

Council representatives on AEDA Board Selection Panel

Wednesday, 26 April 2023
Council

Strategic Alignment - Strong Economies

Public

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Approving Officer:
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EXECUTIVE SUMMARY

The AEDA Charter states the appointment of Board Members requires an expression of interest process being undertaken followed by the Board Member selection panel recommending candidates for Council's endorsement. The terms of office of Board Members are unable to be extended.

In accordance with Clause 4.4.1.3 of the Adelaide Economic Development Agency (AEDA) Charter, the AEDA Board shall consist of up to seven Board Members appointed by the Council on the recommendation of the Selection Panel.

In accordance with Clauses 4.4.1.3 (a) and (b) of the AEDA Charter, the Chair and Board Member selection panels shall include three Council Members appointed by resolution of Council.

Nominations are sought for three Council Members to be a part of the AEDA Board Member selection panel for the 2022-2026 Council term.

If Council chooses not to appoint three Council Members to be a part of the AEDA Board Member selection panel when the terms of office of current Board Members expire the AEDA Board will carry three vacancies, The Board's quorum will be adjusted in response to these vacancies.

This report also responds to questions raised by Council Members at the Council meeting on 11 April 2023.

RECOMMENDATION

THAT COUNCIL

1. Appoints three Council Members to be a part of the Adelaide Economic Development Agency Board Member selection panel for the 2022-2026 Council term.
 2. Appoints Councillor _____, Councillor _____ and Councillor _____ to be a part of the Adelaide Economic Development Agency Board Member selection panel for the 2022-2026 Council term.
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IMPLICATIONS AND FINANCIALS

City of Adelaide 2020-2024 Strategic Plan	Strategic Alignment – Strong Economies
Policy	The Adelaide Economic Development Agency Charter (2022) outlines the appointment of, role and term of members of the AEDA Board.
Consultation	Not as a result of this report
Resource	Not as a result of this report
Risk / Legal / Legislative	In accordance with Clauses 4.3.2 and 4.4.1.3 of the AEDA Charter, the Board shall consist of up to seven Board Members including the Chairperson appointed by Council who collectively have relevant experience and commercial acumen.
Opportunities	Not as a result of this report
22/23 Budget Allocation	Not as a result of this report
Proposed 23/24 Budget Allocation	Not as a result of this report
Life of Project, Service, Initiative or (Expectancy of) Asset	Not as a result of this report
22/23 Budget Reconsideration (if applicable)	Not as a result of this report
Ongoing Costs (eg maintenance cost)	Not as a result of this report
Other Funding Sources	Not as a result of this report

DISCUSSION

1. Council first considered the request to nominate three Council representatives to the AEDA Board Selection Panel at its meeting on 11 April 2023 and resolved “That the matter be deferred until the next meeting of Council.”
2. During discussion on the matter, the question was raised if Council could extend the terms of office for the Board Members whose terms will expire on 30 June 2023 for a further period.
3. The Adelaide Economic Development Agency (AEDA) Charter (Link 1 view [here](#)), states that the appointment of Board Members to the AEDA Board requires a Board Member selection panel undertaking an expression of interest process and making recommendation to Council for Council’s approval and appointment.
4. Noting a review of AEDA is underway, the terms of office of three AEDA Board Members expire on 30 June 2023. The AEDA Charter requires a Board Member selection panel, including three Council Members, to be formed to appoint Board Members to those vacancies. The specific clauses of the AEDA Charter that address Board Member recruitment are:
 - 4.1. Clause 4.4.1.3 (a) “one Board Member with board leadership experience will be nominated by a Board Member selection panel, comprising the Council’s CEO, the Council’s senior manager in charge of human resources; and three Council Members appointed by resolution of Council, to be a Board Member and Chairperson;”.
 - 4.2. Clause 4.4.1.3 (b) “up to six Board Members with an appropriate range of skills and experience, including at least three Board Members who are business owners within the City of Adelaide, with at least one being a small business owner, will be nominated by a Board Member selection panel, comprising the Council’s CEO, the Council’s senior manager in charge of human resources, the Chairperson and three Council Members.”.
 - 4.3. Clause 4.4.1.3(c) “all nominations pursuant to sub paragraphs (a) and (b) will be recommended to the Council by the Board Member selection panel, for Council endorsement.”.
5. In accordance with Clause 4.4.3 of the AEDA Charter: “A Board Member is eligible to apply, through the expression of interest process, for re-appointment at the expiration of their term of office, for a maximum of three consecutive terms.”
6. External legal advice was sought to respond to the question of whether Council could extend the term of office of Board Members for a specific period. The advice received is that clause 4.4.3 of the AEDA Charter does not allow the Council to avoid embarking on an expression of interest process for the appointment of a person for a further term as it merely confirms their eligibility to be considered as part of that process.
7. The following Board Members’ positions will expire on 30 June 2023:

Name	Term	Term Commenced	Current Term Expires
Oliver Brown	1 year but reappointed for a second term	18 January 2021	30 June 2023
Craig Holden	2 years	18 January 2021	30 June 2023
Tammy Burton	To fill vacancy	1 July 2021	30 June 2023

8. It is proposed that the AEDA Board Member selection panel will be convened in May 2023 to present recommendations to Council in June 2023 for endorsement.
9. The AEDA Board Member selection panel will need to convene in October and November 2023 as terms of office of three further Board Members will expire on 18 January 2024, namely:

Name	Term	Term Commenced	Current Term Expires
Nikki Govan (Chair)	3 years	18 January 2021	18 January 2024
Steve Maras (Deputy Chair)	3 years	18 January 2021	18 January 2024
Manuel Ortigosa	3 years	18 January 2021	18 January 2024

10. Given the review of AEDA currently being undertaken, Council may resolve to appoint Council Members to the AEDA Selection Panel but instruct that the Selection Panel does not meet and undertake an expression of interest process until Council has considered the review outcomes.
11. This will mean that the three Board Members' terms of office will conclude on 30 June 2023 and the positions will remain vacant.
12. Whilst the Board can continue to deal with business, requiring a quorum of four members for a formal meeting, holding three vacancies will reduce the range of skills and experience that the Board can provide to advice given and decisions made.
13. The Selection Panel will need to consider the timing of the expression of interest processes for both the forthcoming vacancies and the terms of office for the Chair and two other Board Members that will conclude on 18 January 2024.
14. As per Clause 4.4.2 of the Charter, Council needs to endeavour to ensure that no more than half the Board Members' terms of office expire in the same year to allow for continuity of Board knowledge.

DATA AND SUPPORTING INFORMATION

Link 1 – Adelaide Economic Development Agency Charter – Gazetted 24 February 2022

ATTACHMENTS

Nil

- END OF REPORT -