



## 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.