

Braemar Gallery Management Committee

Terms of Reference

HPE RM (TRIM) reference: F01268

Committee established:	June 2015
Terms of reference endorsed by Committee:	August 2017
Terms of reference endorsed by the Council:	27 March 2018

1. Purpose and Role

The purpose of the Braemar Management Committee is to manage the operations of Braemar Gallery as a public exhibition space, including public access, administrative requirements, marketing and promotion. This includes making recommendations to Council on future strategic directions for Braemar House operations.

More specifically the Committee's Roles include:

- Manage the operations of Braemar Gallery as a public exhibition space, including public access, administrative requirements, marketing and promotion;
 - Liaise and partner with Blue Mountains Theatre & Community Hub staff to create and promote a cultural precinct within the site;
 - Assist the Blue Mountains Cultural Centre Director in developing policies and procedures for the sustainable operations of Braemar Gallery, in line with industry best practice and community needs;
 - Endorse, support and promote the annual program of exhibitions and activities developed;
 - Manage and maintain the volunteer group to ensure adequate staffing is available for operating hours;
 - Manage the installation and de-installation of exhibitions with the assistance of Blue Mountains Cultural Centre staff;
 - Assist in the development of an exhibition program befitting a public gallery, that incorporates community needs;
 - Actively advocate the activities of Braemar Gallery, its worth, value and importance to the future health and prosperity of the wider Blue Mountains Community; and
 - Carry out any other matters required for the sound operations of Braemar Gallery.
 - Liaise with exhibiting artists regarding their work, installation, sales, promotion and exhibition openings.
- As an advisory committee, the Braemar Management Committee does not act on behalf of the Council and does not make decisions which are binding on the Council. All operational decisions will be made by the Cultural Centre Director.

2. Establishment and dissolution of the committee

The Council may, through resolution of the Council, establish advisory committees for the purposes it sees fit. Recommendations made by the Committee are not automatic, but are conditional on endorsement by Council resolution. The Council retains the right to dissolve a committee at any time by resolution of the Council.

3. Term of Committee

The Braemar Management Committee operates on an ongoing basis; however the terms of appointment for its members will be two (2) years.

4. Conduct and governance

Councillors, council officers and all committee members must comply with the Council's Code of Conduct. Committee members will be issued with a copy of the Council's Code of Conduct on endorsement to the Committee's membership by the Council and at such times as the Code of Conduct is reviewed.

The Committee's governance processes are set out in these terms of reference.

5. Membership

The membership of the Braemar Management Committee comprises:

- Chair – A Blue Mountains City Councillor as nominated by the Council;
- The Director of the Blue Mountains Cultural Centre;
- The Exhibitions Manager of Blue Mountains Cultural Centre;
- One (1) Blue Mountains City Councillor as nominated by the Council; and
- Six (6) ordinary members selected for their specialist skills and experience in Arts and business management who have a dedication and commitment to the success of Braemar Gallery as a public art exhibition space, each of whom is approved by the Blue Mountains City Council.

Any member may resign from the Braemar Management Committee by writing to the Chair.

Committee membership is reported to Council at the commencement of a new term of the Council. Any changes in the community representative membership during the term are to be voted upon by the Committee and endorsed by Council resolution. Membership is terminated by resignation or automatically following non-attendance for two consecutive meetings without prior leave of absence. Membership may also be terminated due to a breach of the Code of Conduct, if so recommended as a result of a Code of Conduct review.

In addition, the Braemar Management Committee will be supported by one (1) Council staff member from the Blue Mountains Cultural Centre team, who is not a member. The role of the Council staff is to assist with administrative tasks such as managing the Exhibition Schedule, Marketing activities and document the meeting outcomes in the Meeting Minutes. The Council support officer is not considered a committee member and is not entitled to vote.

5.1 Register of committee members

Council will maintain a register of members. The register of members will contain the following information for each committee member:

- Name and contact details (contact details for committee purposes only and not for public release); and
- Dates of commencing and vacating membership.

5.2 Formal nomination process and nomination criteria

A member of the public who is interested in becoming a committee member may register their interest in writing to the Council. Committee vacancies are to be notified to the public via Council's website and advertisements in electronic and print media.

Applicants will be required to provide a CV and cover letter of up to 3 paragraphs stating their, skills, expertise and experience relevant to the purpose/role of the Committee.

Should there be more applicants than positions, a selection process will be undertaken by the Blue Mountains Cultural Centre Director and Blue Mountains Cultural Centre Exhibitions Manager.

Should a committee member relinquish their position prior to the expiry of their term, or if the member has completed their term, a call for membership will be advertised through Council's website as well as electronic and print media. Members may re-apply if so desired.

Ordinary Members will be appointed on the basis of their skills and expertise relevant to fulfilling the roles and responsibilities of the committee.

The Committee will undergo an annual self-assessment process to ensure the Committee remains functional and relevant to the needs of Braemar Gallery.

Committee members will be required to acknowledge and strictly adhere to the Blue Mountain City Council's code-of-conduct for committee members.

All meetings will be held under Chatham House Rule.

Committee members will not have the authority to act independently on behalf of Blue Mountains City Council, its management or staff.

5.3 Leave of absence

Committee members may apply for a leave of absence to the Committee Chair. This leave of absence will be recorded in the minutes of the meeting. Committee members will continue to receive communications relating to the Committee during a leave of absence unless they express otherwise.

5.4 Attendance of non-members

There is an open invitation to all elected Councillors, who are not members of the Committee, to attend and to speak at a meeting of the Committee. Other community representatives or guests may be invited to attend meetings from time to time when a specific purpose is nominated.

However, a Councillor or invited guest who is not a member of the Committee is not entitled to:

- a) Give notice of business for inclusion in the agenda for the meeting;
- b) Move or second a motion at the meeting; or
- c) Vote at the meeting.

6. Committee Structure and Duties

Office bearer positions of Chair and Deputy Chair will be reviewed by the Council every four (4) years to coincide with the general local government election.

The following positions are considered standing committee positions:

6.1 Chair

The role of the Chair is to manage meetings of the Braemar Management Committee by:

- Directing debates;
- Ensuring that members are afforded to the opportunity to address the meeting equally;
- Ensuring that resolutions are understood by the members;
- Ensuring that the terms of reference are maintained and followed; and
- Calling special meetings when required to address time critical matters.

6.2 Deputy Chair

The Chair may nominate a Deputy Chair to act as Chair when required. The role of the Deputy Chair is to support the Chair in their functions and to act as Chair during periods of absence. It is expected that the Deputy Chair will have a sound understanding of the functions of the Committee and the role of Chair.

6.3 Council Support Officer duties

The Council Support Officer is an employee of the Council, who provides administrative support to the committee by the Council. The Council Support Officer will support the committee to meet the administrative and reporting requirements.

Furthermore, the Council Support Officer in consultation with the Cultural Centre Director will provide advice and support to the Committee to comply with the Council's policy and procedures.

In particular, the Council Support Officer will act as the committee secretary, to ensure:

- Meeting agendas are prepared and distributed via email;
- Meeting minutes are taken and distributed;
- Committee minutes, documentation, correspondence and reports are saved to the Council record;
- The register of members is maintained; and
- Committee and public access to information is actioned, in consultation with the Council Information Officer, as required under the *Government Information Public Access Act 2009* (NSW).

The Council Support Officer may be substituted from time to time with an alternative Council staff member, as required.

No funding or resourcing is available for the Council Support Officer to undertake projects on behalf of the Braemar Management Committee and any projects would have to be considered separately by Council.

7. Committee Meetings

The Committee will meet on a monthly or quarterly schedule in accordance with project requirements. The meetings will be structured around the annual reporting requirements. Meetings will be conducted in accordance with these Terms of Reference, or otherwise in accordance with the Council's Code of Conduct if a matter is not covered in these Terms of Reference.

As considered best practice, at the commencement of each meeting the committee Chair shall ask for declarations of interest. Declarations will form part of the meeting minutes.

7.1 Attendance and quorum for meetings

Meeting quorum will be half the committee members plus one. The Council Support Officer is not a voting member for the purposes of the committee and will not be counted in quorum.

Committee members are expected to advise of their apology to the Council Support Officer to ensure that there is likely to be a quorum at the meeting, and should also seek a leave of absence. If there will not be quorum at the meeting, the meeting will be cancelled. The Council Support Officer will contact all members to notify them of the cancellation.

7.2 Agenda

The Council Support Officer will distribute a meeting agenda by email at least five (5) working days prior to each meeting. Committee members may request the Council Support Officer include additional items on the agenda.

The meeting agenda will commence with standing items for attendance, apologies, confirmation of previous meeting minutes and declarations of interest. Following this, the committee will address items for action and finally, items for noting will be allocated time on the agenda.

7.3 Minutes

The Council Support Officer will take minutes at committee meetings and distribute the draft minutes to committee members and other persons who attended the meeting. Minutes will be limited to actions and key outcomes.

Corrections or additions may be suggested by any person who attended the meeting. Revised minutes will be distributed to all committee members with the agenda and will be ratified as true and correct on or before the subsequent meeting.

7.4 Meeting venue

The venue for the meeting is Braemar House and Gallery, 104 Macquarie Rd, Springwood NSW 2777, however other locations may be used from time to time if required.

7.5 Special Meetings

Additional meetings may be added to the meeting schedule when required to ensure that time-critical decisions can be properly considered. A quorum of attendees must be established prior to the meeting being held. Notice to members of no less than five (5) working days is required.

8. Reports to Council

Based on the recommendations of the Committee, the Blue Mountains Cultural Centre Director will prepare reports to be presented for endorsement by the Council.

There are two main reports that the Blue Mountains Cultural Centre Director will present on behalf of the committee to the Council for endorsement annually, being:

Deliverable	Description & content	Timing
Annual report of activities	Report of activities conducted in the previous financial year. The report will include a reconciliation of expenses and report on achievements in alignment to the previous activities and budget recommendations report	To be presented to Council within 3 months from the end of the financial year.
Activities and budget recommendations report	For inclusion in the Council's annual operational plan. The committee's report will include detailed recommendations and rationale on how the proposed budget will be spent in the upcoming financial year	The Council Operational Plan and Budget is prepared in March for endorsement by Council by June. As such, this must be presented to Council by the end of February each year

The Committee may also make other recommendations to be reported to the Council for resolution. Ideally, these recommendations will coincide with the annual reports to streamline reporting to Council.

9. Media and committee public relations

The Braemar Management committee as a Council function operates within the provisions of Council's media policy. All media representation and press contact shall be directed through the Council's Communications Officer via the Council Support Officer. Wherever feasible, the Committee will have discussed the content and reason for media representation prior to the event.

Promotion of the exhibition program and activities of Braemar Gallery will be managed by the Committee with the support of the Cultural Centre Promotions Officer when required.

10. Amendment of terms of reference

These terms of reference are to be reviewed every four (4) years. The next review will be due on Friday, 12 November 2021. The terms of reference are expected to provide a full overview of the management of all aspects of the committee administration and other functions. Any member of the committee can request an amendment to these terms of reference, however such a request should be tabled as a committee agenda item and any agreed changes recorded in the meeting minutes. To become effective, any amendment to the terms of reference must be endorsed by the Council.