

World Heritage Steering Committee for the Royal Exhibition Building and Carlton Gardens

Terms of Reference



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Acknowledgment

We acknowledge and respect Victorian Traditional Owners as the original custodians of Victoria's land and waters, their unique ability to care for Country and deep spiritual connection to it. We honour Elders past and present whose knowledge and wisdom has ensured the continuation of culture and traditional practices.

We are committed to genuinely partner, and meaningfully engage, with Victoria's Traditional Owners and Aboriginal communities to support the protection of Country, the maintenance of spiritual and cultural practices and their broader aspirations in the 21st century and beyond.

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Purpose of this document

1. The purpose of this document is to support robust, transparent, equitable and accountable governance of the Royal Exhibition Building and Carlton Gardens and ensure that the structure, functions and authorising environment of the Steering Committee are strong and meet the requirements of the United National Educational, Scientific and Cultural Organisation (UNESCO) and the expectations of the community.

Introduction

Name of the Steering Committee

2. The Steering Committee is to be known as the World Heritage Steering Committee for the Royal Exhibition Building and Carlton Gardens ('REB&CG Steering Committee' or 'Steering Committee' if it is clear which committee is being discussed).

About the Steering Committee

3. The Steering Committee was established in 2004 under the *Heritage Act 1995*. It operates in accordance with the *Heritage Act 2017* (Heritage Act).¹ The Heritage Act requires a steering committee to be appointed for each place in Victoria that has been inscribed on the UNESCO World Heritage list and included in the Victorian Heritage Register. The Royal Exhibition Building and Carlton Gardens (REB&CG) was inscribed on the World Heritage List in 2004 and is included in the Victorian Heritage Register as H1501. Members are appointed by the Minister for Planning (the Minister).
4. The Steering Committee is classified as a Group C2 organisation² in the Department of Premier and Cabinet's Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration>. This classification means it is a body established by legislation to investigate/monitor and advise/report to Government on issues considered to be of importance within the portfolio or where there is a high degree of concern within certain sections of the community. Information relating to the Steering Committee must be kept up to date in the Victorian Public Sector Commission's [Government Appointments and Public Entities Database \(GAPED\)](#).³

Role and Responsibilities of the Steering Committee

5. The role of the Steering Committee is to protect and communicate the diverse heritage values of the Royal Exhibition Building and Carlton Gardens, and advocate for financial investment in, and sustained management of, the site and its surrounds for all communities, now and into the future.
6. The Steering Committee facilitates collaborative and coherent site management of the REB&CG, and advocates for effective and consistent management of the World Heritage site and the World Heritage Environs Area (WHEA) 'buffer zone', in accordance with the World Heritage Management Plan (WHMP).
7. The Steering Committee may commission experts or advisors to assist in the discharge of its responsibilities.
8. The functions of the Steering Committee are set out in the Heritage Act:⁴
 - (a) to prepare a WHMP for the listed place; and
 - (b) to assist in the implementation of an Approved WHMP for the listed place; and
 - (c) to report as required by the Minister on the carrying out of its activities.

¹ s. 181(1) of the *Heritage Act 2017* (Vic)

² Letter from the Minister for Planning to the Premier of Victoria, 2009, BMIN00403; file no. PL-HE/05/0152

³ <https://www.vic.gov.au/guideline-maintaining-data-about-victorian-entities-and-appointments>

⁴ s. 182 of the *Heritage Act 2017* (Vic)

9. The Steering Committee will document how it will fulfill its functions in its Strategic Vision.
10. The Steering Committee may regulate its own proceedings, subject to the membership and quorum requirements set out in the Heritage Act.

Membership

Membership Requirements

11. The Heritage Act requires the Minister to appoint a steering committee for the REB&CG. The steering committee must include the following members⁵:
 - (a) the Executive Director of Heritage Victoria who is the Chairperson; and
 - (b) if the listed place is Crown land or land vested in a Minister or public authority, any persons who are responsible for the management of the listed place and who are appointed by the Minister; and
 - (c) in the case of any listed place on other land, any person who is the owner or occupier or is concerned in the management of the listed place and who is appointed by the Minister; and
 - (d) any other persons that the Minister considers appropriate.

Membership

12. When first established, the Steering Committee consisted of three members. Members included the Executive Director, Heritage Victoria, and representatives from Museums Victoria and City of Melbourne, both of which have management responsibilities for Crown land or land vested in a public authority. In accordance with the 2013 WHMP, membership was expanded to include two non-voting community advisers. These advisers represent the City of Yarra, which manages part of the WHEA buffer zone around the REB&CG, and the National Trust of Australia (Vic).
13. The Steering Committee consists of –
 - the Executive Director, Heritage Victoria (Chairperson)⁶
 - a representative from City of Melbourne⁷
 - a representative from Museums Victoria⁸
 - a representative from City of Yarra⁹
 - a representative from the National Trust of Australia (Victoria)¹⁰
14. Further changes to membership may be indicated from time to time in the Strategic Vision.

Recruitment and Selection

The Chair and persons appointed to act for the Chair

15. The Heritage Act specifies that the Chair is the Executive Director of Heritage Victoria. The Executive Director is automatically appointed a member of the Steering Committee and the role of Chair forms part of the Executive Director's legislative responsibilities.
16. The process for appointing a person to act for the Chair differs to the process for other members. Persons with delegated authority to act as the Executive Director (for example, during a period of leave) may act as Chair of the Steering Committee. Under section 20 of the Heritage Act, the Executive Director may also, by instrument, delegate the role of the

⁵ s. 181(2) of the *Heritage Act 2017* (Vic)

⁶ s. 181(2)(a) of the *Heritage Act 2017* (Vic)

⁷ s. 181(2)(b) of the *Heritage Act 2017* (Vic)

⁸ s. 181(2)(b) of the *Heritage Act 2017* (Vic)

⁹ s. 181(2)(d) of the *Heritage Act 2017* (Vic)

¹⁰ s. 181(2)(d) of the *Heritage Act 2017* (Vic)

Steering Committee to a specific officer or employee.¹¹ If a person from Heritage Victoria is appointed, by instrument, to act for the Chair, the delegation should be recorded in the minutes of the Steering Committee and Heritage Victoria delegations should be updated to reflect the appointment. The delegation would apply under the following circumstances:

- (a) if the holder of the office is or will be absent or, for any other reason, unable to perform the functions and duties of the office; or
- (b) if the holder of the office is or will be, for any reason, unable to perform a particular function or duty on a particular occasion or in relation to a particular matter, to perform that function or duty on that occasion or in relation to that matter; and
- (c) if the delegated staff member or Secretariat of the Steering Committee receives notice from the Chair or Acting Chair that these circumstances apply; and
- (d) the notice specifies the period in which these circumstances apply.

17. The delegation would be valid from the date it is approved by the Executive Director until such time as it is amended or revoked or immediately on the departure of the staff member from Heritage Victoria.
18. If the circumstances outlined in (a) or (b) above also apply the delegated staff member, the delegation reverts to any person given the delegation to act in the role of Chief Executive of Heritage Victoria.

Members representing a specified organisation

19. The City of Melbourne and Museums Victoria are represented on the committee under section 181(2)(b) of the Heritage Act, which states that any person who is responsible for land that is Crown land or vested in a public authority and appointed by the Minister will sit on the steering committee for a listed place. In 2013, two community advisors were appointed to represent the National Trust and City of Yarra respectively, in accordance with the recommendations of the 2013 WHMP and section 181(2)(d) of the Heritage Act.
20. Organisations should consider whether more than one member is required to ensure that the organisation is represented at all times.
21. When nominating a member to represent it, the nominating organisation must ensure all internal approvals are obtained. When making a nomination, organisations should review the Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration> and note that:
 - Proposed members should reside in Victoria.
 - No less than 50 per cent of all new appointments should be women.
 - Appointments should, as far as practicable, reflect the diversity of the Victorian community.

Other members

22. The Chair must develop and maintain a skills matrix to inform the filling of vacancies and to assist succession planning. Should recruitment of additional members be required to provide specific skills, appointments should comply with the Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration>.

Approving an Appointment

23. Section 181(1) of the Heritage Act requires the Minister to appoint a steering committee for each place in Victoria inscribed on the World Heritage list and included in the Victorian Heritage Register. The appointment of members is exempt from Cabinet approval.

¹¹ Refer to the Victorian Public Sector Commission for a template for the Instrument of Delegation: <https://vpssc.vic.gov.au/wp-content/pdf-download.php?postid=22781> or see previous papers relating to Instruments of Delegation.

24. On 26 March 2020, the Minister for Planning partially delegated responsibility for appointments to the Steering Committee.¹² The delegation is held by the Executive Director, Planning Implementation, and Heritage, and the Deputy Secretary, Planning, both of the Department of Environment, Land, Water and Planning (DELWP). The delegation applies where the appointment replaces a member of an organisation that the Minister has already approved as a member. These organisations include:
- Heritage Victoria
 - the National Trust
 - City of Yarra
 - Museums Victoria
 - City of Melbourne
25. New members from other organisations not included in the delegation require approval from the Minister. Where possible, briefings to the Minister on appointments should take place at least six months before a vacancy needs to be filled. Submissions for new appointments must include the reasons for the selection of the candidate and indicate how the appointment will affect the gender composition of the committee. The Minister or the delegated representative should be given the opportunity to contribute to the selection of candidates.
26. Before membership can be approved, all relevant checks required by the Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration> must be completed (see the guidelines for the relevant forms). These include:
- a satisfactory Declaration of Private Interests (to the satisfaction of the Minister or delegate)
 - a National Personal Insolvency Index check
 - an Australian Securities and Investment Commission banned and disqualified persons check.

Term of Appointment

27. The Chair is the Executive Director of Heritage Victoria. The role of Chair is part of the legislative requirements of the serving Executive Director.
28. Members other than the Chair are to be appointed for a three-year, renewable period. Where memberships are to be renewed, the process should begin six months in advance of expiry. There is no limit on the number of times the membership of a member may be renewed, should the Minister or the Minister's delegate support the renewal.

Termination of Appointment

29. With the exception of the Chair, members may resign at any time. For members appointed to represent an organisation, membership ends if the member leaves the organisation they were appointed to represent. Where possible, members should give advance notice to the Chair if a replacement member is likely to be required. In other cases, termination of an appointment and a decision on whether to renew membership of an existing member is at the discretion of the Minister.

¹² MBR041895, 26 March 2020. A previous delegation made in September 2017 to the Executive Director of Heritage Victoria expired as it was made under the *Heritage Act 1995* (Vic) and the Heritage Act had no transitional provisions to allow the delegation to continue. The current delegation was prepared to avoid perceptions of conflicts of interest arising from the Executive Director of Heritage Victoria's position as Chair of the Steering Committee.

Duties of Members

Meeting Attendance

30. Members must attend meetings whenever possible.
31. Members are required to attend a minimum of seventy-five per cent of all meetings in any given financial year. This requirement is set out in the Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration>.
32. If a member is unable to attend, the member should advise the secretariat or Chair as far in advance as possible. Meetings may be moved if a quorum cannot be achieved. An attendance register should be maintained and reviewed during an annual audit and information on attendance published annually.
33. Members may be required to attend hearings in years when the WHMP is being reviewed.

Authorised Spokesperson

34. The Chair is the authorised spokesperson for the Steering Committee. The Chair may appoint another member of the Steering Committee as spokesperson on a specified matter.

Code of Conduct

35. Members are to abide by the Victorian Public Sector Commission's [Code of Conduct for Directors of Victorian Public Entities](#).¹³

Conflicts of Interest and Duty

36. Conflicts of interest should be a standing item on the agenda at the start of each meeting. Conflicts arising during a member's term of appointment should be declared at the beginning of each meeting or when the conflict arises via the Chair.
37. Conflicts of interests can be actual, potential, or perceived. Conflicts of duty can occur when a member's substantive role conflicts with its role on the Steering Committee. If such conflicts arise, consider whether it is generally in the public interest for the person to be involved in the matter in relating to the Steering Committee or in their substantive role. Contact the DELWP governance team for further advice if required.¹⁴ The Victorian Public Sector Commission's [Conflicts of Interest and Duty Guidance for Directors](#)¹⁵ provides advice on how to identify, avoid and manage conflicts of interest and duty. In the case of any inconsistency between the policies and guidance of Steering Committee documents and other management documents relating to the REB&CG, the approved WHMP takes precedence.

Time commitments

38. Some years will require greater time commitments than others from members. Time commitments are likely to be lower in years when the WHMP is not being revised. As a general indication, members may expect to be required to commit approximately six days' work per year. Work will include attendance at a minimum of four meetings per year and attendance at hearings when required.

Voting Rights

39. All appointed members may move a motion.
40. Currently, only members from Heritage Victoria, City of Melbourne and Museums Victoria have the right to vote. With the approval of the Minister, it is intended to expand voting rights

¹³ <https://vpssc.vic.gov.au/resources/code-of-conduct-for-directors/>

¹⁴ Email the Governance Team (DELWP) on governance@delwp.vic.gov.au.

¹⁵ <https://vpssc.vic.gov.au/resources/conflict-of-interest-and-duty-guidance-for-directors/>

so that all members have equal voting rights.

41. In the event that more members are appointed and one organisation is represented by more members than other organisations, each represented organisation will be granted the equivalent number of votes to maintain equal representation.
42. In the event of a split decision, the Chair has the casting vote.
43. Where a decision is required by the Steering Committee at short notice, a decision may be made with written confirmation of support from all members or their appointed alternates.

Budget

44. DELWP is responsible for providing the budget to cover for remuneration costs and reasonable out-of-pocket expenses incurred by members of the Steering Committee in the course of their duties.
45. As a guide, budgets relating to membership should allow for a minimum of six days' work per paid member per year. Work includes attendance at a minimum of four meetings per year and attendance at hearings when required. Expenses should be kept to a minimum where possible through measures such as holding meetings online.
46. DELWP will support the Steering Committee by providing Secretariat services and by contributing to the Working Group.
47. Member organisations may provide support to the Steering Committee by contributing to the Working Group and may contribute funding to revise all or any part of the WHMP.
48. The Steering Committee will document its planned approach to other budget matters including plans for securing funding and reviewing funding matters in its Strategic Vision and other relevant documents.

Remuneration and Expenses

49. All appointees, whether remunerated or unremunerated, are eligible to be reimbursed for reasonable out-of-pocket expenses through the payroll system through the submission of a [Committee member claim form](#).
50. Public sector employees serving on the committee are not eligible for remuneration where membership is a requirement of their substantive position or is undertaken in the course of their usual duties for their role. This includes employees appointed as members from Heritage Victoria and Museums Victoria.
51. Members outside of the Victorian Public Services are eligible for payment according to the Department of Premier and Cabinet's Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration>. This includes the National Trust, City of Melbourne and City of Yarra. Any payment would be made to the organisation that the member represents, as required by the Appointment and Remuneration Guidelines.
52. Remuneration is approved by the same decision-maker that approves the appointment. This means the approval of the Minister is required for payment to any member appointed outside of the Victorian Public Service. Approval should be sought at the time of appointment where possible.
53. The Minister for Planning confirmed the committee is a Group C2¹⁶ organisation in 2009. For the current fees payable for Group C2 organisations, refer to the Appointment and Remuneration Guidelines <https://www.vic.gov.au/guidelines-appointment-remuneration>.

¹⁶ Letter from the Minister for Planning to the Premier of Victoria, 2009, BMIN00403; file no. PL-HE/05/0152

Meetings

Frequency

54. The Steering Committee shall meet at least four times per year. Additional meetings may be required. An eighteen-month schedule with dates and times for ordinary meetings should be confirmed at the start of each meeting and reconfirmed in full at the start of each calendar year to support full attendance. Dates may be altered if a quorum cannot be achieved. Extraordinary meetings may be scheduled as and when required.

Format

55. Meetings should be held virtually or via teleconference where possible to minimise expenses. Meetings in person can be held at any convenient location. Agendas and papers should be circulated to members at least one week in advance.

Quorum

56. A quorum is constituted by a majority of members.¹⁷

Attendance of Observers, Advisors and Guests

57. Observers and advisors may attend meetings with the agreement of the Chair. Other guests and advisors may be invited to attend and provide advice to the committee. Invited guests, observers and advisers attend at their own cost unless otherwise approved by the Chair.
58. The Steering Committee may invite attendees from agencies such as the Commonwealth Department of Agriculture, Water and the Environment (DAWE), UNESCO, the Heritage Council, other World Heritage Steering Committees, or other relevant experts or organisational representatives from time to time to facilitate professional experience and skill sharing on National and World Heritage matters.

Secretariat Support

59. Heritage Victoria will serve as the Secretariat for the Steering Committee. Heritage Victoria will provide secretariat support by:
- coordinating meeting dates, attendance, and attendance information.
 - liaising with the Chair and members to develop agendas.
 - collating and circulating meeting invitations and papers.
 - taking and circulating meeting notes.
 - managing the appointment of new members and the renewal of membership.
 - maintaining committee information on the Heritage Victoria website.
 - maintaining the Terms of Reference.
 - processing committee reimbursements and payments, where required.
 - supporting the review and implementation of the WHMP in association with the Working Group.
 - maintaining the Engage Victoria website (or similar engagement platform) during WHMP reviews.
 - calling for, coordinating and acknowledging submissions on Steering Committee documents.
 - coordinating any WHMP hearings held in relation to submissions on Steering Committee documents.
 - establishing and maintaining the Steering Committee inbox in consultation with members, as required.
 - maintaining a focus on the Terms of Reference, Strategic Vision and action lists.
 - providing advice to assist the Steering Committee to discharge its roles and

¹⁷ s. 181(3) of the Heritage Act 2017 (Vic)

responsibilities.

- supporting reporting and periodic reporting to the Minister, DAWE and the World Heritage Committee, as required.

Sub-Committees

60. Members of the Steering Committee may form one or more sub-committees to consider specific matters of business in detail. Sub-committees may include appointed members of the Steering Committee. External parties may be co-opted where required, with approval from the Steering Committee. Sub-committees should be guided by terms of reference set by the Steering Committee. Sub-committees may make recommendations to the Steering Committee for adoption at a meeting or by approval from the Chair. The Steering Committee may delegate specific decisions to the sub-committee with agreement from all members.

Working Group

61. The Working Group is a group that meets approximately once per month or as required by the business of the Steering Committee. It is coordinated and chaired by officers from Heritage Victoria. Members are officers from the organisations represented on the Steering Committee. It is the responsibility of each organisation represented on the Steering Committee to arrange for a Working Group member to support the Steering Committee member and to meet the time commitments required. Members may be the same as or different from members of the Steering Committee. The Working Group will support the work of the Steering Committee by:

- assisting in the implementation of Steering Committee actions.
- providing relevant information to assist the Steering Committee in its deliberations.
- supporting the briefing of the Minister on Steering Committee matters, as required.
- facilitating updates to Steering Committee documents including the WHMP.
- assisting the Steering Committee to operate in accordance with legislation, the Approved WHMP, the Strategic Vision and associated action lists.
- reviewing and responding to issues raised in submissions on Steering Committee documents.
- reviewing and advising on issues that may affect heritage values of the REB&CG.
- reviewing, advising on, and responding to queries received through the consultation inbox.
- supporting the appointment of members to the Steering Committee, as required.
- supporting reporting and periodic reporting to the Minister, DAWE and World Heritage Committee, as required.

Communication¹⁸

How can community members contact the Steering Committee?

62. The Steering Committee recognises the roles of stakeholders and the community in the conservation of the REB&CG. To provide a means of involving communities in the management processes, it will establish, publish and maintain an email address to facilitate communication between the Steering Committee and community members on matters relating to the REB&CG. If individual members receive communication relating to the REB&CG that relates to a Steering Committee matter, members may refer the matter on to the Steering Committee email address. Responses will be made on behalf of the Steering Committee as a whole, following discussion by members where required. Matters raised by members of the community may be included as a standing agenda item. The Steering Committee may delegate responses to a community enquiry or concern, to one or more of the Working Group members or to the Secretariat.

¹⁸ Plans to prepare a communication plan may result in this a review of this section.

How should members communicate with each other on issues affecting the REB&CG?

63. To support coordinated management, members should advise the Steering Committee via the Secretariat or the Chair as soon as possible of any actions or issues they consider have potential to impact or may be perceived to impact any identified heritage values of the REB&CG or the WHEA. Recent or upcoming actions or issues affecting heritage values may be included as a standing agenda item.
64. For actions or issues that have potential to impact on National or World Heritage values, members may seek advice or support from the Steering Committee for their organisation when determining whether an action should be referred to the Commonwealth under the *Environment Protection and Biodiversity Conservation Act 1999* (Cth) (EPBC Act). The Steering Committee may choose to refer an action to the Commonwealth, where it sees fit. The Steering Committee may delegate such reviews to any sub-committee established for this purpose. Recommendations of the sub-committee may be progressed with the approval of the Chair. The Steering Committee may seek external expert advice to assist with determining its position on matters affecting heritage values of the REB&CG.

How should the Steering Committee communicate with other World Heritage Agencies?

65. The Steering Committee will establish and maintain regular communication with the DAWE on matters concerning the World Heritage listing of the site. The Steering Committee may invite attendees from DAWE and other World Heritage agencies from time to time to facilitate professional experience and skill sharing on National and World Heritage matters. The Steering Committee will support the preparation of a Periodic Report to the World Heritage Committee every six years or as required.

Reporting

Strategic Vision and Annual Audit

66. The Steering Committee shall prepare a strategic vision every three years to guide its activities. To support accountability and transparency, the Steering Committee shall undertake an annual audit which will include a review and an update of its strategic actions.

Periodic Reporting to the World Heritage Committee

67. The Steering Committee will support the preparation of a Periodic Report by DAWE to the World Heritage Committee every six years or as required. It will take into account any Action Plan or recommendation arising from the reporting process.

Reporting to Minister

68. The Steering Committee will report to the Minister on its activities and any relevant matters relating to the REB&CG and WHEA when required and not less than once per year. Relevant matters may include but are not limited to reporting on priority projects, budget and funding.

Information about the Steering Committee to be made Publicly Available

69. The World Heritage Management plan must be made available on the Heritage Victoria website <https://www.heritage.vic.gov.au/>. The following information should be available on the website, where possible:
- Minutes
 - Terms of Reference
 - Strategic Vision
 - Reports to the Minister
 - Annual audit results
 - Periodic reports to the World Heritage Committee
 - A list of committee members
 - Information on organisations represented by members

- Agreements relating to the management of the place including memorandums of Understanding and bilateral agreements.
 - an email address that can be used to contact the Steering Committee
70. During a review of the WHMP, information on the review should be maintained on the Engage Victoria or other relevant website throughout the review process.

Adoption and Review of Terms of Reference

71. Terms of Reference should be proposed by the Chair and adopted on receipt of support by a majority of members. Terms of Reference should be reviewed every three years or sooner if required. These terms of reference were first adopted on 26 July 2022.