

Terms of Reference
Benalla Art Gallery
Community Asset Committee

1. Constitution

1.1. The Benalla Art Gallery Committee is constituted as a Community Asset Committee in accordance with section 65 of the Local Government Act 2020.

2. Name of the Committee

2.1. The Committee will be known as the Benalla Art Gallery Committee.

3. Strategic Plan

3.1. In conjunction with the relevant Council Officers, develop and monitor a Strategic Plan for the Gallery.

4. Collection Management and Development

4.1. Establish and maintain acquisition, conservation and deaccession policies.

4.2. Accept works of art as gifts, as informed by the relevant Gallery policies, including those in accordance with the Income Tax Assessment Act.

4.3. Approve the acquisition of works of art into the Gallery collection based on the Acquisition Policy.

4.4. Approve the deaccession of works of art from the Gallery collection based on the Deaccession Policy.

5. Exhibition Policy

- 5.1. In conjunction with the relevant Council Officers, and in line with the Strategic Plan, establish and maintain exhibition policies to inform the annual Exhibition Schedule.

6. Benalla Art Gallery Acquisition Trust Fund

- 6.1. Appoint Trustees to administer the Benalla Art Gallery Acquisition Trust Fund as prescribed by the Trust Deed.

7. Fundraising

- 7.1. Raise funds and encourage contributions by way of gifts, bequests, grants, sponsorships, personal or public appeals.
- 7.2. Seek and implement innovative ways to proactively raise funds in line with the Benalla Art Gallery Strategic Plan.

8. Strategic Plan and Reporting Requirements

- 8.1. 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.
- 8.2. The Strategic Plan must include:
 - a statement of the vision, values and objectives of the Gallery
 - the strategies and policies that the Gallery will adopt to achieve that vision and those values and objectives; and
 - such other matters (if any) as Council directs
- 8.3. Provided that the Strategic Plan addresses all matters specified in clause 8.2, it may include other matters
- 8.4. The Committee must inform the Chief Executive Officer of:
- 8.5. changes to the Strategic Plan; and
- 8.6. 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
- 8.7. The Committee will report to the Chief Executive Officer on or before 20 August each year on changes and achievements of objectives.
- 8.8. The Chief Executive Officer at their absolute discretion may require that the Committee report more frequently.

9. Terms of Reference

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

10. Committee Membership

10.1. The Committee shall be comprised of the following members:

- Two Benalla Rural City Councillors
- Chief Executive Officer of Tourism North East
- Not fewer than three and not more than six general members
- President, or delegate, of the Friends of the Benalla Art Gallery Inc.

11. Appointment of Committee members

11.1. All Committee members are appointed by resolution of Council..

11.2. 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 7, Council must fill that vacancy in accordance with clause 11.1

11.3. Before appointing a person as a Committee member under clause 11.1, Council must be satisfied that the person has knowledge or experience relevant and beneficial to the Gallery.

11.4. Subject to clause 11.1, a Committee member holds office:

11.5. For the period specified in the Council resolution, which must not exceed three years; or

11.6. If no period is specified in the Council resolution, for a period of 3 years.

11.7. Subject to clause 11.1, a current Committee member may be reappointed by Council, taking into account any recommendation of the Committee, for a further term not exceeding three years.

11.8. 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 the Benalla Art Gallery's strategic direction. In that case, the Committee will describe that specific benefit to Council.

12. Chair

12.1. A member of the Committee is to be appointed annually as the Chair of the Committee by Council resolution.

12.2. The Committee is to appoint a temporary Chair should the Chair be absent or unable to perform the functions of the Chair.

13. Leave of absence

- 13.1. 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.
- 13.2. 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.
- 13.3. 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.
- 13.4. The Chair must notify Council if the Chair grants a leave of absence to a Committee member for a period exceeding 6 months.

14. Resignation

- 14.1. A Committee member may resign his or her appointment by giving Council written notice of that resignation.
- 14.2. 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.

15. Termination of appointment

- 15.1. Council may terminate the appointment of a Committee member if the Committee member
- 15.2. has engaged in serious misconduct of any kind; or
- 15.3. is unable to perform the duties of his or her office because of physical or mental incapacity.
- 15.4. Council must terminate the appointment of a Committee member if the Committee member:
 - is declared bankrupt or is disqualified to act as a Director of a company under the Corporations Act 2001 (Cth)
 - applies to take the benefit of any law for the relief of bankrupt or insolvent debtors
 - is convicted of an indictable offence
 - is absent from three consecutive meetings of the Committee without the leave of Council or the Chair; or
 - fails, without reasonable excuse, to comply with an obligation imposed on him or her by the Act

16. Convening of meetings

16.1. The Chair will convene such meetings of the Committee as are, in his or her opinion, necessary for the efficient conduct of its affairs.

16.2. The Chair must convene at least four meetings of the Committee each calendar year.

16.3. The Chair must, on receipt of a written request signed by a majority of the current Committee members, convene a meeting of the Committee.

16.4. Committee meeting dates, times, locations and agendas will be advertised on the Council website.

16.5. Committee meetings will be open to members of the public.

17. Presiding at meetings

17.1. The Chair must preside at all meetings of the Committee at which he or she is present.

18. Conduct of meetings

18.1. The conduct of meetings will accord with Rules 3.1, 3.2, 3.3, 4, 5, 6.7-6.22, 8.8, and 10 of the Benalla Rural City Council Governance Rules 2020.

19. Subcommittees

19.1. The Committee may resolve to form a subcommittee 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 Subcommittee in a positive and productive manner in accordance with the Benalla Art Gallery strategic objectives.

19.2. A subcommittee's function is to act as an advisory body and make recommendations to the Committee and relevant Council Officers.

19.3. At least one member of a subcommittee must be a Committee member.

20. Insurances

20.1. The Council shall arrange and maintain a portfolio of insurances to cover all possible risks, including a Personal Accident Policy for members, a Voluntary Workers Policy and an Indemnity Policy for members of the Committee.