

Management report to Council

Agenda item 6.7

Queen Victoria Market Committee of Trustees and Management Structure

Council

Presenter: Justin Hanney, Chief Executive Officer

28 May 2019

Purpose and background

1. The purpose of this report is to:
 - 1.1. Update Council on the Queen Victoria Market (QVM) Committee of Trustees (the Committee) established by Council on 31 July 2018.
 - 1.2. Seek approval to defer the initial six month review of the Committee, as required under the Committee of Trustees Terms of Reference (Terms of Reference), until December 2019.
 - 1.3. Propose recommended changes to the QVM management structure, membership of the QVM Board (the Board) and the QVM Project Control Group (PCG) for Council approval.
 - 1.4. Seek approval for administrative changes to the Terms of Reference.
2. The Terms of Reference (Attachment 2) outline the Committee objectives and membership. The Terms of Reference require Council to commission an independent review after six months of operation. The Committee first met on 18 December 2018 and has met three further times. The meeting Executive Summaries are in Attachment 3 (except for the 28 May 2019 meeting).

Key issues

3. The Committee has provided valuable advice and feedback to Council. A review by Council after one year of its operation will provide greater insights as to delivery against its objectives and potential improvements.
4. Management and the Board agreed to streamline the QVM operations and renewal program reporting lines and provide clear accountabilities for both renewal and operations. The current structure is complicated (Attachment 4). The City of Melbourne (CoM) Chief Executive Officer (CEO) is on the Board. The CoM and QVM CEOs both sit on the PCG and are both observers on the Committee.
5. The following changes to the management structure (see Attachment 5) are recommended:
 - 5.1. The Board to be accountable for the Queen Victoria Market Precinct Renewal (QVMPR) delivery, and to report to Council on QVMPR delivery on a quarterly basis.
 - 5.2. The PCG to be dissolved. The QVMPR team to report to the Board. The QVMPR budget to remain within CoM and the team to remain CoM employees.
 - 5.3. Once the PCG is dissolved, its two independent members (Kate Brennan and James Cain) to be invited to join a proposed new Standing Sub-Committee of the Board established to oversight the QVMPR program.
 - 5.4. CoM Director City Design and Projects (Rob Adams) to join the Board. Patrick Burroughs, the current head of the Board's risk sub-committee, to join the Board. The Board to recruit an additional non-executive Director with retail experience.
 - 5.5. The CoM Chief Financial Officer (Michael Tenace) to join the Board. The CoM CEO to no longer be a member of the Board.
 - 5.6. No change is proposed to the Committee, noting that changes can be considered as part of the annual review in December 2019 (pending Council approval).
6. The recommended changes will streamline reporting lines and provide clear accountability for delivering the QVMPR program and managing day-to-day operational requirements of the market.
7. Since the Committee commenced operation, Management has determined it is inappropriate to compel ex officio members to complete a Police Check or a Working with Children Check. The Terms of Reference (Attachment 2) have been revised to amend the review requirements.

Attachments:

1. Supporting Attachment (Page 3 of 15)
2. Revised Queen Victoria Market Committee of Trustees Terms of Reference (Page 4 of 15)
3. Executive Summaries of Committee of Trustees meetings (Page 10 of 15)
4. Current QVM management structure (Page 14 of 15)
5. Proposed QVM management structure (Page 15 of 15)

Recommendation from management

8. That Council:
 - 8.1. Notes the update on the activities of the Queen Victoria Market Committee of Trustees.
 - 8.2. Agrees to defer the review of the Queen Victoria Market Committee of Trustees to December 2019.
 - 8.3. Approves to dissolve the Queen Victoria Market Project Control Group.
 - 8.4. Approves the recommended changes to the Queen Victoria Market management structure and Board membership as outlined in the report.
 - 8.5. Approves the revised Queen Victoria Market Committee of Trustees Terms of Reference.

Attachments:

1. Supporting Attachment
2. Revised Queen Victoria Market Committee of Trustees Terms of Reference
3. Executive Summaries of Committee of Trustees meetings
4. Current QVM management structure
5. Proposed QVM management structure

Supporting Attachment

Legal

1. It is noted that the Committee is an advisory committee of the Council. Legal advice has and will continue to be provided on issues in respect to the QVM renewal.

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.

Health and Safety

4. In developing this proposal, no Occupational Health and Safety issues or opportunities have been identified.

Stakeholder consultation

5. The QVM Committee of Trustees will be advised of the proposal to defer the review until December 2019 at its meeting on 28 May 2019.
6. The QVM CEO and Board have been consulted on and support the recommended changes to the QVM management structure.

Relation to Council policy

7. If approved by Council, the recommended changes to the QVM Board will be implemented in accordance with the Governance Protocols for a Wholly Owned Subsidiary.

Environmental sustainability

8. As this Report pertains to management structures and administrative arrangements there are no environmental issues or opportunities.



Terms of Reference - Queen Victoria Market Committee of Trustees

City of Melbourne
November 2018

1. Overview

Purpose

The Queen Victoria Market Committee of Trustees (Committee) will provide the highest source of strategic advice to the Melbourne City Council (Council) on both the Queen Victoria Market Precinct Renewal Program (QVMRP) and Queen Victoria Market ('QVM') operations.

Its purpose is to ensure a broad range of views are considered and to advise the Council on matters of strategic importance to the renewal or trading operations of the QVM.

Background

The Council is committed to retaining and restoring 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.

At this important time an opportunity exists to enhance the QVM governance arrangements to deliver:

- stronger trader, customer and community voice at the centre of Council stewardship and decision making regarding QVM renewal and operational matters
- much greater integration and alignment between QVM renewal and operations, ensuring that Council accountability is clear and that traders have clarity about how to engage.

Role

The Committee provides ongoing advice to Council on matters of strategic importance to QVM renewal and or operations which reflects the views of the various stakeholder groups.

Objectives

The Committee will:

- consider and provide advice on matters of strategic importance to both QVM renewal and QVM operations
- represent the views of all stakeholder groups
- engage with trader, customer and community expertise and knowledge of the market and the city
- build a sense of partnership with traders, customers and the community
- inform Council of key trader, customer and community perspectives
- provide a forum for constructively discussing and resolving issues
- facilitate effective flow of information between Council and its officers, the QVM Pty Ltd and stakeholders.

The Committee complements the existing structures in the governance framework which together are designed to:

- represent the views of all stakeholders
- engage with trader, customer and community expertise and knowledge of the market
- build a sense of partnership with key traders, customers and the community

The Committee will add strategic value to this framework by:

- considering and providing advice on matters of strategic important to both QVM renewal and operations
- bringing expertise and knowledge of the market and the city to their advice

The Committee will consider matters which:

- are strategic in nature
- have a major impact on the direction of the market, including both the renewal program or operations
- relate to Council decision making about long term objectives of the market
- have a material impact on trader, customer and community experience of the market precinct.

The Committee will not consider matters which are

- commercial in confidence
- involve legally sensitive issues
- involve QVMPR Program or QVM routine operational decisions
- are time sensitive and where referral will impede innovation or entrepreneurial activity
- involve matters pertaining to individual traders or customers
- are matters which are fully within the remit of the QVM Board

2. Membership

Committee Members

There will be a minimum of ten members of the Committee comprising:

- the Lord Mayor
- two Councillors
- a minimum of three QVM Traders
- a minimum of two customer/community members
- two Council nominees, from the QVM Board P/L

One position is designated for Aboriginal or Torres Strait Islander applicants.

Each QVM Trader position is designated for applicants from a section of the market, being:

- fresh produce
- merchandise
- hospitality

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 including Aboriginal Melbourne staff Traditional Owner representatives, consultants, academics or other subject matter specialists.

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

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.

Customer/community and trader 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 (except for ex-officio 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.

Meetings will be held on an agreed work day at a location determined by the Chair.

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

Other resources will be provided by Council as required.

Review

After an initial 12 months of operation, Council will commission an independent review of the Committee's operation. Should the objectives of the Committee not be realised at this time, Council will consider its options in an open and transparent way.

Generally, 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.



Queen Victoria Market (QVM) Committee of Trustees

Meeting Executive summaries

Meeting 1. 18 December 2018

	Item	Item Summary
1	Welcome and introductions	NA
2	Requirements:	<ul style="list-style-type: none"> • Committee members noted administrative requirements to be completed before the first meeting of 2019. • The Committee was advised that City of Melbourne (CoM) Management will assist them in determining and addressing any conflicts or to provide clarity on the capacity in which they are on the Committee.
3	Forward agenda for 2019	<ul style="list-style-type: none"> • The Committee agreed that discussing the vision for QVM would be the topic of the first meeting in 2019; and that going forward each meeting would focus on two distinct strategic issues. • The Committee noted the necessity for CoM management to circulate relevant material prior to meetings so they can engage in informed discussion. • The Committee agreed on the forward agenda for 2019, (refer Attachment 1), and noted that the forward agenda would be reconsidered in June 2019.
4	Meeting structure and how referrals for agenda occur	<ul style="list-style-type: none"> • The committee reviewed the governance protocols including the meeting structure. • The Committee noted its advisory role to Council and QVM Pty Ltd, and its remit regarding matters of strategic importance to QVM and renewal. • Management advised that committee members may raise matters with the Chief Executive Officers of CoM and QVM Pty Ltd for consideration at future meetings. Matters to be considered must fall within the remit of the Committee.
5	Meeting dates for 2019	<ul style="list-style-type: none"> • The Committee discussed and approved meeting dates for 2019, (refer Attachment 1).
6	QVM Renewal update	<ul style="list-style-type: none"> • The Committee was given an update on the QVM Renewal. <p>Management invited Committee members to a site visit hosted by the QVM Renewal team early in 2019.</p>
7	QVM Management update	<ul style="list-style-type: none"> • The Committee was given a financial and contextual overview of the market by QVM Pty Ltd.
8	Other matters for discussion	NA
9	Meeting close	NA

Meeting 2. 12 February 2019

	Item	Item Summary
1.	Welcome and apologies	<ul style="list-style-type: none"> No apologies. The committee noted that administrative requirements had been completed.
2.	Key strategic issues	<ul style="list-style-type: none"> The Committee reviewed the current contextual documentation that includes a vision and strategic direction. It confirmed that the Vision and Strategic Directions from the Master Plan, with minor editorial changes was appropriate as a reference point for the Committee going forward. The Committee supported in principle the Draft QVM Operations and Activation – Future Directions document. It gave QVM operations some guidance on enhancements for the final document. The Committee provided guidance to CoM on the preferred approach and timing for the staging of the Heritage Shed Restoration Options.
3.	QVM Operations QVM Precinct Renewal Update	<ul style="list-style-type: none"> The Committee noted the updates and also discussed the coordinated approach between CoM and QVM for delivery of infrastructure, activations, and other services. It noted that enhancements to coordination of trader communication may assist.
4.	Other business	<ul style="list-style-type: none"> Forward Agenda: Hours of operation will be brought forward to April. Trader Tenure and Public Realm Charter will remain on April. No other changes to the forward agenda. Market Tours: City of Melbourne and QVM will advise the committee of two times for site tours. The Committee agreed that it would be valuable for a trader to participate with CoM and QVM with a tour. Other business raised: The Committee noted an interest in market research on visitation.

Meeting 3. 9 April 2019

	Item	Item Summary
5.	Welcome and apologies	<ul style="list-style-type: none"> • The Committee noted it was pleased Council supported a new way forward on market renewal at the Future Melbourne Committee meeting on 2 April 2019. It is looking forward to seeing further progress. • Justin Hanney was an apology • Market Tours: all Committee members have been invited to tour the market and all interested members have attended one.
6.	Key strategic issues	
	Market Square	<ul style="list-style-type: none"> • The Committee discussed the development of a Charter to guide the uses and design of Market Square. • The Committee is excited about the opportunity Market Square represents for the market precinct and broader community. • It advised that the uses should bring more customers to the market and complement trading, and supported arts, culture and daily activity uses. • It noted this space would service 24,000 new residents expected over the next two decades and help activate the north of the City in new ways.
	Review of Market Trading Hours	<ul style="list-style-type: none"> • The Committee advised smoothing operating hours to make it manageable for traders and easier for the public would be welcomed. • It supported a transition in two stages: initial reposition and smooth hours for first year. Further refinement in following years as customer demands evolve.
	Trader Tenure, Lease and Licensing	<ul style="list-style-type: none"> • The Committee advised QVM that providing traders with clarity, certainty, goodwill and transparency as important. • It supported lease timeframe options that are relative to co-investment commitment. • It also supported staggering of licence and licensing renewal process, having regard to the staging of renewal works and beyond. • It noted that flexibility and adaptability is also an important offering for start-up business.
7.	QVM Operations QVM Precinct Renewal Update	<ul style="list-style-type: none"> • The Committee noted the updates provided.
8.	Other business	<ul style="list-style-type: none"> • The next meeting will be rescheduled and the date will be advised. The strategic item will be Market health and safety. • Other business raised: ongoing investment post the renewal period was raised as an issue for Council to consider.

New Queen Victoria Market (QVM) Management Structure

