

# **EASTERN ALLIANCE FOR GREENHOUSE ACTION**

## **MEMORANDUM OF UNDERSTANDING**

### **BETWEEN**

**Maroondah City Council ABN 98 606 522 719 as (host organisation)**

**and**

**<Insert member name> and ABN as (member)**

### **1. PARTIES**

- 1.1 The Eastern Alliance for Greenhouse Action (EAGA) is a formal alliance of councils working together on joint programs that reduce greenhouse gas emissions and facilitate climate change adaptation across the region, including:
  - City of Boroondara
  - Knox City Council
  - Glen Eira City Council
  - Maroondah City Council
  - Monash City Council
  - City of Stonnington
  - Whitehorse City Council
  - Yarra Ranges Council

### **2. PURPOSE AND SCOPE**

- 2.1 The purpose of this Memorandum of Understanding (MOU) is to articulate the arrangements and expectations of member councils by:
  - 2.1.1 providing a framework to guide collaborative work and meet the objectives of EAGA's Strategic Plan
  - 2.1.2 defining the roles and obligations of the host and member councils and EAGA's governance structure
  - 2.1.3 establishing an agreed membership funding commitment

### **3. PERIOD**

- 3.1 From 1st July 2017 to 30th June 2021.

#### **4. DEFINITIONS**

**Host organisation** means Maroondah City Council who will host EAGA Executive Officer and administer EAGA's finances as described in Sections 9 and 10 of this MOU.

**Member** means each full fee paying council as listed in Section 1 and defined in Section 8.

#### **5. BACKGROUND**

- 5.1 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.
- 5.2 In 2012, EAGA's seven member councils signed the first MOU for the 1 July 2012 to 30 June 2016 period. A dedicated staff resource was appointed in 2013 (hosted at Maroondah City Council) and EAGA's governance structure (including an Executive and Steering Committee) was established in the same year. Over the 2012-16 period, the Alliance implemented a range of high profile regional climate change initiatives delivering clear financial and greenhouse gas savings to members and their communities.
- 5.3 In 2016-17, EAGA councils endorsed a twelve-month MOU that provided an interim agreement to manage EAGA's activities whilst the parties worked towards establishing a long term MOU that is in-line with the council electoral cycle (2017-21).

#### **6. PRINCIPLES**

- 6.1 In all matters arising under this MOU, the parties agree to the following principles:
  - 6.1.1 openness, collaboration, sharing information and learning from each other
  - 6.1.2 communicating regularly amongst member councils
  - 6.1.3 pursuing a consensus approach to decision making
  - 6.1.4 acting in good faith, foremost in the interests of the region
  - 6.1.5 transparency and fostering a culture of regular monitoring and review

#### **7. GOVERNANCE ARRANGEMENTS**

- 7.1 EAGA members commit to maintaining a robust governance structure to ensure:
  - 7.1.1 objective and effective decision-making
  - 7.1.2 appropriate processes for accountability
  - 7.1.3 effective communications and information exchange within EAGA's networks
- 7.2 EAGA undertakes its work under the guidance of:
  - 7.2.1 an Executive Committee: overseeing and endorsing EAGA's strategic directions
  - 7.2.2 a Steering Committee: managing projects, consistent with EAGA's strategic direction

- 7.2.3 Working Groups: project implementation and technical discussion (meeting as required)
- 7.2.4 an Executive Officer: to support and resource these governance structures
- 7.3 Representation on EAGA's committees, their roles, responsibilities and operational processes are detailed in the attached Terms of Reference.

## **8. FUNDING COMMITMENT**

- 8.1 Each EAGA member will contribute an annual membership fee of \$20,000 commencing in 2017/18 up until and including the 2020/21 financial year. This fee will be increased at 2.5% per annum to accommodate EAGA's forecasted increase in expenses over the MOU period.
- 8.2 The funding commitment includes the following payment schedule:
  - 8.2.1 (June 2017) \$20,000 + GST
  - 8.2.2 (June 2018) \$20,500 + GST
  - 8.2.3 (June 2019) \$21,013 + GST
  - 8.2.4 (June 2020) \$21,855 + GST
- 8.3 The parties recognise that EAGA's contractual and operational obligations extend over multiple financial years. This includes the delivery and administration of significant externally funded initiatives and maintaining employment contracts with EAGA's dedicated staff resources. The annual membership fee is therefore intended to provide investment certainty and ensure sufficient resources can be allocated to meet the Alliance's ongoing commitments. Member councils are committed to applying for EAGA annual membership fees in their annual budget process.
- 8.4 There will be an annual review of membership contributions to consider the appropriateness of existing contributions against any increasing cost impediments (eg. labour, projects etc).

## **9. HOSTING STAFF**

- 9.1 Maroondah City Council will employ the EAGA Executive Officer through a two-year contract which will be reviewed annually and renewed in consultation with all EAGA member councils.
- 9.2 The EAGA Executive Officer will be hosted at Maroondah City Council on behalf of all members.
- 9.3 The EAGA Executive Officer will be accountable to the EAGA Executive Committee and EAGA Steering 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 Team Leader Strategic Planning and Sustainability in consultation with the Executive Committee and Steering Committee.
- 9.4 Additional EAGA project staff may be employed at any time during the period of the MOU as required. This will be arranged and managed between the relevant councils participating in the particular project. The parties agree to reach a mutually satisfactory hosting arrangement that best meets the needs of all members and/or the initiative in question.

## **10. FINANCE ARRANGEMENTS**

- 10.1 Maroondah City Council will be responsible for managing EAGA's finances. Funding received from member councils will be used for the core operation of EAGA which includes staff salary and on-costs (including, superannuation, WorkCover accrual, long service leave accrual, sick leave and leave loading, on-costs) and other operational costs. The host council will absorb overhead and administrative costs associated with the position.
- 10.2 The host council will report to member councils on an annual basis in regard to the EAGA funds spent in each financial year and the budget balance (the EAGA Reserve). The host council will invoice each member council for their membership fee in May of each year for the coming financial year.
- 10.3 The EAGA Reserve will be used for supporting project work and capacity building opportunities for EAGA members. Additional funding to facilitate priority projects will be sought from member councils and via funding applications to state and federal government and other organisations as opportunities arise.
- 10.4 To ensure that the host council is not exposed to financial risks associated with a council member exiting the Alliance, a minimum \$50,000 surplus will be retained within the EAGA Reserve to ensure that employment contracts can be honoured and/or redundancy payments can be made to EAGA staff. Members agree that the minimum reserve surplus can be allocated to meeting staff costs to ensure service continuity for remaining members.

## **11. SHARING OF INFORMATION AND RESOURCES**

- 11.1 All council members will aim, where reasonably possible, to share information relevant to the Alliance with each other. In the normal course of events, the members will work on the assumption that information should be freely exchanged.
- 11.2 The members agree that it may be necessary to share confidential information to further the objectives of this MOU and that such information is to remain confidential.

## **12. DISPUTE RESOLUTION**

- 12.1 If any dispute or difference arises between the parties in carrying out the principles of this MOU that cannot be resolved, then the parties will seek an agreed independent mediator to resolve the difference.

## **13. ADDITIONS TO MEMBERSHIP**

- 13.1 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.
- 13.2 Additional councils who join EAGA as members in the future will need to sign a Deed that would make them party to this MOU. This Deed would be an attachment to the MOU and Terms of Reference.

## **14. TERMINATION OF MEMBERSHIP AND DISSOLUTION**

- 14.1 Any party may cease being party to this MOU at any time by giving twelve month's advance notice to the host organisation. Any unspent fees will not be refunded to the exiting council member.
- 14.2 Any obligations and commitments agreed to before the date of exit are to be fulfilled by the exiting party. Exiting member councils are also to provide any information required to fulfil any contractual obligations beyond the time of exit.
- 14.3 The Alliance maybe dissolved by a vote of the Executive Committee, through processes as described in the attended Terms of Reference.
- 14.4 The trigger for a vote dissolution is when membership declines to a point where the Alliance's ongoing operation is no longer financially viable.

## **15. MOU REVIEW PROCESS**

- 15.1 All member councils commit to conducting regular and ongoing reviews of the aims and their respective participation and if at any time any party decides that the aims are not viable, they may withdraw their participation in accordance with Section 14 of this MOU.

## **16. EXECUTION**

SIGNED for and on behalf of **Maroondah City Council (host organisation)** )  
by: ) \_\_\_\_\_  
(Name of signatory) (Signature)

Date:

SIGNED for and on behalf of **<insert name of council> (as member)** )  
by: ) \_\_\_\_\_  
(Name of signatory) (Signature)

Date:

# **TERMS OF REFERENCE**

These Terms of Reference should be read in conjunction the EAGA's 2017-21 Memorandum of Understanding (MOU) and EAGA's Strategic Plan 2017-21. These Terms of Reference have been developed in line with the MOU, as a means of delegating powers to EAGA to ensure:

- Sound and effective decision-making
- Appropriate processes for accountability to EAGA as an entity and to individual members
- Effective communications and information exchange within EAGA's networks are maintained

EAGA pursues its work agenda under the guidance of:

- An Executive Committee
- A Steering Committee
- An Executive Officer
- Working Groups (informal)

## **I. EXECUTIVE COMMITTEE**

### **A. Role of the Executive Committee**

- Inform and authorise EAGA's strategic plan (every four years) and annual implementation plans
- Authorise and endorse funding submissions and contractual agreements on behalf of their council
- Identify advocacy issues and authorise advocacy submissions
- Oversee EAGA's finances and endorse financial reports
- Ensure high level engagement with EAGA's stakeholders within each member Council
- Actively promote EAGA's activities and effectively communicate the benefits of alliance membership to decision makers and other key stakeholders
- To recommend to the Steering Committee changes to the MOU and Terms of Reference
- To report periodically on the activities and resolutions of the EAGA Executive Committee
- Advocate for initiatives that promote environmental sustainability, low carbon communities, and that are responsive to the impact on climate change
- Ensure all EAGA members have equitable access to resources and projects developed by and available to EAGA
- Regularly meet and liaise with their respective Steering Committee representatives to ensure effective information exchange and facilitate efficient decision making processes

## **B. Composition of EAGA Executive Committee**

- One or two representatives (Councillor, Director or Senior Manager) from each member. On the agreement of all members, the number of representatives from each council may be altered to improve engagement outcomes.

## **C. Meetings**

Quarterly, with at least three meetings held each year. An elected Chair Person will be nominated and appointed each year. Papers prepared / minutes taken by the EAGA Executive Officer.

## **II. STEERING COMMITTEE**

### **A. Role of the Steering Committee**

- To establish and manage EAGA projects, consistent with the strategic direction and priorities endorsed by the EAGA Executive Committee
- To develop advocacy submissions consistent with the issues and priorities endorsed by the EAGA Executive Committee
- To review and manage EAGA's budget in consultation with the Executive Officer
- To receive EAGA Working Group's reports and recommendations
- Assist with developing the Strategic Plan and Annual Implementation Plans
- Assist with developing and reviewing annual action plans
- Assist with project development and delivery using Council processes and by identifying Council needs
- Assist with project reporting
- Provide input on communication and promotional material
- Share resources and knowledge
- Regularly meet and liaise with their respective Executive Committee representatives to ensure effective information exchange and facilitate efficient decision making processes

### **B. Composition of EAGA Steering Committee**

One or two Officers representing each of the EAGA council members.

## **C. Meetings**

Monthly. Minutes will be taken by the EAGA Executive Officer or shared as agreed. Meetings will be hosted at each council on a rolling basis and chaired by the EAGA Executive Officer. Papers prepared / minutes taken by the EAGA Executive Officer.

### **III. EAGA EXECUTIVE OFFICER**

The below role should be read in conjunction with the position Description for the EAGA Executive Officer

#### **A. Role of the Executive Officer**

- Support the Executive and Steering Committees by coordinating committee meetings, and where appropriate, EAGA working group meetings and workshops including preparing agendas, reports and minutes for these meetings
- Facilitate the development of EAGA's strategic plan, annual implementation plan, advocacy plan and monitor, evaluate and report on the Alliance's performance against these plans
- Coordinate the review of governance, policy, procedures and finance to reduce the risk to Alliance operations and long term viability
- Identify and secure funding, sponsorship and other external resources to assist the Alliance deliver initiatives
- Develop and coordinate communications with stakeholders, including promotional material relating to EAGA projects, programs and initiatives, including material for media releases, websites and other engagement channels
- Maintain strong governance structures and an engaged membership
- Manage dispute resolution between Alliance members
- Manage additional staff where required (i.e. a dedicated project manager)

### **IV. WORKING GROUPS**

#### **A. Role of the Working Groups**

- Project development and technical discussion
- Project management
- Make recommendations to Steering Committee

### **V. COMMITTEE RULES**

#### **A. Meetings**

- Times and places of committee meetings are to be determined by Executive Officer in consultation with committee members and arranged by the Executive Officer
- Each year, meeting times should coincide (on one or two occasions) to bring the committees together

#### **B. Order of business**

- A formal agenda will be provided prior to each committee meeting by the Executive Officer (or an agreed chair)
- Reasonable notice of agenda papers for each committee meeting will be given, with papers distributed to the committee members a minimum of three working days prior to each meeting
- Agenda papers shall be provided in electronic format

#### **C. Voting arrangements**

- Where possible, member councils will work towards consensus
- To conduct a vote at either the Steering or Executive Committees, a quorum of five voting member councils must be present in order for a vote to be taken
- One vote will be allocated to each member council membership for each EAGA committee
- A 70 percent majority or five voting councils in attendance must be obtained for a vote to be carried in a committee
- ‘Moving’ or ‘seconding’ a motion may be undertaken by any committee member
- Approved proxies will have the right to vote on behalf of their Executive Committee member
- Any other non-approved council representative can attend as an observer, on behalf of a Executive Committee member, but will not be granted voting rights
- The Chair cannot exercise a second or casting vote. The Chair votes as any other member council
- Voting will be by show of hand and be transparent

#### **D. Recording of Minutes and adoption of Minutes of the last meeting**

- Minutes of each meeting will be formally recorded by the Executive Officer and distributed electronically to committee members
- It will be assumed that committee members approve the minutes unless explicitly stated to the contrary, with a written response required within 5 working days from receipt of the minutes
- The minutes will be made available for public inspection at each EAGA member Council

#### **E. Representation and proxy nominations**

- Each member council will provide a proxy representative to attend Executive Committee meetings should the nominated representative be unable to attend
- Each nominated representative must attend no less than two Executive Committee meetings per calendar year. In such an instance, the council must nominate an alternative Executive Committee representative

#### **F. Chair Person**

- The Executive Committee will nominate and appoint a Chair Person (for one year) who will:
  - Chair meetings of the Executive Committee

- Provide ongoing direction and active support to the Executive Officer
- Ensure appropriate conduct and procedures are followed by the Executive Committee
- Ensure all members of the Executive Committee are treated even-handedly and fairly irrespective of their role or formal position at the council they represent
- Encourage all members of the Executive Committee to make a contribution to Executive deliberations

#### **G. Out of Committee' decision making**

- Agenda items or other pertinent EAGA issues requiring decisions may be electronically distributed and votes formally received (within 3 working days) between EAGA committee meetings
- Where majority vote is not reached and there is insufficient support regarding an item distributed electronically, the agenda item will be formally listed for discussion and the issue addressed at the next meeting
- Any decision made between meetings on these agenda items must be ratified at the next meeting
- Sufficient votes must be obtained from member Councils to gain a majority decision

#### **H. Authorisation of submissions**

- Authorisation is delegated to EAGA Executive Officer and EAGA Executive Chair for all submissions that are consistent with EAGA advocacy priorities and EAGA's Strategic Plan
- For formal submissions, the authorisation process involves:
  - the EAGA Executive Officer drafts submissions with input from the Steering Committee (or nominated Working Group if required)
  - draft submissions to then circulated to EAGA Executive members
  - It will be assumed that Executive members approve unless explicitly stated to the contrary, with response required within 3 working days from receipt of draft
- Executive representatives will facilitate support and authorisation by individual EAGA member organisations through active engagement and communications.

#### **I. Confidential matters**

- Meetings may be closed to discuss confidential matters
- A resolution to close and reopen a meeting and the reason must be taken and recorded in the minutes
- The members must keep confidentiality and not allow, make or cause any disclosure of or in relation to the confidential information without the prior written consent of the other members
- The members must not:
  - Use or permit any person to use confidential information for any purposes other than for those agreed by the members.

- 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.
- Make or assist any person to make any unauthorised use of the confidential information.
- Confidential information means any information provided by one member to the other member, which that member specifies as being confidential, or if disclosed, would be contrary to the public interest or would damage the interests of the parties involved, which provided the information.

#### **J. Declaration of interests**

- Members EAGA Committees are required to declare at a meeting any interests or conflict of interests
- The Committee members will comply with all the provisions of the Act in regard to Interests and Conflicts of Interest as per the provisions of the Local Government Act 1989

#### **K. Calling of special meetings of the Executive Committees**

- Special meetings of Executive Committee may be called by any of the EAGA Councils
- The elected representatives of a majority of four EAGA Councils must consent in writing for a special meeting to be called
- Reasonable notice must be provided for any special meetings called

#### **L. Requesting and receiving information for the EAGA Committees**

- Information relevant to meetings and decision making processes will be provided to the EAGA committees by the EAGA Executive Officer 3 business day before each meeting
- The Executive Officer will distribute information via email and electronic transfer
- Each Steering Committee member will actively engage and brief their Council's respective Executive Committee member ahead of each Committee meeting on any technical or contextual issues necessary to streamline decision making and build Committee capability

#### **M. Presentations requested to the EAGA Committee**

- Both the Executive and Steering Committees can request presentations by guests, stakeholders or interested parties and will be coordinated through the Executive Officer.
- Requests for presentations shall be made through the Executive Officer

## **VI. ASSOCIATES OF EAGA**

Where possible, EAGA will seek to involve and partner with associates on specific projects and initiatives. Associates of EAGA may include (but are not limited to):

- Observing, non-financial participant Councils
- Other non-EAGA Councils
- Service providers or external experts
- Project delivery partners
- Other Alliance representatives

Associates will be invited to attend the meetings of the working groups, information sharing groups and where appropriate Steering Committee meetings. Where associates are essential to a nominated EAGA project, associate representatives will not acts as members of an EAGA committee or be entitled to vote, but can participate in discussion within the Steering Committee and working groups when invited to do so.

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