

**Date & Time:** Monday 17<sup>th</sup> July 2023, 1:30pm  
**Location:** Large Meeting Room, Alexandrina Council

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**Meeting Opened:** 1:39 pm

**1. Present**

Steve Mathewson	Independent Chairperson
Mark Easton	Independent Member
Vicki Tomlinson	Independent Member
Angela Schiller	Council Member Representative, City of Victor Harbor
Margaret Gardner	Council Member Representative, Alexandrina Council

**In Attendance**

Nigel Morris	CEO, Alexandrina Council
Victoria MacKirdy	CEO, City of Victor Harbor
Kellie Knight-Stacey	Acting Executive Office, FRACA
Danielle Leckie	Administration Officer, FRACA

**2. Apologies**

Lou Nicholson	Proxy Council Member Representative, Alexandrina Council
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**3. Conflicts of Interest**

Steve Mathewson declared a general conflict of interest. He has commenced a contracted position as the Consultant Chief Information Officer with Alexandrina Council on 6 March 2023. Steve has identified he will remain in the role of Chair and undertake regular business unless a specific conflict of interest is identified in the future. Each item of business will be considered, and any identified conflicts of interest declared and addressed as appropriate.

Independent Members, Steve Mathewson, Mark Easton and Vicki Tomlinson declared a Material Conflict of Interest in relation to Agenda Item 5.1 – Executive structure Review. The conflict of interest declared by the three Independent Members was in relation to being an Independent Board Member of the Fleurieu Regional Aquatic Centre Authority. In accordance with Regulation 8AAA(h)(i), as discussion relates to the establishment of the subsidiary, the Board members remained in the room, participated in the debate, and voted on the matter. The Independent Members noted the Authority decision is a recommendation to the constituent Councils who have the power and functions to make the decision under Clause 7.3 of the Fleurieu Regional Aquatic Centre Authority Charter.

Cr Margaret Gardner and Cr Angela Schiller declared a General Conflict of Interest in relation to 5.1 Executive Structure Review. The conflict declared in is in relation to being Council Member Representatives of the Fleurieu Regional Aquatic Centre Authority Board. Both Cr Gardner and Cr Schiller remained in the room for discussion and participated in the vote.

## 4. Reports

### 4.1. Budget 2022-2023 - Adoption

Motion: FRACA00661  
Moved: Vicki Tomlinson  
Seconded: Mark Easton

*That the Authority adopts the Annual Budget for 2023/2024 as provided at Attachment 4.1a and as approved by Constituent Councils.*

### **CARRIED**

Victoria MacKirdy (CEO City of Victor Harbor) and Nigel Morris (CEO Alexandrina Council) entered the meeting upon commencement of item 5.1 Executive Structure Review.

## 5. Confidential Reports

### 5.1. Executive Structure Review

Motion: FRACA00662  
Moved: Vicki Tomlinson  
Seconded: Mark Easton

*Pursuant to section 90(2) of the Local Government Act 1999, the Authority orders that all members of the public be excluded, with the exception of the CEO City of Victor Harbor, Victoria MacKirdy, CEO Alexandrina Council Nigel Morris, Acting Executive Officer, Kellie Knight-Stacey, and Administration Officer, Danielle Leckie, on the basis that it will receive and consider item 5.1 Executive Structure Review.*

*The Authority is satisfied, pursuant to section 90(3)(d) of the Act, that the information to be received, discussed or considered in relation to this Agenda Item is:*

*commercial information of a confidential nature (not being a trade secret) the disclosure of which –*

- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and*
- (ii) would, on balance, be contrary to the public interest.*

*Accordingly, the Authority is satisfied that the principle that the meeting should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential as it contains information relating to the structure and resourcing of the Authority.*

### **CARRIED**

Victoria MacKirdy (CEO City of Victor Harbor) and Nigel Morris (CEO Alexandrina Council) departed the meeting upon the conclusion of item 5.1 Executive Structure Review.

## 5.2. Support Services Agreement

Motion: FRACA00664  
Moved: Cr Angela Schiller  
Seconded: Vicki Tomlinson

*Pursuant to section 90(2) of the Local Government Act 1999, the Authority orders that all members of the public be excluded, with the exception of the Acting Executive Officer, Kellie Knight-Stacey, and Administration Officer, Danielle Leckie, on the basis that it will receive and consider item 5.2 Support Services Agreement.*

*The Authority is satisfied, pursuant to section 90(3)(d) of the Act, that the information to be received, discussed or considered in relation to this Agenda Item is:*

*commercial information of a confidential nature (not being a trade secret) the disclosure of which:*

- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and*
- (ii) would, on balance, be contrary to the public interest;*

*Accordingly, the Authority is satisfied that the principle that the meeting should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential as it relates to a commercial contract of the Authority relating to administrative and financial services.*

## **CARRIED**

## **6. Other Business**

### 6.1. Unsolicited Bid

Motion: FRACA00666  
Moved: Cr Angela Schiller  
Seconded: Mark Easton

*Pursuant to section 90(2) of the Local Government Act 1999, the Authority orders that all members of the public be excluded, with the exception of the Acting Executive Officer, Kellie Knight-Stacey, and Administration Officer, Danielle Leckie, on the basis that it will receive and consider item 6.1 Unsolicited Bid.*

*The Authority is satisfied, pursuant to section 90(3)(d) of the Act, that the information to be received, discussed or considered in relation to this Agenda Item is:*

*commercial information of a confidential nature (not being a trade secret) the disclosure of which:*

- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and*
- (ii) would, on balance, be contrary to the public interest;*

*Accordingly, the Authority is satisfied that the principle that the meeting should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential as it includes information that may prejudice the commercial position of the Authority.*

## **CARRIED**

### **6.2. Solar PV**

Motion: FRACA00668  
Moved: Cr Angela Schiller  
Seconded: Mark Easton

*Pursuant to section 90(2) of the Local Government Act 1999, the Authority orders that all members of the public be excluded, with the exception of the Acting Executive Officer, Kellie Knight-Stacey, and Administration Officer, Danielle Leckie, on the basis that it will receive and consider item 6.2 Solar PV.*

*The Authority is satisfied, pursuant to section 90(3)(d) of the Act, that the information to be received, discussed or considered in relation to this Agenda Item is:*

*commercial information of a confidential nature (not being a trade secret) the disclosure of which:*

- (i) could reasonably be expected to prejudice the commercial position of the person who supplied the information, or to confer a commercial advantage on a third party; and*
- (ii) would, on balance, be contrary to the public interest;*

*Accordingly, the Authority is satisfied that the principle that the meeting should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential as it relates to a current Request for Tender of the Authority.*

## **CARRIED**

- 7. Next Meeting:** TBC
- 8. Meeting Closed:** 3.31 pm

It should be noted that in accordance with the legal advice received by the Authority dated 26 August 2020, all reports, minutes, attachments, and associated documents from items deliberated by the Authority in confidence, will automatically remain in confidence in perpetuity, unless a resolution of the Board is made to release such items. Items may also be removed from confidence under delegation. At the conclusion of each agenda item that is considered by the Authority in confidence, the default position is for the return to open / public meeting, until such time as a further resolution is made to return to confidential meeting procedures.