



12 May 2022

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File Ref: GOV9.14.041

Dear Board Member

### **NOTICE OF MEETING**

Notice is hereby given pursuant to the Victor Harbor Horse Tram Authority Charter and Section 87(4) of the Local Government Act, 1999, as amended that a meeting for the **Victor Harbor Horse Tram Authority** has been called for:-

**DATE:** Thursday, 12 May 2022

**TIME:** 12:30pm

**PLACE:** Via Zoom

Please find enclosed a copy of the Agenda for the meeting.

Yours faithfully

**Megan Whibley**  
**General Manager**

Victor Harbor Horse Tram Authority

*Please be advised that filming, photography and audio recording may take place at this meeting when the public and media are not lawfully excluded under Section 90 of the Local Government Act 1999.*



**1. Open Meeting/Welcome**

**2. Attendance**

Nigel Catt (Chair) (Via Zoom)  
Cr Carol Schofield AM (Via Zoom)  
Paul Brown (Via Zoom)

Megan Whibley (General Manager VHHTA) (Via Zoom)  
Tamar Herron (Minute Secretary VHHTA) (Via Zoom)

**3. Apologies**

Rachel Kennedy  
Natasha Hunt

**4. Reports for Decision**

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4.2	4.2 Report - Proposed amendments to the VHHTA Charter	8

**Next Meeting**

Tuesday 7 June 2022, 10am – Encounter Room

**Meeting Close**

**Please be advised**

- *That filming, photography and audio recording may take place at this meeting when the public and media are not lawfully excluded under Section 90 of the Local Government Act 1999.*
- *To comply with COVID-19 physical distancing requirements, places in the public gallery are limited and will be filled on a 'first in' basis.*



Meeting **Victor Harbor Horse Tram Authority**  
Date **12 May 2022**  
From **Megan Whibley**  
Subject **March Quarterly Budget Review 2021/22**  
Report Number **4.1**

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## **RECOMMENDATION**

- 1. That the Victor Harbor Horse Tram Authority Board receive and note the March Quarterly Budget Review 2021/22 report.**
- 2. That the Victor Harbor Horse Tram Authority:**
  - (i) endorse the March Quarterly Budget Review 2021/22 as presented at attachment A to this report, noting an unchanged contribution from Council (operating deficit) of \$415,400; and**
  - (ii) provide the Budget Review to Council.**

## **INFORMATION**

### **Purpose**

The purpose of this report is for the Victor Harbor Horse Tram Authority Board to endorse the March Quarterly Budget Review 2021/22.

### **Background**

Section 9 of the Local Government (Financial Management) Regulations 2011 provides the requirement for regular budget reviews. Further, the Victor Harbor Horse Tram Authority are required by the Charter to provide reports on the financial position of the Authority each quarter:

*5.5 Quarterly reports summarising the financial position and performance of the Authority against the Budget must be prepared and presented to the Board within thirty days of the conclusion of each quarter and copies provided to the Council.*

The March budget review has been presented to the VHHTA Board outside of the 30 days as stipulated in the Charter due to the timing of the Board's meetings and the final figures getting included. April School Holidays is a busy period where all staff are utilised for Tram operations.

This March budget review, is a review addressing the COVID-19 effects on the 2021/22 financial year, and the new Causeway construction which resulted in the Victor Harbor Horse Tram operation closing for an extended period.

## **Commentary**

The first half of the financial year was impacted significantly by construction of the new Causeway and by impacts of COVID-19 such as state border closures. The budget was amended at the first budget review to reflect a decrease in ticket income, and expenses such as staffing costs were reduced, in order to ensure an unchanged council contribution.

Ticket sales have been tracking well since the opening of the new Causeway, which has brought many visitors to the area, however with increased ticket sales there are also additional staffing and other expenses associated with running the horse tram operation.

The budget was adjusted at the December budget review, to reflect increased income as a result of the reopening of state borders prior to Christmas combined with the impact of ticket price increases that were made in March 2021. It took significant effort to manage the bottom line, given the significant and often sporadic disruptions to Horse Tram operations over this period. Despite this, the financial result was an unchanged Council contribution at the December budget review, which should not be underplayed.

The March Budget Review is a further opportunity to revise the original budget and adjust it according to known information at this point in the financial year.

Expenses have been lower than anticipated for staff costs, tram and paddock maintenance, which has further offset the decrease in income experienced during the first half of the financial year. The result is an unchanged Council contribution to the Authority – a pleasing outcome given the turbulence of the financial year-to-date.

The March Budget Review 2021/22 is provided at Attachment A, for Board endorsement.

## **RISK ASSESSMENT**

**Financial Management** – The VHHTA is on track to achieve a break-even budget, not requiring any extra funding from the City of Victor Harbor despite only operating for 6 months of the 2021/22 year and the Covid effects on international travel. The Board are continuing to find ways to generate own-source income outside of ticket sales to improve the bottom line into the future. The risk is assessed as **low**.

**Reputation** – Although disruptions to Horse Tram operations have been significantly outside of the control of the VHHTA, a small number of people in the community who are seeking the VHHTA to have a decreased reliance on Council funding, may be expecting to see a reduced Council contribution in 2021/22. In this difficult operating environment, it is exceptional that the VHHTA has managed the budget without the need for additional Council contribution. This risk is assessed as **Low**.

## **REFERENCES**

Victor Harbor Horse Tram Authority 2021/22 budget

Local Government (Financial Management) Regulations 2011

## **BUDGET IMPLICATION**

The contribution required from City of Victor Harbor (operating deficit) presented in the budget review at attachment A remains at \$415,400, being the same as the original 2021/22 budget approved by Council and adopted by the VHHTA.

## **CONSULTATION**

Karen Rokicinski – Director Corporate & Customer Service, City of Victor Harbor

Sarah Milosevic – Director and Chartered Accountant, SMP Chartered Accountants

Budget Review - Working	Attachment A							
Victor Harbor Horse Tram Authority								
Description	2021/22 Original Budget	2021/22 YTD Actual	Budget Remaining (\$)	Budget Remaining (%)	2021/22 March Budget Review	Variance (\$)	Variance (%)	Comments
<b>Income</b>								
CVH budget contribution	415,400	311,550	103,850	25%	\$415,400.00	0	0%	COVH Contribution
Donation Income	2,500	237	2,263	91%	\$500.00	(2,000)	-80%	Affected by covid-19 restrictions/Closure-Causeway build
Employee Subsidies	4,500	2,727	1,773	0%	\$4,500.00	0	0%	Employer subsidy received and budget adjusted in Dec
Fleurieu Heritage Sales	500	0	500	100%	\$0.00	(500)	-100%	Affected by covid-19 restrictions/Closure-causeway build
Group Sales	2,000	1,023	978	49%	\$5,000.00	3,000	150%	Increase after reopening
Other Income	10,000	631	9,369	94%	\$0.00	(10,000)	-100%	Affected by covid-19 restrictions/Closure-causeway build
Souvenir Sales	35,000	21,564	13,436	38%	\$35,000.00	0	0%	Closure until Causeway finished and refurb of merch area has increased sales
Ticket Sales	345,000	231,934	113,066	33%	\$374,500.00	29,500	9%	Increased sales with borders opening and price increase
Causeway Monitoring	60,000	33,050	26,950	0%	\$40,000.00	(20,000)	100%	Monitoring Causeway for DIT but no closures for 6 months
Other Income - Interest	0	34	(34)	0%	0	0	0%	
<b>Total Income</b>	<b>874,900</b>	<b>602,750</b>	<b>272,150</b>	<b>31%</b>	<b>874,900</b>	<b>0</b>	<b>0%</b>	<b>No change</b>
<b>Less Operating Expenses</b>								
Administration Charge - Corporate Support	64,000	32,549	31,451	49%	64,000	0	0%	On track
Administration Charge - Rent on Assets	44,000	20,989	23,011	52%	44,000	0	0%	On track

Advertising Expenses	8,000	914	7,086	89%	8,000	0	0%	Funds forecasted to be spent on Advertising for the July hols.
Authority Board Expenses	15,000	6,111	8,889	59%	15,000	0	0%	Payment due to be made.
Cleaning	5,000	1,850	3,150	63%	5,000	0	0%	On track
Consultants and Professional Services	15,000	12,500	2,500	17%	15,000	0	0%	on track
Employee expenses	531,200	355,569	175,631	33%	531,200	0	0%	On track
Horse Care Expenses	58,000	27,947	30,053	52%	51,700	(6,300)	-11%	On track
Other Expenses	1,700	0	1,700	100%	1,700	0	0%	Allowance
Repairs and Maintenance	35,000	13,674	21,326	61%	35,000	0	0%	On track
Security Expenses	3,600	3,111	489	14%	3,600	0	0%	On track
Staff Amenity Expenses	3,500	1,924	1,576	45%	3,500	0	0%	On track
Utilities	14,000	6,768	7,232	52%	14,000	0	0%	On track
Vehicle and Travel Expenses	4,000	2,247	1,753	44%	4,000	0	0%	On track
Volunteer Expenses	3,000	0	3,000	100%	3,000	0	0%	Increase in Volunteers and uniforms are ordered so on Track
Bank Fees	500	750	(250)	-50%	500	0	0%	on track
Insurance	41,000	26,350	14,650	36%	41,000	0	0%	On track
Merchant Fees	2,500	1,736	764	31%	2,500	0	0%	On track
Phone and Date Expenses	3,700	2,886	814	22%	4,700	1,000	27%	On track
Printing and Stationary Expenses	4,200	1,265	2,935	70%	3,200	(1,000)	-24%	On track
Souvenir Purchases	18,000	11,971	6,029	33%	18,000	0	0%	Increase in sales so an increase in purchases
Depreciation	0	3,150	(3,150)	0%	6,300	6,300	100%	Ute, Gator and float gifted by Council. To be included in the Dec budget review (\$10K per year)
<b>Total Operating Expenses</b>	<b>874,900</b>	<b>534,259</b>	<b>340,641</b>	<b>39%</b>	<b>874,900</b>	<b>0</b>		<b>No change</b>
Physical Resources Received Free of Charge	50,000				63,000	13,000		Ute, Gator and float gifted by Council - this is their value not the gifted depreciated Council value..
<b>Net Surplus / (Deficit)</b>	<b>0</b>	<b>68,491</b>	<b>(68,491)</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>Gifted assets which will be depreciated at 6 monthly review</b>



STATEMENT OF COMPREHENSIVE INCOME  
For the Year Ending 30 June 2022

	2021/22 Current Budget \$	2021/22 Proposed Budget \$
Operating Revenues	874,900	874,900
<i>less</i> Operating Expenses	(874,900)	(874,900)
<b>Operating Surplus / (Deficit)</b>	<b>0</b>	<b>0</b>
add Other Comprehensive Income	50,000	63,000
<b>Total Comprehensive Result</b>		
<b>Net Outlays on Existing Assets</b>		
Capital expenditure on renewal / replacement of existing assets	0	0
<i>add back</i> depreciation, amortisation and impairment	0	6,300
<i>add back</i> proceeds from sale of replaced assets	0	0
<b>Subtotal</b>	<b>0</b>	<b>6,300</b>
<b>Net Outlays on New and Upgraded Assets</b>		
Capital expenditure on new and upgraded assets	0	0
add back amounts received specifically for new / upgraded assets	0	0
add back proceeds from sale of surplus assets	0	0
<b>Subtotal</b>	<b>0</b>	<b>0</b>
<b>NET LENDING / (BORROWING) FOR FINANCIAL YEAR</b>	<b>0</b>	<b>6,300</b>
<b>KEY FINANCIAL INDICATORS</b>		
Own Source Revenue	53%	53%
Operating Surplus Ratio	0%	0%
Net Financial Liabilities Ratio	28%	28%
Asset Renewal Funding Ratio	0%	0%





Meeting **Victor Harbor Horse Tram Authority**  
Date **12 May 2022**  
From **Megan Whibley**  
Subject **Proposed Changes to the Victor Harbor Horse Tram Authority Charter**  
Report Number **4.2**

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## **RECOMMENDATION**

- 1. That the Victor Harbor Horse Tram Authority Board receive and note the Proposed Changes to the Victor Harbor Horse Tram Authority Charter report.**
- 2. That the Victor Harbor Horse Tram Authority Board;**
  - a. endorse the Proposed Changes to the Victor Harbor Horse Tram Authority Charter report, and;**
  - b. request Council review the current VHHTA Charter.**

## **INFORMATION**

### **Purpose**

The purpose for this report is for the Victor Harbor Horse Tram Authority Board to endorse the proposed changes to the VHHTA Charter and to request Council to review the Authority's Charter, and consider the endorsed, proposed amendments to the Charter, as presented in this report and at Attachment A to this report.

### **Background**

The Authority Charter was published in the Government Gazette on 25 October 2018. The Authority is a relatively new subsidiary of Council. The Authority has been finding its feet and is now in its fourth year of operation. The Authority's growth has occurred during a challenging time period, due to the COVID-19 pandemic and also the construction of the new Causeway.

In regards to the appointment / reappointment of Board members the Charter says at 2.9.5;

*A Board Member is eligible for reappointment at the expiration of a term of office except that no person shall hold office as a Board Member for more than two consecutive terms.*

## **Commentary**

### Proposed changes to Board Member's Terms of appointment

The current Authority Board members were appointed at a difficult time when the viability of the old Causeway was in jeopardy, and the emergence of the pandemic occurred. With the easing of Covid-19 restrictions, the approvals of grant money, and with the new Causeway complete, the Board is now able to move ahead with plans for the VHHTA's future growth, including the construction of the new stables, VIP experience packages and equine assisted learning experiences.

Certain Board members have expressed a desire to serve an extra term, so as to apply their gained knowledge and experience with the VHHTA, and to be able to perform their role, free of the constrictive challenges of the last three years with Covid-19 and Causeway closures. The VHHTA seeks from Council a review of its Charter so as to allow Board members to stay on for a further term, if so reappointed. The Board members have invaluable skills, knowledge and experience that can provide an enormous benefit for the Authority during the critical time period of growth for the Authority soon to come. Certain Board members second terms expire in March 2023. The Authority is seeking to have the VHHTA Charter reviewed so as to retain the resources that the Board is able to provide for an extended time. The *Local Government Act 1999* does not place a limit on the consecutive terms of appointment for Board members of a subsidiary.

### Proposed changes to Charter Objects and Purposes

The VHHTA Charter, at provision 1.7, sets out the Authority's objects and purposes. The Authority has identified that the objects and purposes fail to identify the Authority's high priority in caring for the horses' health and welfare. The Authority seeks to add this priority to provision 1.7 as its first and foremost priority. The working with any animal in a business for profit setting requires the highest of ethical standards to be applied, and the Authority seeks to have this high, ethical bar clearly laid out in the Charter, both for future leadership and for public confidence.

### Proposed changes to Insurance and Superannuation Requirements

The current Charter states at provision 6.2 that the Authority must register employees with Statewide Super. Authority employees register with a superannuation scheme of their choice. It is proposed that the Charter be reviewed and changed to reflect this.

### Proposed changes to the Transitional Provisions

The Charter Transitional Provisions, at 11, are now outdated, and the VHHTA has a General Manager, Authority Board, and has surpassed all of the early milestones that these provisions refer to. It is proposed that the Transitional Provisions be removed from the Charter.

## Proposed changes to Budget Provisions

Changes are proposed to provision 5.2 as it is impossible for the Authority to adopt a budget after 31 May 2022 and within 6 weeks of Council approval of the budget, as Council prefer to receive the Authority's budget by early February.

Changes are also proposed to provision 5.5 as it is impossible for the Authority to provide the quarterly budget review to the Board within thirty days, due to waiting times to receive invoices and figures from Council. An extra fifteen days are required so that the Authority can meet its financial reporting requirements as stated in the Charter.

## **RISK ASSESSMENT**

**Corporate Governance** – The Board have accumulated knowledge of the inner workings and functions of the VHHTA. The VHHTA is entering into a critical growth period, with some Board member terms set to expire March 2023. A change in Board management, and a loss of Board knowledge and experience, could affect the VHHTA's growth and establishment of new services in a negative way. The recommendations in the report aim to minimize any disruption to the VHHTA's critical growth period. The risk is assessed as **low**.

**Infrastructure & Assets** – Previously identified objects and purposes of the VHHTA in the Charter do not address the high priority of the VHHTA's role in caring for the health and welfare of the horses worked with in Horse Tram offerings. Inserting this object and purpose into the Charter ensures that the horses health and welfare is at the forefront of future decisions and strategies of the VHHTA. The risk is assessed as **low**.

**Socio Political, Community Issues / Reputation** – The VHHTA has received some negative publicity as a result of the Charter failing to identify a duty to care for the health and welfare of the VHHTA horses in its objects and purposes. Reviewing the Charter, so as to make changes to the objects and purposes, so as to insert the VHHTA's priority of caring for the horses' welfare will aid in mitigating this negative publicity, and communicate to the public the high priority that the horses welfare is to the VHHTA. The risk is assessed as **low**.

## **REFERENCES**

VHHTA Charter

Local Government Act 1999

## **BUDGET IMPLICATIONS**

There are no budget implications in endorsing the Proposed changes to the Victor Harbor Horse Tram Authority Charter report.

## **CONSULTATION**

City of Victor Harbor – Director Corporate and Customer Service (Kelli Knight-Stacey)

City of Victor Harbor - Governance and Policy Officer (Kyla Walker)

city of  
*Victor Harbor*



## **Victor Harbor Horse Tram Authority**

**(Section 42 Subsidiary of the City of Victor Harbor)**

**23 July 2018**

DRAFT

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## 1. INTRODUCTION

### 1.1 Name of Authority

The name of the subsidiary is the Victor Harbor Horse Tram Authority.

### 1.2 Dictionary

**Act** means the Local Government Act 1999.

**Authority** means the Victor Harbor Horse Tram Authority established as a single council subsidiary pursuant to Section 42 of the Act.

**Board** means the board of management of the Authority.

**Board Member** means at any time a member of the Board appointed in accordance with subclause 2.9 of this Charter.

**Budget** means a budget adopted by the Authority in accordance with the Act and this Charter.

**Business Plan** means a business plan adopted by the Authority in accordance with the Act and this Charter.

**General Manager** means the General Manager of the Authority and includes a person acting in that position.

**Council** means The City of Victor Harbor.

**Deliberative Vote** means a vote cast by each Board Member (including the Chairperson) for the purpose of deciding a matter under deliberation.

**Elected Member** means an elected member of the Council.

**Remuneration Fees** mean fees paid to a Board Member in accordance with this Charter.

**Significant Business Activity** has its meaning in the Revised Clause 7 Statement on the Application of Competition Principles to Local Government under the Competition Principles Agreement September 2002.

**Simple Majority** means a majority of those Board Members present and entitled to vote.

Subject to the above, words and expressions in this Charter have the same meaning as in a provision of the Act that deals with the same matter.

### 1.3 Interpretation

In this Charter:

1.3.1 the singular includes the plural and vice versa;

1.3.2 words importing a gender include other genders;

- 1.3.3 words importing natural persons include corporates;
- 1.3.4 reference to a section is to a section of the Act and includes any section that substantially replaces that section and deals with the same matter;
- 1.3.5 headings are for ease of reference only and do not affect the construction of this Charter.

#### 1.4 **Establishment**

The Authority is a subsidiary of the Council established under Section 42 of the Act.

#### 1.5 **Local Government Act**

- 1.5.1 This Charter must be read in conjunction with Parts 1 and 3 of Schedule 2 to the Act.
- 1.5.2 The Authority shall conduct its affairs in accordance with and comply with Schedule 2 to the Act except as modified by this Charter in a manner permitted by Schedule 2.
- 1.5.3 The establishment of the Authority does not derogate from the power of Council to act independently in relation to a matter within the jurisdiction of the Authority.

#### 1.6 **About this Charter**

- 1.6.1 This Charter is the charter of the Authority.
- 1.6.2 Despite any other provision in this Charter:
  - 1.6.2.1 if the Act prohibits a thing being done, the thing may not be done;
  - 1.6.2.2 if the Act requires or permits a thing to be done by the Authority approval is given for that thing to be done;
  - 1.6.2.3 if a provision of this Charter is, or becomes, inconsistent with the Act, that provision must be read down or, failing that, severed from this Charter to the extent of the inconsistency.
- 1.6.3 This Charter may not be amended except by resolution of the Council.

#### 1.7 **Objects and Purpose**

The Authority has these purposes:

1.7.1 to ensure the health and welfare of the Victor Harbor Horse Tram Horses;

~~1.7.1~~1.7.2 to promote and market the Victor Harbor Horse Tram;



- [4.7.21.7.3](#) to position the Victor Harbor Horse Tram in a way that sustains retail, business and economic growth and supports economic viability for the region;
- [4.7.31.7.4](#) to enhance and sustain the commercial aspects of the Victor Harbor Horse Tram to ensure ongoing competitiveness;
- [4.7.41.7.5](#) to provide positive and productive engagement and partnership with key stakeholders of the Authority and the Victor Harbor Horse Tram to achieve ongoing sustainability;
- [4.7.51.7.6](#) the development and success for the Authority and the Victor Harbor Horse Tram;
- [4.7.61.7.7](#) to prepare a strategic management plan for the Victor Harbor Horse Tram;
- [4.7.71.7.8](#) to refine and redefine the strategic management framework for the Victor Harbor Horse Tram in response to changing circumstances;
- [4.7.81.7.9](#) to promote the Victor Harbor Horse Tram and to encourage its use by residents, tourists, visitors and the community in general;
- [4.7.91.7.10](#) to make recommendations to the Council in relation to the maintenance and upgrade of the Victor Harbor Horse Tram's existing infrastructure and physical appearance to ensure it is maintained to a high standard;
- [4.7.101.7.11](#) to monitor that aspect of the annual budget approved by the Council relating to the Authority's financial and general performance;
- [4.7.111.7.12](#) to report regularly to the Council on the Authority's financial and general performance; and
- [4.7.121.7.13](#) to promote and co-ordinate strategic management actions in relation to the Victor Harbor Horse Tram in a way that will ensure ongoing participation and commitment from stakeholders and the Council.

## 1.8 Powers, Functions and Duties

- 1.8.1 The powers, functions and duties of the Authority are, in addition to those set out in the Act, to:
- 1.8.1.1 set, charge and, from time to time adjust the fees for the use of the facilities of the Victor Harbor Horse Tram as considered appropriate by the Authority;
  - 1.8.1.2 receive donations and sponsorship from any person for use or investment in relation to the Victor Harbor Horse Tram;
  - 1.8.1.3 subject to clause 1.9 of this Charter, enter into contracts;
  - 1.8.1.4 subject to clause 1.9 of this Charter, purchase, or otherwise acquire chattel, plant or equipment and sell, lease, hire, rent

or otherwise dispose of any chattel, plant, equipment or other personal property of the Authority;

- 1.8.1.5 open and operate bank accounts;
- 1.8.1.6 subject to clause 1.9 of this Charter, prosecute, defend, compromise, compound, abandon, refer to mediation or settle a dispute, debt or claim to which the Authority is a party;
- 1.8.1.7 subject to clause 1.9 of this Charter, incur expenditure in the performance of its functions and duties in the furtherance of its objects and purposes;
- 1.8.1.8 plan, cost, endorse and report upon projects to the Council and to stakeholders of the Authority;
- 1.8.1.9 subject to clause 1.9, borrow or apply for funds;
- 1.8.1.10 invest surplus funds in the manner described in Section 139 of the Act as if the Authority were a 'council' and review those investments in the manner described in Section 140 of the Act as if the Authority were a 'council';
- 1.8.1.11 subject to clause 1.9 of this Charter, and any relevant policy of the Authority, employ, engage, remunerate, suspend or dismiss staff of the Authority;
- 1.8.1.12 to do all things necessary, expedient or incidental to performing its functions and duties;
- 1.8.1.13 to make submissions for and accept grants, sponsorship subsidies and contributions to further its objects and purposes;
- 1.8.1.14 to earn revenue from activities undertaken in the furtherance of its objects and purposes;
- 1.8.1.15 to exercise such other functions, powers and duties as are delegated to the Authority or authorised by the Council from time to time;
- 1.8.1.16 ensure that information provided to the Council is accurate and that the Council is kept informed of the solvency of the Authority as well as any material developments that may affect the operating capacity and financial affairs of the Authority;
- 1.8.1.17 not to act outside the area of the Council.

## 1.9 **Funding of Authority, Borrowings and Expenditure**

- 1.9.1 The Authority is intended to be partially self-funded.
- 1.9.2 The Authority has the power to incur expenditure as follows:

- 1.9.2.1 in accordance with a Budget adopted by the Authority and approved by the Council as required by the Act or this Charter; or
  - 1.9.2.2 with the prior approval of the Council; or
  - 1.9.2.3 in accordance with the Act, in respect of expenditure not contained in a Budget adopted by the Authority, for a purpose of genuine emergency or hardship.
- 1.9.3 Subject to clause 1.9.4 the Authority has the power to borrow money as follows:
- 1.9.3.1 in accordance with a Budget adopted by the Authority and approved by the Council as required by the Act or this Charter; or
  - 1.9.3.2 with the prior approval of the Council.
- 1.9.4 Unless otherwise approved by the Council any and all borrowings taken out by the Authority:
- 1.9.4.1 must be from the Local Government Finance Authority; and
  - 1.9.4.2 in the case of fixed loans, must be drawn down within a period of 24 months from the date of approval.
- 1.9.5 The Authority will determine and include in its Budget each year for approval by the Council the funds it requires to enable it to meet its Business Plan objectives.
- 1.9.6 The Authority will if requested by the Council make a payment to the Council from the annual profit of the Authority where there is a surplus after the Authority has funded its operational and capital expenditure as set out in a Budget approved by the Council.

## 1.10 **Property**

- 1.10.1 All property held by the Authority is held by it on behalf of Council.
- 1.10.2 The Authority must not acquire, dispose, encumber or otherwise deal with any real property without the prior approval of the Council.

## 1.11 **Delegation by the Authority**

- 1.11.1 Subject to clause 1.11.3 the Authority may by resolution delegate such of its powers, functions and duties under this Charter as it sees fit.
- 1.11.2 The Authority must review at least annually its delegations including any terms and conditions of such delegations and any limits and/or restrictions on the exercise of the relevant powers, functions and duties delegated.
- 1.11.3 Notwithstanding the provisions of clause 1.11.1 the Authority may not delegate:

- 1.11.3.1 the power to impose fees and charges;
- 1.11.3.2 the power to borrow money or to obtain other forms of financial accommodation not set out or included in a Budget adopted by the Authority and where required by this Charter approved by the Council;
- 1.11.3.3 the power to approve expenditure of money on works, services or operations of the Authority not contained in a Budget adopted by the Authority and where required by this Charter approved by the Council;
- 1.11.3.4 the power to approve payment or reimbursement of expenses or payment of allowances to members of the Board;
- 1.11.3.5 the power to adopt a Budget of the Authority;
- 1.11.3.6 the power to adopt or revise a Business Plan, Strategic Plan or Long Term Financial Plan of the Authority;
- 1.11.3.7 the power to adopt or revise financial estimates and reports;
- 1.11.3.8 the power to make an application or recommendation to the Minister.

1.11.4 A delegation is revocable at will and does not prevent the Authority from acting in a matter.

## 1.12 **National Competition Policy**

If the Authority is at any time involved in a significant business activity as defined in the Clause 7 Statement prepared under the Competition Principles Agreement of the National Competition Policy, it will implement the principles of competitive neutrality by way of annual review of its business operations in the market place and application of the relevant principle(s) where that is appropriate to do so, unless the costs associated with implementation as provided for in Part 4 of the *Government Business Enterprises (Competition) Act 1996* outweigh the benefits to be realised through the application of the principles of competitive neutrality.

## 1.13 **Direction and Control**

1.13.1 The Authority is subject to the direction and control of the Council.

1.13.2 A direction by the Council to the Authority must be evidenced by a resolution of the Council.

## 2. **BOARD OF MANAGEMENT**

### 2.1 **Role of Board**

The Authority is governed by a board of management which has the responsibility to manage the business and other affairs of the Authority in accordance with this Charter.

## 2.2 **Specific Functions of the Board**

In administering the affairs of the Authority, the Board must ensure:

- 2.2.1 that the Authority observes all plans, targets, structures, systems and practices required or applied to the Authority by the Council;
- 2.2.2 that all information given to the Council is accurate; and
- 2.2.3 that information is provided to the Council of any material particular affecting the financial or operational ability of the Authority or which gives rise to the expectation that the Authority may not be able to meet its debts as and when they fall due immediately upon the Board becoming aware of any such material particular.

## 2.3 **Strategic Functions of the Board**

In overseeing the affairs of the Authority, the Board must:

- 2.3.1 formulate strategic, management and business plans aimed at improving the business of the Authority;
- 2.3.2 provide professional input and policy direction to the Authority;
- 2.3.3 monitor, oversee and measure the performance of the General Manager of the Authority; and
- 2.3.4 exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of other persons.

## 2.4 **Proceedings at Board Meetings**

- 2.4.1 A meeting of the Board must be held at times and intervals as determined by the Board, provided that the Board meets at least six times in every twelve months.
- 2.4.2 An ordinary meeting of the Board will constitute an ordinary meeting of the Authority. The Board shall administer the business of the ordinary meeting.
- 2.4.3 Chapter 6, Part 3 of the Act extends to the Authority as if:
  - 2.4.3.1 the Authority were a council; and
  - 2.4.3.2 the Board Members of the Authority were members of the council.
- 2.4.4 Each Board Member present at a Board meeting must vote on a matter arising for decision at the meeting unless prohibited from doing so at law, and if the votes are equal, the Board Member presiding at the meeting may exercise a casting vote.
- 2.4.5 Subject to clause 5 of Schedule 2 to the Act, the Board must determine its own procedures to apply at or in relation to its meetings, which must be fair and contribute to free and open decision making

provided that those procedures are not inconsistent with the provisions of this Charter or the Act.

- 2.4.6 The General Manager must at the request of the Chairperson or any two Board Members call a special meeting of the Authority.
- 2.4.7 The General Manager will give notice of a meeting to Board Members (by means authorised in writing by the Board Member as being an available means of giving notice) which must:
- 2.4.7.1 set out the place, date and time for the meeting;
  - 2.4.7.2 contain or be accompanied by the agenda for the meeting and
  - 2.4.7.3 be accompanied by any documents or reports that are to be considered at the meeting (so far as reasonably available); and
  - 2.4.7.4 in the case of an ordinary meeting, be given at least three clear business days before the meeting and in the case of a special meeting, be given at least twenty-four hours before the meeting (or such other period as all the Board Members in office may, as a matter of general policy, determine otherwise).
- 2.4.8 The General Manager must maintain a record of all notices of meetings given to Board Members.
- 2.4.9 The General Manager must give notice to the public of the times and places of meetings of the Board by causing a copy of the notice and agenda for the meeting to be placed on public display at the principal office of the Authority:
- 2.4.9.1 in the case of an ordinary meeting, at least three clear days before the date of the meeting; or
  - 2.4.9.2 in the case of a special meeting, as soon as practicable after the time that notice of the meeting is given to Board Members.
- 2.4.10 Subject to clause 2.4.12 the General Manager must also ensure that a reasonable number of copies of any document or report supplied to Board Members for consideration at a meeting of the Board are:
- 2.4.10.1 available for inspection by members of the public at the principal office of the Authority as soon as practicable after the time when the document or report is supplied to Board Members; and
  - 2.4.10.2 in the case of a document or report supplied to Board Members at the Board meeting, at the meeting as soon as practicable after the time when the document or report is supplied to Board Members.

2.4.11 The General Manager may indicate on a document or report provided to Board Members under clause 2.4.7 any information or matter contained in or arising from a document or report that may, if the Board determines, be considered in confidence in accordance with Chapter 6, Part 3 of the Act provided that the General Manager at the same time specifies the basis on which an order could be made pursuant to the provisions of Chapter 6 Part 3 of the Act.

2.4.12 Clause 2.4.10 does not apply to a document or report:

2.4.12.1 that is subject to the operation of clause 2.4.11; or

2.4.12.2 that relates to a matter dealt with by the Board on a confidential basis in accordance with clause 2.4.3 and Chapter 6 Part 3 of the Act.

2.4.13 The Board may invite any person to attend at a meeting of the Board to act in an advisory capacity.

2.4.14 Minutes of meetings of the Board must be provided to Board Members and the Chief Executive Officer of the Council within five days of the meeting to which they relate.

## 2.5 **Chair and Deputy Chair of the Board**

2.5.1 The Board shall appoint a Board Member to be the Chairperson of the Board for such term and on such conditions as determined by the Board.

2.5.2 The Chairperson will cease to hold office as Chairperson in the event:

2.5.2.1 the Chairperson resigns as Chairperson; or

2.5.2.2 the Chairperson ceases to be a Board Member; or

2.5.2.3 the Board terminates the Chairperson's appointment as Chairperson.

2.5.3 In the event that the office of Chairperson becomes vacant, then the Board must appoint a new Chairperson who shall hold office for the balance of the original term or until such later date as the Board may determine.

2.5.4 The Board shall appoint a Board Member, other than the Chairperson to be the Deputy Chairperson for such term and on such conditions as determined by the Board.

2.5.5 The Deputy Chairperson will cease to hold office as Deputy Chairperson in the event:

2.5.5.1 the Deputy Chairperson resigns as Deputy Chairperson; or

2.5.5.2 the Deputy Chairperson ceases to be a Board Member; or

2.5.5.3 the Board terminates the Deputy Chairperson's appointment as Deputy Chairperson.

- 2.5.6 In the event that the Chairperson resigns, is removed from office by the Board, refuses or is unable to act as Chairperson, or is no longer a Board Member, then the Deputy Chairperson shall act in that office until such time as a Chairperson has been appointed by the Board. In the event that the Deputy Chairperson resigns, is removed from office by the Board, refuses or is unable to act as Chairperson, or is no longer a Board Member, the Board shall appoint a Board Member to act as Chairperson until such time as a Chairperson has been appointed by the Board whereupon the person so appointed shall hold office as the Chairperson for the balance of the original term or until such later date as the Board may determine.
- 2.5.7 The Chairperson and the Deputy Chairperson are eligible for re-appointment at the expiration of their term of office.
- 2.5.8 The Chairperson shall preside at all meetings of the Board and, in the event of the Chairperson being absent from a meeting, the Deputy Chairperson shall preside for that meeting or until the Chairperson is present and in the event the Chairperson and Deputy Chairperson are both absent from a meeting, the Board Members present shall appoint a member from amongst them, who shall preside for that meeting or until the Chairperson or Deputy Chairperson is present.

## 2.6 **Quorum**

- 2.6.1 A quorum of the Board is one half of the Board Members in office, ignoring any fraction, plus one. A quorum must be present at all times during a Board meeting.

## **Governance**

### 2.7 **Board Policies**

- 2.7.1 The Authority must adopt a mandatory code of conduct to be observed by Board Members in the performance of their functions and duties.
- 2.7.2 The Authority must, in consultation with the Council, prepare and adopt, and thereafter keep under review as required by legislation, policies on:
- 2.7.2.1 governance;
  - 2.7.2.2 contracts and tenders (to conform to Section 49 of the Act);
  - 2.7.2.3 human resource management;
  - 2.7.2.4 work health and safety;
  - 2.7.2.5 protection of the environment;
  - 2.7.2.6 any other matters relevant to the operation of the Victor Harbor Horse Tram and the Authority; and
  - 2.7.2.7 the Board must ensure that code of conduct and Authority policies are complied with in the operation of the Authority.



## 2.8 Board Duties to the Authority

- 2.8.1 The Board must ensure:
- 2.8.1.1 that the Authority acts in accordance with legislation, regulations, mandatory codes of practice and this Charter;
  - 2.8.1.2 that the Board acts ethically and with integrity;
  - 2.8.1.3 that the activities of the Authority are conducted efficiently and effectively and that the assets of the Authority are properly managed and maintained;
  - 2.8.1.4 that the Authority adheres to its Business Plan and takes all reasonable steps to achieve the financial outcomes projected in its Budget.

## 2.9 Appointment of Board Members

- 2.9.1 The Board shall consist of five members appointed by the Council.
- 2.9.2 The Council will appoint:
- 2.9.2.1 four Board Members who are neither employees nor elected members of the Council;
  - 2.9.2.2 one elected member of the Council to be a Board Member.
- 2.9.3 The appointment of all Board Members will be for a term not exceeding three years and on such conditions as determined by the Council provided that the Council shall ensure that no more than two (2) Board Members' terms of office expire in the same 12 month period.
- 2.9.4 The Council will, as far as possible, ensure that each Board Member appointed pursuant to clause 2.11.2.1 possesses skills and/or experience in one of the following areas provided that no two Board Members are appointed on the basis of possessing the same skills and/or experience and that collectively the Board Members possess all the following skills and experience :
- 2.9.4.1 marketing and tourism;
  - 2.9.4.2 business or financial management;
  - 2.9.4.3 horse management, husbandry and/or veterinary science experience;
  - 2.9.4.4 Director or manager of a commercial business.
- 2.9.5 A Board Member is eligible for reappointment at the expiration of a term of office except that no person shall hold office as a Board Member for more than ~~threetwo~~ consecutive terms.
- 2.9.6 Prior to the conclusion of the term of office of any Board Member, a further appointment will be made by the Council.

2.9.7 The Council must give to the Authority a written notice of appointment of a Board Member.

2.9.8 Each Board Member must give to the Authority a signed written consent to act as a Board Member.

## 2.10 Selection Panel

2.10.1 A Chief Executive Officer of the Council and 2 persons appointed by the Board who is neither an elected member nor employee of the Council will comprise the Selection Panel and make recommendations to the Council on the appointment of Board Members pursuant to clause 2.9.2.1.

2.10.2 The Selection Panel will determine the appropriate recruitment process for Board Members having regard to existing policies and processes of the Council.

## 2.11 Vacancy in Office of Board Members

2.11.1 The office of a Board Member becomes vacant if any of the circumstances set out in clause 4(3) of Schedule 2 of the Act arise; and

2.11.2 Unless the Council expressly provides otherwise, in the case of a Board Member who was when appointed an elected member of the Council:

2.11.2.1 upon that Board Member no longer being an elected member of the Council; and

2.11.2.2 at the conclusion of the local government elections following their appointment.

## 2.12 Remuneration and Expenses of Board Members

2.12.1 The Authority is entitled to pay appropriate remuneration fees to Board Members (excluding Board Members who are elected members of the Council) as approved by the Council having regard to the Guidelines for Agencies and Board Directors published from time to time by the Department of Premier and Cabinet for Government Boards and Committees.

2.12.2 A Board Member is entitled to claim for any travelling and other expenses that are properly incurred in connection with the Authority's business and with the prior approval of the Board as recorded in minutes of a Board meeting.

## 2.13 Casual Vacancies

If any casual vacancy occurs in the membership of the Board, it will be filled in the same manner as the original appointment. The person appointed to the Board to fill a casual vacancy will be appointed for the balance of the term of the original appointment or such longer term as determined by the Council.

## 2.14 Register of Interests

A Board Member is not required to submit returns to the Authority under Chapter 5, Part 4, Division 2 of the Act.

## 3. OTHER OFFICERS

### 3.1 General Manager

3.1.1 The Authority may appoint a General Manager of the Authority on terms and conditions to be determined by Council.

3.1.2 The General Manager's functions include:

3.1.2.1 to ensure that the policies and lawful decisions of the Authority are implemented in a timely manner;

3.1.2.2 to ensure the efficient and effective management of the operations and affairs of the Authority;

3.1.2.3 to provide advice and reports to the Board on the exercise and performance of the Authority's powers and functions;

3.1.2.4 to assist the Authority and the Board in maintaining compliance with all relevant legislation, this Charter, the Budget and the Business Plan;

3.1.2.5 ensuring that records required under the Act or in other legislation are properly managed and maintained;

3.1.2.6 achieving financial outcomes in accordance with adopted plans and budgets; and

3.1.2.7 establishing policies and procedure relating to work, health and safety.

3.1.3 The General Manager has such powers, functions and duties prescribed by this clause and as determined necessary by the Board from time to time to ensure the efficient and effective management of the operations and affairs of the Authority.

3.1.4 The General Manager is subject to the same legislative responsibilities and duties as a Chief Executive Officer of a council including those matters set out in Parts 1 and 3 of Chapter 7 of the Act.

3.1.5 The General Manager of the Authority is responsible for appointing, managing, suspending and dismissing any other subordinate employees of the Authority (on behalf of the Authority) in accordance with legislative requirements, Authority policy and applying the principles of procedural fairness.

### 3.2 Staff

3.2.1 The appointment of staff will be and remain consistent with the Council's employment policies under the Act and other relevant legislation.

### 3.3 Auditor

- 3.3.1 The Authority must appoint an auditor. Subject to the Act, and this Charter, an auditor holds office on the terms and conditions (including as to remuneration) that the Authority determines.
- 3.3.2 The Authority must provide its audited financial statements to the Chief Executive Officer of the Council by 30 September in each year.

## 4. AUDIT COMMITTEE

### 4.1 Audit Committee

- 4.1.1 The Authority is required to establish an Audit Committee and clause 13(4) of Schedule 2 of the Act governs the constitution and functions of the Audit Committee. The Authority may establish its own Audit Committee or use the Council's Audit Committee with the agreement of the Council.
- 4.1.2 If the Authority establishes its own Audit Committee:
- 4.1.2.1 it must comply *with the Local Government (Financial Management) Regulations 2011* regarding the membership of the Audit Committee;
  - 4.1.2.2 an officer(s) of the Council nominated by the Chief Executive Officer of the Council may attend Audit Committee meetings as an observer;
  - 4.1.2.3 at least two members of the Audit Committee must be neither elected members nor employees of the Council;
  - 4.1.2.4 the Presiding Member of the Audit Committee must not be an elected member or employee of the Council;
  - 4.1.2.5 members of the Audit Committee are not entitled to payment of Remuneration Fees unless approved by the Council.
  - 4.1.2.6 minutes of an Audit Committee Meeting must be provided to the Chief Executive Officer of the Council within five days of the Audit Committee meeting to which the minutes relate.

## 5. BUDGETS

- 5.1 The Authority must before 31 March of each year prepare and submit a draft Budget to the Council for the ensuing financial year (or, if appropriate, part financial year) in accordance with the Act for approval by the Council.
- 5.2 The Authority must adopt ~~after 31 May and~~ within eight~~six~~ (8~~6~~) weeks of approval of the draft Budget by the Council in each year, a Budget in accordance with the Act for the ensuing financial year consistent with the approval given by the Council pursuant to clause 5.1.

- 5.3 The Authority may in a financial year, after consultation with the Council, incur spending before adoption of its Budget for the year, but the spending must be provided for in the appropriate Budget for the year.
- 5.4 The Authority must each financial year provide a copy of its adopted Budget to the Council within five (5) business days after the adoption of the Budget by the Authority.
- 5.5 Quarterly reports summarising the financial position and performance of the Authority against the Budget must be prepared and presented to the Board within ~~forty five (45)~~<sup>thirty</sup> days of the conclusion of each quarter and copies provided to the Council.
- 5.6 The Authority must reconsider its Budget in accordance with the Act in a manner consistent with the Act and may with the approval of the Council amend its Budget for a financial year at any time before the year ends.
- 5.7 The contents of the Budget must be in accordance with the Act.

## 6. **INSURANCE AND SUPERANNUATION REQUIREMENTS**

- 6.1 The Authority must maintain membership with the Local Government Association Mutual Liability Scheme and Local Government Association Workers Compensation Scheme and comply with the rules of those Schemes.
- 6.2 If the Authority employs any person, it must register the employee with ~~a Statewide~~ Superannuation scheme of their choice, and comply with the rules of that Scheme.
- 6.3 The Authority must advise Local Government Risk Services of its insurance requirements relating to risks including: buildings, structures, vehicles and equipment under the ownership, management, care and control of the Authority.

## 7. **FINANCIAL PRACTICES**

### 7.1 **Accounting Records**

The Authority must comply with Sections 124 and 125 of the Act as if the Authority were a council and ensure that its financial practices are undertaken in accordance with all applicable accounting standards, legislation and regulations.

### 7.2 **Other Financial Practices**

Except as may be stated elsewhere in this Charter, there are no special accounting, internal auditing or financial systems or practices to be established or observed by the Authority.

## 8. **REPORTING**

### 8.1 **Management Reports**

The Authority must provide management reports to the Board Members at such times, in such format and with such content as the Board may determine.

## 8.2 Annual Reports

Clause 12 of Schedule 2 of the Act requires the Authority to furnish an annual report to the Council. The report is required by 30 September each year.

## 9. COMMITTEES

9.1 The Authority may establish committees for such purposes and with terms of reference as the Authority determines from time to time.

9.2 The members of committees need not be members of the Board.

## 10. OTHER MATTERS

### 10.1 Saving Provision

10.1.1 No act or proceeding of the Authority is invalid by reason of:

10.1.1.1 a vacancy or vacancies in the membership of the Board; or

10.1.1.2 a defect in the appointment of a Board Member.

### 10.2 Circumstances Not Provided For

If any circumstances arise about which this Charter is silent, or are incapable of taking effect or being implemented according to its terms, the Board may consider the circumstances and determine the action to be taken and consult with Council.

## ~~11. TRANSITIONAL PROVISIONS~~

### ~~11.1 Interim General Manager~~

~~The Council must as soon as possible after the establishment of the Authority appoint a person for a period up to six (6) months to act in the position of Interim General Manager until such time as the Authority appoints a General Manager.~~

### ~~11.2 Inaugural Board~~

~~11.2.1 Notwithstanding clause 2.10, the members of the Council's Horse Drawn Tram Committee in office as at the date of the establishment of the Authority shall comprise the Board of the Authority and shall hold office for a period up to six (6) months.~~

~~11.2.2 The term that a Board Member holds office as a Board Member pursuant to clause 11.2.1 will not be included in the calculation of the number of terms that Board Member has held office for the purposes of clause 2.9.5.~~

### ~~11.3 First Board Meeting~~

~~11.3.1 The first meeting of the Board following the establishment of the Authority will be called by the Interim General Manager appointed pursuant to clause 11.1 to be held within three months of the establishment of the Authority.~~

~~11.3.2—At the first meeting of the Board, the Board will determine the time, date and place of ordinary meetings of the Board.~~

~~11.3.2.1—The Interim General Manager must give notice of the first Board meeting to Board Members and the public in accordance with clauses 2.4.7 and 2.4.9.~~

#### ~~11.4—First Budget~~

~~11.4.1—The budget adopted by Council for the Horse Tram Service will be the budget for the Authority until the Authority submits its first draft budget to the Council pursuant to Clause 11.4.2.~~

~~11.4.2—Notwithstanding clause 5, the first draft Budget of the Authority following its establishment for the current part financial year must be submitted to the Council for its approval within four (4) months of the first Board meeting held in accordance with clause 11.3.~~

~~11.4.3—Notwithstanding clause 5, the Authority must, within six (6) weeks of approval by the Council of the first draft Budget for the current part financial year submitted in accordance with clause 11.4.1, adopt a Budget consistent with the approval given by the Council pursuant to clause 11.4.1 and in accordance with the Act.~~

#### ~~11.5—First Business Plan~~

~~11.5.1—In accordance with Clause 8 (2) of Schedule 2 of the Act the Authority must ensure that the First Business Plan of the Authority is prepared within six (6) months after the Authority has been established.~~