



Item No: 19.1

File No: 5.21.2.2

Date: 16 December 2019

Attachment: A

**Meeting:** Council

**Title:** East Waste – Appointment of Independent Chairman

**Responsible Manager:** Chief Executive Officer, Kiki Magro

**Author:** Chief Executive Officer, Kiki Magro

**Key Focus Area:** Strategic Community Plan Focus area 3- Transparent and accountable local tier of Government

**Type of Report:** **Decision Required**

Pursuant to Section 83(5) of the *Local Government Act 1999*, the Chief Executive Officer indicates that the matter contained in this report may, if the Council so determines, be considered in confidence pursuant to Section 90(2) of the *Local Government Act 1999* on the basis that the information contained in the attached report is information of the nature specified in subsections 90(3)(a) of the Act being:

*information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead)*

### **Recommendation (Public)**

#### Pursuant to s90(3)(a)

Pursuant to section 90(2) of the *Local Government Act 1999* the Council orders that all members of the public, except the Chief Executive Officer Kiki Magro, Group Manager Assets & Infrastructure Joshua Bowen, Group Manager Corporate Services Katy Bone, Group Manager Planning, Environment & Regulatory Services Andreea Caddy, Group Manager Customer Experience Danielle Garvey, Manager Community Engagement & Development Fiona Deckert and Council Secretariat Vanessa Davidson be excluded from attendance at the meeting for Agenda Item 'East Waste – Appointment of Independent Chairman'.

The Council is satisfied that, pursuant to section 90(3)(a) of the Act, the information to be received, discussed or considered in relation to this Agenda Item is information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead), given that Council will be considering a recommendation from East Waste to appoint an Independent Chairman.

The Council is satisfied that the principle that the meeting be conducted in a place open to the public has been outweighed in the circumstances because Council will be considering a recommendation from East Waste to appoint an Independent Chairman and that all Member Councils have yet to finalise their deliberations with respect to this matter.

### Recommendation (Confidential)

1. That Council endorse East Waste Boards recommendation to appoint Mr Fraser Bell to the role of East Waste Independent Chairperson for a period of two years commencing in 2020 in line with East Waste's Charter.
2. That Council defer the decision of an actual commencement date to East Waste Board.

### Recommendation (Public)

#### Pursuant to s.91(7)

That having considered Agenda Item **East Waste – Appointment of Independent Chairman** in confidence under section 90(2) and (3)(a) of the *Local Government Act 1999*, the Council, pursuant to section 91(7) of that Act orders that the report and minutes relevant to this Agenda Item be retained in confidence for a period of 6 months, or until the matter has been considered and finalised by all Member Councils and a public announcement has been made, excepting that Council authorises the release of the minutes to substantive party/parties to enable enactment of the resolution and that pursuant to Section 91(9)(c) of the *Local Government Act 1999* the Council delegates to the Chief Executive Officer the review and power to revoke this Order

and

That Council resolves to end its confidential deliberations pursuant to Section 90(2) of the *Local Government Act 1999* Council and re-admit the public.

### Summary

East Waste Board has recently undergone a recruitment process to appoint an Independent Chairman to replace the former Independent Chairman Brian Cunningham.

The Board considered this matter in confidence, at their meeting held on 28 November 2019 and have subsequently written to the Member Councils seeking their endorsement to appoint Mr Fraser Bell as the East Waste independent Chairman.

### Background

Clause 21 of the East Waste Charter details the requirements of the East Waste Board as being one person appointed by each Constituent Council and *“one independent person (who shall be the Chair) appointed jointly by Absolute Majority of the Constituent Councils for a two year term...”*

Following the conclusion of Mr Brian Cunningham's tenure as Independent Chair of the East Waste Board in August 2019, the Board at the 26 September 2019 meeting resolved to commence a process to identify and appoint a suitable candidate for the role of Independent Chair, for the next two years. Part of the resolution included the establishment a formal subcommittee (Chairperson Appointment Committee) to assist the Board in the process.

### Discussion/Issues for Consideration

The Independent Chairperson Appointment Committee (CAC), with support from Stillwell Management Consultants, undertook a recruitment process which attracted 32 applicants. Four applicants were shortlisted for interviewing by the CAC. Following this process, the Committee unanimously recommended to the East Waste Board that Mr Fraser Bell be endorsed as the Board's preferred appointment to the position of East Waste Independent Chairperson.

This recommendation was subsequently presented to the East Waste Board at the 28 November 2019 meeting where the Board confidentially resolved:

1. *Supports and endorses the recommendation of the East Waste Independent Chairperson Appointment Committee, to appoint Mr Fraser Bell to the role of East Waste Independent Chairperson in accordance with the requirements outlined in the East Waste Charter.*
2. *Instructs the General Manager to formally write to each Member Council seeking their endorsement in appointing Mr Fraser Bell to the role of East Waste Independent Chairperson.*
3. *Reconfirms the remuneration for the role is to remain at \$22,000 per annum.*

Mr Bell has provided legal advice to East Waste over the past 18 months through navigating the SKM contract and recycling tender process, which has provided him with an insight into East Waste's operational framework and also provided the Board opportunity to appreciate his strategic and waste skills, knowledge and operating style.

As a commercial practicing lawyer, there is potential for Conflicts of Interest (CoI) to arise. However Mr Bell advised the CAC that should he be successful, he is acutely aware of the need to avoid CoIs and as such he will not compromise his role at East Waste by taking on any work that would create a conflict. Separate to the Local Government provisions, Mr Bell has strict requirements as part of his professional standards and discipline, which will provide additional protections and assurances. The Board were satisfied and comfortable with this.

Through the recruitment process, the Committee, along with the Board, highly regarded Mr Fraser Bell and felt that with his style and experience, he could continue the harmonious nature at board-level that East Waste has become accustomed to and be successful in the role. Furthermore, the Board also recognised that Mr Bell's knowledge of the South Australian waste industry and local government sectors would offer the greatest value and be able to advance East Waste from the position established under Mr Brian Cunningham's tenure.

Following a response from all Member Councils, the East Waste Board will consider feedback and subject to successful endorsement, seek to appoint Mr Bell in time for Board requirements in early February 2020.

## **Options for Consideration**

### Option 1

1. That Council endorse East Waste Boards recommendation to appoint Mr Fraser Bell to the role of East Waste Independent Chairperson for a period of two years commencing in 2020 in line with East Waste's Charter.
2. That Council defer the decision of an actual commencement date to East Waste Board.

### Option 2

That Council does not support the appointment of Mr Fraser Bell as East Waste's Independent Chairman and requests East Waste to undertake a further recruitment process to find a suitable candidate.

## **Analysis of Options**

The East Waste Board has undergone a thorough recruitment process and has settled on its preferred candidate. The role attracted 32 candidates and the Board unanimously resolved that Mr Fraser Bell was the preferred candidate, subject to the Absolute Majority support of its Member Councils.

**Financial Implications**

The position of Independent Chairman is a paid role. East Waste has allocated funds to cover this function. There are no known financial implications to Council.

**Community Implications**

There are no known community implications in appointing an Independent Chairman.

**Governance Implications**

Council has fulfilled its obligation to consider the appointment of the Independent Chairman as requested by East Waste for a two year term, in line with the East Waste Charter.

**Preferred Option & Reasoning**

Option 1 is considered the preferred option. The East Waste Independent Chairperson Appointment Committee has undertaken a thorough process and conducted the relevant due diligence processes in arriving at their decision to appoint Mr Fraser Bell as the Independent Chairman.

**Attachment**

Attachment A	Confidential Correspondence from East Waste – dated 5 December 2019
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