assist the Council by providing effective governance over the strategy, operations and performance of Alwyndor, and to advise Council on:

3.1.1 The provision of a range of quality care and accommodation options at Alwyndor primarily for aged persons including:

- 3.1.1.1 ageing in place accommodation and care
- 3.1.1.2 short stay restorative and respite services
- 3.1.1.3 wellbeing and therapy services.

3.2 The provision of services to the community including:

- 3.1.1.4 home care
- 3.1.1.5 health and wellness
- 3.1.1.6 rehabilitation
- 3.1.1.7 exercise and therapy programs to improve and maintain health and mobility.

4. PURPOSE

The AMC is responsible for assisting the Council as follows:

- 4.1 Ensure compliance with the terms of the Trust in the management and operations of Alwyndor.
- 4.2 Ensure Alwyndor has adequate processes in place to comply with the requirements of the *Aged Care Act 1997* (and the related Principles) and the rules and standards applied by the Aged Care Quality and Safety Commission.
- 4.3 Ensure Alwyndor has adequate processes in place to comply with all relevant legislative obligations, relevant Council policies and financial reporting obligations.
- 4.4 Ensure that Alwyndor has a Strategic Plan and supporting Financial Plan that sets out the objectives, strategies and performance targets and measures for Alwyndor. The AMC will review the Strategic Plan and supporting Financial Plan before it is presented to the Council for consideration and adoption.
- 4.5 Review and recommend an annual budget, including key financial targets, to Council for consideration and adoption.
- 4.6 Ensure that Alwyndor has appropriate operational plans and sufficient resources to achieve its Strategic Plan.
- 4.7 Ensure the monitoring of organisational culture including the application and modelling of appropriate Alwyndor values by the employees and the AMC.
- 4.8 Monitor the performance of Alwyndor against its Strategic Plan, supporting business plans and budgets and ensure that the Council is provided with relevant and timely information on the performance (both operational and financial) of Alwyndor. Review and monitor all significant strategic or business initiatives.
- 4.9 Review any external reporting for completeness and accuracy. This includes, but is not limited to, the Financial Statements of Alwyndor, reporting to the Australian Charities and Not-for-profits Commission, reporting to the Aged Care Quality and Safety Commission or any reporting to State or Federal Governments.
- 4.10 Ensure Alwyndor has established an effective risk management framework and processes. This includes ensuring that the key risks that Alwyndor is exposed to are clearly identified and that appropriate processes are in place to mitigate those risks. This includes the management of clinical risk in aged care services.
- 4.11 Ensure appropriate policies, internal controls and quality assurance and compliance processes are in place to manage the operational, financial and compliance risks of Alwyndor.
- 4.12 Ensure Alwyndor and the AMC acts in accordance with the delegations approved by the Council.
- 4.13 Consider the social, ethical and environmental impact of Alwyndor's activities.

5. DUTIES AND CONDUCT OF AMC MEMBERS

- 5.1 All members of the AMC are required to operate in accordance with the General Duties and Code of Conduct set out in s62 and s63 of the *Local Government Act 1999* as well as the mandatory Code of Conduct for Council Members.
- 5.2 All members of the AMC will support the approved resolutions of the AMC.
- 5.3 AMC members will comply with all relevant Council policies (and the Council will identify and communicate to AMC members those Policies that are deemed to apply to them).
- 5.4 All members of the AMC are required to operate in accordance with the Conflicts of Interests requirement set out in s73 to s75B of the *Local Government Act 1999*.
- 5.5 Each AMC member must attend relevant education and training programs as required from time to time.

6. MEETINGS

- 6.1 Meetings will be held a minimum of 8 times per year.
- 6.2 A notice of meetings will be prepared annually showing dates, times and locations and published on the Council and Alwyndor website(s) and be displayed in a place or places as determined by the CEO.
- 6.3 The Chairperson will be responsible for the conduct of all AMC meetings. The Chairperson and the General Manager will ensure that the agendas are comprehensive, that all agenda items are appropriate and that the recommendations are consistent with the responsibilities of the AMC.
- 6.4 Meeting procedures:
 - 6.4.1 Meetings of the AMC will be conducted in accordance with the Local Government Act 1999, Part 3 of the Local Government (Procedures at Meetings) Regulations 2000, these Terms of Reference and the City of Holdfast Bay Code of Practice.
 - 6.4.2 If a member of the AMC is unable to attend a meeting, they may participate in the meeting by telephone or video conference, in accordance with any procedures prescribed by the regulation or determined by the Council under section 89 *Local Government Act 1999* and provided that any members of the public attending the meeting can hear the discussion between all committee members.
 - 6.4.3 The decision of the Chairperson at the meeting of the AMC in relation to the interpretation and application of meeting procedures is final and binding on the AMC.
 - 6.4.4 All decisions of the AMC shall be made on the basis of a majority decision of the AMC members present.
 - 6.4.5 A quorum will be half of the AMC Members plus one, ignoring any fractions. No business can be transacted at a meeting of the AMC unless a quorum is present.
 - 6.4.6 The Chairperson has the right to refuse a motion without notice if they believe that the matter should be considered by way of a written notice of

motion, or if they believe the motion is vexatious, frivolous or outside of the scope of the AMC.

- 6.4.7 The Chairperson has the right to end debate if they believe that the matter has been canvassed sufficiently, considering the *Guiding Principles of the Local Government (Procedures at Meetings Regulations) 1999*.
- 6.4.8 The CEO has the ability to attend all meetings of the AMC.

7. MEETING MINUTES

- 7.1 Minutes of the AMC meetings will be submitted for confirmation at the next available AMC meeting.
- 7.2 Minutes will be presented to Council in draft at the next available meeting and placed on the Council's website following adoption by AMC.
- 7.3 Where a verbal update or report is required, the minutes of AMC will include commentary relevant to such a report and any associated resolutions of the meeting but will not be a verbatim record of the meeting.

8. MEMBERSHIP

- 8.1 The AMC consists of up to 9 persons constituted as follows:
 - 8.1.1 Two (2) Elected Members as determined and appointed by the CEO.
 - 8.1.2 Up to seven (7) and no less than three (3) other independent persons as determined and appointed by the Council for a term not exceeding three (3) years.
 - 8.1.3 On expiry of their term, members of the AMC may seek reappointment. The CEO, the Chairperson and one of the appointed Elected Members will consult and make a recommendation to Council who will decide on the reappointment.
 - 8.1.4 An AMC member may only serve a maximum of three (3) consecutive terms.
- 8.2 An AMC Member appointment will become vacant if:
 - 8.2.1 In the case of the Elected Members - ceasing to hold office
 - 8.2.2 In the case of the other AMC Members:
 - 8.2.2.1 upon the Council removing that person from office
 - OR
 - 8.2.2.2 the member resigning their position from the AMC.
 - 8.2.3 If Council proposes to remove a member from the AMC, it must give written notice to the member of its intention to do so.
 - 8.2.4 If any AMC member is absent for three consecutive meetings of the AMC without leave of the AMC, the AMC may recommend to the Council that it remove that member from the AMC.

9. METHOD OF APPOINTMENT OF NEW AMC MEMBERS

- 9.1 The method of appointment of new AMC Members will be as follows:
- 9.1.1 As required, the Council will advertise the vacancies and seek nominations for the position of member of the AMC.
 - 9.1.2 Nominations will be called for from appropriately skilled, experienced or qualified people.
 - 9.1.3 The selection panel will comprise one of the elected members appointed to AMC, the AMC Chairperson and the CEO.
 - 9.1.4 The selection panel will make a recommendation to Council as to the appointment of the AMC members for consideration and appointment by the Council.
 - 9.1.5 The selection panel will take into consideration the current and required skills for the AMC to fulfil its responsibilities, the current term of existing members and the gender diversity of the AMC.
 - 9.1.6 If required, to fulfil the minimum number requirements of AMC, Council may second a person to act as a member until such time as the above appointment process can be undertaken.

10. OFFICE BEARERS

- 10.1 The AMC shall nominate a Chairperson from amongst the AMC Members (not including Elected Members of the City of Holdfast Bay) for consideration and approval of appointment by Council.
- 10.2 The AMC shall nominate a Deputy Chairperson from amongst the AMC Members (not including Elected Members of the City of Holdfast Bay) for consideration and approval of appointment by Council.
- 10.3 Each of the Chairperson and Deputy Chairperson shall serve a three (3) year term in those positions unless removed from the position by the Council. On expiry of their term, the Chairperson and Deputy Chairperson can re-nominate for a further term (and for up to 3 terms).
- 10.4 The Deputy Chairperson will act in the absence of the Chairperson and, if both the Chairperson and Deputy Chairperson are absent from a meeting of the AMC, the AMC will choose a Member from those present, who are not Elected Members of the City of Holdfast Bay, to preside at the meeting as the Acting Chairperson.
- 10.5 The Chairperson of the AMC shall be an ex-officio member of all sub-committees of the AMC.

11. VOTING RIGHTS

- 11.1 All members have equal voting rights.
- 11.2 All resolutions of the AMC shall be made on the basis of a majority decision of the AMC members present.
- 11.3 Unless required by legislation not to vote (including for reasons of Conflict of Interest), each of the Elected Members who are members of AMC must vote on every matter which is before the AMC for decision.

- 11.4 The Chairperson has a deliberative vote but does not, in the event of an equality of votes, have a casting vote.

12. ROLES AND RESPONSIBILITIES

12.1 Chairperson:

- 12.1.1 To provide leadership to the AMC.
- 12.1.2 To act as the presiding member at all meetings of the AMC, ensuring that the meeting is conducted in a proper and orderly manner, complying with the requirements of the *Local Government Act 1999*.
- 12.1.4 To act as the AMC's primary contact with the General Manager.
- 12.1.5 To regularly liaise with the General Manager Alwyndor in relation to the work of the AMC.
- 12.1.6 To provide input to the CEO on the appointment and performance of the General Manager.

12.2 Deputy Chairperson:

- 12.2.1 In the absence of the Chairperson, to fulfil the role of the Chairperson.

12.3 AMC Members:

- 12.3.1 To make effective and appropriate contribution as an individual member so that AMC can carry out its role effectively.
- 12.3.2 To attend all meetings of the Committee as practical.
- 12.3.3 To prepare thoroughly for each AMC meeting.
- 12.3.4 To review all Agenda's and Meeting papers for AMC meetings unless granted a leave of absence.
- 12.3.5 To listen to alternate views and act respectfully to other AMC Members.
- 12.3.6 AMC members have no authority to direct the General Manager or employees of Alwyndor in any matter. Any issues or concerns with either the General Manager should be raised with the Chairperson and the CEO, any issues or concerns with employees of Alwyndor should be raised with the General Manager.

13. SITTING FEES

- 13.1 AMC Members, except for City of Holdfast Bay Elected Members, are entitled to a sitting fee for their attendance at AMC meetings.
- 13.2 The applicable rates will be determined by the Council.
- 13.3 Claims for payment of the sitting fees, will be based on attendance at meetings as recorded in the minutes.

14. ADMINISTRATION

- 14.1 The Council shall employ and appoint a General Manager Alwyndor who shall have full responsibilities for the effective management of Alwyndor and reports directly to and is accountable to the CEO. The CEO consult with the Chairperson on any key

decision regarding the appointment or performance of the General Manager. The General Manager will provide full support to the AMC to enable them to fulfil their responsibilities.

14.2 The General Manager shall be responsible for:

14.2.1 ensuring the appropriate leadership, management and administration of Alwyndor's operations in accordance with the requirements and directions of the Council, the CEO, the AMC, the Trust and applicable legislation.

14.2.2 Keeping the AMC informed in a timely manner of all matters relevant to their responsibilities or that may materially impact on Alwyndor's operations or reputation.

15. FINANCIAL MANAGEMENT

15.1 Financial records of Alwyndor will be maintained by the General Manager and will comply with the relevant financial policies and procedures adopted by Council and Alwyndor. The annual financial statements of Alwyndor will be reviewed by the AMC to enable them to make the declaration required under subdivision 60-B of the *Australian Charities and Not-for-profits Commission Regulation 2013*.

15.2 In accordance with the preparation of the annual Council budget cycle, the General Manager will present to the Council for its consideration and adoption, a proposed annual budget for Alwyndor's activities including those matters relating to the management, operations and capital expenditure of Alwyndor for the ensuing financial year before adoption by Council of its annual budget. This will be reviewed and considered by the AMC prior to being presented.

16. REPORTING REQUIREMENTS

16.1 The AMC shall, at least once every two years, review its own performance, terms of reference and membership and provide a report to the Council including any recommended changes. The CEO of Council can approve an extension of this timeframe if circumstances require.

16.2 The Chairperson and the General Manager will report to the Council annually summarising the activities of the AMC during the previous year.

17. SUB-COMMITTEES

17.1 The AMC may appoint such sub-committees as it sees fit to assist it with carrying out its responsibilities. Any subcommittee must regularly report to the AMC on its activities and will have no decision-making powers.

ITEM NUMBER: 8.1

CONFIDENTIAL

General Manager Report

Pursuant to Section 90(2) of the Local Government Act 1999 the Report attached to this agenda and the accompanying documentation is delivered to the Alwyndor Management Committee Members upon the basis that the Alwyndor Management Committee consider the Report and the documents in confidence under Part 3 of the Act, specifically on the basis that Alwyndor Management Committee will receive, discuss or consider:

- d. **commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and would, on balance, be contrary to the public interest.**

Recommendation – Exclusion of the Public – Section 90(3) Order

1. **That pursuant to Section 90(2) of the *Local Government Act 1999* Alwyndor Management Committee hereby orders that the public be excluded from attendance at this meeting with the exception of the General Manager and Staff in attendance at the meeting in order to consider Report No 37/21 in confidence.**
2. **That in accordance with Section 90(3) of the *Local Government Act 1999* Alwyndor Management Committee is satisfied that it is necessary that the public be excluded to consider the information contained in Report No: 37/21, title on the following grounds:**
 - d. **pursuant to section 90(3)(d) of the Act, the information to be received, discussed or considered in relation to this Agenda Item is commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to confer a commercial advantage on a third party.**

In addition, the disclosure of this information would, on balance, be contrary to the public interest. The public interest in public access to the meeting has been balanced against the public interest in the continued non-disclosure of the information. The benefit to the public at large resulting from withholding the information outweighs the benefit to it of disclosure of the information.
3. **The Alwyndor Management Committee is satisfied, the principle that the meeting be conducted in a place open to the public, has been outweighed by the need to keep the information or discussion confidential.**

ITEM NUMBER: 8.2

CONFIDENTIAL

Alwyndor Management Committee Self-Assessment Outcomes

Pursuant to Section 90(2) of the Local Government Act 1999 the Report attached to this agenda and the accompanying documentation is delivered to the Alwyndor Management Committee Members upon the basis that the Alwyndor Management Committee consider the Report and the documents in confidence under Part 3 of the Act, specifically on the basis that Alwyndor Management Committee will receive, discuss or consider:

- d. **commercial information of a confidential nature (not being a trade secret) the disclosure of which could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and would, on balance, be contrary to the public interest.**

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3. **The Alwyndor Management Committee is satisfied, the principle that the meeting be conducted in a place open to the public, has been outweighed by the need to keep the information or discussion confidential.**