



# AGENDA

D2025/14621

## Special Meeting of Council

7 August 2025

### Notice of Meeting

Dear Councillors

I wish to advise that a Special Meeting of Council will be held on Thursday, 7 August 2025 at the EMRC Administration Office, 1<sup>st</sup> Floor, 226 Great Eastern Highway, Ascot WA 6104 commencing at 5:00pm.

This Special Meeting of Council meeting will be held to address a review of the Audit Committee (AC) Terms of Reference, the appointment of members to the Audit Committee (AC) and the disbanding of Chief Executive Officer's Performance Review Committee (CEOPRC) and Legal Committee (LC).

A handwritten signature in blue ink, appearing to read 'Matthew MacPherson', is written over a blue horizontal line.

Matthew MacPherson | Chief Executive Officer

1 August 2025

### Please Note

If any Councillor has a query regarding a report item or requires additional information in relation to a report item, please contact the responsible officer (SOURCE OF REPORT) prior to the meeting.

The meeting will be livestreamed in accordance with s.5.23A of the *Local Government Act 1995*. Images and voices may be captured and streamed on the EMRC's website at [www.emrc.org.au](http://www.emrc.org.au). If you have any issues or concerns regarding the livestreaming and recording of meetings, please contact EMRC Business Support Team.

Public question time will continue as usual and questions may be submitted electronically prior to the meeting, no later than 4.00pm on the day of the meeting to [CouncilEnquiry@emrc.org.au](mailto:CouncilEnquiry@emrc.org.au).



## EMRC Council Members

Cr Filomena Piffaretti	Chairperson	City of Bayswater
Cr Paul Poliwka	Deputy Chairperson	Town of Bassendean
Cr Tallan Ames	EMRC Member	Town of Bassendean
Cr Michelle Sutherland	EMRC Member	City of Bayswater

## EMRC Council Deputies

Cr Kathryn Hamilton	EMRC Deputy Member	Town of Bassendean
Cr Giorgia Johnson	EMRC Deputy Member	City of Bayswater



## Special Meeting of Council 7 August 2025

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## **1 DECLARATION OF OPENING AND ANNOUNCEMENT OF VISITORS**

### **1.1 ACKNOWLEDGEMENT OF COUNTRY**

We wish to acknowledge the traditional custodians of the land, the Whadjuk people of the Noongar Nation and to pay our respects to elders past, present and emerging.

## **2 ATTENDANCE, APOLOGIES AND LEAVE OF ABSENCE (PREVIOUSLY APPROVED)**

## **3 DISCLOSURE OF INTEREST**

## **4 ANNOUNCEMENTS BY THE CHAIRPERSON OR PRESIDING MEMBER**

## **5 PUBLIC QUESTION TIME**

## **6 ANNOUNCEMENT OF CONFIDENTIAL MATTERS FOR WHICH MEETINGS MAY BE CLOSED TO THE PUBLIC**

Nil

## **7 EMPLOYEES REPORTS**

7.1 REVIEW OF AUDIT COMMITTEE TERMS OF REFERENCE (D2025/13770)

7.2 APPOINTMENT OF MEMBERS TO THE AUDIT COMMITTEE (D2025/13829)

7.3 DISBANDING OF THE CHIEF EXECUTIVE OFFICER'S PERFORMANCE REVIEW COMMITTEE AND LEGAL COMMITTEE (D2025/13831)



## 7.1 REVIEW OF AUDIT COMMITTEE TERMS OF REFERENCE

D2025/13770

### PURPOSE OF REPORT

The purpose of this report is to review the Audit Committee (AC) Terms of Reference and endorse the change of name to the Committee.

### KEY POINT(S)

- The AC Terms of Reference was last reviewed at the meeting of Council held on 25 November 2021.
- It is a requirement of s.7.1A of the *Local Government Act 1995* that a local government is to establish an audit committee of 3 or more persons to exercise the powers and discharge the duties conferred on it.
- At present, the terms of reference determines a member from each of the Participant member Council is to be the Audit Committee member along with deputies.
- Following the withdrawal of the Shire of Mundaring and the Cities of Belmont, Kalamunda and Swan, the number of Participant member Councils has reduced to two.
- This will bring to effect only 2 committee members. and accordingly, the Terms of Reference will be required to be updated to reflect the reduced membership.
- Further amendments to the AC Terms of Reference will be required due the *Local Government Amendment Act 2024* (the Amendment Act) which amends the *Local Government Act 1995* to advance various reforms that focus on good governance and decision making.
- The amendments include the change of the name of the committee, independent committee members as well as an independent Chairperson.
- It is recommended that the existing AC Terms of Reference, as revised with minor amendments, be adopted.

### RECOMMENDATION(S)

That Council:

1. Endorses the name change of the Audit Committee to the Audit, Risk and Improvement Committee.
2. Adopts the revised Audit, Risk and Improvement Committee Terms of Reference forming attachment 2 to this report.

### SOURCE OF REPORT

#### Employee Disclosure under s.5.70 of the *Local Government Act 1995*:

Author(s)	Chief Financial Officer	Nil
Responsible Officer	Chief Financial Officer	Nil

## BACKGROUND

1 The Audit Committee (AC) is a formally appointed committee of Council and is responsible to that body. The AC is established pursuant to section 7.1A(1) of the *Local Government Act 1995* to assist Council with the effective conduct of its responsibilities for financial reporting, management of risk and maintaining a reliable system of controls.

The AC Terms of Reference was last reviewed at the Ordinary Meeting of Council on 25 November 2021.

## REPORT

2 Following the withdrawal of the City of Swan and the Shire of Mundaring, the reduced number of Councillors have impacted on the number of members at the Audit Committee.

3 It is a requirement of s.7.1A(1) of the *Local Government Act 1995* that a local government is to establish an audit committee of 3 or more persons to exercise the powers and discharge the duties conferred to it.

4 S.7.1A(2) of the *Local Government Act 1995* requires that the members of the audit committee of a local government are to be appointed (by absolute majority) by the local government and at least 3 of the members and the majority of the members are to be council members.

5 At present, there are only 2 committee members, 2 deputy committee members and 2 second deputy committee members – the membership structure of which will not meet the requirement of s.7.1A(2).

6 Consequently, the AC Terms of Reference will need to be reviewed to ensure compliance with the legislative requirements, particularly the membership of the Audit Committee.

7 The AC Terms of Reference guides and informs Council to facilitate it to achieve overall organisational objectives in an efficient and effective manner. It is important that the AC Terms of Reference are reviewed periodically and amended where necessary.

8 Further amendments to the AC Terms of Reference will be required due the *Local Government Amendment Act 2024* (the Amendment Act) which amends the *Local Government Act 1995* (the Act) to advance various reforms that focus on good governance and decision making.

9 Amongst the reforms is changing audit committees to have an improved focus as “audit, risk and improvement committees” that will be independently chaired, with greater clarity on how council committees should operate.

10 Consequently the first change is that the Audit Committee will be called Audit, Risk and Improvement Committee (ARIC).

11 A review of the existing AC Terms of Reference has been undertaken with the following objectives used as a basis for undertaking the review:

- To ensure that the terms of reference meet its objectives;
- To incorporate in the terms of reference any changes in details such as dates, times and values since the last review;
- To realign the terms of reference with the EMRC’s current direction and strategies; and
- To ensure the terms of reference are contemporary and appropriate for the AC in performing its duties and obligations.

- 12 The review has identified the following amendments to the wording of the Terms of Reference and these changes are reflected in the tracked changes version of the document forming attachment 1 to this report:
- The ARIC membership will now comprise of 4 committee members, two from each of the EMRC member Councils and is to comply with s.7.1A(2) of the *Local Government Act 1995* such that at least 3 of the members and the majority of the members are to be Council members;
  - The ARIC membership will also be made up of 2 deputy committee members, one from each of the EMRC member Councils;
  - Following the local government elections in October 2025, as soon as practicable, that the
  - Other consequential and grammatical changes as appropriate.
- 13 Legal advice also confirmed that a deputy member of the EMRC Council could not be an EMRC Council member for the purposes of s.7.1A(2).
- 14 In accordance with s.87 of the *Local Government Amendment Act 2024*, the ARIC must have an independent presiding member to ensure a level of neutrality and impartial oversight in chairing the meetings.
- 15 An independent presiding member must be a person who is not a Council member of any local government or an employee of any local government.
- 16 If a deputy presiding member is to be appointed, they must also be independent.
- 17 The remaining wording of the ARIC Terms of Reference is recommended to remain unchanged.
- 18 While the matters relating to the Audit, Risk and Improvement Committee per the *Local Government Amendment Act 2024* are not in effect and are to be commenced, it is prudent that the change in the name of the committee, amendment to the Terms of Reference be adopted in anticipation of its commencement following the Local Government elections in October 2025.
- 19 The remaining outstanding matter will be recruitment and appointment of the independent member(s) as well as the independent committee chairperson which will be undertaken following the local government elections. This will form a separate report to Council at a future meeting.
- 20 A revised ARIC Terms of Reference is attached (forming attachment 2 to this report) for endorsement.

### STRATEGIC/POLICY IMPLICATIONS

- 21 Reporting on EMRC Strategic Policy implications align with the revised Strategic Plan 2017-2027 and the Sustainability Strategy.

### FINANCIAL IMPLICATIONS

- 22 Nil

### SUSTAINABILITY IMPLICATIONS

- 23 Nil

**RISK MANAGEMENT**

**Risk – Failure to ensure that the Audit Committee Terms of Reference reflect the current membership and numbers for the purposes of a quorum to hold a meeting**

Consequence	Likelihood	Rating
Moderate	Unlikely	Moderate
Action/Strategy		
➤ Council to adopt the amended and updated Audit Committee Terms of Reference		

**MEMBER COUNCIL IMPLICATIONS**

Member Council	Implication Details
Town of Bassendean } City of Bayswater }	Nil

**ATTACHMENT(S)**

- 1 Audit, Risk and Improvement Committee Terms of Reference with Track Changes (D2025/15380)
- 2 Revised Audit Committee Terms of Reference (D2025/15381)

**VOTING REQUIREMENT**

Simple Majority

**RECOMMENDATION(S)**

That Council:

1. Endorses the name change of the Audit Committee to the Audit, Risk and Improvement Committee.
2. Adopts the revised Audit, Risk and Improvement Committee Terms of Reference forming attachment 2 to this report.

**COUNCIL RESOLUTION(S)**

MOVED

SECONDED





# Terms of Reference

## Audit, Risk and Improvement Committee

### 1 Objectives of Committee

The Audit, Risk and Improvement Committee (ARIC) (~~AC~~) is a formally appointed committee of Council and is responsible to that body. It has been established to assist Council with:

- (a) The effective conduct of its responsibilities for financial reporting, management of risk and maintaining a reliable system of controls.
- (b) The co-ordination of relevant activities of management, compliance, internal audit, external audit and to facilitate achieving overall organisational objectives in an efficient and effective manner.
- (c) The facilitation of:
  - The enhancement of the credibility and objectivity of internal and external financial reporting;
  - Effective management of financial and other risks and the protection of Council assets;
  - Compliance with laws and regulations as well as use of best practice guidelines;
  - The provision of an effective means of communication between the external auditor, internal audit, management and the Council; and
  - The allocation of the EMRC's finances and resources.

### 2 Responsibilities

The duties of the Audit, Risk and Improvement Committee include the following:

- 2.1 To review the scope of the internal audit plan and programme and the effectiveness of the function. This review should consider whether, over a period of years the internal audit plan systematically addresses:
  - (a) Internal controls over revenue, expenditure, assets and liability processes
  - (b) The efficiency, effectiveness and economy of significant EMRC programmes; and
  - (c) Compliance with regulations, policies, best practice guidelines, instructions and contractual arrangements.
- 2.2 Critically analyse and follow up any internal or external audit report that raises significant issues relating to risk management, internal control, financial reporting and other accountability or governance issues, and any other matters relevant under the Committee's terms of reference. Review management's response to, and actions taken as a result of the issues raised.
- 2.3 Monitor the risk exposure of Council by determining if management has appropriate risk management processes and adequate management information systems.
- 2.4 Monitor ethical standards and related party transactions by determining whether the systems of control are adequate.

- 2.5 Review Council's draft annual financial report, focusing on:
  - (a) Accounting policies and practices;
  - (b) Changes to accounting policies and practices;
  - (c) The process used in making significant accounting estimates;
  - (d) Significant adjustments to the financial report (if any) arising from the audit process;
  - (e) Compliance with accounting standards and other reporting requirements; and
  - (f) Significant variances from prior years.
- 2.6 Recommend adoption of the annual financial report to Council. Review any significant changes that may arise subsequent to any such recommendation but before the financial report is signed.
- 2.7 Discuss with the external auditor the scope of the audit and the planning of the audit.
- 2.8 Discuss with the external auditor issues arising from the audit, including any management letter issued by the auditor and the resolution of such matters. Identify and refer specific projects or investigations deemed necessary through the Chief Executive Officer, the internal auditor and the Council if appropriate.
- 2.9 Address issues brought to the attention of the Committee, including responding to requests from Council for advice that are within the parameters of the Committee's Terms of Reference.

### 3 Membership

- 3.1 The Audit, Risk and Improvement Committee will comprise of at least 3 Councillor members and independent person(s), such that:
  - (a) Four ~~Councillors~~Committee members, ~~one two~~ from each member Council; and
  - (b) ~~Four Two~~ Deputy ~~Councillors~~Committee members, one from each member Council.
- 3.2 Members and Deputies will be appointed for a period of up to two years following each ordinary Council election ~~,-until:~~
  - (a) the Friday prior to the local government elections held in October every 2 years;
  - (b) the Councillor member or Deputy Councillor member ceases to be a member or deputy member of the Council of the Participant member Council; or
  - (c) the Councillor member or Deputy Councillor member is removed by the Participant member Council.
- 3.3 An independent member must be a person who is not a Council member of any local government or an employee of any local government.
- 3.34 The Chief Executive Officer and the Chief Financial Officer will attend all meetings except when the Committee chooses to meet in camera.
- 3.45 An Internal Auditor (whether a member of staff or contractor) will attend meetings where internal audit reports are being considered by the committee.

#### 4 Committee Chairperson

- 4.1 An independent ARIC Chairperson is to be appointed by Council following the October 2025 elections.
- 4.2 The ARIC Chairperson is responsible for facilitating and chairing committee meetings.
- 4.3 A Deputy ARIC Chairperson may be appointed and must also be an independent member.
- 4.4 The Deputy ARIC Chairperson will preside at meetings of the committee in the absence of the Chairperson.

#### 45 Meetings

- 45.1 The Audit, Risk and Improvement Committee will meet as required at the discretion of the chairperson of the committee and at least three times per year to coincide with:
  - (a) Approval of strategic and annual plans;
  - (b) The Compliance Audit Return;
  - (c) Approval of the annual budget; and
  - (d) The auditor's report on the annual financial report.
- 45.2 Additional meetings will be convened at the discretion of the Chairperson.

#### 56 Operating Procedures

- 56.1 All meetings of the AC-Audit, Risk and Improvement Committee are to be conducted in accordance with the *Local Government Act 1995*, associated Regulations and the EMRC Meeting Procedures Local Law 2023.
- 56.2 A quorum for a meeting of the Committee shall be at least three of the number of offices (whether vacant or not) of members of the Committee.
- 56.3 Voting
  - (a) All decisions of the Committee shall be made on the basis of a simple majority decision of the members present or, if another kind of majority has been prescribed by regulations for the particular kind of decision, by that kind of majority;
  - (b) If the decision results in a tied vote, the person presiding is to cast a second vote;
  - (c) Persons other than Committee members are not entitled to cast a vote; and
  - (d) All other aspects related to voting procedure shall be consistent with relevant sections of the EMRC Meeting Procedures Local Law 2023.
- 56.4 Other EMRC staff or member Council staff may attend meetings, at the discretion of the Chief Executive Officer and/or the Committee Chairperson, to provide advice and information when required.
- 56.5 Representatives of the External Auditor will be invited to attend meetings at the discretion of the Committee but MUST attend meetings considering the draft annual financial report and results of the external audit.

#### 67 Reporting

- 6.47.1 The Committee shall after every meeting forward the minutes of that meeting to the next Ordinary Meeting of Council, including a report explaining any specific recommendations and key outcomes.



## **78 Delegated Power**

- 7.1 The Committee does not have authority to implement actions in areas over which management has responsibility and does not have any delegated financial responsibility.

### **Related Documents**

Policy 1.2 Meetings  
Policy 2.1 Committees of Council  
Policy 3.1 Annual Financial Reporting  
Policy 7.1 Risk Management Policy  
EMRC Meeting Procedures Local Law 2023  
EMRC Code of Conduct

### **Administration**

#### **Adopted/Reviewed by Council**

23 September 2010  
18 September 2014  
06 December 2018  
25 November 2021

[7 August 2025](#)

#### **Next Review**

Following the Ordinary Elections in [2023/2027](#)

#### **Responsible Team**

Business Support Team

# Terms of Reference

## Audit, Risk and Improvement Committee

### 1 Objectives of Committee

The Audit, Risk and Improvement Committee (ARIC) is a formally appointed committee of Council and is responsible to that body. It has been established to assist Council with:

- (a) The effective conduct of its responsibilities for financial reporting, management of risk and maintaining a reliable system of controls.
- (b) The co-ordination of relevant activities of management, compliance, internal audit, external audit and to facilitate achieving overall organisational objectives in an efficient and effective manner.
- (c) The facilitation of:
  - The enhancement of the credibility and objectivity of internal and external financial reporting;
  - Effective management of financial and other risks and the protection of Council assets;
  - Compliance with laws and regulations as well as use of best practice guidelines;
  - The provision of an effective means of communication between the external auditor, internal audit, management and the Council; and
  - The allocation of the EMRC's finances and resources.

### 2 Responsibilities

The duties of the Audit, Risk and Improvement Committee include the following:

- 2.1 To review the scope of the internal audit plan and programme and the effectiveness of the function. This review should consider whether, over a period of years the internal audit plan systematically addresses:
  - (a) Internal controls over revenue, expenditure, assets and liability processes
  - (b) The efficiency, effectiveness and economy of significant EMRC programmes; and
  - (c) Compliance with regulations, policies, best practice guidelines, instructions and contractual arrangements.
- 2.2 Critically analyse and follow up any internal or external audit report that raises significant issues relating to risk management, internal control, financial reporting and other accountability or governance issues, and any other matters relevant under the Committee's terms of reference. Review management's response to, and actions taken as a result of the issues raised.
- 2.3 Monitor the risk exposure of Council by determining if management has appropriate risk management processes and adequate management information systems.
- 2.4 Monitor ethical standards and related party transactions by determining whether the systems of control are adequate.

- 2.5 Review Council's draft annual financial report, focusing on:
  - (a) Accounting policies and practices;
  - (b) Changes to accounting policies and practices;
  - (c) The process used in making significant accounting estimates;
  - (d) Significant adjustments to the financial report (if any) arising from the audit process;
  - (e) Compliance with accounting standards and other reporting requirements; and
  - (f) Significant variances from prior years.
- 2.6 Recommend adoption of the annual financial report to Council. Review any significant changes that may arise subsequent to any such recommendation but before the financial report is signed.
- 2.7 Discuss with the external auditor the scope of the audit and the planning of the audit.
- 2.8 Discuss with the external auditor issues arising from the audit, including any management letter issued by the auditor and the resolution of such matters. Identify and refer specific projects or investigations deemed necessary through the Chief Executive Officer, the internal auditor and the Council if appropriate.
- 2.9 Address issues brought to the attention of the Committee, including responding to requests from Council for advice that are within the parameters of the Committee's Terms of Reference.

### **3 Membership**

- 3.1 The Audit, Risk and Improvement Committee will comprise of at least 3 Councillor members and independent person(s), such that:
  - (a) Four Committee members, two from each member Council; and
  - (b) Two Deputy Committee members, one from each member Council.
- 3.2 Members and Deputies will be appointed for a period of up to two years following each ordinary Council election until:
  - (a) the Friday prior to the local government elections held in October every 2 years;
  - (b) the Councillor member or Deputy Councillor member ceases to be a member or deputy member of the Council of the Participant member Council; or
  - (c) the Councillor member or Deputy Councillor member is removed by the Participant member Council.
- 3.3 An independent member must be a person who is not a Council member of any local government or an employee of any local government.
- 3.4 The Chief Executive Officer and the Chief Financial Officer will attend all meetings except when the Committee chooses to meet in camera.
- 3.5 An Internal Auditor (whether a member of staff or contractor) will attend meetings where internal audit reports are being considered by the committee.

## **4 Committee Chairperson**

- 4.1 An independent ARIC Chairperson is to be appointed by Council following the October 2025 elections.
- 4.2 The ARIC Chairperson is responsible for facilitating and chairing committee meetings.
- 4.3 A Deputy ARIC Chairperson may be appointed and must also be an independent member.
- 4.4 The Deputy ARIC Chairperson will preside at meetings of the committee in the absence of the Chairperson.

## **5 Meetings**

- 5.1 The Audit, Risk and Improvement Committee will meet as required at the discretion of the chairperson of the committee and at least three times per year to coincide with:
  - (a) Approval of strategic and annual plans;
  - (b) The Compliance Audit Return;
  - (c) Approval of the annual budget; and
  - (d) The auditor's report on the annual financial report.
- 5.2 Additional meetings will be convened at the discretion of the Chairperson.

## **6 Operating Procedures**

- 6.1 All meetings of the Audit, Risk and Improvement Committee are to be conducted in accordance with the *Local Government Act 1995*, associated Regulations and the EMRC Meeting Procedures Local Law 2023.
- 6.2 A quorum for a meeting of the Committee shall be at least three of the number of offices (whether vacant or not) of members of the Committee.
- 6.3 Voting
  - (a) All decisions of the Committee shall be made on the basis of a simple majority decision of the members present or, if another kind of majority has been prescribed by regulations for the particular kind of decision, by that kind of majority;
  - (b) If the decision results in a tied vote, the person presiding is to cast a second vote;
  - (c) Persons other than Committee members are not entitled to cast a vote; and
  - (d) All other aspects related to voting procedure shall be consistent with relevant sections of the EMRC Meeting Procedures Local Law 2023.
- 6.4 Other EMRC staff or member Council staff may attend meetings, at the discretion of the Chief Executive Officer and/or the Committee Chairperson, to provide advice and information when required.
- 6.5 Representatives of the External Auditor will be invited to attend meetings at the discretion of the Committee but MUST attend meetings considering the draft annual financial report and results of the external audit.

## **7 Reporting**

- 7.1 The Committee shall after every meeting forward the minutes of that meeting to the next Ordinary Meeting of Council, including a report explaining any specific recommendations and key outcomes.



## **8 Delegated Power**

- 7.1 The Committee does not have authority to implement actions in areas over which management has responsibility and does not have any delegated financial responsibility.

### **Related Documents**

Policy 1.2 Meetings  
Policy 2.1 Committees of Council  
Policy 3.1 Annual Financial Reporting  
Policy 7.1 Risk Management Policy  
EMRC Meeting Procedures Local Law 2023  
EMRC Code of Conduct

### **Administration**

#### **Adopted/Reviewed by Council**

23 September 2010  
18 September 2014  
06 December 2018  
25 November 2021  
7 August 2025

#### **Next Review**

Following the Ordinary Elections in 2027

#### **Responsible Team**

Business Support Team





## 7.2 APPOINTMENT OF MEMBERS TO THE AUDIT, RISK AND IMPROVEMENT COMMITTEE

D2025/13829

### PURPOSE OF REPORT

The purpose of this report is to appoint members to the Audit, Risk and Improvement Committee (ARIC).

### KEY POINT(S)

- Section 5.11(1)(d) of the *Local Government Act 1995* provides that the membership of a committee continues until the next ordinary elections day.
- It is a requirement of s.7.1A(1) of the *Local Government Act 1995* that a local government is to establish an audit committee of 3 or more persons to exercise the powers and discharge the duties conferred to it.
- Further, it is a requirement of s.7.1A(2) of the *Local Government Act 1995* that the members of the audit committee of a local government are to be appointed (by absolute majority) by the local government and at least 3 of the members and the majority of the member are to be council members.
- Legal advice confirmed that a deputy member of the EMRC Council could not be an EMRC Council member for the purposes of s.7.1A(2).
- Following the withdrawal of the City of Swan and the Shire of Mundaring, the audit committee is left with 2 committee members [along with 2 deputy committee members and 2 second deputy committee members].
- It is recommended that Council appoint members to the Committee, while ensuring that at least 3 of the Committee members are Council members.

### RECOMMENDATION(S)

That by absolute majority, in accordance with section 5.10 of the *Local Government Act 1995*, the following Councillors be appointed as members and deputy members to the Audit, Risk and Improvement Committee:

Participant Local Government	Committee Member	Committee Member	Deputy Committee Member
Bassendean	Cr	Cr	Cr
Bayswater	Cr	Cr	Cr

### SOURCE OF REPORT

Employee Disclosure under s.5.70 of the <i>Local Government Act 1995</i>		
Author(s)	Chief Financial Officer	Nil
Responsible Officer	Chief Financial Officer	Nil

## BACKGROUND

- 1 Established 19 May 2005
- 2 Membership Membership of the Committee is comprised of two (2) Councillors from each member Council, along with independent member(s).
- 3 Meeting The Committee meets as required at the discretion of the Chairperson of the Committee at least three (3) times per year to coincide with approval of the strategic and annual plans, the annual budget, the annual Compliance Audit Return and the auditor's report on the annual financial report.
- 4 Terms of Reference To assist Council in the effective conduct of its responsibilities for financial reporting, management of risk, maintaining a reliable system of controls and facilitating the organisation's ethical development.

- 5 At the Special Meeting of Council held on 9 November 2023, following the local government elections, Council resolved (D2023/32555):

*THAT BY ABSOLUTE MAJORITY, IN ACCORDANCE WITH SECTION 5.10 OF THE LOCAL GOVERNMENT ACT 1995, THE FOLLOWING COUNCILLORS BE APPOINTED AS MEMBERS AND DEPUTY MEMBERS TO THE AUDIT COMMITTEE:*

<b>PARTICIPANT LOCAL GOVERNMENT</b>	<b>COMMITTEE MEMBER</b>	<b>DEPUTY MEMBER</b>	<b>SECOND DEPUTY MEMBER</b>
BASSENDAN	CR POLIWKA	CR AMES	CR HAMILTON
BAYSWATER	CR SUTHERLAND	CR PIFFARETTI	CR G JOHNSON
MUNDARING	CR JEANS	CR ELLERY	CR DAW
SWAN	CR BOWMAN	CR CATALANO	CR I JOHNSON

- 6 At the Special meeting of Council held 30 June 2025, Council resolved inter alia (D2025/13496) that:
  1. *BY ABSOLUTE MAJORITY IN ACCORDANCE WITH S.5.12(1) APPOINT CR POLIWKA TO BE THE CHAIRPERSON (PRESIDING MEMBER) OF THE AUDIT COMMITTEE.*
  4. *BY ABSOLUTE MAJORITY IN ACCORDANCE WITH S.5.12(2) APPOINT CR PIFFARETTI TO BE THE DEPUTY CHAIRPERSON (DEPUTY PRESIDING MEMBER) OF THE AUDIT COMMITTEE.*



## REPORT

- 7 It is a requirement of s.7.1A(1) of the *Local Government Act 1995* that a local government is to establish an audit committee of 3 or more persons to exercise the powers and discharge the duties conferred to it.
- 8 Following the withdrawal of City of Swan and the Shire of Mundaring, the membership of the ARIC is reduced to 2.
- 9 Nominations for Councillor members of the ARIC are being sought as part of this report item.
- 10 Further, it is a requirement of s.7.1A(2) of the *Local Government Act 1995* that the members of the audit committee of a local government are to be appointed (by absolute majority) by the local government and:
- a at least 3 of the members and
  - b the majority of the members
- are to be council members.
- 11 Legal advice confirmed that a deputy member of the EMRC Council could not be an EMRC Council member for the purposes of s.7.1A(2).
- 12 That means that a deputy member of the EMRC Council may be appointed to the Audit Committee but will not count towards the minimum number of Council members required.
- 13 Section 5.11(1)(d) of the *Local Government Act 1995* provides that the membership of a committee continues until the next ordinary elections day. The terms of appointment of members of this committee will expire on 18 October 2025.
- 14 Nominations for the Deputy Committee member of the ARIC will automatically be the remaining councillor of each participant member Council.
- 15 In the event that the Committee member is unable to attend a meeting, he or she or they is to organise with the deputy Committee member from the same participant member Council to attend in his or her or their place as well as notify the EMRC.

## STRATEGIC/POLICY IMPLICATIONS

- 16 Council Policy 2.1 provides for the establishment of the Audit Committee.
- 17 Reporting on EMRC Strategic Policy implications align with the revised Strategic Plan 2017-2027 and the Sustainability Strategy:
- Target - Sustainability integrated into management processes.

## FINANCIAL IMPLICATIONS

- 18 Nil

## SUSTAINABILITY IMPLICATIONS

- 19 Nil

## RISK MANAGEMENT

**Risk – Failure to appoint members to the Audit Committee will result in a breach of the requirement of s.7.1A of the *Local Government Act 1995*.**

Consequence	Likelihood	Rating
Moderate	Unlikely	Moderate
Action/Strategy		
➤ Appoint members to the AC		

## MEMBER COUNCIL IMPLICATIONS

### Member Council                      Implication Details

Town of Bassendean	}                      Nil
City of Bayswater	

## ATTACHMENT(S)

Nil

## VOTING REQUIREMENT

Absolute Majority

## RECOMMENDATION(S)

That by absolute majority, in accordance with section 5.10 of the *Local Government Act 1995*, the following Councillors be appointed as members and deputy members to the Audit, Risk and Improvement Committee:

Participant Local Government	Committee Member	Committee Member	Deputy Committee Member
Bassendean	Cr	Cr	Cr
Bayswater	Cr	Cr	Cr

## COUNCIL RESOLUTION(S)

MOVED

SECONDED



### 7.3 DISBANDING OF THE CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW COMMITTEE AND LEGAL COMMITTEE

D2025/13831

#### PURPOSE OF REPORT

The purpose of this report is to recommend disbanding the Chief Executive Officer Performance Review Committee (CEOPRC) and the Legal Committee (LC).

#### KEY POINT(S)

- Following the withdrawal of the City of Swan and the Shire of Mundaring, the reduced number of Councillors have impacted on the number of members at the Committee level.
- It is a requirement of s. s.5.8 of the *Local Government Act 1995*, committees are established with of 3 or more persons to assist the Council.
- Currently the CEOPRC will have 3 Committee members made up of 2 Councillor member and 1 Deputy Councillor member.
- At present, the LC will not have sufficient members of the Committee with it having only 2 Committee members with 2 Deputy Committee members and 2 Second Deputy Committee members.
- There is no requirement under the Act for the existence of both committees and may be more appropriate to be undertaken directly by Council.
- Accordingly, it is proposed that the CEOPRC and LC are disbanded, together with their respective terms of reference, and the functions and decisions will be determined directly by Council.

#### RECOMMENDATION(S)

That Council by absolute majority disband the Chief Executive Officer Performance Review Committee and the Legal Committee.

#### SOURCE OF REPORT

##### Employee Disclosure under s.5.70 of the *Local Government Act 1995*:

Author(s)	Chief Financial Officer	Nil
Responsible Officer	Chief Financial Officer	Nil

## BACKGROUND

1 At the Special Meeting of Council held on 10 April 2025, Council resolved to establish a Chief Executive Officer Performance Review Committee (CEOPRC) inter alia that [D2025/07143]:

*THAT COUNCIL:*

1. *BY ABSOLUTE MAJORITY IN ACCORDANCE WITH S.5.8 OF THE LOCAL GOVERNMENT ACT 1995 ESTABLISHES A CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW COMMITTEE, WITH TERMS OF REFERENCE FORMING THE ATTACHMENT OF THIS REPORT.*
2. *BY ABSOLUTE MAJORITY IN ACCORDANCE WITH S.5.10 OF THE LOCAL GOVERNMENT ACT 1995, THE FOLLOWING COUNCILLORS BE APPOINTED TO THE CHIEF EXECUTIVE OFFICER RECRUITMENT COMMITTEE:*

**COUNCIL MEMBER**

*CR FILOMENA PIFFARETTI*

*CR PAUL POLIWKA*

*CR CHARLIE ZANNINO*

*CR KATHRYN HAMILTON*

2 The CEOPRC has been established pursuant to section 5.8 of the Act to conduct an annual review of the CEO's performance, remuneration, contract terms and conditions, with the assistance of an external facilitator. Its objective is to ensure that the review of performance of the CEO for the EMRC is undertaken in accordance with the provisions of the Act and the *Local Government (Administration) Regulations 1996* and EMRC's policies.

3 The CEOPRC is also bound by a Terms of Reference and comprises of councillors, no deputy members and members are appointed for a period of two years following each ordinary Council election.

4 Under its Terms of Reference forming an attachment to this report, the CEOPRC has no delegated powers and no authority to implement its recommendations. Council is ultimately responsible for any decision making in relation to the CEO's performance review.

5 At the Special Meeting of Council held on 8 February 2021, Council resolved to establish a Legal Committee inter alia that [D2025/07143]:

1. *COUNCIL BY ABSOLUTE MAJORITY IN ACCORDANCE WITH S.5.8 OF THE LOCAL GOVERNMENT ACT 1995 ESTABLISHES A LEGAL COMMITTEE TO UNDERTAKE ACTIONS TO ADDRESS ANY SUCH LEGAL MATTERS ARISING OUT OF THE ESTABLISHMENT AGREEMENT AND BE DISBANDED AT THE NEXT LOCAL GOVERNMENT ELECTIONS IN OCTOBER 2021.*

6 At the Ordinary Meeting of Council held on 23 September 2021, Council resolved (D2021/20406):

*That Council:*

1. *EXTENDS THE TENURE OF THE LEGAL COMMITTEE FOLLOWING THE LOCAL GOVERNMENT ELECTIONS IN OCTOBER 2021 UNTIL SUCH TIME THAT THE CURRENT LEGAL MATTER IS RESOLVED.*
2. *ADOPT AN AMENDED LEGAL COMMITTEE TERMS OF REFERENCE FORMING ATTACHMENT NO.2 TO THIS NOTICE.*

7 At the Special Meeting of Council held on 9 November 2023, following the local government elections, Council resolved (D2023/32556):

*THAT BY ABSOLUTE MAJORITY, IN ACCORDANCE WITH SECTION 5.10 OF THE LOCAL GOVERNMENT ACT 1995, THE FOLLOWING COUNCILLORS BE APPOINTED AS MEMBERS TO THE LEGAL COMMITTEE:*

<b>PARTICIPANT LOCAL GOVERNMENT</b>	<b>COMMITTEE MEMBER</b>	<b>DEPUTY MEMBER</b>	<b>SECOND DEPUTY MEMBER</b>
BASSENDAN	CR POLIWKA	CR AMES	CR HAMILTON
BAYSWATER	CR SUTHERLAND	CR PIFFARETTI	CR G JOHNSON
MUNDARING	CR ELLERY	CR JEANS	CR DAW
SWAN	CR CATALANO	CR BOWMAN	CR I JOHNSON

## REPORT

- 8 In accordance with s.5.8 of the *Local Government Act 1995*, a local government may establish committees of 3 or more persons to assist the Council.
- 9 Following the withdrawal of the City of Swan and the Shire of Mundaring, the reduced membership will also translate to a reduced number at the Committee level.
- 10 Currently the CEOPRC will have 3 Committee members made up of 2 Councillor member and 1 Deputy Councillor member.
- 11 Similarly, the Legal Committee will not have sufficient members of the Committee with it having only 2 Committee members, 2 Deputy Committee members and 2 Second Deputy Committee members.
- 12 Given the reduced EMRC membership, it is administratively inefficient to hold a CEOPRC meeting to go through the CEO's performance and having to redo the same review again at the Council meeting.
- 13 It imposes on administration time and resource including additional cost impost on the external facilitator.
- 14 There is no requirement under the Act for the existence of a CEOPRC or other committee for the purposes of facilitating a CEO performance review process.
- 15 Similarly, there is no requirement under the Act for the existence of a Legal Committee and may be more appropriate to be undertaken by the four members of Council directly.
- 16 Accordingly, it is proposed that the CEOPRC ceases to exist, together with its terms of reference, and the annual review of the CEO's performance, remuneration, contract terms and conditions will be determined directly by Council.
- 17 It is intended that the utilisation of an external facilitator is to continue to assist Council in ensuring that the review of performance of the CEO for the EMRC is undertaken in accordance with the provisions of the Act, the *Local Government (Administration) Regulations 1996* and EMRC's policies.
- 18 It is intended that any legal matters in relation to the Establishment Agreement which ordinarily would be referred to the Legal Committee first can be referred directly to Council. Therefore, there is no further requirement for the Legal Committee to continue.



### STRATEGIC/POLICY IMPLICATIONS

19 Reporting on EMRC Strategic Policy implications align with the revised Strategic Plan 2017-2027 and the Sustainability Strategy.

### FINANCIAL IMPLICATIONS

20 The disbanding of Committee(s) will reduce administrative costs and meeting costs.

### SUSTAINABILITY IMPLICATIONS

21 Nil

### RISK MANAGEMENT

**Risk – The existence of a Chief Executive Officer Performance Review Committee and Legal Committee is no longer conducive to effective and efficient decision making**

Consequence	Likelihood	Rating
Moderate	Likely	High
Action/Strategy		
➤ Council to resolve to disband the Chief Executive Officer Performance Review Committee and Legal Committee		

### MEMBER COUNCIL IMPLICATIONS

#### Member Council Implication Details

Town of Bassendean }  
City of Bayswater } Nil

### ATTACHMENT(S)

1. Chief Executive Officer Performance Review (CEOPRC) Terms of Reference (D2025/15401)
2. Legal Committee (LC) Terms of Reference (D2025/15402)

### VOTING REQUIREMENT

Absolute Majority

### RECOMMENDATION(S)

That Council by absolute majority disband the Chief Executive Officer Performance Review Committee and the Legal Committee.

### COUNCIL RESOLUTION(S)

MOVED

SECONDED





## Terms of Reference

### Chief Executive Officers Performance Review Committee

#### 1 Objectives of Committee

The Chief Executive Officers Performance Review Committee (CEOPRC) is a formally appointed committee of Council and is responsible to that body. It has been established to conduct an annual review of the Chief Executive Officer's (CEO) performance, remuneration, contract terms and conditions, with the assistance of an external facilitator.

#### 2 Responsibilities

To ensure that the review of performance of the Chief Executive Officer (CEO) for the EMRC is undertaken in accordance with the provisions of the *Local Government Act (1995)* and *Local Government (Administration) Regulations 1996* and EMRC's policies.

#### 3 Duties

The duties of the Committee will include the following:

- (a) Review the Chief Executive Officer's (CEO) performance with the appropriate provisions contained within the CEO's Contract of Employment and agreed performance objectives;
- (b) Prepare and table the concluded Performance Review Report to the Council for consideration and actioning;
- (c) Review the CEO's performance on an on-going basis if the Council or the CEO perceives that there is a need to do so;
- (d) Determine the Performance Objectives to be met by the CEO for the following year and refer them to Council for consideration and actioning;
- (e) Review the CEO's remuneration package, in accordance with the appropriate provisions of the CEO's Contract of Employment and refer the recommendations to Council for consideration and actioning;
- (f) Review the CEO's Contract of Employment and make recommendations to council in relation to varying the contract as and when necessary; and
- (g) Appoint a consultant to assist it in its functions.

#### 4 Membership

- 4.1 The Committee will comprise of six Councillors.
- 4.2 The Committee will have no deputy members.
- 4.3 Members will be appointed for a period of two years following each ordinary Council election.



## 5 Meetings

- 5.1 The Committee shall hold regular meetings at such times and on such days as the Council may determine by resolution.
- 5.2 Additional meetings will be convened at the discretion of the Chairperson.

## 6 Operating Procedures

- 6.1 All meetings of the Committee are to be conducted in accordance with the *Local Government Act 1995*, associated Regulations and the *EMRC Standing Orders Local Law 2013*.
- 6.2 A quorum for a meeting of the Committee shall be at least 50% of the number of offices (whether vacant or not) of member of the Committee.
- 6.3 Voting
  - (a) All decisions of the Committee shall be made on the basis of a simple majority decision of the members present or, if another kind of majority has been prescribed by regulations for the particular kind of decision, by that kind of majority.
  - (b) If the decision results in a tied vote, the person presiding is to cast a second vote.
  - (c) Persons other than Committee members are not entitled to cast a vote.
  - (d) All other aspects related to voting procedure shall be consistent with relevant sections of the *EMRC Standing Orders Local Law 2013*.
- 6.4 Other EMRC staff may attend meetings, at the discretion of the Chief Executive Officer, to provide advice and information when required.

## 7 Reporting

- 7.1 The Committee shall after every meeting forward the minutes of that meeting to the next Ordinary Meeting of Council, including a report explaining any specific recommendations and key outcomes.
- 7.2 The item of Council business referred to in relation to this is to be treated as confidential in accordance with s5.23(2) of the *Local Government Act 1995*, r14(2) of the *Local Government (Administration) Regulations 1996*, *Standing Orders Bylaw 5.3* and Council's Policy for dealing with confidential items.

## 8 Delegated Power

- 8.1 The Committee has no delegated powers and no authority to implement its recommendations.

### Related Documentation

Policy 2.1 Committees of Council

Policy 4.1 Chief Executive Officer - Appointment, Performance Assessment and Review Policy Policy 1.5 Council Meeting Agenda/Minutes Confidential/Late Items

*EMRC Standing Orders Local Law 2013*

EMRC Code of Conduct



## Administration

Adopted | Reviewed by Council

23 September 2010

18 September 2014

6 December 2018

Next Review

Following the Local Government Ordinary Elections in 2021

Responsible Business Unit

Business Support



# Terms of Reference

## Legal Committee

### 1 Objectives of Committee

The Legal Committee is a formally appointed committee of Council and is responsible to that body. It was established at a Special Council Meeting on 8 February 2021 to deal with matters arising out of the EMRC's Establishment Agreement and is to be disbanded after the legal dispute arising out of the EMRC's Establishment Agreement and related matters are resolved.

1.1 The Legal Committee's role is to:

- (a) Report to Council and provide appropriate advice and recommendations on matters relevant to its terms of reference in order to facilitate decision-making by Council in relation to the discharge of its responsibilities.
- (b) Carry out its functions and fulfil its responsibilities as required by the *Local Government Act 1995* and associated regulations, guidelines and protocols of the Council which are relevant to the Committee.
- (c) The Legal Committee will only have those executive powers as specifically delegated to it.

### 2 Responsibilities

2.1 The Legal Committee shall have the following functions:

- (a) To participate and consult with the Chief Executive Officer, Chairman and Council to address legal matters arising out of the EMRC's Establishment Agreement and related matters as delegated to the Legal Committee;
- (b) To provide feedback and recommendations on the legal matters described in 2.1(a) above to Council; and
- (c) To be disbanded after the legal dispute arising out of the EMRC's Establishment Agreement and related matters are resolved.

### 3 Membership

3.1 The Legal Committee will comprise of Council members and Deputy members as appointed by Council.

3.2 Members will be appointed to the inaugural Legal Committee for such term until the legal dispute arising out of the EMRC's Establishment Agreement and related matters are resolved.

#### **4 Meetings**

- 4.1 The Legal Committee shall meet as required, in person or electronically, convened at the discretion of the Chairman.

#### **5 Operating Procedures**

- 5.1 All meetings of the Legal Committee are to be conducted in accordance with the *Local Government Act 1995*, associated Regulations and the *EMRC Standing Orders Local Law 2013*.
- 5.2 A quorum for a meeting of the Legal Committee shall be at least 50% of the number of offices (whether vacant or not) of members of the Legal Committee.
- 5.3 Voting
- (a) All decisions of the Legal Committee shall be made on the basis of a simple majority decision of the members present or, if another kind of majority has been prescribed by regulations for the particular kind of decision, by that kind of majority.
  - (b) If the decision results in a tied vote, the person presiding is to cast a second vote.
  - (c) Persons other than Legal Committee members are not entitled to cast a vote.
  - (d) Each member shall have one (1) vote. Legal Committee members who will not be present for a meeting must notify the Chairman.
  - (e) All other aspects related to voting procedure shall be consistent with relevant sections of the *EMRC Standing Orders Local Law 2013*.
- 5.4 Other EMRC staff may attend meetings, at the discretion of the Chief Executive Officer to provide advice and information when required.
- 5.5 Other persons may attend meetings, at the discretion of the Chief Executive Officer and/or Chairman, to provide advice and information as required.

#### **6 Reporting**

- 6.1 The Legal Committee shall after every meeting forward the minutes of that meeting to the next Ordinary Meeting of Council, including a report explaining any specific recommendations and key outcomes.

#### **7 Delegated Power**

- 7.1 The Legal Committee has only those delegated powers and duties of Council delegated to the Legal Committee associated with dealing with legal matters arising out of the EMRC's Establishment Agreement.



### **Related Documentation**

Policy 2.1      Committees of Council  
*EMRC Standing Orders Local Law 2013*  
EMRC Code of Conduct

### **Administration**

<b>Adopted   Reviewed by Council</b>	25 March 2021 23 September 2021
<b>Next Review</b>	Following the Local Government Ordinary Elections in 2023
<b>Responsible Business Unit</b>	Business Support



**8 CONFIDENTIAL MATTERS FOR WHICH THE MEETING MAY BE CLOSED TO THE PUBLIC**

Nil

**9 FUTURE MEETINGS OF COUNCIL**

The next meeting of Council will be held on Thursday 28 August 2025 (if required) at the EMRC Administration Office, 1st Floor, 226 Great Eastern Highway, Ascot WA 6104 commencing at 6.00pm.

**Future Meetings 2025**

Thursday	28 August	(if required)	at	EMRC Administration Office
Thursday	25 September	(if required)	at	EMRC Administration Office
Thursday	6 November	(Special at 5:00pm)		
Thursday	27 November		at	EMRC Administration Office

**10 DECLARATION OF CLOSURE OF MEETING**