



# Memorandum of Understanding Eastern Alliance for Greenhouse Action (EAGA)

MEMORANDUM OF UNDERSTANDING dated the       day of

## **BETWEEN**

The Eastern Alliance for Greenhouse Action (EAGA) member Councils of:  
City of Boroondara, Knox City Council, Maroondah City Council, Monash City Council, City of Stonnington, City of Whitehorse and Yarra Ranges Council.

This Memorandum of Understanding (MoU) is made and entered into by and between the member Councils as of July 2012 and is effective for 4 years up until June 2016 when it will be reviewed. The MoU should be read in conjunction with the EAGA Terms of Reference (Appendix 1).

The signing of this MoU represents an organisational and financial commitment by member Councils to the ethos and work of EAGA.

## **1. Introduction & Background**

EAGA was formed in 2008 in response to community concerns about climate change and a desire to drive environmental sustainability initiatives in a coordinated manner in the eastern region. The original EAGA members were the City of Boroondara, Knox City Council, Maroondah City Council, Monash City Council, City of Whitehorse and Yarra Ranges Council. Member Councils identified the need to provide leadership, overcome jurisdictional barriers and work more collaboratively.

Current member Councils consist of: City of Boroondara, Knox City Council, Maroondah City Council, Monash City Council, City of Whitehorse and Yarra Ranges Council. In 2012 the City of Stonnington became an EAGA member. Although not a member, Glen Eira City Council began attending EAGA meetings in 2011.

EAGA member Councils are committed to responding to climate change issues through the delivery of programs that aim to:

- Reduce greenhouse gas emissions throughout the region
- Provide support for regional adaptation to climate change impacts.

Since 2008, EAGA has operated without a dedicated Coordinator with projects delivered by EAGA and funded by Council membership fees. This document outlines the new EAGA structure as well as funding arrangements to allow for the employment of an EAGA Coordinator.

The purpose of this MoU is to:

- Provide a framework for member Councils to guide working together to meet common goals
- Define the roles and obligations of member Councils and the EAGA Coordinator
- Outline the funding commitment of member Councils.

## 2. Key Principles

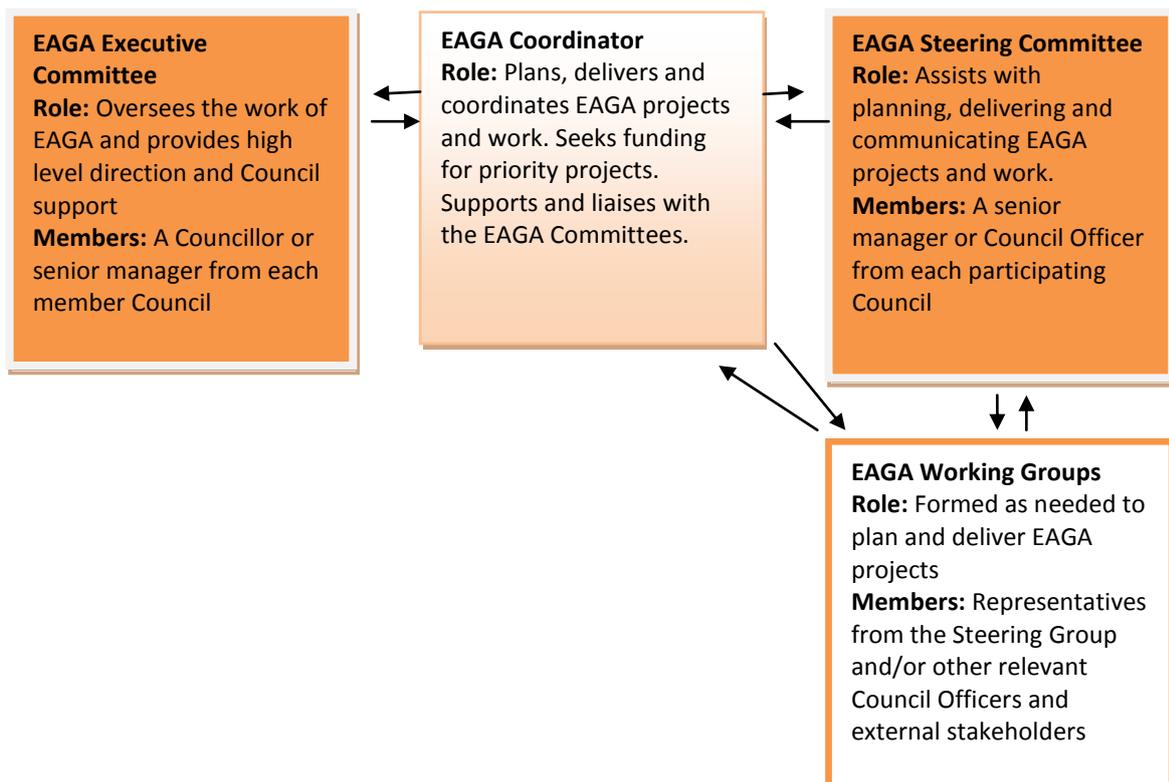
The key principles governing how EAGA members will work together include:

- Collaborating, sharing information and learning from each other
- Communicating regularly amongst member Councils
- Pursuing a consensus approach to decision making
- Acting foremost in the interests of the region
- Fostering a culture of regular monitoring and review.

## 3. Governance Structure

EAGA pursues its work agenda under the guidance of A/ an Executive Committee, B/ a Steering Committee and C/ Working Groups.

Each Council agrees to nominate one representative for each Committee / Working Group – a Councillor or Senior Manager for the Executive Committee and a Senior Manager or Council Officer for the Steering Committee. EAGA Working Groups will be established on an as needs basis for specific projects and would typically comprise of Council Officers and external project partners.



#### **4. Operational Arrangements**

This section is to be read in conjunction with Section 2 (*EAGA Governance Structure*) in the EAGA Terms of Reference (Appendix 1).

##### **The EAGA Coordinator will:**

Assist the group to be drivers of change in the region and assist Councils and their communities to address climate change by designing and delivering regional climate change mitigation and adaptation projects. This will involve seeking project partners and funding and liaising with the EAGA Executive and Steering Committees and Working Groups. The Coordinator will also liaise with State and Federal Governments representatives and advise members about new developments and information in regard to climate change.

##### **The EAGA Executive Committee will:**

Assist EAGA to meet its objectives by providing senior level Council and Councillor support and raise awareness about the work of EAGA. It will provide input into the strategic direction of EAGA and ensure equitable access to EAGA resources and opportunities.

##### **The EAGA Steering Committee will:**

Work together and share resources and information to meet the objectives of EAGA. Committee members will assist the Coordinator to develop strategic direction and develop and deliver projects that meet the needs of member Councils that are aligned with EAGA objectives. The Steering Committee will provide guidance on Council processes for the work of EAGA.

#### **5. Councils' Funding Contribution**

Each EAGA member Council will contribute an annual membership fee of \$15,000 commencing in 2012/13 with a strong intent to provide this annual membership fee up until and including the 2015/16 financial year.

Additional funding to research and implement priority projects will be sought from member Councils and via funding applications to State and Federal Government and other organisations as they arise.

There will be an annual review of Council member contributions to consider the appropriateness of existing contributions against any increasing cost impediments (eg labour, accommodation, projects).

#### **6. Reporting and Acquittal of Funds**

The host Council, who holds EAGA finances, will report to member Councils on an annual basis in regard to the EAGA funds spent in the preceding year and the budget balance.

#### **7. Hosting Arrangements**

The EAGA Coordinator will be employed by Maroondah City Council on behalf of all EAGA member Councils. The EAGA Coordinator will be accountable to the EAGA Executive Committee and will report to the Team Leader Strategic Planning and Sustainability at Maroondah Council on day to day issues and in regard to employment conditions. Annual work plan reviews will be undertaken by the Manager Integrated Planning in consultation with the Executive Committee.

## **8. Environmental Standards**

When commissioning projects that involve the contracting of external service providers, EAGA will encourage the selection of products, services and behaviours that minimise environmental impacts.

## **9. Public and Media Relations**

The EAGA Coordinator will prepare media releases and correspondence in consultation with the EAGA Steering Committee and be the primary coordination point for public and media inquiries about EAGA's work.

## **10. Sharing of Information and Resources**

The parties acknowledge that they have a mutual interest in the successful planning, development and delivery of EAGA projects. Nevertheless, it is recognised that the views and objectives of the parties may not always coincide. The parties will work openly and constructively to resolve any differences which emerge.

The parties will aim, where reasonably possible, to share information relevant to EAGA with each other. In the normal course of events, the parties will work on the assumption that information should be freely exchanged.

The parties agree that it may be necessary to share confidential information to further the objectives of EAGA and that such information is to remain confidential.

The parties must keep confidential and not allow, make or cause any disclosure of or in relation to the confidential information without the prior written consent of the other party, which consent may be given or withheld, or given with directions, in the other party's sole discretion.

The parties must not:

- Use or permit any person to use the confidential information for any purpose other than for a purpose agreed by the parties which is in accordance with this MoU;
- Disclose or in any way communicate to any other person any of the confidential information except as authorised by the party who has disclosed the confidential information;
- Permit unauthorised persons to have access to places where confidential information is displayed, reproduced or stored; or
- Make or assist any person to make any unauthorised use of the confidential information;
- Confidential information means any information provided by one party to the other party pursuant to the MoU, which that party specifies as being confidential, or if disclosed, would be contrary to the public interest or would damage the commercial interests of the party which provided the information.

## **11. Dispute Resolution**

EAGA members agree to resolve any disputes as they arise, quickly and in good faith, to minimise any disruptions to the work of EAGA.



If a dispute arises, EAGA members must meet within five (5) working days of becoming aware of the dispute and attempt to genuinely resolve the dispute.

If the dispute cannot be resolved at the meeting it is referred to a member Council Director to attempt to resolve the dispute. If it is still unresolved within two (2) weeks of the subsequent meeting, the dispute may be referred to an independent mediator that is agreed to by all members.

The final decision of the mediator will be binding on all parties.

### **12. Period of MoU and Termination**

This MoU will become effective when signed by all EAGA members.

Any EAGA member may cease being party to this MoU at any time by giving 30 days written notice to all other EAGA members.

Any unspent membership contribution will not be refunded to the exiting member Council.

Any obligations and commitments agreed to before the date of exit are to be fulfilled by the exiting member. Exiting members are also to provide EAGA with information required to fulfil any contractual obligations beyond the time of exit.

### **13. Commencement / Expiry Date**

This MoU is executed as an agreement as of the 1<sup>st</sup> day of July 2012 and is effective until 30 June 2016 at which time it will expire unless extended.

SIGNED by .....  
**[NAME]**  
[Chief Executive Officer/or Delegated Authority]

**[COUNCIL NAME]**

Date: .....

## Appendix 1

# Terms of Reference Eastern Alliance for Greenhouse Action (EAGA)

The EAGA Terms of Reference (ToR) should be read in conjunction with the EAGA Memorandum of Understanding.

The aim of the ToR is to provide detail about how EAGA will operate and make decisions.

### 1. Introduction

EAGA was formed by eastern Councils in 2008 in response to community concerns about climate change and a desire to drive environmental sustainability initiatives in a coordinated manner regionally. Member Councils identified the need to provide leadership, overcome jurisdictional barriers and work more collaboratively.

EAGA operates across municipalities in Melbourne's east. Current member Councils are: City of Boroondara, Knox City Council, Maroondah City Council, Monash City Council, City of Whitehorse and Yarra Ranges Council. In 2012 the City of Stonnington became a member of the Alliance.

EAGA member Councils are committed to responding to climate change issues through the delivery of programs that aim to:

- Reduce greenhouse gas emissions throughout the region
- Provide support for regional adaptation to climate change impacts.

Since its inception, EAGA has delivered two residential projects to encourage the uptake of renewable energy generation. An energy efficiency household and business project is currently being developed to be rolled-out in late 2012. EAGA was also successful in securing \$90,000 of Local Sustainability Accord funding to investigate the impacts of climate change on the management of Council bushland. The development, delivery and success of these projects have relied on the time commitment of member Council Officers.

In order to expand the reach and effectiveness of EAGA's work, a member funded EAGA Coordinator will be employed to manage the work of the Alliance. The addition warrants a change to the governance structure and Terms of Reference. This would formalise EAGA's operational and decision making process and detail responsibilities. The table below illustrates the new governance structure based on the Northern Alliance for Greenhouse Action model and this EAGA ToR has been amended to reflect this proposed structure.

## 2. EAGA Governance Structure

Formal Groups	Representation	Meeting Frequency	Focus/Role
EAGA Coordinator			<ul style="list-style-type: none"> <li>• Establish the Executive Committee</li> <li>• Develop a strategic plan</li> <li>• Develop, monitor and review annual action plans</li> <li>• Develop, manage and deliver projects</li> <li>• Seek and apply for funding opportunities</li> <li>• Develop and manage project budgets and prepare annual budgets</li> <li>• Coordinate project partners</li> <li>• Undertake project evaluation and reporting</li> <li>• Develop a financial plan</li> <li>• Develop and coordinate the development of communication and promotional material and communication strategy</li> <li>• Coordinate and provide administration for meetings and workshops</li> <li>• Support the development, implementation and review of EAGA policies and procedures</li> <li>• On behalf of the Alliance, advocate for initiatives that promote environmental sustainability, low carbon communities that are responsive to the impact on climate change</li> <li>• Inform the Alliance regarding relevant Federal and State Government and other regional Alliances' strategies</li> <li>• Operate within EAGA policies and operating principles, ethics and methods.</li> <li>• Represent the Alliance as and when required</li> </ul>
<p>The EAGA Coordinator position will be reviewed at the end of the initial 1 year fixed term agreement and will be extended subject to funding availability.</p>			

EAGA Executive Committee	1 Councillor or senior staff member from each Council	Quarterly	<ul style="list-style-type: none"> <li>• Provide advice on and approve the Financial Plan</li> <li>• Endorse the annual budget</li> <li>• Provide input to and approve the strategic direction</li> <li>• Raise awareness and support for EAGA</li> <li>• Advocate for initiatives that promote environmental sustainability, low carbon communities that are responsive to the impact on climate change</li> <li>• Ensure all EAGA members have equitable access to resources and projects developed by and available to EAGA</li> </ul>
EAGA Steering Committee	1 Officer from each member Council	Monthly	<ul style="list-style-type: none"> <li>• Assist with developing the strategic plan</li> <li>• Assist with developing and reviewing annual action plans</li> <li>• Assist with project development and delivery using Council processes and by identifying Council needs</li> <li>• Assist with project reporting</li> <li>• Provide input on communication and promotional material</li> <li>• Oversee the annual budget</li> <li>• Report on Working Group projects</li> <li>• Assist with advocacy submissions</li> <li>• Share resources and knowledge</li> </ul>

Informal Group	Representation	Meeting Frequency	Focus/Role
EAGA Working Groups  Project based - as needed	Officers, Coordinators, project partners	As required	<ul style="list-style-type: none"> <li>• Project development</li> <li>• Project management</li> <li>• Make recommendations to Steering Committee</li> </ul>

### **3. Strategic Direction**

- 3.1 Annual objectives will be discussed by the EAGA Executive Committee at their first meeting for the year
- 3.2 Objectives will guide development of an annual action plan developed by the EAGA Coordinator with assistance from the Steering Committee
- 3.3 Strategic planning will occur every 3 years and action planning annually.

### **4. Membership**

- 4.1 EAGA consists of representatives from seven eastern councils: City of Boroondara, Knox City Council, Maroondah City Council, Monash City Council, City of Stonnington, City of Whitehorse and Yarra Ranges Council
- 4.2 Any additional Council wishing to join EAGA can express interest in writing to the EAGA Executive Committee. The decision to accept new members will be made by a majority vote of the EAGA Executive Committee
- 4.3 Additional Councils who join EAGA as members in the future will need to sign a Deed of Agreement that would make them party to this MoU. This Deed would be an attachment to the MoU and ToR
- 4.4 Non-paying Councils who want to participate in EAGA will not be voting members of the Executive and Steering Committees. They will not have a seat on the Executive Committee and therefore not contribute to setting the strategic direction of EAGA. They will not be recognised as EAGA members. Councils who do not sign the MoU may have the opportunity to be involved in Working Group projects, at the discretion of EAGA members and by contributing to project costs
- 4.5 EAGA will actively seek partners from various sectors throughout the region to support the development and delivery of projects. Partners may include, but are not limited to, universities, State or Commonwealth government agencies, and community and private organisations.

### **5. Membership Fee**

- 5.1 An annual membership fee of \$15,000 applies for each member Council for the 2012/13 financial year, with the strong intent to continue to provide funding for the 2013/14, 2014/15 and 2015/16 financial years
- 5.2 The membership fee will fund the EAGA Coordinator position with remaining funds to go towards EAGA expenses and project costs
- 5.3 The EAGA Coordinator labour costs will include salary and oncosts including, superannuation, WorkCover accrual, long service leave accrual, sick leave and leave loading. The host Council will absorb overhead and administrative costs associated with the position
- 5.4 The host Council will invoice EAGA member Councils for their membership fees in May of each year for the coming financial year
- 5.5 Membership fees are to be paid to the host Council before the start of a new financial year
- 5.6 There will be an annual review of contributions cost to consider any possible additional contributions due to cost of labour increases
- 5.7 Additional project funding will be sought via Council and funding applications as they arise.

### **6. Meeting Frequency and Location**

- 6.1 Meetings will be held quarterly for the Executive Committee in the first year and then twice yearly after that
- 6.2 The Steering Committee will meet once a month

- 6.3 Location of meetings will be rotated between member Councils
- 6.4 At the first meeting of the year both Committees will determine the venue of each meeting for the year.

## **7. Meeting Procedures and Administration**

- 7.1 Agendas will be prepared and circulated at least two (2) days prior to each meeting
- 7.2 Minutes will be taken for each meeting and circulated within two (2) weeks after the meeting
- 7.3 Minutes will clearly list proceedings, actions, outcomes and decisions
- 7.4 The meeting Chair for Steering Committee meetings will be the meeting host Council
- 7.5 The Executive Committee will have an elected Chair for the first four (4) years.

## **8. Decision Making and Voting**

- 8.1 The Alliance will utilise local government processes for engaging staff, contractors and project delivery
- 8.2 The members will make decisions based on the agreed purpose and function of the group and work together in good faith
- 8.3 Decisions will be made by a majority vote. Each Council's representative from the Executive Committee and Steering Committee hold one vote
- 8.4 At least a majority of Committee representatives have to be present to carry out a vote.

## **9. Process for Project Identification, Development and Delivery**

- 9.1 In principle agreement to participate in selected project/s based on estimated resource and budget allocation and aligned to the strategic plan
- 9.2 Gain necessary managerial or Council approvals within timeframe agreed by EAGA members
- 9.3 Commence and deliver project/s
- 9.4 Report on project outcomes and budget expenditure to each member Council and relevant stakeholders.

## **10. Spending**

- 10.1 As part of project management, information about proposed spending will be distributed to all members of the EAGA Steering Committee
- 10.2 Decision making on spending will follow guidelines set out in section 8 (*Decision Making and Voting*) of this ToR.

## **11. Media and Communication**

- 11.1 The primary contact for public and media inquiries about EAGA's work is the EAGA Coordinator
- 11.2 Media releases, events and public comments will be prepared by the EAGA Coordinator in consultation with and circulated to member Councils
- 11.3 Media releases are to be sent to member Council media departments 24 hours before their release date
- 11.4 Any correspondence and comments must be in line with the EAGA aim and purpose as set out in this ToR.