

COMMERCIAL AND COMMUNITY

12.3.1 NINGALOO TOURISM ADVISORY GROUP – TERMS OF REFERENCE

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| File Reference: | ED.PJ.58 |
| Reporting Officer: | Executive Manager Commercial and Community |
| Responsible Officer: | As above |
| Date of Report: | 6 September 2019 |
| Applicant/Proponent: | Nil |
| Disclosure of Interest: | Nil |
| Attachment(s): | 1. Ningaloo Tourism Advisory Group Terms of Reference |

PURPOSE

That Council approve the establishment of the Ningaloo Tourism Advisory Group as a Committee of Council to operate as per the Terms of Reference in Attachment 1.

BACKGROUND

A detailed background to all previous and relevant planning work relating to this item was included in the report adopted by Council at the March 2019 Ordinary Council meeting relating to Council Resolution 12-0319, however a summary of work performed to date is as follows;

- In 2017 the Shire conducted an independent review of Ningaloo Visitor Centre and the Kirkgate Consulting Report was endorsed by Council in October 2017.
- In December 2017 the Shire contracted Distinctly Travel Management (DTM) to investigate bespoke visitor servicing and destination marketing model.
- The DTM report was presented to Council in May 2018 however Council requested the Ningaloo Visitor Centre Management Committee (NVCMC) undertake greater consultation with membership regarding the potential implications of the report recommendations.
- Between June to October 2018 the NVCMC sought feedback from its membership and in January 2019 the NVCMC confirmed to seek member endorsement for voluntary cancellation.
- At a Special General Meeting of the Ningaloo Visitor Centre held 6 March 2019 the NVC members unanimously endorsed the voluntary cancellation of their association and the transfer of remaining assets to a Shire Committee of Council as per clause 8 below.

"That the NVCMC agrees to:

1. *The voluntary cancellation of the NVCMC upon completion of motions to 2 to 9 inclusive below and otherwise in accordance with the NVCMC's Rules of Association and the Associations Incorporation Act 2015 (WA);*
2. *Sell all required stock on hand to the Shire of Exmouth at cost as determined by the Shire, the remainder to be sold/disposed by the NVC;*

3. *Transfer all required plant, equipment and intellectual property rights required to continue to deliver visitor centre operations to the Shire of Exmouth at no cost;*
4. *Refund any pre-paid membership fees to NVCMC members on a pro-rata basis;*
5. *Refund any forward booking commissions held in trust by the NVCMC as at the cancellation date of the NVCMC to the operator less commission on cash held by the NVCMC;*
6. *Fully payout all NVCMC staff entitlements up to and including the cancellation date of the NVCMC;*
7. *Retain sufficient funds to pay out all of NVCMC's current and anticipated expenses and liabilities;*
8. ***Subject to motions 7 and 9, transfer, at no cost to the Shire of Exmouth, all assets (including without limitation all funds held in bank accounts, plant and equipment, intellectual property and domain ownership) to a dedicated destination development reserve fund to be administered and controlled by the Ningaloo Foundation Advisory Group, which is to be established by the Shire in accordance with section 5.8 of the Local Government Act 1995 (WA) and to be governed by the terms of reference (TOR) agreed upon with the Shire of Exmouth; and***
9. *The Shire of Exmouth assuming and taking over all responsibilities for the Ningaloo visitor centre operations in accordance with the TOR."*

At the March 2019 Ordinary Council meeting Council adopted resolution number 12-0319 which approved the Shire of Exmouth to take ownership for the delivery of visitor centre services and to authorise the Chief Executive Officer to prepare and present to Council for consideration a new governance and operational model to lead the development of tourism in the region.

This report now specifically addresses part 3 of resolution number 12-0319 as follows;

3 AUTHORISE the CEO to prepare and present to Council for consideration the proposed governance and operational model to lead destination development for the region by September 2019.

This report recommends the preferred governance and operational terms of reference for this Committee.

As per section 5.8 *Local Government Act 1995 (WA) Establishment of Committees, "a local government may establish committees of 3 or more persons to assist the council and to exercise the powers and discharge the duties of the local government that can be delegated to committees."*

A Committee of Council may comprise council members, employees and other persons and a committee of this type may have any of the local government's powers or duties delegated to it that are necessary or convenient for the proper management of the local government's property.

COMMENT

The Shire of Exmouth recognises the significance of the tourism industry as the largest employer to the local Exmouth economy.

The Shire has the ability to directly influence tourism outcomes given its role in the management and responsibility of key assets such as the Learmonth airport; Ningaloo Visitor Centre; Ningaloo Aquarium and Discovery Centre and coastal reserves.

There is now an opportunity to establish a new and more effective approach to market and develop the Exmouth and Ningaloo visitor destination.

It is recommended that the Shire of Exmouth establish the Ningaloo Tourism Advisory Group as a committee of Council with a dedicated destination development Reserve Fund.

The Advisory Groups primary purpose will be to effectively develop the Exmouth and Ningaloo visitor destination so that greater economic and social returns are delivered to the rate payers of the Shire of Exmouth.

The Advisory Group will comprise the technical expertise and required stakeholder representation to ensure effective strategic direction is achieved. The proposed approach boasts a strong governance model delivered under the framework of a committee of local government. As per the attached terms of reference the Advisory Group will comprise strong industry involvement and direction and possess the delegated authority to make decisions.

CONSULTATION

Ningaloo Visitor Centre Management Committee and membership.
Australia's Coral Coast
Council

STATUTORY ENVIRONMENT

The proposed committee of council is to be established as per Part 5 Administration of the *Local Government Act 1995*. The proposed committee of council adheres to the following sections of the Act as per;

- s5.9 (2) types of committees - "a committee is to comprise (c) council members, employees and other persons".
- s5.16 (1) delegation of some powers and duties to certain committees - "a local government may delegate to a committee any of its powers and duties other than this power of delegation", and
- s5.17 (1) limits on delegation of powers and duties to certain committees "a local government can delegate (c) to a committee referred to in section 5.9(2)(c) any of the local government's powers or duties that are necessary or convenient for the proper management of i) the local government's property; or ii) an event in which the local government is involved".

POLICY IMPLICATIONS

There are no policy implications

FINANCIAL IMPLICATIONS

Exmouth Council established a dedicated Reserve labelled "Tourism Development Fund" as part of the adoption of the 2019/20 Budget. The purpose of this Reserve "is to fund the development and implementation of initiatives (including but not limited to infrastructure, marketing, events, and tourism experiences) to achieve the strategic tourism and economic development objectives of the Shire of Exmouth".

As stated in the Reserve description, funds will be sourced from Shire Municipal surplus on an as needs basis and any allocations of this nature will be subject to Council approval.

In addition, the Reserve will hold any third-party partner and grant funds in trust to meet the purpose as listed above. Once finalised any surplus funds following the voluntary cancellation of the Ningaloo Visitor Centre Management Committee Inc will be deposited to this Reserve.

The Ningaloo Tourism Advisory Group Terms of Reference includes the ability for members to claim reimbursements for any travel or out of pocket expenses to attend meetings. Although every effort will be made to reduce these type of member expenses an amount of \$4,500 has been allocated for "Business Meetings & Travel" in the 2019/20 budget for this purpose under Economic Services.

STRATEGIC IMPLICATIONS

This item is relevant to the Councils approved Strategic Community Plan 2030 and Corporate Business Plan 2018-2022

- Economic: Diversify and grow our economy in a manner that provides year-round employment opportunities
- 1.1 A diverse and environmentally aware local economy that can attract business investment and provide employment opportunities
 - 1.2 Facilitate the strengthening and growth of our visitor experience.
 - 1.3 Enable the provision of essential infrastructure that will support investment and diversify our economy.
- Environment: To protect and value our unique natural and built environment as we grow our economy.
- 2.1 A strong focus on environmental conservation and sustainable management of our natural environment
 - 2.2 Strive to achieve a balance between the preservation of our unique environment and the delivery of sustainable economic growth.
 - 2.3 Advocate and promote opportunities for the development of environmentally sustainable essential infrastructure and services
- Social: To be a vibrant, passionate and safe community valuing our natural environment and unique heritage
- 3.1 Explore opportunities to deliver services and facilities that attract and retain people living in the Shire.
- Leadership: To provide open transparent, accountable leadership working in collaboration with our community.
- 4.1 To provide proactive, collaborative and transparent leadership
 - 4.2 A local government that is respected and accountable.
 - 4.3 To be a champion for our community

VOTING REQUIREMENTS

Absolute Majority

OFFICER'S RECOMMENDATION

ITEM 12.3.1

That Council APPROVE:

1. The establishment of the Ningaloo Tourism Advisory Group as a committee of council as per Part 5 Administration of the *Local Government Act 1995*;
2. The Terms of Reference for the establishment of the Ningaloo Tourism Advisory Group in Attachment 1 to this report; and
3. The Chief Executive Officer to allocate appropriate staff resources and establish the new group as per the legislative requirements as a priority.

COUNCIL RESOLUTION

ITEM 12.3.1

Res No: 10-0919

MOVED: Cr Lucas

SECONDED: Cr Lake

That Council APPROVE:

1. **The establishment of the Ningaloo Tourism Advisory Group as a committee of council as per Part 5 Administration of the *Local Government Act 1995*;**
2. **The Terms of Reference for the establishment of the Ningaloo Tourism Advisory Group in Attachment 1 to this report; and**
3. **The Chief Executive Officer to allocate appropriate staff resources and establish the new group as per the legislative requirements as a priority.**

CARRIED 5/0

The Shire President noted the efforts of the Executive Manager Commercial and Community, Mr Matthew Bird in relation to this report, noting this is a massive step for the tourism industry.



Ningaloo Tourism Advisory Group Terms of Reference (TOR)

The Ningaloo Tourism Advisory Group (Advisory Group)

This TOR document establishes the agreed roles and functions for the Advisory Group, both collectively and individually. It is utilised by the Advisory Group to ensure that its operation is governed responsibly.

The Advisory Group's Terms of Reference will be endorsed and approved by resolution of the Shire of Exmouth Council, who is ultimately responsible for the economic and social well being of the Exmouth community and Ningaloo destination. The Advisory Group will be established as per Part 5 Administration of the *Local Government Act 1995*.

Purpose

The Ningaloo Tourism Advisory Group is established to provide:

- Advice and strategic oversight of the tourism development and marketing of the Ningaloo destination, and support the ongoing development and implementation of initiatives (infrastructure, marketing, events, tourism experiences) to achieve the strategic tourism and economic objectives of the Shire of Exmouth.
- Support the marketing success and financial sustainability of the Ningaloo Aquarium and Discovery Centre and ensure engagement with the broader region in driving the success of this important tourism asset.

Responsibility of the Ningaloo Tourism Advisory Group

The Advisory Group is responsible for:

- Facilitating the exchange of information; providing advice and the development of relationships that assist in identifying potential pathways and synergies with National, State and Local Government organisations.
- Ensuring appropriate expertise is sourced on destination marketing; event; infrastructure and tourism product development initiatives and programs that support and promote the tourism, cultural and heritage values of the Ningaloo region.
- Identify and facilitate engagement and leverage opportunities with surrounding local government authorities and key partners to assist with the development of packages and promotional activities.
- Assist with identifying funding opportunities to enhance the product offering by providing new, and refreshing existing experiences.
- Raise the profile of the Ningaloo Centre and the broader Ningaloo destination brand as an iconic tourism asset and build upon its current success in increasing visitation to the region.
- Ensure the Ningaloo Aquarium and Discovery Centre interpretative component remains relevant, refreshed and consistent with a high quality contemporary museum standard.

Authority of the Advisory Group

The Advisory Group will have delegated authority to approve strategic direction, appoint and apply resources deemed necessary including allocated funding for the effective marketing and promotion of the Ningaloo region.

The Shire of Exmouth will establish a dedicated "Tourism Development Fund" Reserve that will have funds allocated on an as needs basis. This Reserve will be designed to attract and hold any third party partner funds in trust where appropriate. Once held in the Shire of Exmouth "Tourism Development Fund" Reserve these funds cannot be used for any other purpose.

The Advisory Group will report regularly to the Shire Exmouth as per the requirements of a Committee of Council.

Structure and Composition of the Ningaloo Tourism Advisory Group

Ningaloo Tourism Advisory Group Membership:

- The Advisory Group shall consist of a minimum of five (5) members and a maximum of nine (9) members, with the Shire of Exmouth President (or nominated Shire Councilor) being a permanent member representing the Shire of Exmouth.
- The term of appointment for membership will be 2 years, with the exception of the Shire President (or nominee) which will be ongoing.
- Group members may be nominated for re-appointment upon expiry of their term up to a maximum of a further two consecutive terms. Should a vacancy occur during the term of appointment, the appointment to fill the casual vacancy will be filled by an invitation from the Advisory Group and subsequently endorsed by the Shire representative (the CEO).
- Representatives have a responsibility to attend meetings of the Advisory Group, contribute to discussion and vote on matters. A member of the Advisory Group may resign at any time. The resignation must be in writing in the form of a letter or email addressed to the designated Executive Officer, stating the member's intention to resign from the Advisory Group. Resignations will be acknowledged by the designated Executive Officer and Shire CEO.
- The Advisory Group may invite one or more persons to join the advisory group "by invitation" where it is deemed by the group that a specific expertise is missing in other members. The person may be a regular "standing" invitee or simply an invitee for a particular item or items. The invitee is not a committee member and does not hold voting rights.

Industry Representation

A maximum of four (4) industry members will be sought on the basis of expertise, interest, understanding and commitment to the Exmouth and Ningaloo tourism and business sector, and enhancing the marketability of the Ningaloo region. To ensure continuity from current approach the Ningaloo Visitor Centre Management Committee will be asked to seek nominations and make recommendations to fill two of the four "industry representative" positions from its current membership with one of these positions being the NVCMC Chair.

Stakeholder Representation

The following agencies and groups will be invited to nominate an Advisory Group member which should be at CEO/Board level or similar:

- Department Biodiversity Conservation & Attractions (DBCA)
- Exmouth Chamber of Commerce and Industry (ECCI)
- Australia's Coral Coast / Tourism WA (ACC/TWA)
- Gascoyne Development Commission (GDC)

Council Representation

The Shire President or their nominee will represent the interests of the Council.

Chair

The Chair will be elected from the Advisory Group membership for a two year period.

Deputy Chair

The Deputy Chair will also be elected from the Advisory Group membership for a two year period.

Council Staff Involvement

The Shire Chief Executive Officer (CEO) and the designated Shire Executive Officer, from time to time, may nominate staff involvement on the Advisory Group. Council staff required to attend the Advisory Group will participate and contribute to the discussion and debate but will not have any voting rights.

Advisory Group Support

The designated Shire Executive Officer will arrange for administrative support for the Advisory Group. Such support will include the preparation and distribution of the agenda, notice of meeting and business papers and recording of the minutes. The Advisory Group secretariat is also responsible for arranging meeting venue, refreshments and coordinating any presentations.

Expertise

Membership of the Advisory Group is generally to consist of senior representatives from DBCA, ACC, ECCI and GDC.

The Industry representatives will be invited to nominate for a position on the Advisory Group based on their expertise or experience in the following areas.

- A significant and relevant understanding of the Tourism Industry.
- A significant relevant understanding of the marketing of iconic tourism assets.
- A significant relevant understanding of commercial business practices, including but not limited to business development and sponsorship.
- A significant interest in tourism related development of the region.

Role of Chair

The Chair of the Advisory Group will be appointed from amongst the Advisory Group as elected by the voting members of the advisory group and endorsed by the Shire of Exmouth Council.

Should the Chair of the Advisory Group be absent from a meeting and no acting Chair has been appointed, the members of the Group present at the meeting have the authority to choose one of their number to Chair the meeting.

Voting Members

All of the following have 1 voting right per position;

- Industry representatives (4 voting positions)
- Exmouth Chamber of Commerce and Industry (1 voting position)
- Shire of Exmouth Council representative (1 voting position)

Other members will not have voting rights. In the event of a split vote the Chair will cast the deciding vote.

Operation of the Ningaloo Tourism Advisory Group Executive Officer

The Shire's designated Executive Officer is responsible for:

- Preparing the agendas for the Advisory Group, on behalf of, and in consultation with the Chair.
- Taking and writing the minutes of the Advisory Group meetings.
- Preparing the Advisory Group Reports and Recommendations for consideration and decision of the Group.

Frequency and Location of meetings / minimum number of meetings

For the first year the Advisory Group will meet quarterly as a minimum and as frequently as is deemed necessary to undertake its role effectively. Meetings will be held at the most cost effective location.

A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Advisory Group as soon as practicable prior to the meeting date. Advisory Group meetings are permitted to be held other than in person, by any technological means as consented to by all members of the Advisory Group.

Attendees

Any elected member of the Shire of Exmouth Council may attend and speak at an Advisory Group Meeting.

Quorum for meetings

The minimum quorum for an Advisory Group meeting is 50% or more of the voting members.

Advisory Group Members out of pocket expenses

Advisory Group members are volunteers however are entitled to travel and out of pocket expenses for attendance at meetings and official functions.

Advisory Group member interest

Members of the Advisory Group will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest. Members' interest in matters to be discussed at meeting are to be disclosed as prescribed under section 5.65 of the *Local Government Act 1995* and the *Local Government (Administration) Regulations 1996*. An interest is defined under regulation 34C of the *Local Government (Administration) Regulations 1996*, being:

"Interest" means an interest that could, or could reasonably be perceived to, adversely affect the impartiality of the person having the interest and includes an interest arising from kinship, friendship or membership of an association.

Where an interest must be disclosed, the disclosure is to be made at the meeting immediately before the matter is discussed or at the time the advice is given, and is to be recorded in the minutes of the meeting.

Access to advice

The Advisory Group has the authority to investigate any matters within its terms of reference as set out in the Advisory Group's terms of reference, with the resources it needs to do so and with the right of access to information including external professional advice as necessary.