

Date: 28 July 2017

Location: City of Victor Harbor – Council Chambers, Civic Centre, 1 Bay Road, Victor Harbor

Meeting opened at 10:03am

1. ATTENDANCE

Present:

David Cooke (Chairperson)
John Coombe OAM (Deputy Chairperson) (via telephone)
Alison Kimber (via telephone)
Councillor Pat Chigwidden
Mayor Graham Philp (Deputy Elected Member Representative)

In attendance:

Leonie Boothby, Executive Officer
Kate Jessep, Director Corporate & Community Services – City of Victor Harbor
Victoria MacKirdy, General Manager Economic Development, Innovation and Culture – Alexandrina Council

Absent: Councillor Grant Gartrell

2. APOLOGIES

Nil

3. MINUTES OF THE PREVIOUS MEETING

Moved: John Coombe

Seconded: Alison Kimber

FRACA000082 That the minutes of the previous Fleurieu Regional Aquatic Centre Authority meeting held on Tuesday 26 May 2017 as circulated be confirmed as a true and accurate record.

CARRIED

4. BUSINESS ARISING

4.1 Resolutions Report and Work Program

Moved: Cr Pat Chigwidden

Seconded: David Cooke

FRACA000083 That the Authority:

1. note the Work Program and Resolutions Report as at 28 July 2017; and
2. hold a Board Workshop (Informal Gathering) in August 2017 to discuss key parameters for development of a draft Strategic Plan; aligning to development of the Long Term Financial Plan and Long Term Asset Management Plan.

CARRIED

4.2 Payment of sitting fees to Constituent Council Board Members

Moved: David Cooke

Seconded: Alison Kimber

FRACA00084 That the Authority:

1. Notes the recent resolutions of the constituent Councils regarding the payment of sitting fees to Constituent Council Board Members;
2. Determines not to pay sitting fees to Constituent Council Board Members nor to Deputy Board Members; and
3. Notes that recommendations will be developed as part of the next review of the Authority Charter to provide clarity around the payment of sitting fees to Board Members to reflect payment to Independent Board Members only.

CARRIED

5 PRESENTATIONS

5.1 Nil

6 REPORTS

6.1 Authority Policies:

Moved: Alison Kimber

Seconded: Cr Pat Chigwidden

FRACA000085 That the Board endorse the Asset Accounting Policy and the Internal Financial Control Policy.

CARRIED

6.2 Adoption of Authority Business Plan & Budget 2017_18:

Moved: John Coombe

Seconded: David Cooke

FRACA000086 That the Authority adopt the 2017/18 Annual Business Plan and Budget.

CARRIED

6.3 Process to establish Audit & Risk Committee

Moved: John Coombe

Seconded: Alison Kimber

FRACA000087 That the Authority:

1. Adopts the draft Terms of Reference for establishment of the Fleurieu Regional Aquatic Centre Authority Audit and Risk Management Committee in line with agreed parameters; and proposed process for appointment of an Independent Member of the Committee;
2. Notes that recommendations will be developed at the next review of the Authority Charter to
 - delegate authority to the Authority Board to appoint Authority Board Members to the Committee and to appoint an Independent Member to the Committee;
 - delegate authority to the Constituent Council Chief Executive Officers to appoint Council Officers to the Committee; and
 - increase the term of appointment for an Independent Member and Council Officer members to a maximum of four years with terms to be staggered to ensure continuity; and note that terms of Authority Board Members on the Committee will be in line with their terms of appointment as a Board Member; and
3. Notes that following the changes to the Charter, corresponding changes will be reflected in a revised Terms of Reference.

CARRIED

Agreed parameters:

- 1) *Membership*: The Committee will comprise:
 - A City of Victor Harbor Council Officer (to be nominated by the Council Chief Executive Officer);
 - An Alexandrina Council Officer (to be nominated by Council Chief Executive Officer);
 - One independent member selected by the Authority for consideration by the constituent Councils following an Expression of Interest process to be undertaken in the local community; and
 - Two Authority Board Members nominated by the Authority for consideration by the constituent Councils.
- 2) *Independent Member Selection Panel*: The composition of a selection panel to review expressions of interest and provide a recommendation to the Authority Board will be the Authority Board Chairperson, Deputy Chairperson and the Executive Officer.
- 3) *Appointment of a Committee Chairperson*: The Chairperson of the Committee will be the Independent Member and selection criteria for that position will reflect the need for suitable skills and experience commensurate to the role. The Chairperson will have a deliberative vote only.
- 4) *Remuneration*: Payment of sitting fees for Committee meetings will be paid as follows:
 - Council Officer members of the Committee will not be paid a sitting fee;
 - An Independent Authority Board Member who is also a member of the Committee will be paid a sitting fee in line with fees currently paid for attendance at prescribed meetings of the Board;
 - A Constituent Council Authority Board Member who is also a member of the Committee will not be paid a sitting fee in line with non-payment of sitting fees for meetings of the Board;
 - Independent Members of the Committee (members external to the Board) will be paid a sitting fee in line with fees currently paid to Independent Authority Board Members for attendance at prescribed meetings of the Board; and
 - The Independent Chairperson of the Committee will be paid a sitting fee in line with fees currently paid to the Independent Chairperson of the Board for attendance at prescribed meetings.
- 5) *Term of appointment* (of committee members): Per the Charter, the term of appointment of a member of the Audit and Risk Management Committee shall be for a term not exceeding two (2) years at the expiry of which such member will be eligible for reappointment.
- 6) *Frequency of meetings*: The Committee shall meet at least three times a year at appropriate times in the budgeting and reporting cycle including:
 - March: Budget, Business Plan and long term financial forecast
 - September: Annual financial statements
 - November: Review of effectiveness of risk management framework, internal controls, financial management practices and reporting.
- 7) *Committee self-assessment*: The Committee will on an annual basis, review its effectiveness in line with the purpose for establishing the Committee, as set out in its Terms of Reference.

7. MATTERS FOR DISCUSSION

7.1 Contract Performance Review – Executive Officer

Moved: John Coombe

Seconded: Cr Pat Chigwidden

FRACA000088 That the Authority endorses the following process to be undertaken for the Executive Officer contract performance review:

- A template survey will be distributed by the Chairperson for completion by Board Members and by the Executive Officer with results collated by the Chairperson;
- The Chairperson and Board Member Alison Kimber will then meet with the Executive Officer to discuss results and setting of Key Performance Indicators for 2017/18 (against the requirements per the Position Description and Authority performance measures per the Business Plan) and provide a summary report to the Board.

CARRIED

8 URGENT BUSINESS WITHOUT NOTICE

Moved: Cr Pat Chigwidden

Seconded: John Coombe

FRACA000089 That the Authority sincerely thanks Kate Jessep for her hard work in establishing the Authority and the Fleurieu Aquatic Centre; and notes her significant contribution to the successes achieved.

CARRIED

9.1 Competitive Neutrality Review

Moved: Alison Kimber

Seconded: Cr Pat Chigwidden

FRACA000090 That the Authority:

- 1) Under the provisions of Section 90(2) of the Local Government Act 1999 make an order that the public be excluded from the meeting, except for the Executive Officer, Ms Leonie Boothby; Director, Corporate & Community Services – City of Victor Harbor, Ms Kate Jessep; and General Manager Economic Development, Innovation and Culture – Alexandrina Council, Ms Victoria MacKirdy; in order to consider in confidence a report relating to Section 90(3)(d) and (h) of the Local Government Act 1999:
 - (d) 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;
 - (h) legal advice;relating to the consideration of a draft Competitive Neutrality Review in relation to the Fleurieu Aquatic Centre, being information that must be considered in confidence in order to ensure that the Authority does not disclose commercial information of a confidential nature (not being a trade secret) or that relates to legal advice; and
- 2) Accordingly, on this basis, the Authority is satisfied that public interest in conducting meetings in a place open to the public has been outweighed by the need to keep the information and discussion confidential to prevent the disclosure of commercial information of a confidential nature (not being a trade secret) or that relates to legal advice.

Substantiation:

The matter of the agenda item being consideration of a draft Competitive Neutrality Review in relation to the Fleurieu Aquatic Centre pursuant to Section 90(3)(d) and (h) of the Local Government Act 1999 (“the Act”) being information that must be considered in confidence to ensure that commercial information of a confidential nature (not being a trade secret) or that relates to legal advice; is not divulged.

There is strong public interest in enabling members of the public to observe the Authority's transparent and informed decision-making. This helps to ensure accountability, maintain transparency of public expenditure, facilitate public participation, assist public awareness and allow for the scrutiny of information. Attendance at a meeting of the Authority is one means of satisfying this interest. The public will only be excluded from a meeting of the Authority when the need for confidentiality pursuant to Section 90(2) of the Act outweighs the public interest of open decision-making.

In this matter, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest are that discussion will include discussion pertaining to legal advice; and, the disclosure of commercial information of a confidential nature (not being a trade secret) may prejudice the commercial position of the person who supplied the information, or confer a commercial advantage on a third party. On balance, the above reasons which support the need for confidentiality pursuant to Section 90(2) of the Act outweigh the factors in favour of the public interest of open decision making.

CARRIED

Moved: David Cooke

Seconded: Alison Kimber

FRACA000092 That the Authority, having considered this matter in confidence under Section 90(2) and 90(3)(d) and (h) of the Local Government Act 1999, makes an order pursuant to Section 91(7) and (9), that the agenda report, associated documents and minutes in relation to the 28 July 2017 confidential item 9.1, *Revised Draft - Competitive Neutrality Review*, be kept confidential and not available for public inspection other than information required to be released in accordance with any relevant requirements of Section 91(8) of the Local Government Act 1999; and in accordance with (2) above and Section 91(9)(c) of the Local Government Act 1999, authorises the Executive Officer to review and revoke the order.

CARRIED

[Cr Pat Chigwidden left the meeting at 11:51am]

9.2 Operational Management Key Performance Indicators 2017/18

Moved: Mayor Graham Philp

Seconded: Alison Kimber

FRACA000093 That the Authority:

- 1) Under the provisions of Section 90(2) of the Local Government Act 1999 make an order that the public be excluded from the meeting, except for the Executive Officer, Ms Leonie Boothby; Director, Corporate & Community Services – City of Victor Harbor, Ms Kate Jessep; and General Manager Economic Development, Innovation and Culture – Alexandrina Council, Ms Victoria MacKirdy; in order to consider in confidence a report relating to Section 90(3)(d) of the Local Government Act 1999:

(d) 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;

relating to the consideration of draft Key Performance Indicators for YMCA South Australia for management and operations of the Fleurieu Aquatic Centre for 2017/18, being information that must be considered in confidence in order to ensure that the Authority does not disclose commercial information of a confidential nature (not being a trade secret); and

- 2) Accordingly, on this basis, the Authority is satisfied that public interest in conducting meetings in a place open to the public has been outweighed by the need to keep the information and discussion confidential to prevent the disclosure of commercial information of a confidential nature (not being a trade secret).

Substantiation:

The matter of the agenda item being consideration of draft Key Performance Indicators for YMCA South Australia for management and operations of the Fleurieu Aquatic Centre for 2017/18 pursuant to Section 90(3)(d) of the Local Government Act 1999 ("the Act") being information that must be considered in confidence to ensure that commercial information of a confidential nature (not being a trade secret); is not divulged.

There is strong public interest in enabling members of the public to observe the Authority's transparent and informed decision-making. This helps to ensure accountability, maintain transparency of public expenditure, facilitate public participation, assist public awareness and allow for the scrutiny of information. Attendance at a meeting of the Authority is one means of satisfying this interest. The public will only be excluded from a meeting of the Authority when the need for confidentiality pursuant to Section 90(2) of the Act outweighs the public interest of open decision-making.

In this matter, the reasons that receipt, consideration or discussion of the information or matter in a meeting open to the public would be contrary to the public interest are that discussion will include discussion pertaining to the disclosure of commercial information of a confidential nature (not being a trade secret) that may prejudice the commercial position of the person who supplied the information, or confer a commercial advantage on a third party.

On balance, the above reasons which support the need for confidentiality pursuant to Section 90(2) of the Act outweigh the factors in favour of the public interest of open decision making.

CARRIED

[John Coombe left the meeting at 11:58am]

Moved: Mayor Graham Philp

Seconded: Alison Kimber

FRACA000095 That the Authority, having considered this matter in confidence under Section 90(2) and 90(3)(d) of the Local Government Act 1999, makes an order pursuant to Section 91(7) and (9), that the agenda report, associated documents and minutes in relation to the 28 July 2017 confidential item 9.2, Revised draft Operational Management Key Performance Indicators 2017/18, be kept confidential and not available for public inspection other than information required to be released in accordance with any relevant requirements of Section 91(8) of the Local Government Act 1999; and

In accordance with (3) above and Section 91(9)(c) of the Local Government Act 1999, authorises the Executive Officer to review and revoke the order.

CARRIED

10 NEXT MEETING

Ordinary meeting: Friday 22 September 2017 10am Alexandrina Council Office – 11 Cadell St Goolwa, Large Meeting Room

11 CLOSURE

Meeting closed at 12:00pm.