

Management report to Council

Agenda item 6.3

Queen Victoria Market Committee of Trustees – opportunity for enhanced trader and community representation

Council

Presenter: Ben Rimmer, Chief Executive Officer

31 July 2018

Purpose and background

1. To seek Council approval for an enhanced governance arrangement for the Queen Victoria Market (QVM) for the duration of the QVM Precinct Renewal (QVMPR) Program.
2. Through the QVMPR Program, Council will retain and restore the QVM's heritage as a fresh food icon and authentic market trading experience while improving facilities for traders, customers and visitors. Renewal will ensure that the market remains viable for future generations, and that small businesses continue to thrive and prosper in the market environment.
3. At this important time in QVM's history, an opportunity exists to review and enhance the QVM governance arrangements to deliver stronger trader customer and community representation at the centre of Council stewardship and decision making regarding matters of strategic importance to QVM.

Key issues

4. The current QVM governance arrangements were developed for an environment of 'Business As Usual'. Through the QVMPR Program, a five year large scale project will be delivered that will restore the market's heritage while delivering modern facilities to improve the experience for traders, customers and visitors. In this context, there is an opportunity to enhance governance arrangements during the renewal period.
5. Management recommends a number of governance enhancements that will provide greater trader and community representation. The key enhancements include:
 - 5.1. Establishment of the QVM Committee of Trustees (Committee), with trader, customer, heritage and Aboriginal representation, bringing together the key stakeholders and ensuring they are central to future market deliberations. The Committee will provide the highest source of strategic advice to Council on both QVM renewal and QVM operations. The Committee is proposed to be called 'Trustees' to indicate Council sees itself owning and operating the market 'on trust' for traders, customers and the broad and diverse Melbourne community.
 - 5.2. Bringing QVM renewal and operations closer together in a 'One QVM' approach under the overarching accountability of Council, which will ensure an integrated approach.
6. The proposed membership of the Committee is illustrated in Attachment 2. This structure places trader, customer and community voices at the heart of the Committee through three trader representatives and two customer/community representatives.
7. The Committee is to be governed by the Committee Terms of Reference (Attachment 3). Trader and customer/community representatives will be selected through an independent process that will recommend membership to Council for a decision.
8. Given the new role of the Committee, the Council will create a smaller QVM Pty Ltd Board this includes not replacing Directors as they retire. Whilst management consider that the current board of the company has done an exceptional job in steering the company through the initial phases of renewal, these new arrangements will mean that traders, customers and the broader community are more directly represented.
9. To ensure the greatest possible alignment between Council's vision and direction and the QVM Pty Ltd, it is proposed that the Council's CEO should be a Director on the Board of QVM in an ex-officio capacity. The company would retain an Independent Chair of its Audit and Risk Committee.

10. Consultation with Aboriginal stakeholders and traditional owners will take place to provide advice to Council on appropriate Aboriginal representation. Council is committed to ensuring full and detailed engagement with Aboriginal stakeholders during the QVMPR project, given the site's significance from many different Aboriginal perspectives. Consideration of how heritage expertise can be appropriately represented and considered by the Committee will also be undertaken, perhaps through a selection criteria during the appointment process for Councillor, community and independent members.
11. A set of governance protocols will accompany the proposed changes as part of good practice.

Recommendation from management

12. That the Council:
 - 12.1. Approves the establishment of the Queen Victoria Market Committee of Trustees (Committee) to ensure stakeholder perspectives, particularly trader, customer and community views, are better reflected in the governance of the Queen Victoria Market renewal and ongoing operations.
 - 12.2. Approves the Terms of Reference of the Committee (Attachment 3).
 - 12.3. Endorses the implementation by management of the proposed governance structure as described in this report and illustrated in Attachment 2.
 - 12.4. Notes management will report back to the August Council meeting with proposed arrangements for appointment of the Committee, Aboriginal representation, and any necessary administrative arrangements.

Attachments:

1. Supporting Attachment (page 3 of 10)
2. Proposed governance model (page 4 of 10)
3. Committee of Trustees – Terms of reference (page 5 of 10)

Supporting Attachment

Legal

1. The establishment of the Committee in association with the changes in the composition of the board of directors of QVM Pty Ltd and the Council's CEO becoming a member of the same, will give rise to a number of complex issues in respect to management of roles and conflicting interests. Despite these challenges, the changed governance structure is considered the best way to ensure traders, customers and the community have a direct voice in the QVMR project, and the Council and QVM Pty Ltd are working in unison. Legal advice will be provided as necessary in the implementation of the enhanced governance structure.

Finance

2. There are no significant financial implications associated with the recommendation.

Conflict of interest

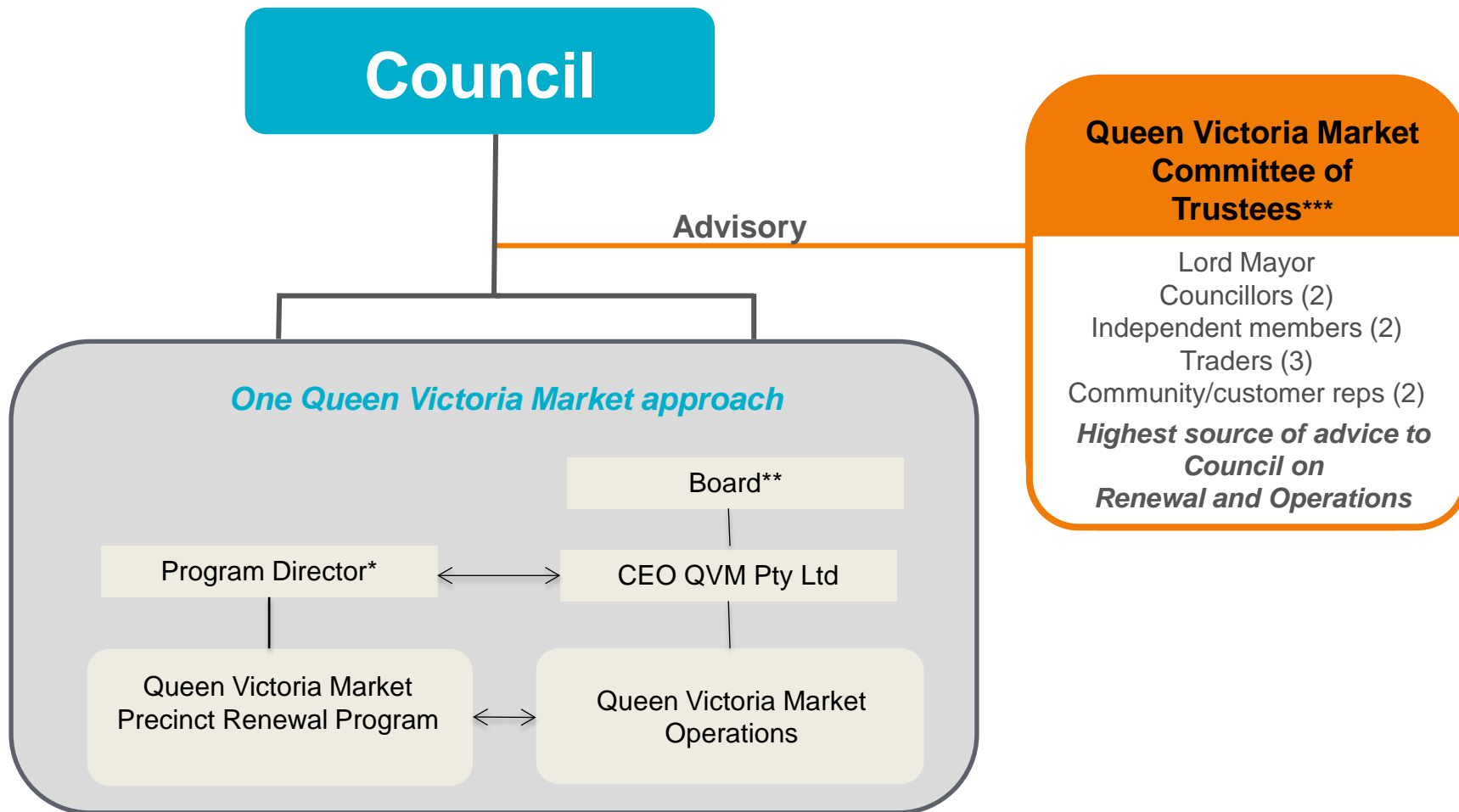
3. No member of Council staff, or other person engaged under a contract, involved in advising on or preparing this report has declared a direct or indirect interest in relation to the matter of the report.

Stakeholder consultation

4. Feedback and input was received from relevant stakeholders in developing the report.

Environmental sustainability

5. There is no significant impact on environmental sustainability associated with the recommendation in this report.



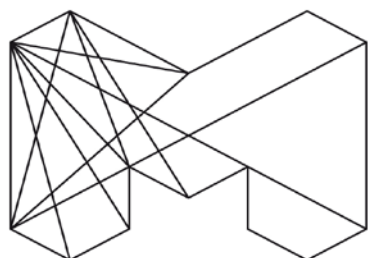
Queen Victoria Market Committee of Trustees***

- Lord Mayor
 - Councillors (2)
 - Independent members (2)
 - Traders (3)
 - Community/customer reps (2)
- Highest source of advice to Council on Renewal and Operations**

* QVMPR program reports through Director City Design & Projects and CEO to Council

** CEO QVM Pty Ltd reports formally through to a Board comprising the Council's CEO and the two independent members of the Committee of Trustees

*** Further consideration is being given, including appropriate consultation, to how best to include Aboriginal representation and perspective in the Committee, as well as heritage perspectives.



CITY OF MELBOURNE

TERMS OF REFERENCE

CITY OF MELBOURNE

Queen Victoria Market Committee of

Trustees

July 2018

1. Overview

Purpose

The Queen Victoria Market Committee of Trustees (Committee) will provide strategic advice to the Melbourne City Council (Council) on the Queen Victoria Market Precinct. .

Its purpose is to ensure a broad range of views are considered and to provide advice to Council where there is a matter of strategic importance to QVM.

Background

Melbourne City Council is the owner and steward of the Queen Victoria Market. Council is committed to retain and restore the QVM's heritage as a fresh food icon and authentic market trading experience while improving facilities for traders, customers and visitors. Renewal will ensure that the market remains viable for future generations, and that small businesses continue to thrive and prosper in the market environment. The Council's expectations for the subsidiary company QVM Pty Ltd are reflected in the Statement of Expectations endorsed by Council in August 2017.

The primary objectives of the Committee is to:

- Ensure there is a stronger trader, customer and community voice at the centre of decision making regarding QVM.
- Provide the Council with advice on issues which are critical to its stewardship of the Market both now and through renewal.
- Build a partnership with traders, customers and the community who all have an interest in the future of the QVM.

Objectives

The Committee will:

- Provide advice on matters of strategic importance to QVM both now and into the future.
- Provide trader, customer and community insights into the market and its environment.
- Help to ensure that current decisions about market operations support and prepare for future arrangements.
- Build a sense of partnership with traders, customers and the community
- Provide a forum for constructively discussing issues on which there are conflicting views

The role of the Committee does not include the provision of advice on daily operational decisions, individual traders or arrangements which are commercial in confidence.

2. Membership

Committee Members

There will be ten members of the Committee comprising:

- the Lord Mayor
- two Councillors
- three QVM Traders
- two customer/community representatives
- two independent Council nominees.

In addition to its core members, the Committee may also from time to time call upon the expertise or participation of relevant Government advisors, Council staff, consultants, academics or other subject matter specialists.

Council has requested management provides further advice, following consultation, on how best to represent Aboriginal perspectives, and also in relation to heritage matters. These Terms of Reference will be updated following Council consideration of that advice.

Support functions will be performed by Council officers through a dedicated secretariat directly supporting the Committee.

The secretariat will play a role to triage matters of strategic importance for the Committee's consideration and direct other matters to the appropriate place.

The two independent Council nominees will also be appointed as directors of the management company QVM Pty Ltd.

Member expertise

Committee membership will be sought on the basis of achieving a representation of a diverse range of people to represent stakeholder groups including traders, customers and community members.

Non-Council members will have expertise and/or experience in one or more of the following areas:

- market trading
- retailing and small business
- tourism and the visitor economy
- an understanding of local community issues
- built environment and urban planning.

Trader, customer and community members will be selected by an expression of interest process run independently and recommended to Council.

Council nominees and Councillor representatives will be nominated by Council.

Council will ensure that the Committee represents the diversity of the Melbourne and market community in all respects, including gender balance.

Terms of Membership

- Trader, customer and community members will be appointed following a formal expression of interest submission
- members will be appointed for one year renewable terms
- any member who fails to advise of an absence of three (3) meetings, in a calendar year, will be deemed to have resigned
- the Committee will discuss and decide appropriate protocols governing member behaviour, covering, for example:
 - handling of confidential matters
 - welcoming alternative and constructive views to ensure a broad range of perspectives are considered.
 - deliberate and continuous disruptive behaviour by a member may result in membership being terminated at the sole discretion of the Chair.
- vacancies will be filled as soon as possible
- Committee members will be required to undergo Police and/or Working with Children checks
- all members will participate in an induction process.

Support functions will be performed by Council officers.

Meetings of the Committee

The Committee will meet at least six times annually and on special issues as needed.

The Committee will ensure that there are ongoing opportunities for members of the public to provide input into its work.

Council support for Committee members

Trader, customer/community and independent members will be provided with a sitting fee to be determined by Council.

Other resources will be provided by Council as required.

Review

The Committee Terms of Reference will be reviewed at least annually and may be modified by Council through an open and transparent Council process.

Media

The Chair of the Committee is the media spokesperson for the Committee.

Reporting

The Committee will provide strategic advice through the Chairperson and will report to Council and its officers as needed.

Protocols

As an appointed advisory committee of Council, the Committee will be chaired by the Lord Mayor.

The roles and responsibilities of the Council:

- Provide secretariat support
- provide induction for all members
- facilitate a collaborative meeting format
- support Committee members to fully engage in the issues under consideration by providing information from QVM Pty Ltd and the QVMPR in a timely and accessible manner
- co-opt additional support as required
- coordinate meetings, agenda and minutes.

Meetings will include management representatives from the Council and QVM Pty Ltd who have significant responsibility for planning, decision making, service delivery and implementation of policy and programs in relation to QVM activities.

The roles and responsibilities of Committee members:

- Be fully prepared for meetings
- agree to participate in a collaborative meeting format
- bring personal, professional knowledge and broad community experience to the table
- consider and raise relevant issues, proposals and ideas

- provide informed advice and guidance
- work together to achieve consensus where possible, and to clarify issues that remain disagreed where necessary.

Code of Conduct and interest provisions:

In performing the role of a member, a Committee member must:

- act honestly
- exercise reasonable care and diligence
- not make improper use of their position
- not make improper use of the information acquired because of their position
- adhere to City of Melbourne Code of Conduct.

Where the member of the Committee has an interest or conflict of interest in relation to a matter in which the Committee is concerned, or is likely to be considered or discussed, the member must disclose the interest to the Committee before the matter is considered or discussed at the meeting. Disclosure must include the nature of the relevant interest and be recorded in the minutes of the meeting.

Confidential and sensitive information:

- Members are expected to comply with the confidential information provisions contained in Sections 77 and 89 of the *Local Government Act 1989*.
- Members must treat information they receive as confidential unless otherwise advised. The documents presented to the Committee will often be in draft format and not ready for wider community distribution.
- Members must not use confidential information other than for the purpose of performing their function as a member of the Committee.
- Draft documents cannot be referred to or used in presentations or in the private or working roles of members.