



11 July 2021

Contact for Apologies: General Manager

Phone: (08) 8551 0720

Email: horsetram@victor.sa.gov.au

Website: www.horsedrawntram.com.au

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: Tuesday, 13 July 2021

TIME: 11am

PLACE: Encounter Room

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

Paul Brown (Chair)
Cr Carol Schofield AM
Nigel Catt
Rachel Kennedy
Natasha Hunt

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

Karen Rokicinski (Director Corporate & Customer Service, CVH)

3. Apologies

Nil

4. Reports for Decision

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Next Meeting

Tuesday 10 August 2021, 3pm – Encounter Room

Meeting Close

Victor Harbor Horse Tram Authority
Special Board Meeting Agenda
For meeting Tuesday, 13 July 2021
Commencing at 11am



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 **13 July 2021**
From **Megan Whibley**
Subject **Appointment of Chair**
Report Number **4.1**

RECOMMENDATION

- 1. That the Victor Harbor Horse Tram Authority receive and note the Appointment of Chair report.**
- 2. That the Victor Harbor Horse Tram Board appoint _____ as Chairperson for the term of the Board as specified in Clause 2.5 Chair and Deputy Chair of the Board of the VHHTA Authority Charter.**

INFORMATION

Purpose

The purpose of this report is to facilitate the appointment of Board Member(s) as Chair as required by the Charter (Clause 2.5)

Background

The Charter states the following:-

- 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:-
 - the Chairperson resigns 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.
- 2.5.8. 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.

Paul Brown was reappointed as an Authority Board Member by Council, on 23 November 2020, for a three year term. Two years and nineteen weeks remain of his term, which may be relevant should the Authority appoint a new Chairperson for the balance of the original term.

Commentary

On 4 April 2019 the Victor Harbor Horse Tram Authority Board appointed Paul Brown as Chairperson for the term of the Board as specified in Clause 2.5 Chair and Deputy Chair of the Board of the VHHTA Charter. Cr Carol Schofield AM is appointed the Deputy Chair.

Paul Brown has served well as Chair for his first term and seven months of his second term as a Board Member. He has now given notice that he intends to offer his resignation as Chair but shall remain as a board member for the duration of his appointment.

It is recommended that the Board appoints a Chairperson in accordance with the Charter.

Contained in Attachment A to this report are the respective Board members' bios.

RISK ASSESSMENT

Governance – there is a low risk if the board does not have a nominated chairperson that a board meeting may have difficulty conducting the meeting; however, assuming there is a quorum, clause 3.11.7 provides for the appointment of a board member to preside for that meeting only. The risk has been assessed as **low**.

REFERENCES

The VHHTA Charter

CONSULTATION

Karen Rokicinski (Director Corporate & Customer Service, CVH)

BUDGET IMPLICATIONS

Budget implications for the Chairperson and Independent Members sitting fees are provided in the 2021/22 Budget Report. Excluding budgeted staff resources, there are no budget implications from receiving this report.

Attachment A - Victor Harbor Horse Tram Authority Board Bios

Councillor Carol Schofield, Deputy Chair



Councillor Carol Schofield AM is the City of Victor Harbor's Elected Member representative on the Victor Harbor Victor harbor Horse Tram Authority Board. Carol was Chair of the City of Victor Harbor's Victor harbor Horse Tram Advisory Committee before it transitioned to form the Inaugural Victor Harbor Victor harbor Horse Tram Authority. She brings to the Board skills in business management, event management, tourism and agribusiness. Carol is a long-time resident of Victor Harbor and has been involved in many local organisations. She was a dairy farmer and established her own agriculture business in Inman Valley. Carol was a member of the Premier's Food Council and became the first woman to Chair the Advisory Board of Agriculture. She is a life member of the Agriculture Bureau of South Australia, and in 2004 she was awarded an Order of Australia for her services to the Agriculture and Aquaculture Industries, in addition to receiving a Centenary Medal.

Rachel Kennedy



Professor Rachel Kennedy (PhD, B.Bus(Hons), GAICD) is a globally recognised expert in marketing and evidence-based growth. As a co-founder and director of the Ehrenberg-Bass Institute, she has a proven track record of successful industry engagements that profitably grow businesses and build and protect their iconic assets. She combines this with hands-on experience marketing a local tourism reliant business. Rachel is passionate about her community in Victor Harbor where she can often be seen at the beach patrolling or playing hockey with her family. Rachel has been working with the Victor Harbor Horse Tram Authority since 2019 and recently joined the Finance and Audit Committee, as Deputy Chair.

Attachment A - Victor Harbor Horse Tram Authority Board Bios

Nigel Catt



Nigel Catt has been in the Australian Wine Industry since 1983 in various roles such as senior winemaker for a number of large and medium wine companies, as well as owning my own vineyards, wineries and wine brands. He has judged wines at various wine shows, chaired McLaren Vale Winemakers, Bushing Festival and Meet Your Maker events. During this time, Nigel has produced wines in other countries, consulted to other wineries and the State Government, run Industry Supply Companies at board and management level. He owned the Middleton Winery and Vineyards, developed and built the Flying Fish Café and has been a board member for 10 years at Encounter Lutheran College. National Sales and Marketing Consultant for Radoux, a French oak barrel company, which he still represents here in Australia. Owner of Ocvitti, producing Ocloc products, which is a steel trellis system that, together with his partner, Nigel has brought about ecological change in the vineyards moving from treated pine posts to more ecological and economical steel, which has led to a number of world-wide patents and design registrations. Nigel has supported and developed many business', and mentored young business people here and overseas. The majority of Nigel's focus and life has been spent in the Fleurieu Peninsula, specifically Victor Harbor, where he is based with his family.

Natasha Hunt



Natasha Hunt has over 15 years experience working in local government and the tourism industry. She is the Team Leader of the Fleurieu Coast Visitor Centre, who won the 2018 South Australian Tourism Award for Visitor Information Services. Natasha is responsible for the marketing of the Fleurieu Coast region and manages the District Council of Yankalilla's volunteer programs. Natasha represented the Fleurieu Peninsula on the South Australian Tourism Commission's Industry Skills Advisory Committee and was an inaugural member of the South Australian Accredited Visitor Information Centre Network. Natasha grew up on the Fleurieu Peninsula on her family's farm where they operate two horse-based businesses. Natasha is passionate about the Fleurieu and has volunteered in many community organisations including the Normanville New Year's Eve Pageant, Yankalilla Football and Netball Club and the Fleurieu Horse and Pony Club.



Meeting **Victor Harbor Horse Tram Authority**
Date **13 July 2021**
From **Megan Whibley**
Subject **Amendment to Audit Committee Terms of Reference**
Report Number **4.2**

RECOMMENDATION

- 1. That the Victor Harbor Horse Tram Authority receive and note the Amendment to Audit Committee Terms of Reference report.**

- 2. That the Victor Harbor Horse Tram Authority:**
 - (i) endorse the recommended changes to the VHHTA Audit Committee Terms of Reference to allow for a third independent member on the Audit Committee; and**
 - (ii) provide the revised Terms of Reference to Council for approval.**

INFORMATION

Purpose

The purpose of this report is for the members of the Authority to consider and recommend to Council, changes to the Audit Committee Terms of Reference allowing for five members to be appointed to the Committee.

Background

Clause 3.1 within the Victor Harbor Horse Tram Authority Audit Committee Terms of Reference, states that the membership of the committee shall consist of:

- 3.1.1 Up to two Independent Members who are not a member of the board of management of the Authority and have recent and relevant financial, risk management and internal audit experience; and
- 3.1.2 Two Authority Board Members nominated by the Authority for consideration by Council.

Initially when the Terms of Reference were first drafted the General Manager was included as a committee member to make a possible five member committee. The General

Manager's committee membership was removed from the draft Terms of Reference as it was thought best that the General Manager did not sit on the committee, to ensure that there is independence from the operations in their decision making. In making this change to the draft, the Terms of Reference were not amended at that time to allow for a five member committee, although that had been the original intention.

Commentary

The Audit Committee attended Audit Committee training with the LGA on 16 June 2021. During this training the LGA highly recommended that the VHHTA Audit Committee add a third independent member so as to create an uneven number of 5 members on the Committee.

The current form of the Terms of Reference are at Attachment B to this report. In order to comply with the LGA's strong recommendation to appoint a third independent member to the Audit Committee the VHHTA Terms of Reference will need to be amended at 3.1.1 to read;

'3.1.1 Up to three Independent Members who are not a member of the board of management of the Authority and have recent and relevant financial, risk management and internal audit experience'

RISK ASSESSMENT

Legal and Compliance - the recommendation meets the requirements of the Charter, the relevant legislation and the LGA's recommendation. This risk is assessed as **low**.

REFERENCES

Victor Harbor Horse Tram Authority Charter
The Local Government Act 1999
Local Government Financial Management Regulations 2011
Victor Harbor Horse Tram Audit Committee Terms of Reference

BUDGET IMPLICATIONS

There are no budget implications associated with the Authority amending the Audit Committee Terms of Reference to allow for a third independent member as sitting fees are not paid for Audit Committee positions.

CONSULTATION

Karen Rokicinski (Director Corporate & Customer Service, CVH)



THE VICTOR HARBOR HORSE TRAM AUTHORITY

AUDIT COMMITTEE

TERMS OF REFERENCE

1. ESTABLISHMENT

- 1.1 The Victor Harbor Horse Tram Authority ('the Authority') is a single council subsidiary established under Section 42 of the *Local Government Act 1999* ('the Act') by the Constituent Council, the City of Victor Harbor ('the Council').
- 1.2 At a meeting held on 16 June 2020, the Authority resolved to establish the Audit Committee ('the Committee') pursuant to Clause 4.1.1 of the Authority Charter.

2. PURPOSE

- 2.1 The Committee is established for the purposes of Section 13(4) of Schedule 2 of the *Local Government Act 1999* and *Local Government (Financial Management) Regulations 2011* to:
 - 2.1.1 review annual financial statements to ensure that they provide a timely and fair view of the state of affairs of the Authority; and
 - 2.1.2 review the adequacy of Authority risk management systems; and
 - 2.1.3 propose, and provide information relevant to, a review of the Authority's strategic management plans or annual business plan; and
 - 2.1.4 liaise with the Authority's external auditor; and
 - 2.1.5 review the adequacy of the accounting, internal control, reporting and other financial management systems and practices of the Authority on a regular basis.

3. MEMBERSHIP

- 3.1 The membership of the Committee shall consist of:
 - 3.1.1 **Up to two Independent Members** who are not a member of the board of management of the Authority and have recent and relevant financial, risk management and internal audit experience; and
 - 3.1.2 Two Authority Board Members nominated by the Authority for consideration by Council.
- 3.2 The Authority's external auditors may be invited to attend meetings of the Committee.

3.3 Persons appointed under this Clause 3.1 are referred to as 'Member/Members' throughout the Terms of Reference.

3.4 The current Committee membership is as per Schedule 1 to the Terms of Reference.

4. APPOINTMENT OF MEMBERS

4.1 The term of appointment of a member of the Committee shall be for a term not exceeding two (2) years at the expiry of which such member will be eligible for reappointment.

4.2 Nominations for the Independent Member position/s will be publicly advertised and considered, on the recommendation of the Authority Board, by the Council for appointment on a biennial basis.

4.3 The Board shall submit recommendations to the Council pursuant to Schedule 2, Part 1, Section 13(3) of the *Local Government Act 1999* for appointment.

4.4 The filling of any vacancy occurring by resignation or removal of a member shall be at the discretion of the Council.

4.5 The Council may at any time remove a member of the Committee but shall observe the principles of natural justice.

4.6 Any member absent for three or more consecutive meetings without apology or leave of the Committee, shall have their position declared vacant and clause 4.3 shall be invoked.

4.7 At least two members of the Committee must be neither elected members nor employees of Council in accordance with clause 4.1.2.3 of the Authority Charter.

4.8 Payment of sitting fees for Committee meetings will be paid as follows:

4.8.1 Council Officer or Horse tram Authority Officer members of the Committee will not be paid a sitting fee;

4.8.2 An Independent Authority Board Member who is also a member of the Committee will not be paid a sitting fee per meeting

4.8.3 A 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 Authority Board; and

4.8.4 An Independent Chairperson of the Committee will not be paid a sitting fee per meeting.

5. APPOINTMENT OF OFFICE BEARERS

5.1 Council shall appoint a Chairperson and Deputy Chairperson and the term of office shall be two (2) years.

5.2 The Chairperson and Deputy Chairperson must not be a Council Member or Employee of the Council.



Meeting **Victor Harbor Horse Tram Authority**
Date **13 July 2021**
From **Megan Whibley**
Subject **Audit Committee Membership**
Report Number **4.3**

RECOMMENDATION

- 1. That the Victor Harbor Horse Tram Authority receive and note the Audit Committee Membership report.**
- 2. That the Victor Harbor Horse Tram Authority recommends to Council that the following Authority Board Member, _____, be appointed to the Victor Harbor Horse Tram Authority Audit Committee for a term of two years.**
- 3. That the Victor Harbor Horse Tram Authority recommends to Council that Laura Hodgson be appointed as a third Independent member to the Victor Harbor Horse Tram Authority Audit Committee for a term of two years.**

INFORMATION

Purpose

The purpose of this report is for the members of the Authority to consider and recommend to Council a Board Member be appointed to the Victor Harbor Horse Tram Audit Committee to fill a newly vacant position, and to consider and recommend to Council that Laura Hodgson be appointed as an independent member to the VHHTA Audit Committee so as to allow for a five member committee.

Background

On 23 November 2020 Council approved the appointment of Paul Brown, Rachel Kennedy and, independent member, John Morgan to the Victor Harbor Horse Tram Authority Audit Committee for a period of two years. On 22 February 2021 Katherine Christ was appointed to the Committee as a second independent member for a period of two years.

Clause 3.1 of the Victor Harbor Horse Tram Authority Audit Committee Terms of Reference, states that the membership of the committee shall consist of:

- 3.1.1 Up to two Independent Members who are not a member of the board of management of the Authority and have recent and relevant financial, risk management and internal audit experience; and
- 3.1.2 Two Authority Board Members nominated by the Authority for consideration by Council.

Initially when the Terms of Reference were first drafted the General Manager was included as a committee member to make a possible five member committee. The General Manager's committee membership was removed from the draft Terms of Reference as it was thought best that the General Manager did not sit on the committee, for separation of the operations from the functions of the audit committee.

Changes to the Terms of Reference to allow for a five member committee are addressed within a separate report in this agenda.

Commentary

Paul Brown, an Authority Board Member, has given notice that he is resigning from the VHHTA Audit Committee. It is a requirement that the Audit Committee membership shall consist of two Authority Board Members. The Authority is therefore required to nominate a Board Member to the audit committee, for approval by the Council.

The Audit Committee attended Audit Committee training with the LGA on 16 June 2021. During this training the LGA highly recommended that the VHHTA Audit Committee add a third independent member to create an uneven number of five members on the Committee. An expression of interest for a VHHTA Audit Committee position has been received by PhD scholar, Laura Hodgson.

The VHHTA did advertise previously for independent members for the Audit Committee, receiving only one application from John Morgan who was appointed to the Committee. The low number of applications may have been due to the VHHTA Audit Committee Members receiving no sitting fees.

The VHHTA is thrilled that Ms Hodgson has expressed interest in the position as she has shown herself to be an intelligent, diligent and thorough academic. Laura has local government experience and given her background in academia she presents as a good candidate for the Audit Committee. The VHHTA recommends that Ms Hodgson be appointed by Council to the VHHTA Audit Committee. Her Curriculum Vitae is provided to Board Members under separate cover.

Subject to endorsement of changes to the terms of reference it is recommended that the Board take this current opportunity to appoint a third independent, as well as to appoint a replacement for Paul Brown to the audit committee from among Board Members.

Term of Office

Clause 4.1 the term of appointment of a member of the Committee shall be for a term not exceeding two years.

Sitting Fee

The sitting fee is nil, in accordance with the Terms of Reference, however travel expenses will be covered in accordance with the Policy.

RISK ASSESSMENT

Risks associated with the recommendation have been assessed as follows:

Legal and Compliance - the recommendation meets the requirements of the Charter, the relevant legislation and the LGA's recommendation. This risk is assessed as **low**.

Financial – Financial management of the Authority is highly regulated by the requirements of the Charter and legislation. The risk is assessed as **low**.

REFERENCES

Victor Harbor Horse Tram Authority Charter
The Local Government Act 1999
Local Government Financial Management Regulations 2011
Victor Harbor Horse Tram Audit Committee Terms of Reference

BUDGET IMPLICATIONS

There are no budget implications associated with the Authority nominating a Board Member and a third independent member for Council's consideration, to fill the vacancy and create an uneven number of members on the Audit Committee. Sitting fees are not paid for Audit Committee positions.

No additional funds are required.

CONSULTATION

Karen Rokicinski (Director Corporate & Customer Service, CVH)