



SYDNEY HARBOUR FEDERATION TRUST

177th MEETING OF THE TRUST

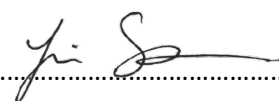
Meeting in Private held in the Sydney Harbour Federation Trust Boardroom, Mosman

Monday 9 December 2024 at 11.30 am – 2.45 pm

MINUTES

True & Correct (Abridged) Record of the 177th Meeting of the Trust

(private and confidential information has been removed where indicated)



Professor Tim Entwisle, Chair



Minutes of the 177th meeting of the Sydney Harbour Federation Trust held on Monday 9 December 2024.

Present

Professor Tim Entwisle	Chair
Mr Terry Bailey	Member
Mr Danny Gilbert AM	Member
Professor Helen Lochhead AO	Member
Mr Brad Manera	Member
Ms Alex O'Mara	Member
Ms Ann Sherry AO	Member

Apologies

Ms Alison Page	Deputy Chair
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In Attendance

Ms Janet Carding	Executive Director
Ms Annie Hazelton (<i>partial attendance</i>)	Strategy Officer
Mr Graham Izod (<i>partial attendance</i>)	Director Assets and Parklands
Ms Bernadette Or (<i>partial attendance</i>)	Chief Operating and Financial Officer
Ms Rosemary Southcombe	Secretariat

The meeting commenced at 11.30 am and was held in private due to confidential matters on the agenda.

1. Welcome (Agenda Item 1)

The Chair, Professor Tim Entwisle, opened the meeting by acknowledging the traditional owners and custodians of the lands on which the meeting was being held, and paid respects to elders, past and present. The Chair acknowledged the deep feelings of attachment, and relationship, of Aboriginal and Torres Strait Islander peoples to Country and waters. The Chair also acknowledged the cultural authority of all Aboriginal and Torres Strait Islander people with whom the Harbour Trust engages.

Attendees were welcomed.

a) Apologies

Ms Alison Page was an apology for this meeting.

b) Declarations of Interest

Members of the Trust were requested to advise if any amendments to the declarations of interest provided with the papers for this meeting were required.

The following updates have been made to Ms Alex O'Mara's declarations of interest since the previous Meeting of the Trust -

- Member of the Advisory Board of the Deadly Ed Foundation
- Member of the Independent Planning Commission of NSW
- Non-Executive Director Place Management NSW, member of Placemaking NSW Advisory Committee and Chair of Adaptive Reuse Committee of White Bay Power Station (~~a subcommittee of the Place Management Board~~)
- Non-Executive Director of Tracey Brunstrom & Hammond Pty Limited and member Chair of the Audit and Risk Committee



Mr Danny Gilbert and Mr Terry Bailey advised they will send through updates to their declarations of interest.

c) New Member introduction

The Chair welcomed the newly appointed Member of the Trust – Mr Danny Gilbert AM. Mr Gilbert introduced himself and provided a brief outline of his professional background and his particular areas of interest in relation to the work of the Harbour Trust.

2. Action Items from previous Meetings of the Trust (Agenda Item 2)

All action items from previous meetings have been completed or are on the agenda for this meeting.

- i) The draft minutes ('outcomes') from the Audit & Risk Committee held on 20 September 2024 have been received from DCCEEW and were included with the papers for Agenda Item 12.
- ii) It was agreed at the October 2024 Meeting of the Trust that when there was a full complement of Members, representation on committees/subcommittees would be discussed and confirmed. The following was agreed –
 - Community Advisory Committee: Mr Terry Bailey and Mr Brad Manera as regular attendees (and other Trust Members if and when able to attend in person or online)
 - First Nations Advisory Group: Ms Alison Page continuing as Chair, with Prof Helen Lochhead attending as second Trust Member
 - DCCEEW Audit & Risk Committee: Ms Alex O'Mara
 - Tenant Selection Committee: Ms Ann Sherry
 - Finance working group (to meet when required): Prof Tim Entwisle, Ms Ann Sherry, Ms Alex O'Mara and Mr Danny Gilbert – meeting as needed

- The Members of the Trust:-

NOTED the action items.

3. Starred items on the agenda | Items to be unstarred / Resolution to note starred items which will not be discussed at the meeting (Agenda Item 3)

Members of the Trust were able to request prior to or during the meeting that any starred agenda item be unstarred for discussion.

It was requested that given importance of health and safety, Agenda Item 8 – WHS Policies be unstarred at this and subsequent meetings.

The remaining starred items on the agenda were taken as read and noted accordingly.

It was agreed that for future Meetings of the Trust, a reverse system will apply, whereby starred items are those that will be discussed and unstarred items are those that will be taken as read.

The Members of the Trust:-

- NOTED the starred items on the agenda.
- AGREED that in future, agendas will show a star against items that are to be discussed. Items without a star will be taken as read.

4. Chair's verbal report (Agenda Item 4)

The Chair reported –



Confidential discussion

- The Chair confirmed he had contacted the Members of the Trust regarding the annual review of the board and advised that the Members agreed with the Chair's suggestion of participating in a board survey in February 2025, with a fuller review in 12 months' time.

The Members of the Trust:-

- NOTED the Chair's verbal report.

5. Executive Director's Report (Agenda Item 5) ★

The report covered major matters and operations of the Harbour Trust since the Meeting of the Trust held on 16 October 2024. As a starred item, the report prepared for this agenda item was taken as read. No discussion was required for this agenda item.

An update on the staff engagement survey action plan was included with the report.

There was a query regarding the figure for the social media following for the end of November 2024 which was incorrect in the report initially provided to the Members of the Trust. The figure was corrected in the version of the report in BoardEffect.

The Members of the Trust:-

- NOTED the Executive Director's report.

6. Draft Fraud and Corruption Policy (Agenda Item 6)

Ms Bernadette Or, Chief Operating and Financial Officer, was in attendance for this agenda item.

Ms Or reported that in its FY2024 financial audit of the Harbour Trust, the Australian National Audit Office (ANAO) recommended that the Harbour Trust review its existing Fraud Control policy.

In response to the recommendation, the Harbour Trust agreed to:

- i) update the Fraud Control Policy to incorporate changes in Quarter 2, 2024; and
- ii) conduct risks assessments in Q3 2024.

A draft of the Harbour Trust's updated Fraud and Corruption Policy was included with the report for this agenda item.

The Members of the Trust discussed issues relating to this policy, including ensuring staff and volunteers are aware of the policy and associated procedures; and the need to emphasise a preventative approach (i.e. a forward-looking process identifying what are the risks and how they could eventuate).

Ms Or confirmed there will be education sessions for staff and volunteers in the new year, and that probity training for staff will be taking place this week. Risk assessments will be conducted in Q3 of the 2024-25 financial year.

It was noted that as a Commonwealth agency, the Harbour Trust will be completing annual surveys for the National Anti-Corruption Commission.

The Members of the Trust:-

- APPROVED the proposed Fraud and Corruption Policy, noting that the issues discussed will be included in procedures that accompany the policy.



7. Draft Instrument of Delegations - Licences and Permits (Agenda Item 7)

Ms Bernadette Or, Chief Operating and Financial Officer, was in attendance for this agenda item.

The Harbour Trust maintains a register of delegation instruments, which includes a licence and permits instrument to delegate powers relating to Harbour Trust licences and permits.

The instrument of licence and permits delegation was last updated in 2022 to respond to changes in the organisation and corporate processes at that time.

Further changes are now required to reflect updates in the organisation, including revisions to provide greater operational flexibility/efficiency without altering the legislative intent of the *Sydney Harbour Federation Trust Act 2001* or materially altering the Harbour Trust's risk profile.

During the discussion it was noted that it is important for staff to recognise when not to exercise their authorised delegation, and when it is appropriate to have a conversation with a more senior person before deciding whether or not to exercise an authorised delegation.

The Members of the Trust:-

- APPROVED the replacement of the *Instrument of Delegation No 2 of 2022 with Instrument of Delegation No.3 of 2024* (Chair to sign the front page of the *Instrument of Delegation No.3 of 2024* to revoke the previous and replace with that proposed).

8. Review of WHS Policies (Agenda Item 8)

Ms Bernadette Or, Chief Operating and Financial Officer, was in attendance for this agenda item.

In accordance with the Harbour Trust's three-year WHS Strategy, the Work Health & Safety Policy, and the Injury Management & Return to Work Policy are due for review by the Members of the Trust.

Ms Or reported that staff members in the WHS team have reviewed both policies and that the policies remain unchanged.

The Members of the Trust:-

- APPROVED the Work Health & Safety Policy (WHS-POL-001)
- APPROVED the Injury Management & Return to Work Policy (WHS-POL-004)
- APPROVED that the Chair signs the policies on behalf of the Members of the Trust

9. 2025-26 Budget and Master Plans (Agenda Item 9)

Ms Bernadette Or, Chief Operating and Financial Officer and Ms Annie Hazelton, Strategy Officer, were in attendance for this agenda item.

A presentation regarding this agenda item was circulated to the Members of the Trust prior to the meeting.

Confidential discussion

The Members of the Trust:-

- NOTED the 2025-26 Budget and Master Plans presentation.



10. Potential NSW Environmental Education Centre at Middle Head/ Gubbuh Gubbuh (discussion) (Agenda Item 10)

Mr Graham Izod, Director Assets and Parklands, was in attendance for this agenda item.

A presentation regarding this agenda item was circulated to the Members of the Trust prior to the meeting.

Confidential discussion

The Members of the Trust:-

- NOTED the presentation.

11. Finance Report – October 2024 (Agenda Item 11) ★

Ms Bernadette Or, Chief Operating and Financial Officer, was in attendance for this agenda item.

As a starred item, the report prepared for this agenda item was taken as read. No discussion was required for this agenda item.

The Harbour Trust's financial performance for the period ended October 2024 was reported in an attachment to the report prepared for this paper, as was the Major Capital Projects costs update.

The Members of the Trust:-

- NOTED the Finance Report.

12. Audit & Risk Committee Meeting - 29 November 2024 (Agenda Item 12)

Ms Bernadette Or, Chief Operating and Financial Officer, was in attendance for this agenda item.

The papers for this agenda item were comprised of –

1. DCCEEW – Harbour Trust Audit & Risk Committee (ARC) Draft Outcomes (20 September 2024)
2. Systems of Internal Control update provided by the Harbour Trust for the Audit & Risk Committee meeting held on 29 November 2024.

Ms Alex O'Mara who is the Trust's observer at the ARC meetings provided feedback from the meeting held on 29 November 2024. Ms O'Mara reported that the ARC is positive about the Harbour Trust's financial reporting. They did query whether the money for Commonwealth-funded projects will be spent in time and the Harbour Trust advised it is expecting funds to be fully committed by end of the financial year.

The Systems of Internal Control paper included attachments:

- External Audit Findings summary update*
- Internal Audit Findings summary update*
- Draft Report Audit into Payroll Processes and Systems.

** It was requested that these updates have larger headings next time.*

The draft payroll audit report had only just been received prior to the ARC meeting so Management has not yet had the opportunity to respond to it. The report was discussed at the ARC meeting and is being brought forward to the Members of the Trust for transparency noting there are some issues to be addressed.

Management will work on the findings and report to the Members of the Trust at the next scheduled meeting (13 February 2025).

The Members of the Trust:-

- NOTED the Draft Meeting Outcomes (20 September 2024).
- NOTED the Systems of Internal Control Update paper and attachments submitted for the ARC meeting on 29 November 2024.

13. Major Projects Report (Agenda Item 13) ★

As a starred item, the report prepared for this agenda item was taken as read. No discussion was required for this agenda item.

The report provided the Members of the Trust with a progress report on –

- Master planning for Cockatoo Island / Wareamah
- Progress on Backlog Capital Works
- Progress on Middle Head / Gubbuh Gubbuh master plan implementation
- Progress on Repairs & Maintenance Program
- Progress on Maintenance & Infrastructure Renewal Program

The Members of the Trust:-

- NOTED the Major Projects Report.

14. First Nations Advisory Group and Community Advisory Committee Update (Agenda Item 14) ★

As a starred item, the report prepared for this agenda item was taken as read. No discussion was required for this agenda item.

The Members of the Trust:-

- NOTED the draft meeting notes from the First Nations Advisory Group meeting held on 16 October 2024.
- NOTED the agenda for the Community Advisory Committee held on 4 December 2024.

15. Meeting Planner 2025 (Agenda Item 15) ★

As a starred item, the Meeting Planner prepared for this agenda item was taken as read. No discussion was required for this agenda item.

The Members of the Trust:-

- NOTED the Meeting Planner for 2025.

16. Preparation for Meeting in Public (Agenda Item 16)

The Members of the Trust discussed the arrangements for the Meeting in Public to take place in the Retort House at Sub Base Platypus following this meeting. The Meeting in Public will be followed by the Chair's Christmas Celebration.

17. In camera session (Agenda Item 17)

The Members of the Trust held an *in camera* session.

Confidential discussion

Meeting closed at 2.45pm.