

# CAULFIELD RACECOURSE RESERVE

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## MINUTES OF A MEETING OF TRUSTEES

<b>DATE</b>	Thursday, 7 August 2014 at 10.35am
<b>VENUE</b>	Trustees Room, Caulfield Racecourse Reserve, Caulfield, Melbourne
<b>PRESENT</b>	G Sword (Chairman) M Cain Cr M Esakoff R Fenwick P Le Grand Cr J Hyams R Kennedy M Lau P McCarthy I J MacDonald Justice S Marshall N Staikos
<b>APOLOGIES</b>	Cr M Lipshutz M J Symons E M P Tanner
<b>IN ATTENDANCE</b>	J L Page (Secretary) Josh Blanksby [MRC]

### **1: WELCOME & APOLOGIES**

The Chairman opened the meeting and welcomed all Trustees.

Apologies were received in advance from M Lipshutz, M Symons & E Tanner.

### **2: APPOINTMENT OF CHAIRMAN**

Greg Sword vacated the Chair and handed proceedings over to the Secretary, who duly called for nominations for the position of Chairman for the next 12 months.

Mr Peter McCarthy was nominated as Chairman of Trustees

**Proposed: Rod Fenwick**  
**Seconded: Peter Le Grand**

The Chairman sought any further nominations

Mr Greg Sword was nominated as Chairman of Trustees

**Proposed: Shane Marshall**  
**Seconded: Marion Lau**

There being no further nominations the Chair (Secretary) confirmed the nominations currently on the table and called for those in favour of

- (i) Mr Peter McCarthy as Chairman

Those in Favour: 5 Votes

- (ii) Mr Greg Sword as Chairman

Those in Favour: 6 Votes. Mr Sword abstained.

Greg Sword was appointed as Chairman of Trustees effective immediately for a term of 12 months or until the first meeting of 2015 which falls after the 12 month anniversary.

### **3: ACKNOWLEDGEMENT**

The Chairman delivered the acknowledgement to country:

'I would like to acknowledge the Wurundjeri people, the Traditional Owners of the land on which we are gathered and pay my respects to their Elders both past and present'.

### **4: CONFLICTS OF INTEREST**

The Chairman reminded Trustees of their requirement for disclosure of Conflicts of Interest in relation to items listed for consideration in the Agenda.

No conflicts were recorded.

### **5: TRUSTEE NOMINEES UPDATE**

It was noted that no vacancies for Trustee Nominees exist at this time.

### **6: MINUTES**

***Minutes of the Last Meeting*** – The Minutes of the meeting held Tuesday, 18 February 2014 were accepted as an accurate record of the meeting.

It was **RESOLVED** that these minutes be **ADOPTED**.

**Proposed: Jamie Hyams**  
**Seconded: Nicolaos Staikos**

This motion was unanimously carried.

#### ***Circulated Resolutions***

The circulated resolutions dated 18 March 2014; 25 March 2014; 2 July 2014; 30 July 2014; & 31 July 2014 were confirmed.

**Proposed: Ross Kennedy**  
**Seconded: Peter McCarthy**

## Outstanding Items from previous meetings

The report was noted.

- i. Council nominated Trustees advised that Council had built a pathway around the Glenhuntly Park and one leading to the gateway to the Reserve and it was agreed that this matter be removed from the outstanding items list; &
- ii. As it has been over 12 months since the Trustees requested the MRC to table a feasibility study to deliver community funded projects, this item can be removed from the outstanding items list. The Trustee Master Planning process can now encompass this process.

## Correspondence

It was noted that a large volume of correspondence had been received since the last meeting and this was tabled for noting.

It was resolved that a list of all correspondence received be tabled at each meeting.

**ACTION:** A list of all correspondence to be compiled and tabled at each meeting.

<b>8: REPORTS FROM COMMITTEES</b>
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### FINANCIALS

**(i) Audited Accounts as at 30 June 2014**

The Audited Accounts for the 12 month period ending 30 June 2014 were tabled for adoption.

A motion to adopt the Audited Accounts for the 12 month period ending 30 June 2014 was moved.

It was **RESOLVED** that these reports be ADOPTED.

**Proposed: Shane Marshall**  
**Seconded: Peter Le Grand**

This motion was unanimously carried.

**(ii) Auditors - Appointment**

*A motion to re-appoint Morton Watson & Young as the Auditors for the CRR Trust for the financial year ending 30 June 2015 was moved.*

It was **RESOLVED** that Morton Watson & Young be re-appointed for the period ending 30 June 2015.

**Proposed: Matthew Cain**  
**Seconded: Shane Marshall**

This motion was unanimously carried.

**ACTION:** Secretary to write to auditors to advise of their re-appointment.

(iii) **Trust Funds**

The Secretary tabled advice as to the current position of the Trust Operating Account and Funds on Deposit for noting

(iv) **MRC Rental**

The secretary advised that the MRC Rental [1 Jan – 22 July] for 2014 from MRC to Trustees had been received by the Caulfield Racecourse Reserve and that it was likely that rental would flow monthly from now on.

The above reports were **NOTED**.

**LEASE SUB COMMITTEE**

**1. Update from the Working group**

**Renewal Lease Details**

The Chairman provided an update and overview in relation to recent discussions between the working group and the members of the executive of the Melbourne Racing Club.

The chairman drew Trustees attention to the fact that the Valuer-General had indicated he would be unable to reach a rental determination without a full survey of the proposed Lease & Licenced areas of the Reserve. It was noted that a surveyor had been engaged and works were underway.

**2. Extension to the over holding period**

It was noted that since the 3month interim lease had expired; Trustees had [via circulated resolution] agreed to a term of a maximum of three months over holding to 22 October 2014 in order to facilitate the negotiations of the new Lease & Licence arrangements.

<b>9: OTHER AGENDA ITEMS</b>
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**Insurance Policies**

The secretary tabled the certificates of currency for both Public & Products Liability & Management Liability Insurance

Discussion ensued and it was noted that Trustees should be specifically named on the certificates of currencies.

Further discussion ensued as to the appropriate cover for Trustees given their obligations as land occupiers. It was resolved that additional cover is investigated and Trustee Peter McCarthy kindly agreed to assist the secretary in this matter.

These reports were **NOTED**.

**ACTION:** Secretary to follow-up with MRC and seek revised certificates of currencies.

**ACTION:** Secretary to pass current documentation to Peter McCarthy would will follow up and advise Trustees accordingly.

### ***Master Plan***

The Chairman tabled the matter of the Trustee developing a MASTER PLAN in consultation with the MRC, GECC & community groups.

**A motion to return this item to the working group to finalise the brief, seek revised submissions and determine who to recommend to the Trustee within the next two weeks to deliver the Trustee Land Management Plan.**

**Proposed: Shane Marshall**

**Seconded: Peter Le Grand**

This motion was unanimously carried.

**ACTION:** Secretary to convene meeting of working group members comprising Greg Sword, Peter Le Grand & Michael Lipshutz.

### ***Governance Policy***

The chairman tabled a draft Governance Policy prepared by VGSO and a copy of the DSE Committee of Management Responsibilities and Good Practice Guidelines for adoption.

Discussion ensued and the issue of conflict of interest was raised with several Trustees stating that they were unable to support the draft Governance Policy prepared by VGSO as it stood. Further discussion ensued and Trustees resolved that they recognised the need for good governance guidelines and especially those concerning inherent conflicts of interest. Thus the Trustee refers, as a matter of urgency, the drafting of such procedures to a sub-committee to iron out the recognised issues of the current proposal as a starting point for that process. In so doing the Trustee may seek the assistance of DEPI. The sub-committee to be nominated by the chairman and consist of representatives from the three groups of trustee nominees.

**Proposed: Shane Marshall**

**Seconded: Ian MacDonald**

Those in favour 11. Against: 1 [Margaret Esakoff opposed the motion that had been put on the basis that she supported the original motion to implement the Governance Policy prepared by VGSO and the DSE Committee of Management Responsibilities and Good Practice Guidelines immediately].

The motion was carried.

**ACTION:** Secretary to liaise with Chairman and convene a meeting of sub-committee members comprising representatives from the three groups of trustee nominees.

Shane Marshall excused himself and left the meeting at 12.15pm

**\*\*\* Melbourne Racing Club representative Josh Blanksby joined the meeting to address Agenda Items 9.4 \*\*\***

### **Maintenance and Development Plan Update**

A report detailing:

- the planned, completed and in-progress works of the MRC;
- the Maintenance Schedule for the whole of the Reserve; &
- proposed projects for approval

were tabled by Josh Blanksby, General Manager – Legal & Corporate Affairs

The Trustees reviewed the report and agreed for it to be noted.

It was resolved that the Chairman would write to the MRC in response to their report and advising that the Trustees Land Management Plan had been referred to the working group.

**\*\*\* Melbourne Racing Club representative Josh Blanksby left the meeting \*\*\***

Ian MacDonald excused himself and left the meeting at 12.24pm

### **OTHER**

The chairman tabled the preliminary draft VAGO report.

<b>10: GENERAL BUSINESS</b>
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Secretary was asked to step out of the room at 12.55pm.

The Chairman led a discussion in relation to the administrative support function of the Trustee. It was resolved that the role had increased substantially in the past few years and that the secretariat remuneration be increased from \$15,000 to \$20,000per annum operative from the 1 February 2014.

**Proposed: Rod Fenwick**  
**Seconded: Matthew Cain**

This motion was unanimously carried.

<b>11: DATE OF NEXT MEETING(S)</b>
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The secretary to canvass potential dates for the next meeting(s).

***The Trustees Meeting closed at 1.00pm.***

***Signed by the Chairman: Approved via circulated resolution***

***Dated: 22 August 2014***