



Proposal to facilitate the

CITY OF MARION REPRESENTATION REVIEW

Prepared by:

Virginia Hickey
Director
@ the Board Table
24 Market Street
Adelaide 5000
Ph: 8211 6495

23 February 2009

Table of Contents

| | |
|---|---|
| ■ ABOUT @ THE BOARD TABLE | 2 |
| ■ SCOPE OF WORK | 2 |
| ■ OUR APPROACH AND SKILLS | 3 |
| ■ INDICATIVE COST | 4 |
| ■ APPENDIX 1 CAPABILITY STATEMENTS | 5 |

About @ the Board Table

@ the Board Table is a corporate governance and board leadership consultancy, specialising in:

- Governance structural reviews
- Governing body performance evaluations
- Governance training and education
- Strategic planning facilitation
- Board and director coaching.

The consultants from @ the Board Table who would carry out this project are

- ❖ Virginia Hickey
- ❖ Anne Skipper

Full Capability Statements are for the company and the individual consultants are attached **(Appendix 1)**

SCOPE OF WORK

We note that in summary the scope of work to be undertaken includes

1. Preparation of a Representation Options Paper
2. Leading a Program of Council and community consultation
3. Preparation of a Representation Review Report for submissions to the State Electoral Office.

The Scope of Work in the Invitation to Submit a Proposal sets out the detailed steps which the consultant will be required to take under the headings

1. **Facilitating workshops with Elected Members**
2. **Preparing a Representation Options Paper**
3. **Leading a program of community consultation about options explored in the Representations Options Paper**
4. **Reviewing comments and submissions and preparing a report for consideration of Council**
5. **Receiving advice from Council as to its preferred representation structure and preparing on behalf of Council a Representation Review Report**
6. **Leading a second round of community consultation**
7. **Finalising the Representation Review Report for adoption by Council and submission to the State Electoral Office**

These steps set out a logical and comprehensive methodology for the work.

OUR APPROACH AND SKILLS

Set out below are some key aspects of our philosophy and approach to and experience in governance reviews.

- In our view, the principles which underlie good governance are
 - **Accountability** - clarity about who in the governance structure is accountable for what
 - **Transparency** – so that stakeholders can see that accountabilities are being properly acquitted
 - **Effectiveness** – so that the desired outcomes for stakeholders benefit are actually being achieved.
- Our approach to governance is to draw on best practice models and practices recognizing that the best governance models and structures are those which are tailored to the nature of the individual organisation. This is to ensure that effective decision making and the achievement of policy and strategic objectives, in the case of a local Council are of the benefit to the community.
- We are very familiar with the Tricker Model and the Le Blanc methodology, as we use both regularly in our director education and training. Our consultants have had the opportunity to meet personally with Richard Le Blanc on a number of his visits to Australia and to discuss his methodology with him. In our experience, Le Blanc's methodologies for reviewing and improving governing body performance are very effective and add considerable value to governing bodies which are striving for excellence. We also find the Tricker Model to be an excellent tool for discussing, understanding the role of the governing body and for agreeing the most appropriate way for the governing body to carry out its role.
- As this review is prescribed under the Local Government Act, the legal skills and experience of Virginia Hickey will ensure that the requirements of the Local Government Act are understood and followed (with reference to the Council's legal advisers as required). Virginia would also bring to the project very strong analytical, and written communication skills and experience in significant governance reviews.
- We recognize the importance of thorough preparation, briefing and research prior to the facilitated discussions, to ensure that Elected Members have the information they need to fully consider and discuss the relevant issues. This would include the consultants working as part of a team with the administration to utilize their knowledge and research, as well as the consultants bringing their own expertise particularly in the area of governance to bear in the generation of discussion points and options.
- We would ensure in our facilitation style that all elected members have the opportunity to express views and debate issues and that the tone of the discussions is positive, productive and inclusive.
- Our consultants have a depth and breadth of facilitation experience in South Australia, nationally and overseas and both are Chairs of Boards and have reputations as particularly effective facilitators.

- Corporate culture is one of the most important determinants of the quality of corporate governance. Frameworks, systems and procedures are important, but if the ‘informal rules’ or ‘culture’ of the company are at odds with the formal rules, the informal rules will prevail. We would be happy to recommend ways in which the culture of the Council can support the Council’s Vision and support the structural governance options

Indicative cost of the Representation Review

On the basis of the scope of work, we have prepared the following indicative time commitments and costs. We understand that the extent of the Community Consultation required will be determined after the Options Paper has been released. We have included 3 hours for a Community Consultation workshop and 2 hours for reviewing comments, submissions and reporting to the Council. We would be happy to adjust these costs when the extent of community consultation is determined.

| Activity | Indicative Working Hours |
|---|--------------------------|
| 1. Facilitating Workshops with Elected Members Briefing Background reading and research Preparation for workshop Workshop | 10 |
| 2. Preparing and Presenting a Representation Options Paper 5 days | 35 |
| 3. Leading a program of community consultation about options explored in Representations Options Paper | 3 |
| 4. Reviewing comments and submissions and preparing a report for consideration of Council Report on outcomes | 2 |
| 5. Receiving advise from Council as to its preferred representation structure and preparing on behalf of Council a Representation Review Report | 25 |
| 6. Leading a second round of community consultation | 5 |
| 7. Finalising the Representation Review Report for adoption by Council and submission to the State Electoral Office Finalise report Present to Council | 5 |
| Total Cost: | Total hours: |
| <u>\$ 25,500 plus GST</u> | 85 |

- **We would be happy generally to review the costings if you believe the working hours set up above are not indicative of what is required.**

Appendix 1

Capability Statements

@ the Board Table

@ the Board Table is committed to working with governing bodies and organisations to raise the standards of governance.

Our consultants are experienced company directors with national and international experience, have held senior executive roles and have a wealth of experience in corporate governance structures, practices and education and training. We have a keen interest in corporate social responsibility and ethics and in the development of an organisational culture which upholds and sustains governance structures.

Our consultants are highly regarded for their skills and knowledge with the Australian Institute of Company Directors in presenting for the company directors program at a national and international level in:

- The Practice of Directorship
- Directors duties and responsibilities
- Board Effectiveness
- Decision Making
- Developing and monitoring strategy
- Risk and the legal environment

Programs

@ the Board Table has created and delivers a number of governance programs including:

- @ the Board Table – a program designed for participants to understand governance, the role of a board and the dynamics of board room decision making
- Chairing skills – a program designed to hone the skills for chairing effective meetings and group dynamics of the decision-making process.
- Australian Institute of Company Directors Module on “Directors as Leaders” – a program for directors on the leadership behaviours required to be an effective director

Local Government Experience

@ the Board Table has considerable experience in Local Government Governance. Past projects/ clients include

- Adelaide City Council
 - Induction program for new Council
 - Facilitating development of code of conduct
- Mitcham Council
 - Governance training
 - Facilitating strategic planning

- East Waste (a subsidiary regional under the Local Government Act)
 - Governance training
 - Facilitating charter development
- Local Government Super
 - Governance training

Governance Reviews

Major governance reviews include

- Governance review of the Adelaide Diocese of the Anglican Church
- Governance advisor for 5 years to The Learning Federation, a \$60 million joint initiative of the Australian and State and Territory governments to deliver online curriculum to schools)
- GTNT –a Group Training Organisation in the Northern Territory – governance review
- Minda Inc – review of governance structures

Consultants Capability Statements

▪ Virginia Hickey

Corporate Governance Consultant and Lawyer
 Director @ the Board Table Pty Ltd

Qualifications:

LL.B (Melbourne) 1981

BA (Monash) 1977

FAICD (Fellow Australian Institute of Company Directors)

Organisations:

Australian Institute of Company Directors

Board Positions:

TransAdelaide – Chair

Telecommunications Industry Ombudsman Council - Chair

National Competition Council – Councilor

Flinders Ports Pty Ltd – Director

Medical Insurance Australia Group – Director

SAFECOM – Board Member

Previous Board Positions:

University of South Australia Council – Council member and Chair of Audit Committee

Playford Capital – Director and Chair Audit Committee

National Transport Commission – Commissioner

Art Gallery of South Australia – Director

Committees:

- Chair of Risk Management Committee of Medical Insurance Group Australia
- Member of audit committees for TransAdelaide, Flinders Ports and Medical Insurance Group Australia

VIRGINIA HICKEY is a corporate governance consultant, lawyer and facilitator. She developed a corporate governance consultancy in 2001 after being in legal practice for 18 years, working as a Senior Associate for Arthur Robinson & Hedderwicks in Melbourne before moving to Adelaide and becoming a partner of Finlaysons Lawyers in 1993.

Virginia's governance consulting is informed by over 20 years of advising boards and management on governance matters; personal experience as a director on a number of private, government and not for profit boards; and from her background as a partner in a major commercial law firm, practicing particularly in the area of directors' and officers' and auditors' liability.

Virginia's board positions have included two national bodies, the National Competition Council which advises the Federal Treasurer on competition policy and the National Transport Commission, which is the peak reform body for transport regulation reporting to a Ministerial Council of Australia's transport ministers. She was also a member of Council of the University of South Australia for six years and continues to consult in the University sector.

Virginia's private sector board positions include Medical Insurance Group Australia, an APRA regulated medical defense insurance company and Flinders Ports Pty Ltd, a private company which owns seven ports around South Australia, including the capital city port of Adelaide.

Virginia was for 5 years the Governance Advisor to The Learning Federation, a major Commonwealth and States' initiative to deliver online curriculum to school, and is a national and international facilitator for the Australian Institute of Company Directors' Course on the topics of The Practice of Directorship, Directors Duties and Responsibilities, Board Effectiveness and the Legal Environment.

Virginia also conducted a major governance review of the Adelaide Diocese of the Anglican Church and a range of consulting for Local Government Organisations.

Virginia has facilitated at state, national and international public policy events including the South Australian Economic Development Summit, the South Australian Constitutional Convention, Australia Deliberates – Muslim and non Muslim Australians in Australia in Canberra 2007 and International Assembly on Managing the Psychology of Fear of Terror in the USA.

Virginia is committed to working with organisations to raise standards of governance. She has a keen interest in corporate social responsibility and ethics, and in the development of an organisational culture which upholds and sustains governance structures. Virginia has a particular interest in governance structures and how they can facilitate good governance and good decision making, board performance and board room dynamics.

▪ Anne Skipper

Qualifications:

Diploma Nursing

Board Positions:

Deputy Chair, The South Australian Tourism Commission Board

Director, Savings & Loans Credit Union

Chair, Plan International Australia,

Member, University of SA Council

Chair, Royal District Nursing Service

Professional Bodies:

Fellow, Australian Institute of Management

Fellow, Australian Institute of Company Directors

ANNE SKIPPER is an experienced businesswoman and has had more than 20 years experience as board director and chair of government, not-for-profit and private sector boards in the areas of health, planning and development, tourism, education, disability and social services and financial services. She has been awarded an Order of Australia Day Medal for her contribution to community services.

Anne has expertise as a facilitator of stakeholder management as well as community consultation.

Anne is a corporate governance specialist and company director with extensive commercial, government and not for profit experience.

Anne is highly regarded presenter and facilitator with an ability to identify and develop the individual leadership skills in the boardroom and its group decision making processes and she has significant experience in executive and board director leadership coaching and mentoring.

Key skills and expertise for Local Government

- Founder and Managing Director of the Teleran Group – a highly successful national and international leadership development business. In this role extensive experience in group facilitation and resolving different perspectives.
- Extensive corporate governance and community stakeholder management as Chair of the Board North West Adelaide Health Service in leading the amalgamation of two major health services – the Queen Elizabeth Hospital and Lyell McEwin Health Service and re-distribution of clinical services
- Commissioner, Development Assessment Commission – understanding of planning system, stakeholder and community engagement on local and state-wide development issues
- Experience with community consultation with local government on social, health and governance issues in Playford, Port Adelaide, Elizabeth and Hindmarsh Councils.

