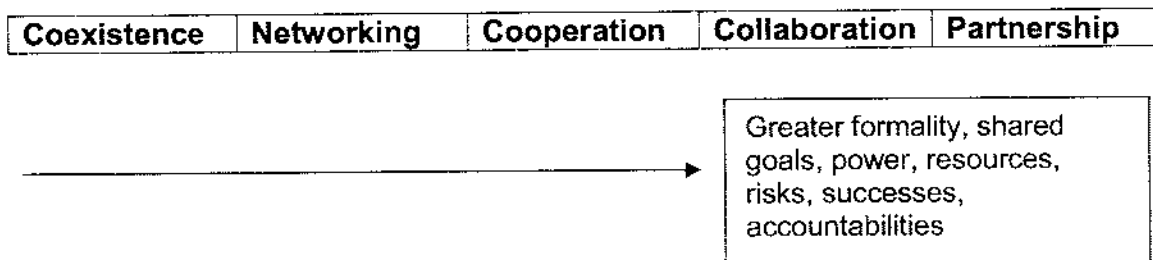


- To support Council decision makers to form relationships and governance arrangements that will further Council's strategic objectives and vision of a more sustainable city.
- To support Council decision makers to take a fair and consistent approach to forming new relationship arrangements.
- To reflect best practice in Council's decision making regarding relationship building and new governance arrangements.
- To meet the relevant requirements of the 2002 Local Government Act.
- To clarify for external parties the factors Council will consider when making a decision to enter into a new formal relationship.

## Scope of policy

Council relationships operate on a continuum, from coexistence and awareness of other parties, to formal partnerships involving significant Council funding, and/or a new entity such as a Trust or Incorporated Society.

### Relationship continuum

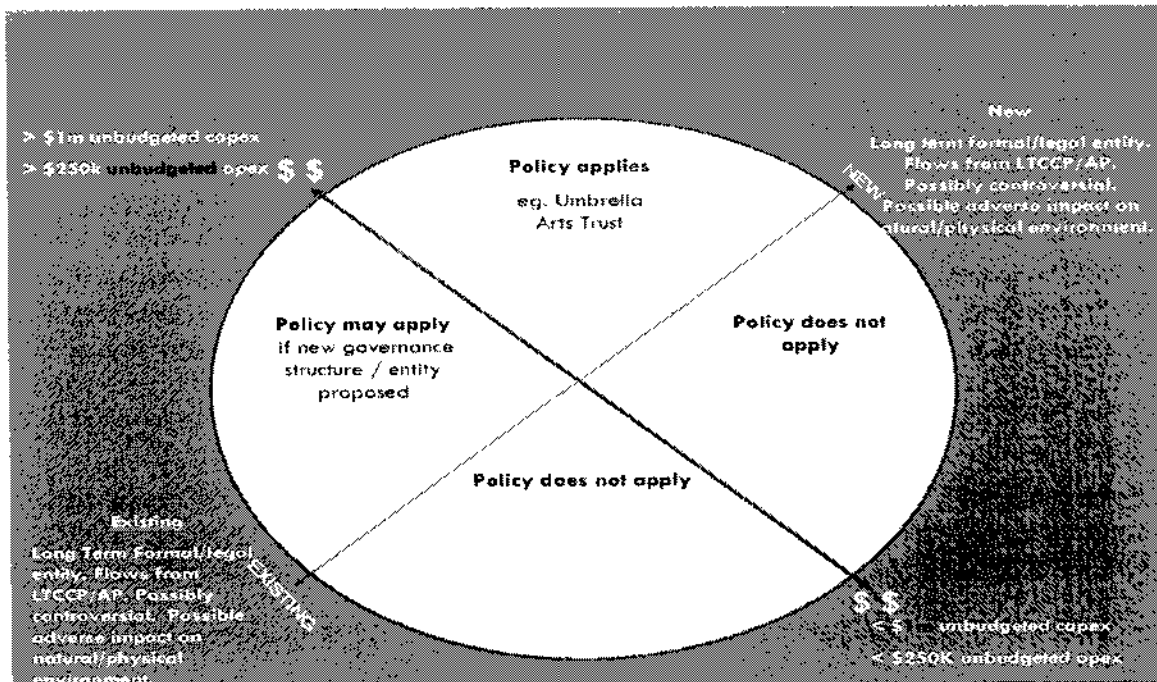


This policy will apply when Council is deciding whether to enter into a formal relationship with another party that involves the following:

- Significant Council funding and resourcing (see Council's Policy on Significance); and
- An ongoing commitment from Council; and
- Creating a new entity or governance structure.

Criteria for consideration under Council's Policy on Significance include, but are not limited to: (see diagram below)

- The extent to which the relationship flows directly from a decision already made in the Council's Long Term Community Plan or Annual Plan.
- Magnitude of net cost to Council (more than \$1,000,000 in unbudgeted capital expenditure or more than \$250,000 in unbudgeted annual operating costs).
- Likelihood of adverse impact on the physical & natural environment
- The extent to which the proposal may be controversial.



Council partnerships with the private sector, commercial contracts for goods and services and the setting up of council controlled organisations are covered under separate policies.

### Six step process

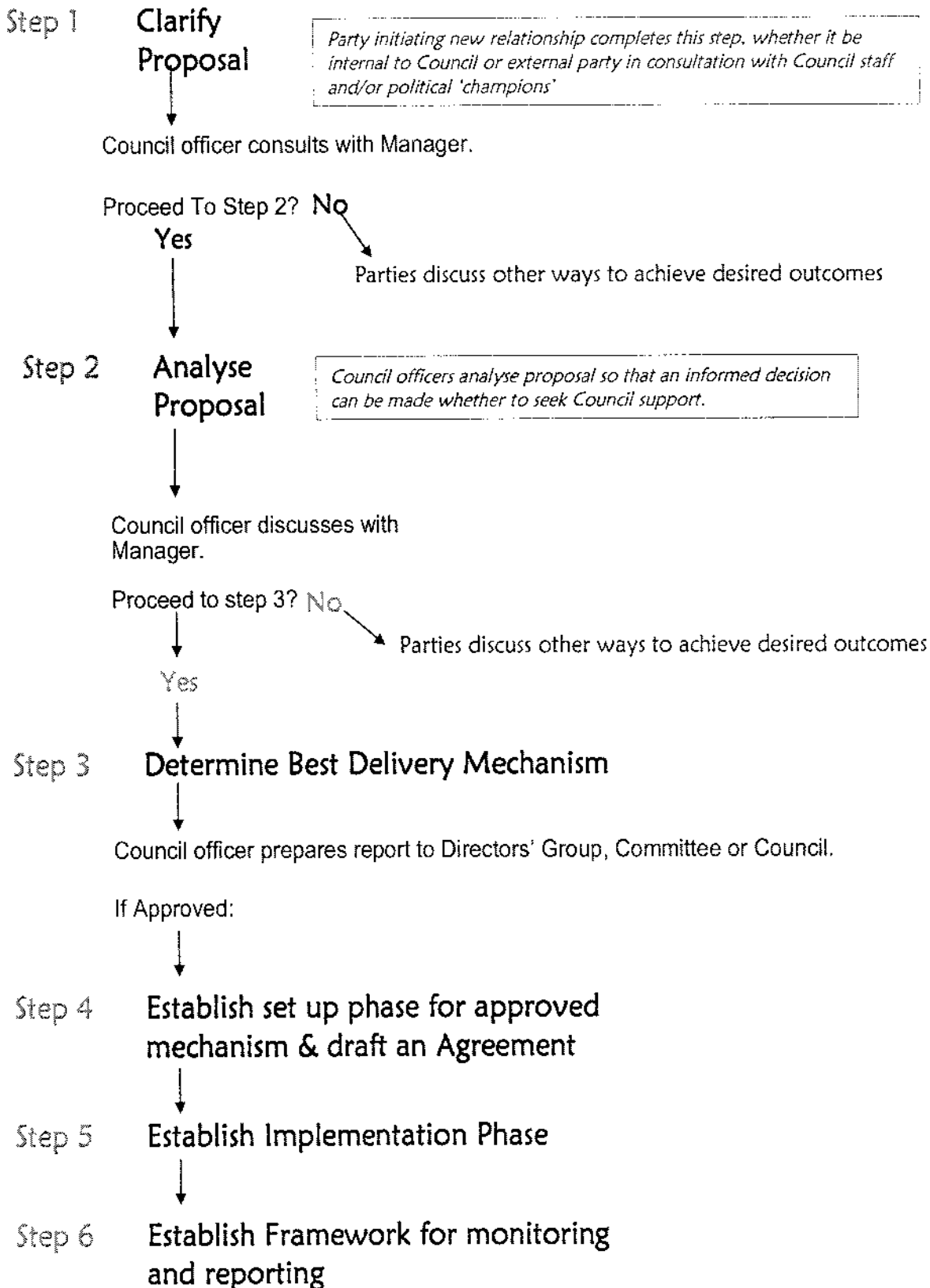
Whenever Council is considering entering into a relationship with another party that involves the above criteria, the following six step process shall be followed, and implemented through the Relationships Policy Guidelines.

1. Clarification of the proposal.
2. Analysis of the proposal.
3. If supported, how best to deliver the proposal.
4. Set up phase for approved mechanism.
5. Implementation phase.
6. Ongoing monitoring and reporting.

Adherence to this process should be clearly documented.

# Guidelines for Council Engagement in New Formal Relationships

This flow chart provides an overview of the 6 step process.  
The detailed checklist is attached



## Guidelines for Council Engagement in New Formal Relationships

### Step 1: Clarify Proposal

(To be completed by party initiating the new relationship, whether it be Council staff or external party. Can be completed in consultation with council officers and/or political "champion")

Done ✓	Action	Explanation	Refer
	List all parties	Identify all parties, roles and credentials	
	State nature of proposal	Purpose, objectives, aims	
	State how aims will be achieved	Identify methods, processes, actions	
	Determine need	Is it consistent with the community outcomes identified in the Long Term Council Community Plan (LTCCP)? What needs are being served? Who will benefit? Will any groups be disadvantaged?	LTCCP Annual Plan
	List Funding Sources	Include secure and potential sources	
	Clarify Council involvement	What is being sought – e.g. land, buildings, funding, in kind resources? Estimate staff resource. Length of Council commitment.	
	Clarify management & governance of project and Council role	Why was preferred structure chosen – was full range of potential structures considered?	
	Check that project will include monitoring & reporting procedures	Clarify that monitoring and reporting procedures are an integral part of the project	
	Council officer discusses with Manager whether to proceed to Step 2.	If decision is not to proceed to Step 2, then parties should discuss other ways to achieve desired outcomes.	

## Guidelines for Council Engagement in New Formal Relationships

### Step 2. Analyse Proposal (To be completed by Council staff)

This analysis should enable Council to make an informed decision to support or refuse Council involvement in the proposal. At appropriate stages or at the conclusion of this analysis the council officer should discuss with his/her manager whether or not to proceed with the proposal.

Done ✓	Action	Explanation	Refer
	Identify impetus for proposal	What and who is driving it?	
	Is there an established need?		
	Is there an existing entity/organisation that can deliver the proposal?	Consider internal and external resources	
	Consider strategic fit	Does it further Council's strategic objectives	LTCCP/ Strategy & development Unit
	Determine priority	Balance against other projects/needs	QBL project
	Analyse financial & other resources sought	Include staff and elected member time.	
	How will proposal be funded over time?	Opex? Capex?	AP & LTCCP Budgets
	Do risk analysis		QBL
	Check for conflicts of interest	Particularly if Councillors/Directors are involved	
	What legislation applies?		Legal Services
	Any heritage implications?		Principal Advisor – Heritage
	What policies apply?		Council intranet S&D Policy & Planning Team
	Do Parties involved have the ability to carry out the proposed roles/responsibilities?		Step One
	Is the activity of any new entity likely to be able to be ongoing & sustained?		
	Clarify nature and degree of commitment required long-term?		
	What will be foregone or compromised by approving the proposal?	e.g. What will be affected if resources are taken from elsewhere to fund the new project?	
	What are iwi/Maori views on the proposal?	If the proposal involves a significant decision in relation to land or a body of water, then the relationship of Maori and their culture & traditions with their ancestral land, water, sites, waahi tapu, valued flora and flora and other taonga must be considered (s77 (1c)).	Maori Issues Manager; Senior Analyst: Maori Policy; iwi consultation process.

## Guidelines for Council Engagement in New Formal Relationships

	Other community consultation required?	If funding for a new stand-alone entity is sought outside the annual plan process, Council should ensure that the public is adequately informed and consulted before committing significant funds.	Strategy & development – Partnerships & Advocacy Team
	Can proposal be delivered in a more efficient or effective way?		
	How would any new entity be held to account?		Legal services/QA Unit
	Determine appropriate charitable and tax status of any new entity.		Finance Unit Legal Services
	How would Council influence the direction and promote its interests within the new entity?		
	What are the key deliverables or success criteria?		
	What can be done in the event of non-performance?		

## Guidelines for Council Engagement in New Formal Relationships

**Step 3.** If supported, this step identifies how best to deliver the proposal

At the end of this analysis the proposal should be presented to Council decision makers for approval by way of Agenda report to Directors Group, Council or appropriate Committee.

Done √	Action	Explanation	Refer
	Establish or confirm the best mechanism for delivering the objectives.	Consideration of this may well have been part of step two. Evidence that different delivery options have been considered should have been presented as part of step one.	S77 (1a) of the LGA requires Council to identify all reasonably practicable options for the achievement of the objective.
	Cost & resource implications for the proposed mechanism over time	Financial plus in terms of the present and future social, economic, environmental and cultural wellbeing of the City	S&D Strategic Planning Manager LTCCP Plan for the City
	Risks & Benefits of the proposed mechanism	For example – why would you choose a Trust over a Limited Liability Company?	QA team Finance Team Legal Team
	Impact of each option on Council's ability to meet its statutory responsibilities.		S & D QA Legal Services
	The level of control Council is comfortable with having.	Ranging from CCO to Council appointees on a Trust Board.	QA Legal Finance
	The extent to which community outcomes would be promoted in an integrated and efficient manner by each option.		S&D Strategic Planning Manager LTCCP

## Guidelines for Council Engagement in New Formal Relationships

### Step 4. Set up phase for approved mechanism.

If Council approves the proposal, this phase determines the finer details of Council involvement. Use these details as a basis for drafting an agreement.

Done ✓	Action	Explanation	Refer
	State objectives and purpose of the new entity.		Auditor General advice on elements of a service agreement with a non-profit entity  Legal Services Council QA Unit
	What is expected of the parties involved?		
	How will the parties work together?		
	Deliverables		
	Key performance indicators		
	Timeframes		
	Dispute resolution processes		
	Relationship management & communication		
	Accountability arrangements	The minimum level of accountability is annual reporting to Council and for the objectives and financial reports to be available for public inspection.	
	Councillor Liability issues	What liability protection for Council appointees is provided?	Legal
	Identify Council staff and Councillors responsible for managing Council involvement		
	"Out-clauses" for Council or a process for terminating the relationship		
	Performance criteria	Link these to funding and reporting stages	
	Does it need an advisory group?	This could be a group within Council, or an independent advisor to monitor and advise the project and/or new entity.	
	Establish a reporting framework	Outline key information requirements, which are logical, understandable, reported regularly and in a timely manner, and include key milestones & targets.	

## Guidelines for Council Engagement in New Formal Relationships

### Step 5. Implementation phase

Develop & document process to appoint a governing body or Council representatives onto the governing body.

Done	Action	Explanation	Refer
√	Recruit, select and induct representatives	The role and purpose of any new entity should be clearly stated in its Deed, Statement of Intent, Contract, Service Agreement or Relationship/Partnering Agreement. All parties should agree to a "no surprises" approach in their dealings with each other.	Council's Policy on Appointment & Remuneration of Directors to Council Organisations  Legal Services for Insurance & liability advice
	Train representatives		
	Identify capital and operating costs in Council's Annual Plan and LTCCP		
	Implement a regular reporting process to Council and Community		

## Guidelines for Council Engagement in New Formal Relationships

### Step 6. Ongoing monitoring & reporting

Done √	Action	Explanation	Refer
	Develop an agreed framework for regular reporting against stated measures of performance		Strategic Planner: Monitoring
	Set up periodic review of the purpose of the relationship and/or entity		
	Set up periodic review of the performance of individuals undertaking a governance role in relation to the entity		
	Establish a protocol for terminating the entity if need be		
	Establish process for periodic independent review		
	Set up process for formal post set-up debrief/evaluation		
	Set up mechanism for appropriate reporting to the community.	Council can show that it is properly managing the community's financial and non-financial interests in the entity.	Group Manager: Partnerships & Advocacy; Strategic Planning Manager
	Set up process for reporting via Council's Annual Report.		Finance Unit



## PUBLIC INFORMATION SHEET FOR USERS OF WAIKUMETE CEMETERY

### Plot Decorations

Most people are aware that Waikumete Cemetery has for some time, been divided into high headstone and low headstone areas. It is important to know that there are now also restrictions on the decoration of grave plots.

- These conditions and guidelines for plot decorations at the Cemetery have been developed between the Waitakere City Council and community representatives, in the interests of all users of the Cemetery. They provide a working set of standards to meet the needs of both the community and the operational needs of the staff and provide the basis for people to decorate grave plots with either a 'framed plot' or a 'planted plot'. Examples of approved planted plots and / or approved framed plots are listed at the Cemetery Office.

### Cemetery Areas

- Low headstone areas: North Lawn and West Lawn
- High headstone areas: West Berm A, B & C, Protestant Berm A & B, Roman Catholic Berm A & B.
- Mixed low & high headstone areas: Muslim area.

### Frames

Waikumete Cemetery has approved galvanised metal frames and wooden picket frames in two sizes:

#### Small frames are:

- 600mm long (down the length of the grave)
- 1000mm wide (across the plot from side to side)
- 300mm high (from the ground to the top)

#### Large frames are:

- 2000mm long (down the length of the grave)
- 700mm wide (across the plot from side to side)
- 300mm high (from the ground to the top)

The small frames may be used in the low, mixed or high headstone areas of the Cemetery  
The large frames may be used **only** in the high and mixed headstone areas of the Cemetery

- NB: For safety reasons there are some areas of the Protestant Berm A high headstone area in which large frames are not permitted.

### Metal Frames

- Must remain in a galvanised condition. (no paint)
- Samples of the approved design can be viewed at the Cemetery Office
- Metal frames are able to be purchased through the Cemetery Office.

### Timber Picket Frames

- May be left in natural condition or painted white only
- Plans and instructions (showing the approved design) for timber picket frames are available from the Cemetery Office.

### All Frames

- Must remain temporary (e.g. No concrete bases)
- Must remain in a good and safe condition

### Planted Plot

A planted plot (which contains only natural plants) does not require a frame but the planted area must be the same as if a frame was used:

- For the low headstone areas of the cemetery:  
600mm long by 1000mm wide
- For the high and mixed headstone areas of the cemetery:  
2000mm long by 700mm wide

- All plants must be planted in containers set at ground level into the soil and must not exceed 300mm high.
- A template to mark out the planted plot boundaries is available from the Cemetery Office
- No pebbles, sand, pumice, bark etc., may be used on the plot.
- A list of suggested plants is available, (see attached) help and advice on planting is available by phoning Garry Hall, (Ph. (09) 837-4183).

Any such plants are to comply with the requirements set out in this information sheet.

### Framed Plot

A framed plot includes:

- Any plot with an approved frame (see details above) on the plot
- In addition to the approved frame the plot may also have within the frame the following:
  - natural plants and / or,
  - other decorations
 both of which must comply with the requirements set out in this information sheet.

**NB:** Any plot that has a combination of plants, decorations, artificial flowers etc. is classified as a 'framed plot' and not a 'planted plot', therefore the guidelines for a 'framed plot' will apply.

### Decorations

The following guidelines for decorations (including natural plants) must be followed:

- All artificial decorations on a plot must be enclosed by an approved frame.
- If an approved frame has been installed on a plot then decorations are to be contained within that frame size and are not permitted outside the frame.
- All decorations must not exceed 300mm in height.
- No decorations are to be placed on a framed plot until the approved frame has been installed.
- No plants are to be planted on a planted plot unless the boundary has first been marked out using the template available from the Cemetery Office.

### PLEASE NOTE:

- The person applying to install a 'framed plot' or 'planted plot' is responsible for keeping the plot, frame, decorations and / or plants neat and tidy.
- All plots with approved decorations and / or approved frames, plants must be registered at the Cemetery Office.
- Any person wishing to install an approved frame, decorations or plants on a plot in the future must register the plot at the Cemetery Office before doing so.

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- Any plot that is unregistered at the Cemetery Office and which has plants or decorations on the plot, frames or structures that are not standard approved or do not meet with the guidelines set down, the items will be removed and put into storage for collection.
- Plots with pots or containers of plants, containers or vases with cut or artificial flowers, provided they are free standing, on the concrete berm around the headstone is allowed providing they do not encroach onto the lawn surface or onto adjacent plots.

### GUIDELINES AND SUGGESTIONS FOR PLANTS FOR THE CEMETERY.

Plants must not grow more than 300mm high, this does not relate to the flower stems but to the "body of the plant".

Annuals - Plants that flower for a season then tend to die away.

Perennials - Plants that keep on growing and flowering and have a need to be pruned.

Spring and Summer Annuals - Pansy, Violas, Bedding Begonias, Ageratum, Livingstone Daisy, Dianthus, Alyssum, Impatiens, Spring Bulbs, Dwarf Pincushions.

Autumn And Winter Annuals - Pansy, Violas, Bedding Begonias, Dianthus, Dwarf Cinnererias, Polyanthus, Alyssum, Calendula, Wall Flowers, Primulas.

Perennials - Lavenders (Dwarf), Geraniums, Daisies (whites, pinks and yellows), Dwarf Carnations, Sweet Williams, Gizania Daisies.

Please note: that when buying your plants from a nursery or garden centre the plants have information regarding the maximum height it grows to and the conditions it enjoys growing in.

#### **Suggestions:**

- Due to extreme conditions within the cemetery between summer and winter seasonal plants may be a better choice.
- In the case of Spring / Summer plantings water crystals may be added to the soil in the plants container which will retain some moisture.
- In winter plantings a lighter soil could be used to help with drainage of excess water away from the plants.
- Choose plants that require minimal looking after if you are unable to attend the plant on a regular basis.
- Do not plant your plants in terra-cotta or clay pots as these draw the moisture away from the plants.

Should you require help or advice regarding planting or maintaining your plants contact Garry Hall, spokesperson Guardians of Waikumete Ph. (09) 837-4183.

**MANAGER: WAIKUMETE CEMETERY AND CREMATORIUM**

# Waikumete Cemetery

## APPLICATION TO DECORATE OR PLANT A GRAVE PLOT

Name/ of deceased .....

### Plot Location

Area ..... Block ..... Row ..... Plot .....

### The Applicant

Name .....

Address ..... Phone .....

*(any change of address to be notified in writing)*

### Contact Person

Name .....

*(any change of address to be notified in writing)*

Address ..... Phone .....

**Frame Type: Identify here frame type/size or planted area:** .....

Decorated plots must be contained within an approved frame.

- Frames may be galvanised metal or timber picket in large or small sizes:  
    **Large frames measure 2000mm long x 700mm wide x 300mm high**  
    **Small frames measure 600mm long x 1000mm wide x 300mm high**
- Large frames - may be installed in high or mixed headstone areas only
- Small frames - may be installed in high, low or mixed headstone areas
- **Planted plots (with only natural plants)** do not need a frame but must be the same size as the permitted frame. *(See separate information sheet available from Cemetery Office)*

### Conditions of Installation

1. The frame if metal, will remain in a galvanised condition; if timber, remain natural or painted white. The frame must remain in a good, safe and tidy condition and remain temporary (e.g. no concrete).
2. All decorations "plants, flowers, objects, etc" must remain in a safe condition within the frame.
3. The applicant will be responsible for keeping the plot, frame and decorations in a neat and tidy condition as determined by the Cemetery Manager.
4. Where conditions are not complied with cemetery management retains the right to remove the frame and/or decorations after sending a 14 day notice to the Applicant and Contact Person's address.
5. The Applicant must make the Contact Person aware of these conditions.

I believe the above information to be true and correct and agree to the above conditions.

Signature .....  
*(Applicant)*

Approved .....  
*(Cemetery Manager)*



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**A Governance Review of  
Lopdell House Society Inc.**

**November 2005**

## Background

BoardWorks International was contracted to assist the Waitakere City Council to undertake a review of the Lopdell House Society Incorporated governance process. The terms of the contract required BoardWorks to:

- Review relevant governance documentation and provide Council with comment on the beneficial and negative aspects of such a structure and documentation;
- Assist in the preparation of questionnaire's to facilitate a Council Officer undertaking interviews of the members of the Society's Management Committee;
- Meet with Council Officers to agree the key issues, possible solutions and the structure of the report;
- Review the final report prepared by Council Officers.

The following paper has been prepared by Tony Hasted (Associate) and Graeme Nahkies (Director) of BoardWorks International, to assist Council Officers in the preparation of the final report.

## Review Methodology

Following the provision of the documents listed below, Tony Hasted reviewed each paper prior to meeting with Council Officer Annika Lane to discuss the key issues arising from the interviews and the documentation review.

- Rules – Lopdell House Society Incorporated – (undated and unsigned)
- Deed of Lease between Waitakere City Council and Lopdell House Society Incorporated
- One and five year goals and objectives – August 2001 and December 2002
- Lopdell House Society one year objectives 2004
- Report on performance targets 1 Jan 2003 – 30 June 2004
- Six monthly report on performance targets Jan 2004 – June 2004
- Annual Plan submission to the Waitakere City Council 2005
- AGM reports May 2004
- Confidential supplement to agenda – Finance and Operational Performance Committee 10 October 05
- Directors Group. Lopdell House Arts Development Trust
- Funding and Service Agreement 2005/6 between LHS and WCC
- Schedule 1 to the above Agreement
- Policy manual for Lopdell House Society Management Committee 18/11/03
- Position Description Curator/Visitor Services
- Position Description Administration Manager
- Position Description Education Manager
- Individual Employment Agreement Terms – Kate Wells and Charmain Ghio
- Minutes of Lopdell House Gallery Team 11 May 2005
- Management Committee minutes 19/5/04, 16/6/04, 21/7/04, 16/8/04, 15/9/04, 20/10/04, 24/11/04, 15/12/04, 16 2/05, 16/3/05, 20/4/05, 25/5/05, 15/6/05, 27/7/05, 17/8/05, 21/9/05

## **Comments arising from documents reviewed**

The Rules state (13b and 17a) that the Management Committee shall consist of the Officers of the Society (Patron, President/Chairperson, Deputy Chairperson and a Secretary/Treasurer), 3 independent Members and two persons appointed by Waitakere City Council. The Committee has the power under Rule 17 i to fill a casual vacancy and to co-opt up to three persons who have specific talents or expertise useful to the Society.

As will be seen from the schedule of Committee attendance included in the Appendix, the Management Committee has consisted of more independent attendees than allowed for in the Rules. Based on the Committee Minutes, there are attendees who have not been elected/appointed in accordance with the Rules.

The One and Five year goals and objectives papers do not include any five year goals or objectives. There is no evidence of a strategic direction or plan setting out high level outcomes for one year let alone five years.

The Society has been working through significant financial issues, but there is no comment in any of the Management Committee Meeting minutes referring to the financial state.

Schedule 1 to the Funding and Service Agreement 2005/06 sets out Council's objectives for the Society but there is no evidence that the Management Committee had provided input into these objectives, agreed with them, or acknowledged their existence by way of note in the Minutes.

The Policy Manual is a mix of operational procedures and processes but does not contain any governance policies.

The Deed Agreement between Lopdell House Society (LHS) and Titirangi Community Arts Council (TCAC) specifies that TCAC members shall attend two LHS Management Committee meetings per year (Clause 17 n). There is no evidence from the Minutes that such attendance ever occurred.

The Management Committee Minutes don't record many of the aspects of such a Committee meeting. As an example, the Minutes do not record the departure of Mary Holehan and do not refer at all to the growing financial difficulties.

It is obvious from reviewing the Minutes, that the Committee spent all of its meeting time looking at operational matters and did not turn its attention to the longer term picture.

## **Beneficial and negative aspects of structure and documentation**

### **Structure - Governance Design Issues**

In this section of the report we review the issues that are germane to a consideration of the effectiveness of the current 'governance' structure being the Management Committee.

#### **1 Governance design principles**

As we have analysed the current structure of LHS we have taken into account the following governance design principles. These reflect our experience working with a myriad of different organisations in New Zealand and Australia. They also reflect evolving 'best practice' concepts, internationally.

1. That LHS is an important regional (Waitakere) organisation. To support its future success it has the challenge of building strong performance and a valued 'brand'. Therefore, all organisational processes (including governance) must be internally aligned and expressed consistently to external parties.
2. That the governance structure should be merit or skills-based and not a 'random' process. (What we mean by 'random' process is that if Members, when considering who to nominate for the Management Committee, do not have the job description for membership of the Committee, and also do not have a list of the competencies or skills the Committee requires before them, then the electoral process tends to be random – whoever gets 'tapped on the shoulder', or who happens to put their hand up, gets elected. Even though the totality of the Society's operation is relatively small, it nevertheless needs competence in the discharge of board members' fiduciary duties and an understanding of what is required for determining future direction.)
3. That the governing Management Committee should be clearly accountable to the Society's 'owners'.
4. That in the governance structure and processes there should be a clear distinction between the 'direction giving' leadership role of governance and the operational responsibilities of management.
5. That both Committee members and management should be in a position which allows them to be held accountable for the highest possible standards of performance in their respective (but complementary) roles.
6. That the structure be kept as simple as possible and relevant to the resources and stage of development of the organisation.

On the basis of these principles the following range of issues can be addressed and options evaluated.

## 2 Accountability

An important consideration is that of accountability within the governance structure. A well-designed governance structure ensures that the governing board cannot become a law unto itself. The board should always be able to identify a clear connection between itself and the 'ownership' of the organisation. Rather than being thought of as a higher level of 'management' it should always be understood that a governing board is a sub-group of the 'owners' (however these might be defined). It should always be clearly accountable to that ownership and be required to ensure that the organisation delivers value for that ownership.

In the present situation the owners of LHS might, in a broad sense, be defined as the Waitakere Community because of the significant involvement of the Waitakere City Council both by way of representation on the Management Committee and the funding of LHS. This is not a “shareholding” type of ownership but more a form of what is sometimes referred to as “moral” ownership.

Since the formation of the Society some 20 years ago there have been a number of significant changes within the local government sector including the enactment of new legislation that has substantially affected the roles, responsibilities and activities of local government (Local Government Act 2002).

As a result of this legislation it is probable that the roles and strategies adopted by local bodies in the future may be quite different than in the past. In particular, the demands on local government are likely to become even broader and thus discourage councils from engaging as directly in the affairs of bodies like the Society as may have been the case previously. There are signs that local authorities are distancing themselves from the type of direct involvement they have had in the past in fields like the arts and culture.

One of the issues for local authorities is the extent to which their participation, either directly or indirectly on the boards of community agencies such as the Society, carries with it an expectation of financial underwriting or an even wider liability for the affairs of the Society.

For this reason, the time may have come to reconsider the extent to which the WCC is involved directly in the governance of LHS.

## **Documentation**

As will be gathered from the comments under the Document Review, the documentation for Lopdell House Society is inadequate.

In the documentation reviewed, there are no ‘governance’ policies to guide the Management Committee; there is no job description for members of the Committee; there is no job description for the Director; there are no 5 and 1 year plans and the Minutes of the Committee meetings leave considerable doubt as to what occurred at the meetings.

## **Significant structure and governance findings**

The question needs to be asked as to whether a Management Committee is the most appropriate form of governance for Lopdell House. The term ‘Management Committee’ carries with it the expectation that the members will act as managers. But as they only meet monthly, their ability to understand the nuances of day-to-day management of the Society are limited and are likely to significantly cross over the endeavours of the Director.

An example is the matter of the Society’s financial difficulty. Was it the Director’s responsibility to draw that to the attention of the Committee, or the Treasurer? The Minutes do not mention the appointment of a Treasurer, so where did the responsibility for the financial performance of the Society lie?

Given the financial dimensions of the Society, a Committee authorised by the Rules to consist of a minimum of 8 members, but with the capacity to extend to 11 members invites dysfunctionality.

While not necessarily elements of dysfunctionality, the Committee's failure to consistently produce a five year and one year plan; to fail to notice and act upon the slide into financial difficulty; and the loss of two Directors within approximately 15 months lead to the conclusion that the 'owners' of Lopdell House are not being well served by the Management Committee.

### **Interview process & summary of findings**

Management Committee members completed a self assessment, chair assessment and committee assessment as per the attached sample questionnaire's . The Council's Senior Analyst: Governance & Infrastructure conducted follow-up interviews. The Society's Director and the Council's Manager: Arts, were also interviewed.

Although there is strong individual commitment, passion and enthusiasm, it is clear that Committee Members do not have an agreed strategic direction for the Society other than the development of the building through the work of the Lopdell House Development Trust and the Society's role within that. There has been no revisiting of the one and five year plan developed in December 2002.

The Committee appears to have been lurching from month to month, acting reactively rather than proactively.

The engagement of members in Society matters is very limited. This raises the question of the effectiveness of the current structure. For example the last AGM resulted in what was effectively a coup, where three existing members were replaced with three single-issue members who have all since resigned.

Committee members have differences of opinion about who the stakeholders are other than Council and what kind of relationship the Committee should have with those stakeholders.

There is a mixed perspective on whether or not the line between governance and operational matters is blurred and a mixed understanding of the Committee's roles and responsibilities and the Director's roles and responsibilities.

Meeting protocols clearly need to be reviewed, requiring documented decision-making, time for discussion of strategic issues, less time spent on operational matters, improved minute-taking.

There are effectively no policies and procedures.

The Chair needs to communicate with other Committee members and involve himself in less independent decision-making.

Staffing matters are of some concern. Not one person employed at the Gallery at the moment has been recruited through proper recruitment processes. Staff have all moved "sideways" into their roles.