

# **Queen Victoria Market Precinct Renewal Program**

## **Trader Connect Fund Advisory Committee Terms of Reference**

March 2018

## Background

The City of Melbourne (**Council**) is delivering a five-year renewal program of the Queen Victoria Market (**QVM**) and the surrounding precinct. QVM is operated by Council's wholly owned subsidiary, Queen Victoria Market Pty Ltd (**QVM Pty Ltd**).

In August 2016, the Council resolved to endorse in principle the establishment of a compensation fund for Traders whose income is demonstrably affected by the Queen Victoria Market Precinct Renewal (**QVMPR**) Program works.

These commitments have now been reflected in the QVMPR Continuing Business Framework, endorsed by Council in August 2017. Whilst Council and QVM Pty Ltd will minimise the effect of the QVMPR Program works on Traders to the greatest extent possible, and compensation is not a legal obligation, the Continuing Business Framework (known as the Trader Connect program) reflects Council's commitment to the establishment of two key elements:

- Queen Victoria Market Trader Connect Fund (**Fund**) as the mechanism for making financial assistance available to Traders where the effect of the QVMPR Program works cannot be adequately mitigated and have resulted in a demonstrable negative impact on the Trader's profit during the period of the QVMPR Program works; and
- Queen Victoria Market Trader Connect Program (**the Program**) to support traders and mitigate impacts, realise opportunities and facilitate business development throughout renewal.

The Trader Connect Fund Advisory Committee (Committee) is the governing body through which individual trader requests for financial assistance from the Fund are made and assessed.

'Trader Connect' has been developed as the overarching name to deliver the initiatives developed in line with the Council commitment of August 2017 to implement the Continuing Business Framework.

## QVMPR Program

In October 2013, the Council announced its intention to renew the QVM and surrounding precinct, proposing to spend up to \$250 million to secure the market's future.

Following extensive community and trader engagement, the QVMPR Master Plan (2015) and Implementation Framework (2016) were created to guide the delivery of the renewal program. The QVMPR Program seeks to preserve and celebrate the market's long history, while investing in safe, efficient and sustainable trader facilities to make day-to-day business operations more viable. Improved customer amenities and facilities, and the creation of new open spaces, will support the market and seek to better meet the needs of this growing part of the city.

The rationale for undertaking the QVMPR Program is first and foremost predicated on securing the market's place as a traditional open air market - retaining its heritage, traditions, unique offer and authenticity by making it more financially viable and equipped to support contemporary business requirements into the future.

For the purpose of these Terms of Reference, 'QVMPR Program works' means works undertaken by Council at QVM to implement the Queen Victoria Market Precinct Renewal Master Plan and Implementation Framework.

## Functions and powers of the Committee

The Committee is established to assess and make determinations in relation to the payment of claims made by Traders against the Fund in accordance with the Queen Victoria Market Trader Connect Fund – Establishment Rules (**Establishment Rules**).

A separate governance structure has been established for the purpose of agreeing allocations against the Trader Connect Program.

The Committee is formally appointed by the Council, and is responsible to the Council. The Committee's role is to make determinations in accordance with the Establishment Rules and report distributions to the Council quarterly.

## Membership

The Committee will consist of three members:

- one representative nominated by Council; and
- two independent members from a suitable list of accredited mediators as determined by the City of Melbourne.

One independent member will be elected as the Chair of the Committee.

New members will receive relevant information and briefings on their appointment to assist them to meet their responsibilities.

## Terms of Membership

Members will be appointed for a period of up to two (2) years.

Members may seek re-appointment for a further three (3) year term.

The maximum term will be for a period of up to five years, or extended at the discretion of Council.

A member who is absent from two consecutive meetings, without forwarding an apology, will be assumed to have resigned.

Members wishing to resign their position on the Committee may do so at any time by providing written notice to the Chair of their intention to resign (or to the Chief Executive Officer of Council in the case of the Chair).

The office of a member becomes vacant if:

- a member resigns;
- a member no longer meets the requirements of membership according to their Instrument of Appointment;
- a member is removed from office;
- a member dies;
- in the opinion of Council a member becomes incapable of performing his/her duties;
- a member fails to attend 50% of meetings over any given 12 month period without the permission of the Chair (in the case of the Chair without the permission of the Chief Executive Officer of Council); or

- a member becomes a bankrupt or a person disqualified from acting as a director or acting in the management of a company.

Upon a vacancy occurring in the office of a member, the vacancy may be filled in accordance with these Terms of Reference. Vacancies will be filled as soon as possible.

## **Meetings of the Committee**

Meetings will be held at least quarterly and members are expected to attend all meetings. The Committee has the authority to convene additional meetings, as circumstances require, with such meetings to be called by the Chair.

The location and time for meetings of the Committee is to be determined by the Committee.

The Committee meetings shall be “Closed” and therefore not open to the public. The Committee may invite individuals and specialists to the meeting to assist the Committee to meet its obligations.

For a meeting quorum to be achieved, all members must be present or participate in the meeting by telephone, video links or any other system of telecommunication.

All decisions will be made as a team. Each member will participate actively in each decision. In the event of a deadlock, the Chair has a casting vote. Prior to making a recommendation, the Committee will give due consideration to all the relevant information, issues, options and implications.

## **Meeting Procedure**

Meeting agendas will be prepared and provided by the Secretariat at least one week in advance to members, along with appropriate briefing materials.

Meetings may be conducted in a manner determined by the Chair subject to these Terms of Reference.

The Chair must be present at all meetings.

The Chair must ensure, as far as practicable, that every member has adequate opportunity to participate in discussions.

The Committee may conduct all or any part of a meeting by using telephones, video links or any other system of telecommunication.

Minutes must be kept of every meeting and circulated for comment before being formally endorsed at the next meeting. Minutes must be provided to the Council within 14 days of the Committee meeting.

Minutes will accurately reflect the Committee's recommendations and will be retained as an enduring record of the meeting, together with a complete set of committee papers, including copies of all documents tabled.

## Remuneration and expenses

The independent members will be remunerated at a rate set by the Council.

## Roles and responsibilities

### Shared roles and responsibilities of all Committee members

- To be fully prepared for meetings, individual pre-reading of agendas and attachments.
- To agree to participate in a collaborative meeting format.
- To bring relevant knowledge and broad community experience to the table.
- To consider and raise issues, proposals and ideas.
- To provide informed advice and guidance.
- All members will be able to raise any issues and problems and have them dealt with in an honest, respectful and open manner.
- All members will be given equal opportunity to participate in the Committee discussions.

### Code of Conduct and interest provisions

In performing the role of a member, a 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; and
- adhere to the Council's, Code of Conduct.<sup>1</sup>

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. A member who has made a declaration of an interest may not take part in any discussion of the matter to which the declaration relates unless the chair or member presiding directs otherwise. A member who has made a declaration of an interest must not vote on the matter to which the declaration relates. Members are required by the *Local Government Act 1989 (Vic)* to complete Returns of Interest every 6 months.

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<sup>1</sup> <http://www.melbourne.vic.gov.au/SiteCollectionDocuments/employee-code-of-conduct-2016.pdf>

## **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* (Vic).

Members must treat information they receive as confidential unless otherwise advised.

Members must not use confidential information other than for the purpose of performing their function as a member of the Committee.

## **Disclosure of personal details**

For transparency, each member's name, qualifications and current position will be listed on the Council website.

## **Review**

These Terms of Reference may be reviewed by Council annually or as required.

## **Contact/Secretariat support**

The Secretariat provides administrative support to the Committee with its responsibilities being to:

- receive completed and signed Trader claim forms and accompanying material;
- review claim materials submitted by Traders to ensure that all required information has been provided;
- if further information is required in order to assess a Trader claim, request that the relevant Trader provide that further information;
- provide Trader claim forms and accompanying information when complete to the Committee;
- coordinate and manage all Committee meetings;
- where applicable, prepare and distribute all meeting materials accordingly and within appropriate timeframes;
- prepare and distribute minutes; and
- ensure that the Committee is aware of relevant legislative and other requirements.

The Secretariat is provided by the Council.

## Communication and reporting

The Committee must provide a report to Council each quarter which details:

- Trader claims:
  - the number of Trader claims lodged;
  - the number of Trader claims refused, and the reasons why claims were recommended for refusal;
  - the number and quantum of Trader claims recommended for acceptance, either in part or in full, and the reasons why claims were recommended for acceptance; and
  - the number and quantum of Trader claims paid out of the Fund.
- any other material issues or developments in respect of the administration of the Fund during the reporting period.

## Dispute resolution

If two or more Committee members have difficulty working together (for example because of a conflict of personalities or ideological differences) and it is unduly affecting the functioning of the Committee, the matter will be resolved as soon as possible in the public interest.

Committee members will avoid disputes with other Committee members, where possible.

If a dispute arises, the members who are in dispute will make a reasonable, thorough, and conscientious attempt to resolve it on an informal basis. The Chair will actively guide this process.

During informal attempts to resolve a dispute, if the Chair is of the view that the Committee should be notified of the existence of the dispute, for example because it may pose a major risk to the effective operation of the Committee, the matter will be placed on the agenda of the next Committee meeting for noting and/or monitoring.

If a dispute cannot be resolved informally, the Chair will place the matter on the agenda of the next Committee meeting. If satisfied that a dispute is unresolved despite proper and sufficient efforts by the parties, the Committee will invoke the formal dispute resolution process. A mediator will be appointed.

The parties will co-operate with the mediator, provide all reasonable assistance, and otherwise actively work in good faith to resolve the dispute.

If a dispute poses a major risk to the effective operation of the Committee, Council will be notified.

## Gifts, benefits and hospitality

In responding to gift offers, all members should comply with the following policy:

- Never solicit gifts.
- Refuse and report any attempt to bribe you.
- Never accept a gift that may cast doubt on your integrity or impartiality or that of the Committee (e.g. from a Trader who is likely to be affected by a decision that you make).
- Gift offers of nominal value (i.e. less than \$50 of gift offers from the same source within 12 months) are to be disclosed, verbally or by email to the Secretariat if they are accepted.
- Gift offers that exceed the nominal value (or regardless of their monetary value are of significant cultural, historic or other significance) are reportable. A declaration form is to be lodged with the Secretariat, whether or not the gift is accepted.
- Reportable gifts are accepted on behalf of the Committee (that is ownership vests with the Committee). If you accept a reportable gift on behalf of the Committee you may apply for ownership to be transferred to you. The application will be granted if it is in the public interest to do so.
- A Gifts Register will be maintained by the Secretariat and will be subject to regular scrutiny. A record of each reportable gift offer, and how it was dealt with, will be entered into the Gifts Register.
- If unclear about how to respond to a gift offer, seek help from the Secretariat.

When providing gifts and hospitality and incurring expenses, all members of the Committee will adhere to the following policy:

- Gifts and hospitality will only be provided on behalf of the Committee and travel and out of pocket expenses will only be incurred if it is in the public interest to do so, that is if it is a reasonable business expense.

A reasonable business expense is one that is incurred for a business purpose; proportionate to the benefit to the Council; consistent with community expectations, consistent with legal obligations and with Committee policy; and does not compromise the integrity of the giver or recipient.

If unclear about whether to provide a gift or hospitality (internal or external) or to incur a travel or out of pocket expense, seek help from the Secretariat.