

DATE & TIME: Friday 21 February 2020 at **9:34am**
LOCATION: Large Meeting Room, Goolwa Council Office – 11 Cadell Street,
Goolwa

1. ATTENDANCE

Matt Grant (Chairperson)
Mark Easton (Independent Member)
Councillor Margaret Gardner (Alexandrina Council)
Councillor David Kemp (City of Victor Harbor)
Councillor Peter Charles (Deputy Elected Member Representative)

Elizabeth Williams (General Manager Resources, Alexandrina Council)
Karen Rokicinski (Director Corporate & Customer Service, City of Victor Harbor) at
9.53am
Vanessa Harvey (Alexandrina Council)
Debbie Palmer (Executive Officer)

2. APOLOGIES

John Coombe OAM (Deputy Chairperson)

Gallery – 2

3. Confirmation of Minutes of Meeting held 19 December 2019

Moved: Cr Margaret Gardner

Seconded: Mark Easton

FRACA00264

That the Minutes of the FRACA meeting held 19 December 2019 be received.

CARRIED

4. BUSINESS ARISING

4.1 Executive Officer Performance

The Executive Officer was asked to leave the meeting for a discussion around the Executive Officer Performance.

Deb Palmer left the meeting at 9.36 am.

The Chair provided a verbal update in regard to new Executive Officer coming on board.

Moved: Matt Grant

Seconded: Cr David Kemp

FRACA00265

That an ex gratia one off payment equivalent to 38 hours be paid to D Palmer in acknowledgement of excessive work undertaken.

CARRIED

Deb Palmer returned to the meeting at 9:40am.

4.2 Outstanding Action List

Moved: Cr David Kemp

Seconded: Cr Margaret Gardner

FRACA00266

That the:

1. Action list be received and it is to form part of the upcoming workshop.
2. 27 March workshop to be rescheduled to a future date where new Independent Board Members will be able to attend.
3. Victoria MacKirdy to provide a background on FRAC and FRACA at the commencement of the workshop session.

CARRIED

5. PRESENTATIONS

Nil

6. REPORTS

6.1 ANZ Signatories update

Moved: Cr David Kemp

Seconded: Cr Margaret Gardner

FRACA00267

That the Authority:

1. Appoint Mark Easton as the Acting Chair of the FRACA Board.
2. Remove the following signatories from the ANZ bank account:
 - a. David Cooke
 - b. Leonie Boothby
3. Add the following signatory to the ANZ bank account:
 - a. Executive Officer Debbie Palmer
 - b. Acting Chair Mark Easton.

It is to noted that FRACA, at its 29 April 2016 Board meeting, passed the following resolution:

6.8 Banking Report

Moved: Alison Kimber

Seconded: Councillor Grant Gartrell

FRACA00008

1. That the Fleurieu Regional Aquatic Centre Authority Board establishes a bank account with the ANZ bank operated with a minimum of two signatories required.
2. That the Chairperson, Executive Officer, Manager Finance, City of Victor Harbor and Manager Finance, Alexandrina Council be authorised signatories for the operation of the Authorities' ANZ Bank Account.
3. That the Executive Officer apply for and operate a credit card of \$10,000 per calendar month for use in accordance with the Procurement Policy.
4. A cash reserve account is to be established with the Local Government Finance Authority and surplus funds greater than \$10,000 are to be transferred to this account when not required for payment of invoices.
5. A depreciation reserve account is to be established with the Local Government Finance Authority with monies transferred on a quarterly basis in line with estimated annual depreciation for the purposes of funding future capital renewal.
6. That the Executive Officer, Manager Finance, City of Victor Harbor and Manager Finance, Alexandrina Council be authorised signatories for the operation of the Local Government Finance Authority accounts and delegated to transfer Authority funds to and from the LGFA account.

CARRIED

CARRIED

6.2 Recruitment of Independent Board Members

Moved: Cr Margaret Gardner

Seconded: Mark Easton

FRACA00268

That the Recruitment of Independent Board Member report be received.

CARRIED

7. URGENT BUSINESS WITHOUT NOTICE

Nil

8. CONFIDENTIAL REPORTS

8.1 Executive Officer appointment

Moved: Mark Easton

Seconded: Cr Margaret Gardner

FRACA00269

Note the report is out of confidence.

Note the appointment of Ms Debbie Palmer to the role of Executive Officer.

CARRIED

Gallery departed the meeting at 9:54am.

8.2 Audit & Risk Management Committee: Minutes 11 February 2020

Moved: Cr Margaret Gardner

Seconded: Matt Grant

FRACA00270

That the Authority:

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 Debbie Palmer; Director Corporate & Customer Service, City of Victor Harbor, Ms Karen Rokicinski; General Manager Resources, Alexandrina Council, Ms Elizabeth Williams and Vanessa Harvey (Alexandrina Council) 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 unconfirmed confidential minutes of the Fleurieu Regional Aquatic Centre Authority Audit & Risk Management Committee meeting held on the 11 February 2020; which includes 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

- 1) 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 unconfirmed confidential minutes of the Fleurieu Regional Aquatic Centre Authority Audit & Risk Management Committee meeting held on 11 February 2020 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

- 1) That having considered this matter in confidence under Section 90(2) and (3)(d) of the Local Government Act 1999, the Board, pursuant to Section 91(7) and (9) of the Local Government Act 1999, orders that:
 - 6.1 the minutes, agenda report, attachments, associated documents as applicable of the FRACA Board meeting held on 21 February 2020 confidential item 8.2, *Audit & Risk Management Committee - Confidential Minutes 11 February 2020*, are to remain confidential and will not be available for public inspection for a period as determined by the Executive Officer on the basis that disclosure of information would:
 - 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.
- 2) That this order be reviewed at least once every 12 months.
- 3) That pursuant Section 91(9)(c) of the Local Government Act 1999, the Board delegates the Executive Officer the power to review and revoke the order in whole or in part, the order made in paragraph 1 of this resolution at any time.

CARRIED

8.3 FRAC Management Options

Moved: Cr Margaret Gardner

Seconded: Mark Easton

FRACA00272

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 Debbie Palmer; Director Corporate & Customer Service, City of Victor Harbor, Ms Karen Rokicinski; General Manager Resources, Alexandrina Council, Ms Elizabeth Williams; and Vanessa Harvey (Alexandrina Council) in order to consider in confidence a report relating to Section 90(3)(b) of the Local Government Act 1999:

(b) information the disclosure of which—

(i) could reasonably be expected to confer a commercial advantage on a person with whom the council is conducting, or proposing to conduct, business, or to prejudice the commercial position of the council; and

(ii) would, on balance, be contrary to the public interest;

relating to future contractual negotiations for Facility Management and Operation of the Fleurieu Aquatic Centre, being information that must be considered in confidence in order to ensure that the Authority does not disclose information that may prejudice the commercial position of the Authority; 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.

Substantiation:

The matter of the agenda item relating to future contractual negotiations for Facility Management and Operation of the Fleurieu Aquatic Centre pursuant to Section 90(3)(b) of the Local Government Act 1999 (“the Act”) being information that must be considered in confidence to ensure that information that may prejudice the commercial position of the Authority 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 the disclosure of information that may prejudice the commercial position of the Authority, 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: Matt Grant

Seconded: Cr Margaret Gardner

FRACA00273

Suspended meeting procedures at 10:02am for appropriate discussion.

CARRIED

Cr Peter Charles left the meeting at 10:32am.

Moved: Cr David Kemp

Seconded: Cr Margaret Gardner

FRACA00274

Moved back into meeting procedures 11:49am.

CARRIED

1. That having considered this matter in confidence under Section 90(2) and (3)(b) of the Local Government Act 1999, the Board, pursuant to Section 91(7) and (9) of the Local Government Act 1999, orders that:
 - 1.1 the minutes, agenda report, attachments, associated documents as applicable of the FRACA Board meeting held on 21 February 2020 confidential item 8.3, *FRAC Management Options* are to remain confidential and will not be available for public inspection for a period as determined by the Executive Officer on the basis that disclosure of information would:
 - (b) *information the disclosure of which—*
 - (i) *could reasonably be expected to confer a commercial advantage on a person with whom the council is conducting, or proposing to conduct, business, or to prejudice the commercial position of the council; and*
 - (ii) *would, on balance, be contrary to the public interest;*
2. That this order be reviewed at least once every 12 months.
3. That pursuant Section 91(9)(c) of the Local Government Act 1999, the Board delegates the Executive Officer the power to review and revoke the order in whole or in part, the order made in paragraph 1 of this resolution at any time.

CARRIED

8.4 Competitive Neutrality correspondence

Moved: Cr David Kemp

Seconded: Cr Margaret Gardner

FRACA00275

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 Debbie Palmer; Director Corporate & Customer Service, City of Victor Harbor, Ms Karen Rokicinski; General Manager Resources, Alexandrina Council, Ms Elizabeth Williams; and Vanessa Harvey (Alexandrina Council) 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 the Competitive Neutrality Report 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); 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 the Competitive Neutrality Report in relation to the Fleurieu Aquatic Centre 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 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

1. That having considered this matter in confidence under Section 90(2) and (3)(d) of the Local Government Act 1999, the Board, pursuant to Section 91(7) and (9) of the Local Government Act 1999, orders that:
 - 2.1 the minutes, agenda report, attachments, associated documents as applicable of the FRACA Board meeting held on 21 February 2020 confidential item 8.4, *Competitive Neutrality correspondence* are to remain confidential and will not be available for public inspection for a period as determined by the Executive Officer on the basis that disclosure of information would:
 - (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;*
3. That this order be reviewed at least once every 12 months.
4. That pursuant Section 91(9)(c) of the Local Government Act 1999, the Board delegates the Executive Officer the power to review and revoke the order in whole or in part, the order made in paragraph 1 of this resolution at any time.

CARRIED

9. BUSINESS WITHOUT NOTICE

Cr Margaret Gardner thanked Matt Grant for his time as Chairperson of the Authority and expressed her gratitude in the time in which the new board have been able to work together.

The Executive Offer to write a note of thanks to both Matt Grant and John Coombe OAM in recognition of their time and commitment to the FRACA Board.

NEXT MEETING

9:30am Friday 24 April, Meeting Room, Fleurieu Aquatic Centre – 50 Ocean Road Chiton

CLOSURE

Meeting closed 12:14