



SYDNEY HARBOUR FEDERATION TRUST

136th MEETING OF THE TRUST

Held via teleconference

Meeting in Private

27 March 2020

MINUTES

Abridged Record of the 136th Meeting of the Trust
Sydney Harbour Federation Trust
(private and confidential information has been removed where indicated)

Chair

Minutes of the 136th meeting of the Sydney Harbour Federation Trust held via teleconference at 9.30am on Friday 27 March 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
Ms Elyse Jeffress (<i>partial attendance</i>)	Chief Legal & Risk Officer
Ms Kathryn Roberts (<i>partial attendance</i>)	Director Marketing & Visitor Experience
Ms Rosemary Southcombe	Secretariat

Apologies

Ms Josephine Cashman	Member
Mr Justin Bock	Director Strategy, Finance & Commercial

The meeting commenced at 9.35am on Friday 27 March 2020.

The Members of the Trust:-

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

Moved: J. Carrozzi Seconded: J. Hay

1. Welcome

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.

2. Introduction (Agenda Item 1)

The Chair:-

- NOTED there was a quorum of Members of the Trust in attendance.
 - Apologies: Ms Josephine Cashman (Member)
Mr Justin Bock (Director Strategy Finance & Commercial)
 - Declarations of Interest

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

- NOTED, with the following updates –
 - Ms Sandra Hook:
 - Remove: Non-Executive Director, AUDA Domain Australia Ltd
 - Add: Non-Executive Director, Redhill Education
Non Exec Director, Fight Food Waste CRC

Mr Garth Callender:

- Update: Lieutenant Colonel, Australian Army
- Add: Director, Bravery Trust
Director, Surfers Paradise RSL

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:
- i. Wording in relation to the resolutions made at the 134th Meeting of the Trust held on 5 December 2019 in relation to the Mosman Drill Hall Precinct
 - ii. Minutes of the 135th Meeting of the Trust held in public on 5 December 2019
 - iii. Minutes of the 134th Meeting of the Trust held in private on 5 December 2019
 - iv. Amendment to Minutes of 134th Meeting of the Trust held in private on 5 December 2019

The Members of the Trust:-

- NOTED the approvals of the Circular Resolutions

3. Actions Items from Previous Meetings (Agenda Item 2)

The list of action items was taken as read, and Ms Darwell spoke to it.

[CONFIDENTIAL DISCUSSION]

The draft revised Members' Charter, included in the papers for this meeting, showed the inclusions agreed at the 134th Meeting of the Trust held on 5 December 2019 (i.e. more detail in relation to the role of the Members in setting strategic direction for the organisation). It was agreed that it would be appropriate to publish the Charter on the Harbour Trust website.

The Members of the Trust:-

- NOTED the Action Items, including the updated Charter.

4. Chair's Report (verbal) (Agenda Item 3)

The Chair advised that the Harbour Trust has been requested to respond to a number of Senate Estimates' Questions on Notice (QoNs).

The Trust noted that Management would be providing responses to the question and the requested documents for tabling, and agreed to provide updated information on biographies for inclusion on the Harbour Trust website page.

5. Executive Director's Report (Agenda Item 4)

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

Ms Darwell provided an update from the extraordinary Meeting of the Trust held on 25 March 2020. A letter has been sent to the Hon. Sussan Ley MP seeking urgent support from the Australian Government for rental relief and business operations.

The Members of the Trust discussed potential approach to rent relief, should financial support be provided, and noted it needed to be consistent with Government policy and expectations. The Members were updated on communications to tenants and the approach to direct debits.

Ms Darwell spoke about a number of organisational issues, including the recruitment of Director Assets & Parklands (Mr Graham Izod).

Ms Darwell updated the Members on the legal advice received in relation to the Cockatoo Island Foundation's use of the term "Cockatoo Island".

The Members of the Trust:-

- NOTED the Executive Director's Report

6. Harbour Trust Independent Review (Agenda Item 5)

The report was taken as read, and Ms Darwell spoke to it. The Members of Trust noted the feedback from the Chair from the 4th Public Forum held in mid-February; out of session discussions with the Chair, Executive Director and the CAC at a meeting at Sub Base Platypus; and the media coverage of the Independent Review.

The Chair advised that he understood the Reviewers were drafting the report and that it would be provided to the Minister in due course.

7. Capital Projects (Agenda Item 6)

Mr Michael Pender (Development Advisor) and Mr Graham Izod (Director Assets & Parklands) joined the meeting.

Mr Pender spoke to the proposed governance model for the major capital projects at Sub Base Platypus (Stage 2) and 10 Terminal.

Both projects will be oversighted by a Project Control Group (PCG). The projects will be divided into key stages and each gate will be critical for controlling the scope, cost, and timing of the projects.

The Members discussed a number of issues in relation to the projects including: the challenges of COVID-19 on delivery timeframes and expectations; importance of community consultation; and the need to carefully consider intensity of use, and costs/benefits.

The Members thanked Mr Pender for his presentation and Mr Pender left the meeting.

The Members of the Trust:-

- NOTED the report

8. Sub Base Platypus – Stage 1B – Project Update (Agenda Item 7)

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

The Project Manager for the site (Mr Mark Lewis) is working full-time from the Harbour Trust's on-site office to oversee the defect period and tenant fitout. There have been some issues with the lighting program at the site which are under investigation.

Members discussed community engagement, including positive feedback from the Submariners Association of Australia and continued advocacy from the Friends of Platypus.

[CONFIDENTIAL DISCUSSION]

The Members of the Trust:-

- NOTED the report
- **[CONFIDENTIAL]**

9. North Head (Agenda Item 8)

Ms Roberts joined the meeting.

The Members of the Trust noted the paper outlined the intention of Management to take a number of Buildings in North Head to EOI. It was further noted that this strategy was developed prior to COVID-19 and the Members considered that given the impact of COVID-19 on business confidence and the property market, an EOI process should be delayed until business confidence had returned.

[CONFIDENTIAL DISCUSSION]

The Members of the Trust:-

- NOTED the report
- [CONFIDENTIAL]

Ms Roberts left the meeting.

10. Strategic Themes 2020/21 (Agenda Item 9)

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

Ms Darwell reported on the Executive strategic session held in late February and that at that time, prior to the COVID-19 crisis, it was intended to follow this with an all staff off site meeting. However, with the impact of the COVID-19 crisis this has been deferred. At the time the report was written, the Harbour Trust leadership team recognised that the key projects for work in 2020/21 had already been identified (responding to the Independent Review, progressing major capital projects, and launching a new RAP) and that key themes that needed to underpin this work were -

1. Environmental sustainability
2. Deepening community engagement
3. Growing our leadership and resilience as an organisation

Due to COVID-19, the areas of focus will need to be updated. The recovery phase post-COVID-19 will now be the major theme for the Harbour Trust.

The Members of the Trust:-

- NOTED the report and the need to update the themes in view of the impact of COVID-19 and the publication, in due course, of the Independent Review and Government response

11. Leasing Policy (Agenda Item 10)

Ms Jeffress joined the meeting. The report was taken as read, and Ms Jeffress spoke to it.

Ms Jeffress advised that public consultation on the leasing policy has been extended to 29 May 2020. At the time of writing the report for this agenda item, 7 written submissions had been received. In addition, an article written by Ms Linda Bergin OAM regarding the leasing policy has been published on the Headland Preservation Group's website.

Following discussion, it was agreed that it would be appropriate for further discussions with the community to occur.

Ms Darwell advised there has been some media attention in the *Sydney Morning Herald* regarding a proposal for South Head which would include walkways and heritage interpretation. The proponent has contacted the Harbour Trust as they are wanting to lease a tunnel at Macquarie Lightstation. Ms Darwell has advised the proponent that the tunnel was derelict and that it was not the intention of the Harbour Trust to lease that structure.

The Members of the Trust:-

- NOTED the report

12. Delegations & Procurement (Agenda Item 11)

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

Ms Jeffress advised that the instruments of delegations have been revised to reflect staff changes and changes in position titles. The instruments of delegation and proposed changes were presented to the Members of the Trust.

Ms Jeffress advised that it will be necessary to develop an additional instrument of delegation for the Executive Director in relation to COVID-19 related rent relief. A circular resolution will be sent to Members in the coming days.

The Members of the Trust:-

- NOTED the report
- APPROVED the amendments to the instruments of delegation

13. Portfolio Audit Committee papers (Agenda Item 15)

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

The Portfolio Audit Committee (PAC) was rescheduled to the same time as today's Trust Meeting.

Reports prepared for PAC were included with the report for this agenda item. Ms Jeffress advised that a risk report and a WHS report were not required for today's PAC meeting.

The Members of the Trust:-

- NOTED the report

14. Risk (Agenda Item 14)

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

Ms Jeffress noted that the report for this agenda item was prepared prior to the full impact of the COVID-19 crisis. COVID-19 is now one of the most significant risks.

A COVID-19 information pack has been prepared for staff and volunteers and positive feedback has been received. In relation to staff working from home, staff are required to complete a form which is assessed by the WHS Officer. The form includes assessment of physical environment, furniture, equipment and IT security in the staff member's home. Ms Jeffress advised she would arrange for a reminder to be sent to staff in relation to appropriate IT security when working from home and that any Harbour Trust equipment (monitors, chairs, etc.) taken home will need to be recorded and returned when staff resume working from the office.

Ms Jeffress proposed changing compliance reporting from a quarterly self-reporting document to an annual written compliance certification with a requirement that each Executive member meets with a member of the legal and risk team to discuss compliance obligations prior to certification.

Ms Jeffress advised that the Risk policy needs to be updated. The possibility of down time as a result of COVID-19 may provide more opportunity for policy reviews and attending to other backlog.

The Members of the Trust:-

- NOTED the Risk Report

- APPROVED the proposed change to Compliance Reporting
- APPROVED the Risk Policy remaining in place until the policy is updated and submitted to the Members of the Trust and the Portfolio Audit Committee (PAC)

Ms Jeffress left the meeting.

15. Finance Report to January 2020 (Agenda Item 13)

The report was taken as read, and Ms Darwell spoke to it. Ms Darwell noted that the financial report for this meeting was written before the COVID-19 crisis.

Members of the Trust held an extraordinary meeting on 24 March 2020 regarding the COVID-19 crisis and the impact it would have on the Harbour Trust. The Members discussed at length the analysis of financial scenarios presented and various recommendations.

The Members of the Trust:-

- NOTED the Finance Report

16. Community Advisory Committee (Agenda Item 12)

Ms Kathryn Roberts joined the meeting for this item.

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

The minutes of the following community advisory meetings were included in the report and discussed.

- General CAC Meeting held on 5 February 2020
- Sub Base Platypus CAC meeting held on 26 February 2020
- Out of Session General CAC Meeting held on 27 February 2020

Ms Roberts advised that the Harbour Trust was looking at how to ensure that the community continued to be engaged with the Harbour Trust in the COVID-19 environment. Ms Roberts advised that the Aboriginal & Torres Strait Islander Advisory Group will be meeting next week (via videoconference). The General CAC Meeting in May will be held via videoconference.

Members of the Trust noted that since the CAC membership review in 2019, there has been a 15% increase in attendance by general members and a 39% increase by ex-officio members. This increase in interest was welcomed.

The Members also discussed how best to ensure CAC members were engaged with the Trust, particularly given the impact of COVID-19 restrictions and the strong involvement of the CAC. It was noted that respectful engagement and debate, rather than agreement on all matters was central to the relationship.

Ms Roberts advised that a survey of CAC members would be undertaken and at the next CAC meeting, time will be set aside to discuss these issues.

It was noted that the minutes from the CAC meetings are included in the papers for the Trust Meetings and the Chair attended an out of session CAC meeting to discuss the Independent Review.

The Members of the Trust:-

- NOTED the minutes of -
 - General CAC Meeting held on 5 February 2020
 - Sub Base Platypus CAC meeting held on 26 February 2020
 - Out of Session General CAC Meeting held on 27 February 2020

- REQUESTED a further briefing following the survey and discussion at the next CAC on effectiveness
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In camera session was not held.

Meeting closed at 1.30pm