



SYDNEY HARBOUR FEDERATION TRUST

140<sup>th</sup> MEETING OF THE TRUST

Held via videoconference

Meeting in Private

14 September 2020

MINUTES

True & Correct Record of the 140<sup>th</sup> Meeting of the Trust

Chair

Minutes of the 140<sup>th</sup> meeting of the Sydney Harbour Federation Trust held via videoconference at 9.30am on Monday 14 September 2020.

### Present

Mr Joseph Carrozzi	Chair
Ms Jean Hay AM	Deputy Chair
Mr Garth Callender	Member
Ms Sandra Hook	Member
Mr Tim James	Member
Ms Jessica Keen	Member
Mr Michael Rose AM	Member

### In Attendance

Ms Mary Darwell	Executive Director
Mr Justin Bock ( <i>partial attendance</i> )	Director Strategic Reform
Mr Graham Izod ( <i>partial attendance</i> )	Director Assets & Parklands
Mr Nick Lawry ( <i>partial attendance</i> )	Chief Financial & Commercial Officer
Ms Beth Mulock ( <i>partial attendance</i> )	Legal & Risk Officer
Ms Kathryn Roberts ( <i>partial attendance</i> )	Director Marketing & Visitor Experience
Ms Rosemary Southcombe	Secretariat

### Apologies

Ms Josephine Cashman	Member
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### 1. In Camera

The Members of the Trust held an in camera session prior to the commencement of the meeting (no staff members were in attendance for the session).

### 2. Welcome

Ms Darwell and Ms Southcombe joined the meeting at 10.25am.

The Chair opened the meeting with an acknowledgement of the Traditional Custodians and Owners of the Harbour Trust lands and paid respects to Elders past, present and emerging.

Attendees were welcomed and the meeting was formally opened.

The Members of the Trust:-

- RESOLVED to meet in private because of confidential budget matters on the Agenda.

Moved: Mr Joseph Carrozzi                      Seconded: Ms Jean Hay AM

### 3. Introduction (Agenda Item 1)

The Chair:-

- NOTED there was a quorum of Members of the Trust in attendance.

a) Apologies: Ms Josephine Cashman (Member)

b) Declarations of Interest

The list of Declarations of Interest circulated with the papers for this meeting was:

- NOTED, with the following updates for Mr Garth Callender –

Remove - Director Surfers Paradise RSL

Update - Chair, Bravery Trust

Members of the Trust were requested to advise if other declarations of interest are required during the meeting.

- c) The following Circular Resolutions were passed since the previous meeting to approve:
- i. Minutes of the 138<sup>th</sup> Meeting of the Trust held in private on 16 June 2020
  - ii. Minutes of the 139<sup>th</sup> Meeting of the Trust held in public on 16 June 2020
  - iii. Resolution without meeting to approve the recommendations in Sub Base Platypus – Planning paper dated 20 August 2020 (see Attachment A)

The Members of the Trust:-

- NOTED the approvals of the Circular Resolutions

#### **4. Actions Items from Previous Meetings (Agenda Item 2)**

The list of action items was taken as read. Ms Darwell reported that all items on the Action Items list are either in train or have been completed.

The Members of the Trust:-

- NOTED the Action Items.

#### **5. Chair's Report (verbal) (Agenda Item 3)**

The Chair reported he had recently had productive discussions with key personnel in the Department of Agriculture, Water and the Environment, including with Andrew Metcalfe AO (Secretary), Lyn O'Connell (the new Deputy Secretary) and Travis Bover (Assistant Secretary).

The Harbour Trust will work closely with the Department, the Minister's office and the NSW Government to develop a Memorandum of Understanding (MoU), as recommended in the Independent Review of the Sydney Harbour Federation Trust.

The Members of the Trust:-

- NOTED the Chair's Report

#### **6. Executive Director's Report (Agenda Item 4)**

The report was taken as read and Ms Darwell spoke to it.

Trust Members discussed the role of the Portfolio Audit Committee (PAC) and noted that as Mr Callender now represents the Trust Members at the PAC meetings, it would not be necessary to continue to include all PAC reports for every Trust Meeting. In future, only the Risk papers and the WHS papers prepared for the PAC meetings will be included in the papers for Trust Meetings, and opportunity for discussions with Mr Callender on any issues will be provided.

It was noted that as the agenda had been reduced to focus attention on financial and reporting papers, some matters will be dealt with out of session.

Ms Darwell reported that significant reform work is underway in relation to priority capital projects and the actions arising from the Independent Review of the Sydney Harbour Federation Trust.

Trust Members discussed the 10 Terminal and Parkland project and agreed that broad community engagement with the CAC and wider community was necessary. The further work on Sub Base Platypus Stage 2 was noted.

Ms Darwell reported that the Tenant Assistance Sub Committee has been meeting when required. Trust Members noted that COVID-19 rental arrangements expire on 27 September 2020.

Volunteers are coming back to their roles; Biennale has finished on Cockatoo Island; Endemol Shine is back at North Head; and construction of the bus shelter at Middle Head is underway.

It was noted that a survey conducted during the height of COVID-19 indicated staff's confidence in the Harbour Trust's approach to the management of the situation.

The Members of the Trust:-

- NOTED the Executive Director's Report
- AGREED that the only PAC papers which need to be included in Trust Meeting papers are the Risk and WHS papers, and time would be allocated to a discussion of outcomes of PAC meetings with Mr Callender

Moved: Mr Joseph Carrozzi

Seconded: Mr Garth Callender

## **7. Stakeholder Engagement and Governance Review (Agenda Item 8)**

Ms Kathryn Roberts and Mr Andrew Maiden, Director, Maiden Advisory joined the meeting for this item.

Mr Maiden has been engaged by the Harbour Trust to design a stakeholder engagement strategy and he provided a verbal report on his work to date. Mr Maiden reported he had spoken with many of the Harbour Trust's key stakeholders and partners. Mr Maiden discussed the current views of stakeholders' interactions with the Harbour Trust and noted the importance of establishing principles of engagement, and ensuring that the Harbour Trust established arrangements to engage with the broader community, including those who do not yet know about the Harbour Trust. It was also important to note that additional resources are necessary to ensure good engagement. The current timetable is to place a draft Stakeholder Engagement Strategy on exhibition towards the end of October/ early November with a view to finalising by December 2020.

The Members of the Trust:-

- NOTED Mr Maiden's verbal report and timeframes for the public exhibition of the draft Stakeholder Engagement Strategy

The Chair thanked Mr Maiden for his participation in the meeting. Mr Maiden left the meeting.

## **Reform Program Update (Agenda Item 6)**

Mr Justin Bock, Ms Kathryn Roberts, Mr Graham Izod, Mr Nick Lawry and Ms Beth Mulock joined the meeting for this item.

Mr Bock provided a verbal update of work to date, including the establishment of the Reform Steering Committee which will meet this month. The Harbour Trust will provide quarterly reports to the Minister on implementation which will be incorporated within an integrated report to be published by the Department.

It is anticipated that the exposure draft for the amendment to the legislation will be released for public consultation shortly.

Ms Roberts gave a presentation regarding Communications and Engagement Horizon. Due to the outcomes of the Review, funding announcements and major capital works, there will be a significant

amount of engagement and consultation throughout the remainder of the year. There will be public exhibitions of the Amendment Bill; the draft Stakeholder Engagement & Governance Strategy; and the Snapper Island Preliminary Input.

The Members of the Trust:-

- NOTED the updates

#### **8. Portfolio Audit Committee (Agenda Item 10)**

Mr Geoff Knuckey, Chair of the Portfolio Audit Committee (PAC) joined the meeting via videoconference for this item.

Mr Knuckey advised that, subject to the receipt of the final ANAO Closing Letter, it is the opinion of PAC that:

- the Financial Statements for the year ended 30 June 2020 are based on properly maintained financial records and give a true and fair view of the matters in accordance with the requirements of the PGPA Rules;
- there are reasonable grounds to believe the Harbour Trust will be able to pay its debts as and when they become due and payable;
- the Members of the Trust to approve the Management Representation Letter for Directors and the Harbour Trust's representations letter to the ANAO;
- there would appear to be no issues that would prevent the signing of the 2019-20 Sydney Harbour Federation Trust and consolidated entities financial statements;
- the annual financial statements for the Harbour Trust and the supplementary reporting pack comply with the PGPA Act, the PGPA Rules, the Accounting Standards and supporting advice; and
- the reporting of financial information within the statements is considered appropriate.

The Members of the Trust:-

- APPROVED the financial statements for the year ending 30 June 2020
- APPROVED the signing of the Management Representation Letter to the ANAO and the signing by the Chair of the Statement by Members

Moved: Mr Garth Callender

Seconded: Mr Michael Rose AM

There was discussion about the opportunity for Mr Knuckey to be included in stakeholder engagement. Mr Knuckey indicated that he would be happy to participate and added he had spoken with the Reviewers during the Independent Review of the Harbour Trust.

The Chair thanked Mr Knuckey for his participation in the meeting. Mr Knuckey left the meeting.

#### **9. Financial Statements (inc. Sydney Harbour Foundation Management Ltd) (Agenda Item 12)**

The report was taken as read and financial statements for the year ended 30 June were approved (see Agenda Item 10).

#### **10. Annual Report & Performance Statements (Agenda Item 11)**

The Sydney Harbour Federation Trust Annual Report 2019-2020 incorporates the Annual Performance Statement Report which has been subject to Portfolio Audit Committee (PAC) oversight and review at the PAC meeting held on 9 September 2020.

The Harbour Trust is obliged to submit its Annual Report to the Minister for approval and table thereafter as soon as practicable and prior to 8 October 2020.

The Members of the Trust:-

- APPROVED the Annual Report and Performance Statements, subject to minor Management amendments and updating of Mr James' biography.

Moved: Mr Joseph Carrozzi

Seconded: Mr Tim James

### **11. Delegations & Procurement Update (Agenda Item 5)**

The report was taken as read.

The Harbour Trust's instruments of delegation were most recently revised earlier this year. Since that time, staff changes have occurred which require the instruments to be further updated to reflect changes in the structure of the Harbour Trust's Executive team.

A summary of the procurements involving the exercise of the Executive Director's discretion since the June 2020 Trust Meeting was also provided.

The Members of the Trust:-

- APPROVED the revisions to the Instruments of Delegation set out in Attachments A and B and the Chair signing the revised Instruments
- NOTED the revisions to the Executive Director's delegations
- NOTED the instances of the exercise of the Executive Director's discretion under the Harbour Trust's Procurement Guide

Moved: Ms Sandra Hook

Seconded: Mr Garth Callender

### **12. Community Advisory Committee (Agenda Item 7)**

The report for this item was taken as read.

The Members of the Trust:-

- NOTED the report

### **13. Trust Members Skills Matrix (Agenda Item 9)**

The report was taken as read, and Ms Darwell spoke to it.

Recommendation 6 of the Independent Review of the Sydney Harbour Federation Trust addressed the skills, expertise and composition of the Trust Members and stated that "*The Board should maintain a skills matrix and conduct regular reviews of its capacity and performance*". It is proposed that the current skills matrix be refined.

5 of the 8 Trust Members have appointments which expire on 30 June 2021. The Chair advised he would have 1:1 conversations with each of the Trust Members before the end of the year.

The Members of the Trust:-

- NOTED the report
- APPROVED the use of the proposed refined Skills Matrix to assess the skills and experience of Trust Members
- AGREED that:

- an annual review of Trust Members skills and experience by the Chair, utilising the refined Skills Matrix should be conducted
- a de-identified, summary report of the Skills Matrix is to be included in the Harbour Trust Annual Report, commencing with the 2020-21 Annual Report
- an annual self-assessment of performance should be conducted by Trust Members

Moved: Ms Jean Hay AO

Seconded: Ms Jessica Keen

Meeting closed at 3.20pm



**Attachment A**

**SYDNEY HARBOUR FEDERATION TRUST**

**RECORD OF RESOLUTION WITHOUT MEETING**

**PURSUANT TO SECTION 56 of the SYDNEY HARBOUR FEDERATION TRUST ACT 2001**

**23 AUGUST 2020**

**True & Correct Record of the Resolution without Meeting  
pursuant to section 56 of the Sydney Harbour Federation Trust Act 2001**

Chair



### **Motion for Resolution Without Meeting**

After consideration of the 'Sub Base Platypus – Planning' paper circulated to the Members of the Trust on 20 August 2020, the following resolution was confirmed as having been agreed to by a quorum of the Members of the Trust and was taken to have been passed on 23 August 2020, pursuant to section 56 of the Sydney Harbour Federation Trust Act 2001:

The Members of the Trust resolved to:-

1. **NOTE** preliminary feedback from stakeholders regarding the new design approach to the Torpedo Factory and the draft amendment to the Sub Base Platypus Management Plan.
2. **ENDORSE** the proposed planning approach of concurrently exhibiting the draft Management Plan together with a Development Application for the Torpedo Factory.
3. **NOTE** that the Community Advisory Committee and First Nations Advisory Group will be informed of this approach to public consultation.
4. **NOTE** that the Draft Management Plan, and a fuller report on preliminary consultation will be provided at a subsequent meeting for Trust Members' consideration before any public exhibition would commence.
5. **APPROVE** the proposed approach to procurement for the Torpedo Factory project in relation to design services (limited tender), and construction (open tender), noting that this is in accordance with Commonwealth Procurement Rules and the Harbour Trust Procurement Guide.

Moved by: Mr Tim James

Seconded by: Ms Josephine Cashman

### **Votes received in favour of the motion**

Mr Joseph Carrozzi (Chair)  
Ms Jean Hay AM (Deputy Chair)  
Mr Garth Callender  
Ms Josephine Cashman  
Ms Sandra Hook  
Mr Tim James  
Ms Jessica Keen  
Mr Michael Rose AM

A unanimous vote was received in favour of the motion. The motion is now passed and Members of the Trust have been advised of this outcome.