

Corporate Governance Framework

2025



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<p><i>*Note: Any reference to Legislation will be updated in the Strategy/Plan as required. See website http://www.legislation.nsw.gov.au/ for current Acts, Regulations and Environmental Planning Instruments.</i></p>	

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1. The Governance Framework

1.1 Governance Defined

1.1.1 Purpose

This Corporate Governance Framework has been prepared to ensure our compliance with all relevant legislation including the *Local Government Act 1993* (the Act) and the pursuit of best practice as a democratic local government.

This Framework is an overview of the governance program that has been put in place at Narrandera Shire Council (Council) so that Council officials can meet their governance responsibilities. It also enables our community and stakeholders to have an understanding of the Corporate Governance Framework and demonstrates how all people associated with Council can participate.

1.1.2 What is governance?

Put simply, governance is the act of governing. It encompasses all the relevant legislation, regulations, policies, procedures, guidance, systems, rules and processes for making and implementing decisions, that define expectations, delegates and grants powers or outlines of performance. Governance is how Council ensures and enhances good governance principles throughout our organisation, in order to maintain the trust and confidence of our community.

1.1.3 What is 'Good Governance'?

Good Governance relates to processes and behaviours essential for Council to achieve its intended purpose, and conforms by complying with all relevant laws, codes and directions while meeting community expectations of probity, accountability and transparency.

It impacts on all sectors of our community and the practice of Good Governance is considered critical in ensuring that:

- (a) Council meets its ethical and legal obligations
- (b) Council establishes and maintains confidence and trust in carrying out its functions
- (c) Council makes decisions that are consultative and are in the best interests of all stakeholders
- (d) Council provides transparency and accountability for all its actions
- (e) Council reviews and improves the services provided to our community.

1.1.4 Why is Good Governance important to Council?

Good Governance is important to Council as it:

- (a) Underpins the confidence that the confidence our community has in Council, our leaders, and our services
- (b) Affects the quality of our outputs – specifically our services, programs, projects and events
- (c) Is a value-adding activity in that it influences the effectiveness and efficiency of our services, programs, projects and events

- (d) Ensures that Council meets its legislative responsibilities and complies with statutory requirements
- (e) Is a strong reminder to Council that it is ultimately accountable to the community we serve.

Good Governance must be accompanied by a strong and healthy governance culture. It is necessary therefore the attitudes, values, beliefs and behaviours of Council's leaders support Good Governance and align with the Good Governance principles, outlined below. This will result in the Council, the General Manager, employees and community being confident that our organisation is being run efficiently; is sustainable; and is effectively carrying out the objectives, policies and plans of Council.

1.1.5 Principles of Good Governance

Good Governance is defined by the following principles:

Table 1 Principles of Good Governance

Principle	Description
Accountable	Council has an obligation to be accountable and report, explain and be answerable for the consequences of decisions we have made on behalf of our community.
Transparent	Our community and stakeholders should be able to follow and understand our decision-making processes. This means they will be able to clearly see: <ul style="list-style-type: none"> (a) how and why a decision was made, (b) what information, advice and consultation Council considered, and (c) which legislative requirements (when applicable) Council followed.
Rule of Law	Council must observe the rule of law and ensure that our decisions are consistent with relevant legislation or common law and are within the powers of Council.
Responsive	Council must endeavour to serve the needs of our entire community, while balancing conflicting interests in an appropriate, timely and responsive manner.
Equitable and Inclusive	Our community's wellbeing derives from our community's satisfaction that Council has considered their interests in the decision-making process. In practice, this means that all groups and stakeholders – particularly the most vulnerable and disadvantaged – should have opportunities to participate in the decision-making process.
Effective and Efficient	Council should implement decisions and follow processes that make the best use of available staff, resources and time, to ensure the best possible results for our community.

Participatory	Anyone affected by or interested in a decision should have the opportunity to participate in the process for making that decision, whether this is by being provided with information, or consultation to provide them with opportunity to give their opinion or recommendations.
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1.2 Introduction

Local governments are experiencing increasing scrutiny of their operations and activities, creating a need for full and open disclosure of their governance systems and processes. We must consider the principles of key stakeholder rights, risk management, corporate reporting and disclosure, to develop suitable governance frameworks that ensure effective, transparent and sustainable administration of Council’s affairs.

1.2.1 The Governance Lighthouse

The Audit Office of NSW provides a strong framework for public sector organisations and agencies, including local councils, to use as their governance framework. Known as ‘the Governance Lighthouse’, the framework is set across eight (8) key principles and 17 components that underpin Good Governance and promote public confidence.

Figure 1 NSW Audit Office Governance Lighthouse



2. Our Governance Framework in Action

Council is a dynamic organisation providing many different services to residents and businesses of the Narrandera Shire local government area, as well as those visiting and working in our community. It is important to view our day-to-day activities through the lens of Good Governance by recognising different activities, policies, procedures and frameworks provide opportunity to demonstrate strong governance and leadership in facilitating good decision-making and management.

Governance should be recognised through the implementation of processes and procedures that demonstrate transparency and accountability. Governance is accompanied by a Good Governance culture whereby attitudes, values, beliefs and behaviours of leaders must set the standard and be reflected in roles and responsibilities.

Council’s Corporate Governance Framework is illustrated in *Figure 2*, below.

Figure 2 Narrandera Shire Council Governance Framework

Principle 1: Management and Oversight	
Leadership Strategies and Plans Delegations Equal Employment Opportunity (EEO) framework	
Principle 2: Structure	Organisation Structure Council Committees
Principle 3: Ethics	Code of Conduct Council Policies
Principle 4: Corporate Reporting	Statutory Reporting Performance Reporting Financial Reporting
Principle 5: Disclosure	Access to Council Information Pecuniary and non-pecuniary interest disclosures Public Interest Disclosure (PID) reporting
Principle 6: Remuneration	Councillor remuneration General Manager remuneration Employee remuneration
Principle 7: Risk Management	Risk Management Framework Internal Audit Program and Plan
Principle 8: Key Stakeholder Rights	Councillors and Council meetings Community Engagement Strategy Customer Service and Complaint Handling framework Community Satisfaction Survey

2.1 Our Culture and Corporate Values

Good Governance is reflected in Council’s corporate values, which guide our behaviours. All employees are actively encouraged to keep these values “front of mind” in their dealings with colleagues, Councillors, customers, community and other stakeholders.

Table 2 Narrandera Shire Council Corporate Values

Value	Behaviours
Ethical	We are transparent and equitable in all our actions.
Caring	We are helpful, supportive and thoughtful towards each other and our community.
Loyalty	We take pride in our work and our organisation.
Accountability	We are responsible for our actions.
Integrity	We are trustworthy, honest and consistent.
Respect	We respect each other and the role we play.
Safety	We work safely and protect ourselves and the public.

2.2 Narrandera Shire Council Governance Framework

Council’s Corporate Governance Framework aims to provide proper and democratic government to the residents, ratepayers, businesses, visitors and workers who interact with the Narrandera Shire local government area.

Benefits of a robust Corporate Governance Framework include:

- (a) Providing clear guidelines for the role of the Council, Governing Body (Mayor and Councillors) and General Manager, ensuring that all responsibilities are accurately defined and performance expectations are understood,
- (b) Assisting the Governing Body (Mayor and Councillors) and General Manager in delivering Good Governance,
- (c) Ensuring Council’s legislative compliance obligations are met,
- (d) Setting robust and clear delegations,
- (e) Influencing processes that set clear guidelines for planning at all levels,
- (f) Acting as a point of reference for disputes, and
- (g) Supporting the induction for newly elected Councillors and newly appointed employees.

This Framework provides guidance on processes associated with decision-making by which Council is directed, controlled, and held to account. For the organisation to demonstrate Good Governance, there needs to be a clear understanding of responsibility and accountability.

2.2.1 Principle 1: Management and Oversight

Council implements the Management and Oversight principle through our:

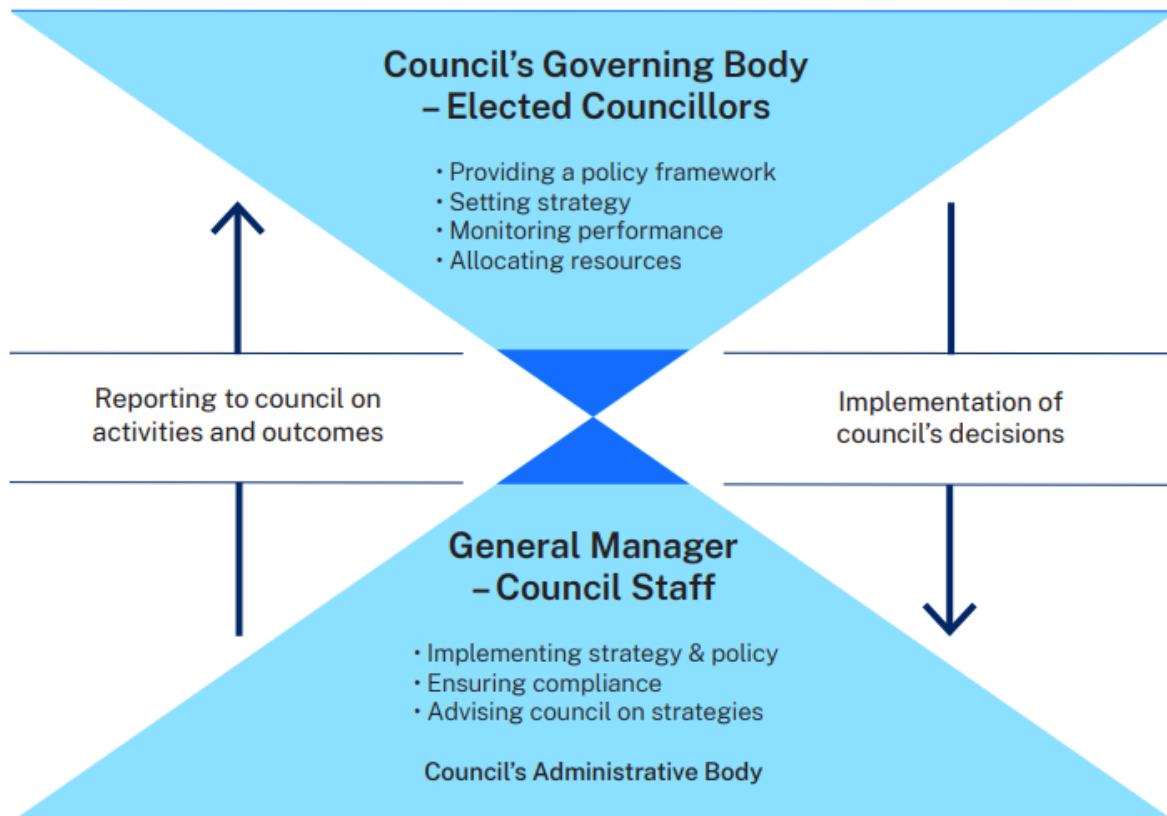
- (a) Leadership,
- (b) Strategies and Plans,

- (c) Delegations, and
- (d) Equal Employment Opportunity (EEO) framework.

Leadership

Council’s Governing Body and General Manager each have distinct roles and responsibilities in leading our organisation. *Figure 3*, below, illustrates the relationship between the Governing Body and General Manager and their individual responsibilities.

Figure 3 Roles of Governing Body and General Manager (Councillor Handbook, Office of Local Government



Governing Body (Mayor and Councillors)

Council’s Governing Body comprises nine (9) Councillors, including the Mayor. The *Local Government Act 1993* (the Act) clearly prescribes the individual roles of the Governing Body,¹ the Mayor,² and the Councillors.³

All Councillors are popularly elected by eligible residents and ratepayers at local government elections held every four years. Councillors are elected to represent the entire Narrandera Shire local government area, rather than individual wards, and hold office for a four-year term.

The Mayor and Deputy Mayor are chosen by the Councillors and elected for a two-year term.

¹ [Section 223, Local Government Act 1993 – Role of Governing Body](#)

² [Section 226, Local Government Act 1993 – Role of Mayor](#)

³ [Section 232, Local Government Act 1993 – The Role of a Councillor](#)

Council's Governing Body makes decisions on all matters at Council meetings, which are open to public (except when closed for consideration of confidential matters). Meetings are also recorded and live-streamed. Members of the public may also apply to address Council via the Public Forum, on matters before Council for consideration.

General Manager and Executive Leadership Team

Council's organisation and operations are led by the General Manager, whose role and functions are outlined in section 335 of the Act. The General Manager is employed under a performance-based contract over an agreed period of time, ranging between one (1) and five (5) years. The Governing Body is responsible for monitoring the General Manager's performance, with the Mayor responsible for the day-to-day oversight of, and liaison, with the General Manager.⁴

The General Manager is supported by an Executive Leadership Team. As at 2025, Council's Executive Leadership Team comprises two (2) executive roles, being the Deputy Manager Corporate and Community Services and Deputy General Manager Infrastructure Services. Both positions report directly to the General Manager.

Strategies and Plans

Integrated Planning and Reporting (IP&R) Framework

Council is required to develop and adopt a comprehensive suite of interrelated strategies and plans known as our Integrated Planning and Reporting (IP&R) framework. This legislated framework is designed to bring long-term financial sustainability, asset management, community engagement and organisational planning together to better inform decision-making and achieve our community's desired outcomes.

The Community Strategic Plan is the highest strategic plan, developed by Council on behalf of our community and other stakeholders. In response to the Community Strategic Plan, Council implements a four-year Delivery Program and annual Operational Plans that align all services, programs, projects and events to meet the needs identified by the community.

Council's Delivery Program is supported by the Resourcing Strategy. It is through the Delivery Program that we identify those activities Council is responsible for. The Resourcing Strategy includes the Long-Term Financial Plan, Strategic Asset Management Plan and Strategic Workforce Management Plan.

The General Manager and Executive Leadership Team are responsible for implementing all services, programs, projects and events within these plans and are accountable to the Governing Body for their delivery.

Informing Strategies and Plans

Council also has various other plans and strategies which inform our IP&R framework and assist in Council's decision-making process. Some of these are required to be developed and adopted under legislation, whereas others are proactively developed to address identified social, economic or environmental challenges or opportunities. Examples of current strategies and plans as at 2025 include the Disability Inclusion Action Plan, Economic Development Strategy, and Local Housing and Employment Zone Land Strategy. Copies of all plans and

⁴ [Guidelines for the Appointment and Oversight of General Managers \(Office of Local Government, 2022\)](#)

strategies adopted by Council from time to time are published to Council's website and made publicly accessible.

Delegations

Council has many powers and duties which are governed by legislation. Council's Delegation Policy provides the principles by which delegations from the Governing Body to the General Manager, and in turn, from the General Manager to other Council employees, will be determined and enacted. All delegations must be exercised within the framework of legislation, policy and procedures.

Council's Delegation Policy is supported by the Delegations Register, which must be reviewed within 12 months of every local government election in accordance with the Act.⁵ The Delegations Register is publicly accessible under the *Government Information (Public Access) Act 2009* (GIPA Act).

Equal Employment Opportunity (EEO) framework

Council has developed and adopted an Equal Employment Opportunity (EEO) Policy and accompanying EEO Management Plan, consistent with our requirements under the *Anti-Discrimination Act 1977* and *Local Government Act 1993*. Together, these documents demonstrate our commitment to eliminating unlawful discrimination in employment and promoting EEO in our workplace. Both documents are published to Council's website and made publicly accessible.

2.2.2 Principle 2: Structure

Council implements the Structure principle through our:

- (a) Organisation Structure,
- (b) Council Meetings, and
- (c) Council Committees.

Organisation Structure

Council's organisation structure is determined by the General Manager, and designed in a way to support the delivery of Council's IP&R framework.⁶ As at 2025, Council's organisation structure comprises three directorates, each with distinct service delivery responsibilities:

- (a) Executive Services,
- (b) Corporate and Community Services, and
- (c) Infrastructure Services.

Council Meetings

All decisions of the Governing Body are made at Council meetings, at which Councillors evaluate and endorse strategies, policies and plans – as well as other matters – and make binding decisions. The General Manager is then responsible for ensuring the timely implementation of those decisions.

⁵ [Section 380, Local Government Act 1993 – Review of Delegations](#)

⁶ [Section 332, Local Government Act 1993 – Determination of structure](#)

Council meetings are governed by the Act and Council's adopted Code of Meeting Practice. There are two (2) types of meetings:

- (a) Ordinary Meetings, and
- (b) Extraordinary Meetings.

Council holds eleven (11) Ordinary Meetings each year, one in each month from February to December. Extraordinary meetings, which are used to consider urgent business and non-routine matters, are held as required.

Council also holds regular Councillor Workshops, which provides a forum for the General Manager to workshop issues and projects with the Councillors, outside of a public meeting. Councillor Workshops are not decision-making forums and are not used to consider any items of business scheduled for consideration at a Council meeting.

Council Committees

Audit, Risk and Improvement Committee

Council's Audit, Risk and Improvement Committee (ARIC) is established to promote Good Governance by providing independent objective assurance to Council on a wide range of prescribed matters, including (but not limited to) compliance, risk management, financial management and governance.⁷

The ARIC operates in accordance with clear Terms of Reference, which align with the prescribed guidelines,⁸ and are publicly accessible from Council's website. Membership of the ARIC includes three (3) independent members, one of whom serves as chair. The Governing Body nominates one (1) Councillor to attend as a non-voting delegate.

The ARIC can speak directly with Council's Internal Auditor, and can do so without Management present, if desired. Council's External Auditors (the Audit Office of NSW) have a standing invitation to attend ARIC meetings as well.

Section 355 Committees

Under the Act, Council may establish committees to exercise certain functions. Such committees are referred to as 'Section 355 committees'. As at 2025, Council operates one (1) Section 355 Committee, which has been established to manage the Parkside Cottage Museum in Narrandera. The committee's Terms of Reference are publicly accessible from Council's website.

Advisory Committees

Council operates a number of Advisory Committees to provide advice on Council on broad local issues and provide a forum for discussion among Councillors, Council staff and community members. All committees operate under endorsed Terms of Reference, which are publicly accessible from Council's website.

2.2.3 Principle 3: Ethics

Council implements the Ethics principles through the Code of Conduct framework.

⁷ [Section 428A, Local Government Act 1993 – Audit, Risk and Improvement Committee](#)

⁸ [Risk Management and Internal Audit Guidelines for Local Government in NSW \(Office of Local Government, 2023\)](#)

The Code of Conduct framework includes:

- (a) Code of Conduct and the Procedures for the Administration of the Code of Conduct,
- (b) Gifts and Benefits Declarations,
- (c) Fraud and Corruption Policy,
- (d) Complaints Handling Policy,
- (e) Councillor Access to Information, Interactions with Staff and Access to Council Premises Policy, and
- (f) Statement of Business Ethics.

Other key policies include the Access to Information Policy, Privacy Management Plan and Councillor Expenses and Facilities Policy.

All key policies are considered and resolved by the elected Council and in some instances, subject to public exhibition prior to approval.

Any alleged breaches of these Policies are managed in accordance with the adopted Code of Conduct and the Procedures for the Administration of the Code of Conduct and the relevant provisions of the *Local Government (State) Award*.

2.2.4 Principle 4: Corporate Reporting

Council adopts the Corporate Reporting principle through our:

- (a) Quarterly Budget Review Statements,
- (b) Delivery Program Progress Reports,
- (c) Annual Report, and
- (d) State of our Shire Report.

Quarterly Budget Review Statements

Council prepares a Budget Review Statement three times each year (following the September, December and March quarter periods) which shows, by reference to the estimate of income and expenditure set out in the Statement of Revenue Policy contained in Council's annual Operational Plan; a revised estimate of the income and expenditure for that year.

Delivery Program Progress Reports

Every six (6) months, Council prepares a Delivery Program Progress Report, which explains how we are progressing implementing our four-year Delivery Program via the various services, programs, projects and events we have committed to delivering throughout the year.

Annual Report

Council produces an Annual Report each year, detailing our progress in implementing and achieving our four-year Delivery Program and annual Operational Plan. The Annual Report also includes statutory reporting and prescribed information.⁹ Our Annual Report is provided to the Office of Local Government and NSW Information and Privacy Commission and is made publicly available from Council's website.

⁹ [Clause 217, Local Government \(General\) Regulation 2021 – Additional information for inclusion in Annual Report](#)

Importantly, the Annual Report incorporates our audited Financial Statements for the financial year. Council's Financial Statements are audited by the NSW Audit Office and their nominated service provider. These statements set out Council's financial performance, financial position, and cash flows for the financial year, and are publicly exhibited prior to being adopted by Council.

State of our Shire Report

Every four (4) years, Council prepares a State of our Shire Report, which is tabled at the first meeting of the incoming following the quadrennial local government election. This report outlines Council's progress in implementing and achieving the Community Strategic Plan over the previous four-year term.

2.2.5 Principle 5: Disclosure

Council implements the Disclosure principle through:

- (a) Access to Council information,
- (b) Pecuniary and non-pecuniary interest disclosure, and
- (c) Public Interest Disclosure (PID) reporting.

Access to Council information

The GIPA Act and accompanying *Government Information (Public Access) Regulation 2018* requires Council to make certain information available to members of the public, via four main pathways: mandatory open access, proactive release, GIPA informal request, and GIPA formal request.

Council complies with its GIPA obligations and facilitates the provision of information under each of the pathways listed above. We also have an Agency Information Guide, which describes our functions and structure; the types of information we hold; and the types of information that we make available to the public.

We publish certain open access information to our website, including our:

- (a) Strategies and plans,
- (b) Policies and codes,
- (c) Statutory registers,
- (d) Information about development applications, and
- (e) Approvals, orders and other documents.

Pecuniary and non-pecuniary interest disclosure

Council's Code of Conduct requires all Council Officers to disclose and manage any pecuniary (financial) and non-pecuniary (non-financial) interests in accordance with the relevant provisions of the Code of Conduct. The responsibility rests on the individual to declare disclosures of interest including annual written returns, gifts and benefits, related party disclosures and conflicts of interest.

Public Interest Disclosure (PID) reporting

Council's Public Interest Disclosure Policy establishes an internal reporting system to encourage and facilitate the reporting of disclosures of corrupt conduct, maladministration, serious and substantial waste of public money, government information contravention or local

government pecuniary interest contravention by Councillors and Staff. The policy lists the Public Interest Disclosure Officers, encourages staff to report wrongdoing and encourages Council to create an atmosphere where staff will be confident and comfortable to report any wrongdoing.

2.2.6 Principle 6: Remuneration

Council implements the Remuneration principle through ensuring appropriate and transparent remuneration processes for our:

- (a) Councillors,
- (b) General Manager, and
- (c) Employees.

Councillor remuneration

Councillors, as elected representatives, are remunerated for carrying out their official functions. The remuneration of the Mayor and Councillors is determined by the independent Local Government Remuneration Tribunal, which is reviewed on an annual basis.

General Manager remuneration

The General Manager is employed under the approved Standard Contract of Employment for General Managers prescribed by the Office of Local Government under section 338 of the Act.¹⁰ The processes associated with the General Manager's performance reviews, including remuneration arrangements, operate in accordance with the relevant provisions of the prescribed guidelines.¹¹

Employee remuneration

Council's employees are engaged under the *Local Government (State) Award* (the LG Award). The LG Award structure consists of skill-based bands and levels, and Council's salary structure has been developed to reflect and align with this skills-based structure. All roles in Council's organisation structure are evaluated against the LG Award and Council's salary structure. This supports a consistent and transparent approach to determining the remuneration of each role within Council's organisation structure. All processes associated with job evaluation, performance reviews and remuneration operate in accordance with the provisions of the LG Award.

2.2.7 Principle 7: Risk Management

Council implements the Risk Management principle through our:

- (a) Risk Management Framework, and
- (b) Internal Audit Program and Plan.

¹⁰ [Section 338, Local Government Act 1993 – Nature of contracts for General Managers](#)

¹¹ [Guidelines for the Appointment and Oversight of General Managers \(Office of Local Government, 2022\)](#)

Risk Management Framework

Risk Management Policy and Registers

Council's Governing Body endorses our Risk Management Policy and Risk Criteria and Appetite Statement, which conveys how much risk will be tolerated in the pursuit of Council's strategic objectives, and how risk is to be managed and decisions made within this context. The General Manager is then responsible for overseeing the operational delivery of the organisation's Risk Management Framework and annually attesting that the Risk Management Framework complies with the prescribed guidelines.¹²

Council maintains a Strategic Risk Register, which cascades into an Operational Risk Register. Each identified risk is assigned to a Council employee, who is then responsible for monitoring the risk and ensuring appropriate risk management strategies and actions are in place. The Strategic Risk and Operational Risk Registers are 'living documents' and are regularly reviewed by Council's Audit, Risk and Improvement Committee and Executive Leadership Team.

Business Continuity Plan

Council maintains a Business Continuity Plan (BCP), which provides the organisation with a clear plan on how to restore business operations in the event of an unscheduled business disruption to functions performed at Council. This plan provides strong guidance across key phases of a disaster, including emergency response, crisis management, business recovery and business resumption. The BCP and Disaster Recovery Plan are regularly updated and periodically tested for effectiveness.

Cyber security arrangements

Cyber-attacks present the risk of major disruption to Council's services, operations and infrastructure. Council has established cyber security policies and procedures and embedded cyber security into risk management practices and assurance processes. Our Councillors and employees are all required to undertake annual refresher cyber security training.

Our framework incorporates a Data Breach Policy, which outlines how Council complies with the NSW Mandatory Notification of Data Breach (MNDB) Scheme. The Data Breach Policy supports us in managing a data breach so that it is contained, assessed, and responded to, as swiftly as possible.

Internal Audit Program and Plan

Council undertakes regular internal audits as part of our Internal Audit Program and Plan. The Audit, Risk and Improvement Committee monitors the delivery of our Internal Audit Program and Plan, including our progress in responding to audit findings and strengthening internal controls in response to those findings.

Council has developed an Internal Audit Charter to govern our Internal Audit function, in line with our statutory obligations.¹³ The Charter clearly outlines how the Internal Audit function operates and how its performance is assessed. Council reviews the Charter on an annual basis.

¹² [Risk Management and Internal Audit Guidelines for Local Government in NSW \(Office of Local Government, 2023\)](#)

¹³ [Clause 216O, Local Government \(General\) Regulation 2021 – Internal Audit Charter](#)

2.2.8 Principle 8: Key Stakeholder Rights

Council implements the Key Stakeholder Rights through our:

- (a) Councillors and Council meetings,
- (b) Community Engagement Strategy,
- (c) Customer Service and Complaint Handling framework, and
- (d) Community Satisfaction Survey

Councillors and Council meetings

Members of the community have access to the contact details of their elected Councillors, which are published on Council's website, and encouraged to contact Councillors to raise and discuss local issues and concerns. All decisions made by our Governing Body are made at Council meetings, which are open to the public and media, and recorded and live-streamed.

Community Engagement Strategy

Council's Community Engagement Strategy outlines how we consult and engage with our community to inform our decision-making process. The Strategy commits Council to undertaking meaningful community engagement, based on the Social Justice principles of Equity, Access, Participation and Rights. All community consultation activities undertaken by Council comply with the principles outlined in our Community Engagement Strategy.

Customer Service and Complaint Handling framework

Council has a Customer Service Charter and a Complaints Handling Policy which provide guidance to members of the public on the standard of service they can expect from our employees, and how complaints are assessed and managed. Our Customer Service Charter clearly outlines our commitment to customers, as well as our expectations of customers. The Customer Service Charter and Complaints Handling Policy are both publicly available from Council's website.

Community Satisfaction Survey

Council periodically undertakes a Community Satisfaction Survey to gauge community feedback on our services and service levels and identify community priorities in relation to our services and facilities. The Community Satisfaction Survey is administered by an independent market research firm, and the results are used to inform the development and ongoing review of our IP&R framework. Community Satisfaction Survey results are publicly available from Council's website.