

## Protocols MAV President, Deputy Presidents, Directors, MAV Delegates

### Introduction

The purpose of the Municipal Association of Victoria (MAV) is to lead, support and empower councils to best serve Victorian communities. The MAV is the influential and trusted peak body for an innovative, sustainable and high-performing Victorian local government sector.

MAV is not a Council, it is governed by the *Municipal Association Act 1907 (Act)*. In a governance perspective MAV is part statutory authority and part independent corporation. The Board has responsibility for the conduct of the Association's affairs in accordance with the Act and the MAV Rules 2022 (MAV Rules).

The MAV Board is central to the MAV's success. First and foremost, the Board must perform the same role and functions as a corporate entity, including:

- to develop and give effect to the strategic direction of the organisation;
- appoint and oversee the performance of the CEO;
- oversight of the provision of services;
- oversight of the financial management and administration of the Association;
- oversight of risk management; and
- ensure legal and ethical integrity of the Association.

The Board exists to serve the interests of the MAV's 79 member councils and is integral to setting the direction and tone of MAV advocacy on the broad suite of issues that local government involves itself in.

The Board consists of the President who is elected at large by MAV Delegates. The ten regional Board Directors are elected by the MAV Delegates within each region. The Board elects a metropolitan and a non-metropolitan Deputy President.

In performing its governance role, the MAV Rules provide that the President and Directors of the Board must:

- govern for the entire local government sector and put the interests of that sector above the interests of any individual council or person;
- promote diversity within the local government sector with a view to ensuring that the sector reflects the diversity of the communities which it serves;
- seek to enhance the reputation and standing of the Association; and
- report to participating member councils annually on its own performance and the performance of the Association, measured against published performance criteria.



The Board makes decisions which align with the Association's values and desired organisation culture and puts in place systems to direct and control and the organisation to ensure the Association is being run well.

Delegates are appointed by MAV participating member councils and are a critical part of the MAV's governance arrangements.

The roles and responsibilities of the President, Deputy Presidents, Directors and Delegates are provided for in the MAV Rules. The MAV Rules provide that within six months of its first meeting after an MAV election day the Board must adopt protocols:

- for the role of Delegates;
- for the role and performance of those holding the office of President, Deputy President, and Director and must regularly review compliance with these protocols.

The MAV falls within the jurisdiction of the integrity agencies such as IBAC and VAGO. The expected principles of good governance, namely to act with integrity and honesty, to not use ones position to advantage and to disclose where conflicts arise apply to all roles and positions at the MAV.

## **Protocols**

### **President**

The MAV Rules provide the President's duties relate to the State Council and the Board.

### **State Council**

The President:

- chairs meetings of the State Council
- provides an annual report about the activities and financial affairs of the Association at the annual meeting of State Council
- may call a special meeting of the State Council
- may defer or adjourn a meeting of the State Council
- only votes if a casting vote is required when the vote is equal at a meeting of the State Council.

### **Board**

The President:

- chairs the Board meetings;
- has a casting vote at the Board meetings if the vote is equal;
- determines if urgent business is required to be considered at a Board meeting;
- may defer or adjourn a Board meeting
- must ensure accurate minutes are kept of Board meetings.

## **Responsibilities**

In addition, the Board has endorsed the following statements regarding the President's responsibilities:

- ensure continuity of leadership at all times;
- be the principal spokesperson for the MAV;
- represent the MAV and sector at meetings with Federal and State Government Ministers;
- promote the MAV and the sector;
- maintain relationships with Federal and State Government Ministers, all political parties and other key stakeholder groups;
- be a conduit for feedback and input from participating member councils;
- facilitate communication and cohesion between MAV Delegates, Directors and the organisation;
- be a member of the ALGA Board to represent the MAV;
- form an executive of the President and the two Deputies for matters that require it;
- be a member of the MAV Insurance Board, WorkCare Board and Audit and Risk Committee.
- ensure Directors are advised of important issues at the first opportunity;
- lead the annual Board performance assessment process;
- lead the performance monitoring and annual review of the CEO's performance and when required the process for recruiting and appointing the CEO in accordance with the adopted Board policy;
- attend a range of meetings with councillors and MAV Delegates in each of the ten regions at least once a year; and
- represent the Board at MAV events including MAV Annual Conference and other events as required.

## **Deputy Presidents**

There are two Deputy President positions, one for metropolitan Melbourne and one for non-Metropolitan Melbourne, who are elected by the Board. The Deputies have duties over and above their Director responsibilities.

The MAV Rules provide the Deputy President's duties are:

- to act in the place of the President when requested by the President to do so;
- when the President is absent, is incapable or refuses to act and the Board has appointed a Deputy President to act in place of the President; and
- that if a casual vacancy occurs in the office of President after 31 August in the year which immediately precedes the year in which the MAV election day falls, the Deputy President who represents the same regional grouping of councils as the President who has ceased to hold office will become President until MAV election day. If there is a casual vacancy in the office of such Deputy President, the Deputy President who remains on the Board (or in their absence a director elected to the Board) becomes the President until MAV election day.

## **Responsibilities**

In addition, the Board has endorsed the following statements regarding the Deputy President's responsibilities:

- support the President in the leadership role;
- ensure continuity of leadership at all times;
- form an executive of the President and the two Deputies for matters that require it;
- the alternate Deputy (metropolitan or non-metropolitan) to the President be a member of the ALGA Board to represent the MAV; and
- perform promotion, public relations and other functions at the request of the President or the Board.

## **Directors**

Directors ensure the Association delivers its objectives, promotes the MAV and its policy aims and represent their region. The MAV Rules provide Directors are to liaise with other Delegates and participating member councils within the region they represent by meeting them regularly, and by:

- providing written reports and information on the Association's activities; and
- any other means which are convenient and satisfy the needs of the regional groupings of councils.

## **Responsibilities**

In addition, the Board has endorsed the following statements regarding Director's responsibilities:

- while the details of the consultation processes between Directors and their regional Delegates will be a matter for each Director to negotiate, Directors will:
  - chair the regular meetings of their regional MAV Delegates and participating member councils;
  - meet in person with MAV Delegates from their region at MAV-sponsored functions where possible;
  - proactively engage with MAV Delegates in their region to ensure strong communication between the MAV and member councils and vice versa; and
  - promote the role of the MAV Delegates and encourage councillors to become Delegates.
- make the best endeavours to attend all Board meetings and make decisions which are based in the best interests of the Association and the local government sector in the short, medium and long term;
- report to the Board, State Council and annual meetings on their region's perspective on issues when requested;
- attend any meeting or function in their regions where the President or a Deputy President is present, where appropriate;
- undertake representation on committees, working groups and other groups as requested by the Board; and
- maintain a watching brief on regional issues and developments.

## Delegates

Delegates provide input to and adopt the four-year MAV Strategy. Delegates debate and vote on policy matters put by our member councils to meetings of the State Council.

The MAV Rules include the following obligations which apply to MAV Delegates:

- exercise a vote on behalf of their council for the purpose of electing the President and for the purpose of electing a Director to the Board from their regional grouping;
- regularly report to their council on MAV matters;
- liaise with the President and their regional Director on matters of importance to the MAV;
- attend meetings of State Council to vote on every matter under consideration (unless unable to do so due to a conflict of interest) and if not able to attend encourage the substitute Delegate from their council to attend; and
- attend meetings of their regional grouping that MAV convenes and represent the issues of their council.

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