
NSW Reconstruction Authority Advisory Board

Terms of Reference

November 2024

V1.1

Contents

1. NSW Reconstruction Authority Advisory Board	3
1.1 Role and Function of the Advisory Board	3
1.2 Compliance obligations of the Advisory Board	3
2. Membership	4
2.1 Appointment	4
2.2 Term of Appointment	5
2.3 Vacancies / Resignations / Removal	5
3. Meeting Arrangements	5
3.1 Secretariat Support	5
3.2 Meeting Frequency	6
3.3 Business Outside of Meetings (Out-of-Session)	6
3.4 Attendees	6
3.5 Presiding member	7
3.6 Quorum	7
3.7 Voting	7
3.8 Meeting Minutes	7
3.9 Correspondence	7
3.10 Storing of Records and Files	7
3.11 Publication of Decisions	8
4. Conduct of members	8
4.1 Conflicts of Interest	8
4.2 Communication with the Media and Third Parties	8
5. Remuneration and Allowances	9
5.1 Remuneration	9
5.2 Out of Pocket Expenses	9
6. Review	10
6.1 Periodic Reporting on Performance	10
6.2 Advisory Board Review	10
6.3 Review of Terms of Reference	11
7. Agreement	11
8. Document Version Control	12
9. Change History	12

1. NSW Reconstruction Authority Advisory Board

1.1 Role and Function of the Advisory Board

The NSW Reconstruction Authority (the RA) Advisory Board is established under section 24 of the NSW Reconstruction Authority Act 2022 (the Act).

The functions of the Advisory Board are set out in section 25 of the Act as follows:

- (a) *to provide advice to the chief executive officer about the Authority's strategic priorities,*
- (b) *to make recommendations to the chief executive officer about –*
 - (i) *priorities for community infrastructure, other property and community services needed for the protection, rebuilding and recovery of affected communities, and*
 - (ii) *the need for the declaration of declared projects, reconstruction areas and disaster prevention areas,*
- (c) *to provide advice to the Minister and chief executive officer in relation the Authority's functions, including –*
 - (i) *whether the Authority is exercising the Authority's functions in an appropriate, effective and efficient way, and*
 - (ii) *any other matter requested by the Minister or the chief executive officer.*

Schedule 1 of the Act has effect in relation to the Advisory Board, setting out at part 2, the Constitution of the Advisory Board and at part 3, the Procedure for Advisory Board meetings. The Advisory Board's Operating Plan articulates Advisory Board responsibilities under the Act and how:

- Ministerial expectations of Advisory Board members will be met
- advice will be provided to the CEO on the RA's strategic priorities (s.25(a))
- recommendations will be made about priorities for community infrastructure and the need for other property and community services (s.25(b)(i))
- recommendations will be made about the need for the declaration of declared projects, reconstruction areas and disaster prevention areas (s.25(b)(ii))
- advice will be provided to the Minister and CEO in relation to the RA's functions including whether the RA is exercising the RA's functions in an appropriate, effective and efficient way (s.25(c)(i))
- advice will be provided to the Minister and CEO in relation to the RA's functions including any other matter requested by the Minister or CEO (s.25(c)(ii))
- quarterly reporting on the exercise of the RA's functions will be provided to the Minister.

1.2 Compliance obligations of the Advisory Board

The following instruments give rise to obligations with which the Advisory Board must comply:

- *NSW Reconstruction Authority Act 2022*
- *NSW Reconstruction Authority Regulation 2023*
- *NSW Reconstruction Authority Advisory Board Code of Conduct*

To provide reasonable assurance to the Minister for Planning and Public Spaces and the Minister for Emergency Services (the Ministers) that compliance obligations are met, the Chairperson of the Advisory Board will provide quarterly reports about the exercise of the RA's functions during each quarter.

The Chairperson must ensure that a copy of each report is published on the RA or another government website within 14 days after the report is given to the Ministers.

2. Membership

Schedule 1 of the Act outlines the constitution and procedure of the Advisory Board.

The Advisory Board shall be comprised of the following 7 positions appointed by the Governor:

- a Chairperson nominated by the Minister(s)
- 4 other members nominated by the Minister(s)
- 2 members nominated by the Commonwealth.

In accordance with section 26 (2) of the Act, each of the members must be a person who has skills, knowledge and experience relevant to the RA's functions and relevant to assessing whether the RA is exercising its functions in an appropriate, effective and efficient way. As a guide, expertise should be evidenced across one of the following areas:

- planning/administration, such as urban and/or rural planning, legal qualifications, economics, accounting
- science/engineering, such as hydrology, seismology, bush fire specialist, climate change expertise, project management of large-scale infrastructure projects
- health and community science, such as psychology, sociology, medicine, demography, community development
- emergency and disaster management planning and operations, preparedness and recovery
- finance including the administration of large-scale grants programs.

In appointing the members and the Chairperson, the Governor is to have regard to the need to have a diversity of expertise represented among the Advisory Board's members.

Advisory Board members are required to be qualified in the relevant fields and have extensive working, research or practical experience at a senior level in their field and a demonstrated track record of delivering in their relevant area of expertise.

In addition to the requirements of section 26(2) of the Act, section 26(2A) requires that at least one of the members of the Advisory Board must be a person who has considerable experience in a senior role with a local council.

2.1 Appointment

The Governor appoints members and the Chairperson to the Advisory Board.

Members are eligible (if otherwise qualified) for re-appointment.

Membership of the Advisory Board does not constitute employment. As such, Advisory Board members are not affected by the provisions relating to the employment of Public Service employees in the *Government Sector Employment Act 2013*.

2.2 Term of Appointment

Members will be appointed in a manner consistent with Schedule 1 of the Act.

A member holds office for a period not exceeding 3 years, as may be specified in the instrument of appointment of the member.

Terms of individual members may be staggered to support Advisory Board continuity and knowledge exchange.

Once appointed, members will be provided with appropriate documentation as part of onboarding and induction. Each member must acknowledge in writing their acceptance of these documents and declare any personal interests and conflicts of interest before commencing as an Advisory Board member. Copies of the acknowledgements and declarations provided by members will be retained by the RA.

A Member is not personally liable in relation to an action, liability, claim or demand if a thing done or omitted to be done, was done in good faith for the purpose of executing the Act or any other Act. Personal liability of Advisory Board members is addressed at Schedule 1, clause 10 of the Act.

2.3 Vacancies / Resignations / Removal

The Chairperson or members may resign by written instrument addressed to the Ministers.

The Governor may remove the Chairperson or members at any time for any reason or none.

The office of an appointed Chairperson or member becomes vacant if any of the conditions listed in Schedule 1, clause 5 and/or clause 7 of the Act are met.

If the office of a member becomes vacant, a person is to be appointed to fill the vacancy in accordance with Schedule 1, clause 6 of the Act.

3. Meeting Arrangements

3.1 Secretariat Support

All records, including the agenda, minutes, decisions, and resolutions of the Advisory Board, will be prepared and kept by the RA officer responsible for secretariat support.

The Secretariat will coordinate with the RA Executive Committee and the Chairperson of the Advisory Board to draft and prepare the agenda for each meeting.

- Up to 1 hour of each meeting will be allocated to formal items, including standing items as agreed by the RA's Executive Committee. All formal items will be supported by a paper prepared by relevant subject matter experts and approved by RA Executives. Papers supporting formal items will be published after the meeting.

- Up to 2 hours of each meeting will be allocated to informal items for discussion. Papers are not required for informal items.

The Secretariat is responsible for taking, distributing, finalising, and publishing the minutes of each meeting, as per section 3.8.

3.2 Meeting Frequency

The Advisory Board will meet no less than 4 times per year, with the option to arrange additional meetings if additional guidance is required.

The Chairperson may call a meeting of the Advisory Board at their discretion or if requested by Advisory Board members, the CEO or the Minister(s).

A notice of each meeting confirming the date, time, venue, and agenda will be forwarded to each member of the Advisory Board as soon as practicable before the meeting date. The Secretariat will aim to distribute the agenda and any business papers at least 7 days prior to each meeting.

If a meeting needs to be cancelled or re-scheduled for any reason, the Secretariat will notify invitees and advise details of the next meeting.

Advisory Board meetings may be held other than in person, by any technological means as agreed to by the majority of members of the Board.

3.3 Business Outside of Meetings (Out-of-Session)

In accordance with Schedule 1, clause 15 of the Act, the Advisory Board may consider a matter out-of-session by the circulation of papers among all the members. Any resolution is to be approved in writing by the majority of members and will then be considered a decision made at an ordinary meeting.

The Advisory Board may convene out-of-session workshops as required to enable timely and considered advice to the RA.

The Chairperson may request a briefing on any matter from RA staff by agreement at an Advisory Board meeting or directly to the Secretariat, subject to review and approval by the CEO.

Matters decided by the Advisory Board out-of-session must be noted by the Chairperson at the next formal meeting and be recorded in the minutes of that meeting.

3.4 Attendees

The Advisory Board grants permission for the following attendees to be present as required or requested at meetings:

- the CEO or a delegate of the CEO
- members of the RA's Executive Committee
- in specific circumstances, advisors or subject matter experts for the purpose of providing information and advice that is required by the Advisory Board.

These attendees are entitled to attend and participate in discussions at meetings but are not entitled to vote or determine the quorum at meetings. When the Advisory Board is conducting voting, attendees may be requested to vacate the room.

3.5 Presiding member

The Chairperson is the presiding member of the Advisory Board.

In the absence of the Chairperson, a person elected by the members of the Advisory Board present at a meeting of the Advisory Board is the presiding member for the meeting or portion of the meeting at which the Chairperson is absent.

3.6 Quorum

In accordance with Schedule 1, clause 12 of the Act, the quorum for a meeting of the Advisory Board requires a majority of its members as appointed at the time.

3.7 Voting

In accordance with Schedule 1, clause 14 of the Act, a decision supported by the majority of the votes cast at a meeting at which a quorum is present is the decision of the Advisory Board.

When holding a meeting, the Chairperson or, in the absence of the Chairperson, the presiding member, has a deliberative vote and, in the event of an equality of votes, a second or casting vote.

3.8 Meeting Minutes

Minutes of all meetings inside and outside of the formal process will be taken. The minutes must include action items and timeframes for actions to be completed.

The minutes of the meeting are to be distributed to Advisory Board members for out-of-session approval within 10 working days of the meeting.

Once approved, the Secretariat will provide the Chairperson with a copy of the meeting minutes for signature. The final minutes will be retained as per section 3.10 and published with all formal papers as per section 3.11.

The minutes of the previous meeting are to be tabled at the next Advisory Board meeting for noting.

3.9 Correspondence

Any correspondence to the Advisory Board must be addressed to the Chairperson and sent through the Secretariat.

Any correspondence representing the views of the Advisory Board must be endorsed by the Chairperson.

The Advisory Board will aim to respond to any correspondence from the proponent within 7 working days of receipt.

3.10 Storing of Records and Files

The Secretariat will store all correspondence and documentation related to the Advisory Board process within the RA's electronic document and record management system (EDRMS) in accordance with the *State Records Act 1998*.

Where records relate to an Advisory Board member's personal information, the RA will take all possible steps to ensure that the records are kept confidential in keeping with the RA's Privacy Management Plan and the requirements outlined in the *Privacy and Personal Information Protection Act 1998*.

3.11 Publication of Decisions

The Advisory Board's documents may be subject to an information access application under the *Government Information (Public Access) Act 2009* (GIPA Act). If there is an information access application relating to the Advisory Board, the Governance Branch will manage the application.

All meeting minutes and formal papers considered and prepared by the Advisory Board will be published on the RA's website.

4. Conduct of members

The Advisory Board members will abide by the RA Advisory Board Code of Conduct.

4.1 Conflicts of Interest

A conflict of interest exists in any situation where an Advisory Board member's independent decision-making capacity and/or impartiality in the performance of their public duties is likely to be influenced, or perceived to be influenced, by their private or personal interests. Conflicts can be actual, perceived or potential in nature.

Conflicts of interest must be disclosed and dealt with by the Advisory Board in accordance with the RA Advisory Board Code of Conduct and the RA Advisory Board Conflicts of Interest Policy. Conflicts must be declared:

- at the commencement of their appointment as an Advisory Board member
- throughout the term of their appointment (including statements annually, as directed by the Chairperson or the RA and as their circumstances change)
- prior to each meeting or out of session decision.

Members must disclose pecuniary interests in accordance with Schedule 1, clause 8 of the Act.

All conflicts of interest will be recorded in a secure Register maintained by the Secretariat and shared with the Ministers. The Secretariat is responsible for advising the Ministers of changes to Advisory Board members' interests.

Conflicts of interest that cannot be effectively mitigated may give rise to dismissal from membership to the Advisory Board.

4.2 Communication with the Media and Third Parties

Views that are publicly expressed by an Advisory Board member may be perceived or construed by the broader community as a view of the Advisory Board or the RA.

Any requests from the media to a member should be forwarded to the CEO who will liaise with the Chairperson regarding the media request.

5. Remuneration and Allowances

5.1 Remuneration

Section 27 of the Act stipulates that the Advisory Board is to be paid the remuneration and allowances decided by the Governor and that members hold office on the terms and conditions decided by the Governor.

The Advisory Board Chairperson and members are entitled to the following remuneration:

- Chairperson: \$80,000 per annum
- Member: \$45,000 per annum

5.2 Out of Pocket Expenses

In accordance with section 27(1) of the Act, the Governor may allow Advisory Board members, including the Chairperson, to be reimbursed for legitimate expenses incurred while carrying out their duties such as travel, accommodation and meals. Such allowance is made under the instrument of appointment for each member.

Advisory Board members may, in some instances, also receive an allowance for the use of a private motor vehicle. Receipts or other proof of expenditure must be retained and presented with claims for reimbursement.

The Chairperson and members of the Board are entitled to the following out of pocket expenses when required to travel on official business:

- travel
- accommodation
- meal allowance
- work-related training.

All travel and accommodation arrangements are to be made in advance by the Secretariat on behalf of members. All travel arrangements must comply with the *NSW Government Travel and Transport Policy*:

- Approval must be obtained from the Director, Governance prior to booking travel.
- Travel is only to be booked commencing and terminating at the member's primary residential address.
- All domestic accommodation must be booked via the NSW Government contracted travel management company (TMC).
- The lowest logical/practical fares must be booked, which is the lowest fare available to meet the logistical needs for the traveler.

Original receipts and tax invoices must be submitted to the Advisory Board Secretariat to substantiate expenditure for reimbursement claims within 30 days.

The CEO may authorise an Advisory Board member to use a private motor vehicle for Advisory Board related work where:

- it will result in greater efficiency or involve the RA incurring less expense than if travel were undertaken by other means

- the Advisory Board member is unable to use other means of transport due to a disability.

Anticipated expenses for official activities other than meetings must have prior approval from the CEO.

6. Review

6.1 Periodic Reporting on Performance

The Advisory Board shall perform an annual evaluation of its performance and self-evaluate its level of effectiveness. The evaluation framework will be prepared by the Secretariat and endorsed by the members. The evaluation should identify:

- how the Advisory Board is delivering on its objectives including a summary of key activities undertaken during the period
- meetings held during the period and attendance
- current membership and any changes that have occurred during the period
- risk management strategies
- results of any reviews undertaken
- ratification of the terms of reference and any subsequent amendments.

The Chairperson is required to provide a report at the end of each quarter to the Ministers about the exercise of the RA's functions.

A copy of each report needs to be published on the RA or another government website within 14 days after the report is given to the Ministers.

6.2 Advisory Board Review

Formal reviews are generally undertaken every 3 years. An external consultant may be engaged by the Chairperson to assist with the evaluation and review of the Advisory Board's performance.

A formal review of the Advisory Board and its members may consider whether:

- the Advisory Board is fulfilling its functions and objectives, its successes and the outcomes of its work in respect of its operating plan
- delivery through the Advisory Board is the most cost-effective approach
- there is an ongoing need for the Advisory Board, or if its functions could be delivered through another existing board or committee, or other entity
- the Advisory Board has an appropriate number of members for the functions being performed
- members have the appropriate mix of skills, experience, and diversity
- individual members are fulfilling their responsibilities.

Section 93 of the Act stipulates a Joint Select Committee (Committee) of the Parliament will review the Act to determine whether the policy objectives of the Act remain valid, and whether the terms of the Act remain appropriate for securing the objectives of the Act, and more generally, the operations of the RA regarding any disaster in relation to which the RA exercises functions.

This allows the Committee to review the Advisory Board functions, membership, conditions of member appointment, the role of Chairperson and the reporting requirements.

If the Committee review the Advisory Board, an outcome report will be tabled in each House of Parliament.

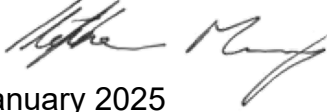
6.3 Review of Terms of Reference

The Advisory Board will review the Terms of Reference annually to ensure it remains consistent with its objectives and responsibilities.

7. Agreement

These terms of reference are agreed upon by the NSW Reconstruction Authority Advisory Board as at [Date] and remain in force until otherwise amended, replaced or voided.

Advisory Board Chairperson: Stephen Murray

Signature: 

Date: 15 January 2025

8. Document Version Control

Document Name:	NSW Reconstruction Authority Advisory Board – Terms of Reference
EDRMS Reference:	RES23/2242
Document Status:	Draft
Version Number:	1.1
Date of publication:	
Review date:	
Owner:	Director, Governance
Endorsed By:	NSW Reconstruction Authority Advisory Board
Distribution:	External

9. Change History

Version	Issue Date	Branch	Details / Reason for Change
1.0	5 February 2024	Governance Branch	Version approved by the NSW Reconstruction Authority Advisory Board, 5 February 2024.
1.1	November 2024	Governance Branch	<ul style="list-style-type: none"> Added content to section 3.1 regarding formal and informal items Removed duplication between sections 3.1 and 3.8 regarding the preparation and distribution of minutes Removed reference to calling the first meeting of the Advisory Board from section 3.2 as this obligation has been fulfilled Added content to section 3.3 regarding out-of-session workshops and briefings Added content to section 3.4 regarding the removal of attendees to conduct voting. New section 3.5 added to describe how an alternative presiding member is appointed Added content to section 4.1 regarding the Register of Interests kept by the Secretariat Removed duplication between sections and 3.9 and 4.2 regarding correspondence Added content to section 5.2 regarding approval for travel and the making of travel arrangements Minor edits to align with the RA Style Guide.