

MONASH GALLERY OF ART COMMITTEE OF MANAGEMENT

Terms of Reference

1. Committee

The Monash Gallery of Art Committee is constituted as a community asset committee in accordance with section 65 of the Local Government Act 2020.

2. Purpose

2.1 The purpose of the Committee is to oversee the proper and efficient operation of the Gallery within the framework/constraints of the resources and budget provided by Council.

3. Functions

The functions of the Committee are to:

- 3.1 develop, acquire, preserve, maintain, promote and provide access to an art collection consisting primarily of photographs;
- 3.2 develop and engage a local, national and international audience in relation to that collection including through exhibitions, education, research, publications and public and online programs;
- 3.3 develop a fundraising strategy for the Gallery in accordance with the Strategic Plan and the annual budget and oversee its implementation by the Director;
- 3.4 form a strategic partnership with the MGA Foundation to promote the objectives of the MGA Foundation and to support fundraising and promotional events for the Gallery, including agreeing with the MGA Foundation the terms of any such partnership activity or event;
- 3.5 oversee the development and delivery of the exhibition and program schedule for the Gallery in accordance with the objectives of the Strategic Plan;
- 3.6 provide commercial, visual arts and visitor experience advice, business and management advice and guidance to the Director and Council in relation to the management and operation of the Gallery;
- 3.7 prepare, prior to the end of each financial year, an annual business plan for the next financial year having regard to the Strategic Plan, review the Gallery budget for the next financial year and Council's Council Plan;
- 3.8 report to the Chief Executive Officer on or before 20 August each year on the activities of the Committee and the implementation of the Strategic Plan and the annual business plan; and
- 3.9 assist Council in the appointment of a Director should a vacancy arise and provide a recommendation on such appointment.

4. Annual Budget

- 4.1 Council may vary the Gallery's annual budget as it sees fit but must, before adopting the varied annual budget, provide the Committee a reasonable opportunity to comment on the proposed variations.

5. Strategic Plan and Reporting Requirements

- 5.1 The Committee must prepare and adopt a Strategic Plan for the Gallery at least 6 months prior to the expiration of the current Strategic Plan and provide it to Council for approval.

- 5.2 The Strategic Plan must cover a 3-year period, or such other period directed by Council.

- 5.3 The Strategic Plan must include:

5.3.1 A statement of the vision, values and objectives of the Gallery;

5.3.2 The strategies and policies that the Gallery will adopt to achieve that vision and those values and objectives; and

5.3.3 Such other matters (if any) as Council directs.

- 5.4 Provided that the Strategic Plan addresses all matters specified in clause 5.3, it may include other matters.

- 5.5 The Committee must inform the Chief Executive Officer of:

5.5.1 Changes to the Strategic Plan; and

5.5.2 Any other matters that it considers could significantly affect the achievement of the objectives set out in the Strategic Plan in a timely manner upon such changes being made,

- 5.6 The Committee will report to the Chief Executive Officer on or before 20 August each year on changes and achievement of objectives.

- 5.7 The Chief Executive Officer at their absolute discretion may require that the Committee report more frequently.

6. Delegations

- 6.1 The Committee will exercise the powers, functions and duties delegated to it by the Chief Executive Officer in an instrument of delegation made in accordance with section 47 of the Act.

- 6.2 A review of the Committee Terms of Reference will be conducted on a biennial basis to comply with Council's schedule.

- 6.3 The Chief Executive Officer may, at any time, review and vary the delegations to the Committee and will notify any variations to the Committee by providing an updated instrument of delegation.

7. Disposal of Works

- 7.1 The Committee may resolve that a Work will be disposed of by sale, exchange, gift or destruction if the Committee is satisfied that the Work is:

7.1.1 Unfit for the collection; or

7.1.2 Not required as part of the collection.

- 7.2 The Committee must not resolve that a Work be disposed of by way of destruction unless:
- 7.2.1 The Committee is satisfied that the Work has no saleable value; and
 - 7.2.2 Council has not directed the Committee to retain the Work or to dispose of the Work in some other way.

8. Membership

The Committee consists of the following members:

- 8.1 The Chair of the Committee;
- 8.2 The Deputy Chair of the Committee;
- 8.3 2 Councillors nominated by Council; and
- 8.4 not fewer than 3 and not more than 7 other members.

9. Appointment of Committee members

- 9.1 Committee members are appointed by resolution of Council, taking into account any recommendation of the Committee.
- 9.2 If, as a result of the expiration of the term, or the resignation or removal, of a Committee member, the total number of current Committee members falls below 5, Council must fill that vacancy in accordance with clause 9.1.
- 9.3 Before appointing a person as a Committee member under clause 9.1, Council must be satisfied that the person has knowledge or experience relevant and beneficial to the operations of the Gallery.
- 9.4 Subject to clause 9.1, a Committee member holds office:
 - 9.4.1 For the period specified in the Council resolution, which period must not exceed 3 years; or
 - 9.4.2 If no period is specified in the Council resolution, for a period of 3 years.
- 9.5 Subject to clause 9.6, a current Committee member may be reappointed by Council, taking into account any recommendation of the Committee, for a further term not exceeding 3 years.
- 9.6 The Committee may recommend to Council that a Committee member be reappointed for a further term if the Committee forms the view that the Committee member's reappointment will be of specific benefit to MGA's strategic direction. In that case, the Committee will describe that specific benefit to Council.
- 9.7 The Director and employees of Council are ineligible to be appointed as Committee members.

10. Chair and Deputy Chair

- 10.1 A member of the Committee is to be appointed as the Chair of the Committee by Council resolution, taking into account any recommendation of the Committee.
- 10.2 A member of the Committee is to be appointed as the Deputy Chair of the Committee by Council resolution, taking into account any recommendation of the Committee

11. Acting Chair and Deputy Chair

11.1 The Deputy Chair is to act as the Chair:

11.1.1 During a vacancy in the office of Chair; and

11.1.2 during any period when the Chair is:

(a) absent from duty; or

(b) Otherwise unable to perform the duties of the office.

11.2 At any time that:

11.2.1 there is a vacancy in the office of Deputy Chair; or

11.2.2 the Deputy Chair is:

(a) acting as the Chair; or

(b) absent from duty; or

(c) otherwise unable to perform the duties of the office,

The Committee may, by resolution, appoint a Committee member to act as the Deputy Chair.

12. Leave of absence

12.1 A Committee member, including the Chair, must request a leave of absence where they know that they will be absent from 3 or more consecutive meetings of the Committee.

12.2 The Chair must submit a request to Council for a leave of absence, which may be granted on such terms and conditions as Council sees fit.

12.3 Any other Committee member must submit a request to the Chair for a leave of absence, which may be granted by the Chair on such terms and conditions as the Chair sees fit.

12.4 The Chair must notify Council if the Chair grants a leave of absence to a Committee member for a period exceeding 6 months.

13. Resignation

13.1 A Committee member may resign his or her appointment by giving Council written notice of that resignation.

13.2 The resignation takes effect on the day it is received by Council or, if a later day is specified in the resignation, on that later day.

14. Termination of appointment

14.1 Council may terminate the appointment of a Committee member if the Committee member:

14.1.1 Has engaged in serious misconduct of any kind; or

14.1.2 is unable to perform the duties of his or her office because of physical or mental incapacity.

14.2 Council must terminate the appointment of a Committee member if the Committee member:

- 14.2.1 Is declared bankrupt or is disqualified to act as a Director of a company under the *Corporations Act 2001* (Cth);
- 14.2.2 applies to take the benefit of any law for the relief of bankrupt or insolvent debtors;
- 14.2.3 Is convicted of an indictable offence;
- 14.2.4 is absent from three consecutive meetings of the Committee without the leave of Council or the Chair; or
- 14.2.5 Fails, without reasonable excuse, to comply with an obligation imposed on him or her by the Act.

15. Convening of meetings

- 15.1 Subject to clauses 15.2 and 15.3 the Chair will convene such meetings of the Committee as are, in his or her opinion, necessary for the efficient conduct of its affairs.
- 15.2 The Chair must convene at least 6 meetings of the Committee each calendar year.
- 15.3 The Chair must, on receipt of a written request signed by a majority of the current Committee members, convene a meeting of the Committee.
- 15.4 Committee meeting dates, times, locations and agendas will be advertised on the MGA and Council website.
- 15.5 Committee meetings will be open to members of the public.

16. Presiding at meetings

- 16.1 The Chair must preside at all meetings of the Committee at which he or she is present.
- 16.2 If the Chair is not present at a meeting of the Committee, the Deputy Chair, if present, must preside at the meeting.
- 16.3 If neither the Chair nor the Deputy Chair is present at a meeting of the Committee, the Committee members present must elect one of their numbers to preside at the meeting.

17. Conduct of meetings

The conduct of meetings will accord with the provisions of the Council's Meeting Procedures Local Law and any related documents.

18. Sub-Committees

- 18.1 Subject to clause 18.3, the Committee may resolve to form a Sub-Committee for an assigned task or in a particular area and will determine the membership of that Subcommittee, who may be Committee members, employees of Council or any other person whom the Committee deems appropriate with the professional knowledge or experience that will facilitate the work of the Sub-Committee in a positive and productive manner in accordance with MGA strategic objectives.
- 18.2 A Sub-Committee's function is to act as an advisory body and make recommendations to the Committee and the Director.
- 18.3 At least one member of a Sub-Committee must be a Committee member.

19. Definitions

In this document, capitalised terms have the following meaning:

- 19.1 **Act** means the Local Government Act 2020 (Vic);
- 19.2 **Committee** means the Monash Gallery of Art Committee of Management constituted as a community asset committee by Council in accordance with section 65 of the Act;
- 19.3 **Committee Member** means a member of the Committee appointed under clause 9;
- 19.4 **Council** means the City of Monash;
- 19.5 **Director** means the director of the Gallery appointed by Council;
- 19.6 **Gallery** means the Monash Gallery of Art;
- 19.7 **MGA Foundation** means the Monash Gallery of Art Foundation established by Deed of Trust dated 6 October 2005;
- 19.8 **Strategic Plan** means the strategic plan for the Gallery in the form approved by Council from time to time;
- 19.9 **Sub-Committee** means any sub-committee formed by the Committee in accordance with clause 18; and
- 19.10 **Work** means a work of art and includes a photograph and any other material held or obtained by the Gallery for the purposes of archiving, collection or exhibition.