

Minutes

Attendees:

Adelaide Hills Council

Andrew Aitken, CEO

Lachlan Miller, Director Strategy and Development (acting)

Mike Flehr, Senior Strategic and Policy Planner

Alexandrina Council

Keith Parkes, Mayor

Sally Roberts, Manager Planning and Development

The Barossa Council

Gary Mavrincac, Director Development and Environmental Services

Paul Mickan, Principal Planner

Mount Barker Council

Andrew Stuart, CEO

Greg Sarre, Manager Strategic Planning and Economic Development

DC Yankalilla

Mayor Glen Rowlands

Matt Robertson, Strategy and Policy Planner

City of Onkaparinga

Lorraine Rosenberg, Mayor

Adam Mrotek, Manager Projects and Development Policy

Daniel Jellings, Team Leader Development Policy

Divya Bali Dogra, Built Heritage Planner

RDA Barossa

Anne Maroney, CEO

Stephanie Johnson, **Project Manager**

Felice D'Agostino, Partner, **Norman Waterhouse Lawyers**

Apologies:

Adelaide Hills Council

Bill Spragg, Mayor

Marc Salver, Director Strategy and Development

Alexandrina Council

Peter Dinning, CEO

Barossa Council

Bob Sloane, Mayor

Martin McCarthy, CEO

Mount Barker Council

Anne Ferguson, Mayor

City of Onkaparinga

Mark Dowd, CEO

Meeting start: 10:15 am

Meeting close: 12:15 pm

Agenda Item 1. Welcome and Apologies

- Mayor Rosenberg welcomed members and staff and noted the apologies.

Agenda Item 2. Adoption of previous minutes from 20 August 2015 and task schedule

MOTION: That the minutes of the 20 August 2015 meeting of the PSG be adopted including making Project Manager's performance review item as confidential.

Moved: Andrew Aitken

Seconded: Andrew Stuart

Carried unanimously

Agenda Item 3. Charter for the Regional Subsidiary

- AMr explained the process followed to date in progressing the establishment of a subsidiary. The agenda item report highlights the issues and seeks feedback and direction from the Project Steering Group (PSG).
- The key issues or items for discussion included:
 - Timing of the formation of subsidiary
 - Board composition
 - Deductible Gift Recipient (DGR) status
 - Winding up clauses
 - Financial implications of establishing a subsidiary
 - Role of an executive officer
- GM suggested including provision of proxy members for the board members.
- FDA supported the suggestion and clarified that the board members could either have deputies (a deputy can step into member's position and are informed regularly) or proxy (a proxy would attend on one-off occasions).
- PSG agreed to include deputies in the charter that are kept informed through emails or regular meetings.
- LR questioned the selection of representatives within a region and suggested including a process in the charter.
- LR questioned about appointment of a local government board member during or after a local government election. The query was in relation to clause 3.6.1 - *Each Board Member will have a term of office not exceeding three years, with terms of office for each member determined in a manner that prevents more than two Board Members' terms of office expiring within the same calendar year.*
- FDA agreed to amend the clause to mitigate the above concern.
- PSG members questioned the definition of roles for both PSG and PMG in the charter.
- AMr considered inclusion of PMG in the charter as an assurance of ongoing commitment from the constituent councils.
- PSG suggested that the charter would need to consider that the PMG members are employed by the constituent councils and define PMG members expected hourly commitment per year.
- AS suggested developing a budget plan for the following 3 to 5 years, a strategic management plan and expected in-kind contribution to ensure support for the subsidiary from constituent councils.

- GM suggested a consistent approach in using the terms strategic management plan and strategic business plan throughout the charter.
- LR suggested including a clause in the charter that provides ability to constituent councils to say 'no' to the in-kind contribution.
- PSG members questioned the winding-up clause and when the regional subsidiary ceases to exist.
- FDA clarified that the subsidiary ceases to exist if it has just one member.
- LR questioned whether a non-financial member of a subsidiary carries equal weight as a financial member.
- FDA clarified that at the moment the charter does not include provision for a non-financial member.
- PM questioned that if one or more councils withdraw, would it shrink the bid area?
- FDA suggested including provisions in the charter that specifies the activities that it would be undertaking outside its area of jurisdiction and including a significant notice period.

MOTION:

That the PSG:

- 1. Notes the revised draft charter as enclosed in Attachment 1.**
- 2. Notes the associated costs and risks identified herein for the establishment of the regional subsidiary.**
- 3. Supports the further investigation and resolution of matters as canvassed in the report (and as identified during the meeting), including (but not limited to) financial commitment of the constituent councils, commitment beyond Stage 1 of the bid and administrative requirements of the regional subsidiary.**
- 4. Notes that a further report will be presented to PSG in February 2016 regarding the establishment of a regional subsidiary.**

Moved: Gary Mavrinac

Seconded: Andrew Stuart

Carried unanimously

ACTIONS:

- Engage lawyers to further review and amend the draft charter following discussion at the PSG meeting.
- Present amended charter to PMG on 30 November 2015.
- Draft report to constituent councils for approval for formation of regional subsidiary.

Agenda Item 4. Engagement, Advocacy and Communications

- AMr presented the guide and explained the document is work in progress.
- LR suggested lobbying the State Government on an individual level and as groups.
- PSG agreed to focus on engaging with the primary producers over the next few months.
- AM reminded PSG about the regional road maps and suggested requesting the Regional Development Authority Adelaide Hills, Fleurieu and Kangaroo Island to include bid in their regional road map.

MOTION:

That the PSG note the engagement, advocacy and communications guide including list of stakeholders, key messages, methods of engagement and promotional material.

Moved: Andrew Aitken

Seconded: Gary Mavrinac

Carried unanimously

Agenda Item 5. Project Plan Update

MOTION:

That the Project Steering Group (PSG) note the Project Manager's report on the Project Plan.

Moved: Andrew Aitken

Seconded: Mayor Parkes

Carried unanimously

Agenda Item 6. Property Definition for National Heritage Listing

- SJ explained the different approaches in boundary definition for National and World Heritage Listing and different options that are being considered for the boundary definition.

MOTION:

That the PSG note the Project Manager's report on property definition and the options for boundary determination.

Moved: Gary Mavrinac

Seconded: Andrew Stuart

Carried unanimously

Agenda Item 7. Update (verbal) on outcome of Barossa, Light and Lower North Community Cabinet

- PM stated that the bid was included in the presentation by the Barossa Council to State Government Ministers and bureaucrats.
- The bid was also informally mentioned to Minister Rau by Margaret Lehmann and Jan Angas.
- A formal report on the outcomes would be published in the next 4-6 weeks.

Agenda Item 8. Project Manager's update

MOTION:

That the PSG note the Project Manager's update.

Moved: Mayor Parkers

Seconded: Andrew Stuart

Carried unanimously

Agenda Item 9. Any other business

No discussion

Agenda Item 10. Date of next meeting – Thursday 4 February 2015 (TBC) from 10am until 12 noon.

Venue: TBC

Lorraine Rosenberg

Chair, Project Steering Group