

CITY OF WEST TORRENS



Notice of Council & Committee Meetings

NOTICE IS HEREBY GIVEN in accordance with Sections 83, 84, 87 and 88 of the *Local Government Act 1999*, that a meeting of the

Council

and

- **City Finance and Governance Standing Committee**

of the

CITY OF WEST TORRENS

will be held in the Council Chambers, Civic Centre
165 Sir Donald Bradman Drive, Hilton

on

TUESDAY, 20 AUGUST 2019
at 7.00pm

Angelo Catinari
Chief Executive Officer (Acting)

City of West Torrens Disclaimer

Please note that the contents of these Council and Committee Agendas have yet to be considered by Council and officer recommendations may be altered or changed by the Council in the process of making the formal Council decision.

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17 REPORTS OF THE CHIEF EXECUTIVE OFFICER

17.1 Reappointment of Member to the Brown Hill and Keswick Creeks Stormwater Board Brief

This report provides Elected Members with the recommendation from the Nominations Committee to reappoint a candidate to the Brownhill and Keswick Creeks Stormwater Board.

RECOMMENDATION

It is recommended to Council that:

1. The report be received.
2. The Nominations Committee recommendation to reappoint Mr Geoff Vogt to the Brown Hill and Keswick Creeks Stormwater Board for a period of three years be endorsed.

FURTHER

1. In accordance with Sections 91(7) and 91(9) of the *Local Government Act 1999*, the Council orders that Attachment 1 - Resume of Mr Geoff Vogt, having been considered by the Council in confidence under Section 90(3)(a), be kept confidential and not available for public inspection for a period of 12 months from the date of this meeting, on the basis that the premature disclosure of this information would be unreasonable given it contains personal information relating to the applicants which could inadvertently prejudice their future career aspirations and breach any duty of confidentiality owed to them by Council.
2. Council delegates the power of review, but not the extension, of the confidential order to the Chief Executive Officer on a monthly basis in accordance with the provisions of Section 91(9)(c) of the *Local Government Act 1999*.

Summary

At the meeting of Council held on 1 August 2017, Council endorsed the establishment of a Nominations Committee, comprising a representative from each of the five (5) Constituent Councils, to select the five (5) independent and skills based members for the Brown Hill and Keswick Creeks Stormwater Board.

The Nominations Committee, representing the Cities of Adelaide, Burnside, Mitcham, Unley and West Torrens, and having followed the agreed process, provides a recommendation for the reappointment of a member to the Brown Hill and Keswick Creeks Stormwater Board.

Background

The Brown Hill Keswick Creek (BHKC) Stormwater Project is a collaborative effort by the councils of Adelaide, Burnside, Mitcham, Unley and West Torrens, to mitigate significant flood risks and assist in safeguarding properties across the catchment of the Brown Hill and Keswick Creeks.

In order to manage the catchment, the Constituent Councils adopted the 2016 Stormwater Management Plan (the Plan) for the four major water courses of Brown Hill, Keswick, Glen Osmond and Parklands Creeks. The primary objective of the Plan is to mitigate the risk and reduce the impact of major flooding on properties within the BHKC catchment, up to and including a 100-year average recurrence interval (ARI) flood.

To co-ordinate the implementation of the Plan, the Constituent Councils endorsed a draft BHKC Regional Subsidiary Charter, subsequently submitted to the Honourable Geoff Brock, Minister for Local Government. The Subsidiary Charter was approved by the Minister and listed within the Government Gazette on February 27, 2018. The Regional Subsidiary came into existence as of that date, pursuant to s43 of the *Local Government Act 1999* (the Act), and to be governed by a Board of Management (the Board).

The Members of the Board of Management were appointed on 3 August 2018.

Pursuant to clause 8 of the Charter, the first appointments to the Board were differential to ensure that no more than two of the terms of office of Board Members will expire at any one time.

In accordance with clause 7 of the Charter, the Constituent Councils must appoint Board members from recommendations made by the Nominations Committee.

Clause 33 of the Charter defines 'Nominations Committee' as the Chief Executive Officers (or their nominees) and the Mayor (or elected member authorised by the Mayor) of each of the Constituent Councils. A meeting of the Nominations Committee for any purpose provided in the Charter may only occur if at least three (3) of the Constituent Councils are represented by either of the CEO (or nominee) or Mayor (or elected member).

Clauses 7.3.1 and 7.3.2 of the Charter specify that Board membership is comprised as follows:

- 7.3.1 Five (5) natural persons appointed jointly by the Constituent Councils being persons who are not members or officers of any of the Constituent Councils. These persons will be appointed by the Constituent Councils from recommendations made by the Nominations Committee.
- 7.3.2 The persons recommended for appointment under clause 7.3.1 will be determined through a process approved by the Nominations Committee and will comprise persons with demonstrable skills relevant to the purpose of the Regional Subsidiary which may include (but is not limited to) skills in:
 - a) corporate financial management;
 - b) corporate governance;
 - c) project management;
 - d) general management;
 - e) engineering;
 - f) economics; or
 - g) environmental management.

The Charter sets out that the Board's membership is to comprise of five (5) natural persons who are not members or officers of any of the Councils. The Nominations Committee is to determine the process for the selection of candidates to represent the following skill sets:

- corporate financial management;
- corporate governance;
- project management;
- general management;
- engineering;
- economics; or
- environmental management.

Discussion

The current Board Members and their terms of office are as follows:

- Geoff Vogt Board Member 1-year term expiring 2nd August 2019
- Paul Bowler Board Member 2-year term expiring 2nd August 2020
- Rachel Barratt Board Member 2-year term expiring 2nd August 2020
- Judith Choate Chairperson 3-year term expiring 2nd August 2021
- Paul Gelston Board Member 3-year term expiring 2nd August 2021

Geoff Vogt's term on the Board expired on 2 August 2019. It is therefore necessary for a new board member to be appointed, or alternatively, for Geoff to be reappointed. Geoff has nominated for reappointment.

The Nominations Committee (the committee) consisting of representatives from the five constituent Councils and the Subsidiary Project Director met on 11 July 2019 to discuss Geoff Vogt's term on the Board expiring.

At the meeting it was noted that in order to maintain differential appointments with no more than 2 board positions expiring at any one time, this term of appointment will be for 3 years.

Committee members were provided with details of the current board members, their experience and expiration dates of the current terms.

A majority vote by the Nominations Committee resulted in favour of reappointing Geoff Vogt for a further term of 3 years, expiring 2 August 2022. It was a 4:1 majority with the 1 voting against recommending that the vacancy be advertised on the open market, specifically targeting someone with Finance and Governance skills. It was also recommended at the meeting that Geoff's Board position be extended temporarily pending the outcome of the formal process. All attendees were in favour of this temporary extension.

It was agreed that the detail of the discussions and which Councils voted for and against should remain confidential to encourage robust discussion in future Nominations Committee meetings.

Future processes for the Nominations Committee will be streamlined including:

- Preparation of a Terms of Reference for the Nominations Committee.
- Distribution of information to the Nominations Committee including CV of the candidate well in advance of the expiration date to allow for a market-based process if required.
- A process for the Board to assess their own performance collaboratively and to self-assess individually on an annual basis and provision of outcomes to the OEC.
- A process for capturing feedback and recommendations from the Chairperson and other Board Members and provision of this information to the Nominations Committee with the agenda.

Conclusion

This report provides Members with the recommendation from the Nominations Committee to reappoint a candidate to the Brownhill and Keswick Creeks Stormwater Board.

Attachments

1. Resume of Geoff Vogt - Confidential

CITY OF WEST TORRENS



CONFIDENTIAL ATTACHMENT

Council

20 August 2019

Item 17.1 Reappointment of Member to the Brown Hill and Keswick Creeks Stormwater Board

Attachment 1 - Resume of Geoff Vogt

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Released

GEOFF VOGT

CONTACT DETAILS

ADDRESS

TELEPHONE

EMAIL

EXPERTISE

- Strategic Planning
- Financial Management
- Investment Management
- Bodily Injury Insurance Management
- Governance
- Insurance and Risk Management
- Corporate Affairs
- Social Marketing
- NFP Management
- HR Management
- Government Relations
- IT Implementation
- Contract Negotiation and Administration
- Public Speaking

EDUCATION

- Swinburne College of Technology Income Tax Law
- Adelaide University -Bachelor of Economics (Commerce).
- Prince Alfred College -Matriculation.

MEMBERSHIPS

- Fellow – Australian Institute of Company Directors
- Fellow – Chartered Secretaries Australia
- Senior Fellow – Finance and Securities Institute of Australia
- Life Member - Aust & NZ Institute of Insurance and Finance(CIP)
- Certified Practising Accountant (Australian Society of CPA's)
- Certified Treasury Professional (Snr) - Finance and Treasury Assoc
- Lt Col – Australian Army Reserve.

DIRECTORSHIPS

May 2010 - KeyInvest Ltd-Director, Chair Board Risk Committee, Member Audit Committee, Member of Finance and Investment Committee.
 Friendly Society providing full range of friendly society investment products, mortgage broking services (in top ten in Australia), and retirement village owner.
 Revenue approx \$21m pa; Assets approx \$220m; staff 35

Mr G T Vogt
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Jun 2011 - Centennial Park Cemetery Authority –Chairman, Chair CEO Performance Review committee.
Local subsidiary of two Councils providing cemetery and cremation services. Revenue approx \$10m; Assets approx \$48m; staff 56

Jul 2017- Eastern Region Alliance Water Board- Acting Chairman

Feb 2009 - United Way SA Inc -Volunteer Treasurer and Director.
SA licensee of United Way Australia providing workplace giving and community impact services. Revenue approx \$0.4m; Assets approx \$0.3m; staff 5, volunteers 35.

Nov 2009 - United Way Australia Inc -Volunteer Director and Chair of Audit Committee.
Australian licensee of United Worldwide, non denominational not for profit charity, largest Privately Funded NFP in the world according to Forbes rankings. Revenue approx \$1.9m; Assets approx \$1.2m; staff 12, volunteers 20

Jul 2016- May 2017 Lightforce Australia- Chairman of Advisory Board.

Aug 2005 – Feb 2012 Australian Reinsurance Pool Corporation –Member, member of Audit Committee, member Risk Committee.
Commonwealth statutory authority providing terrorism reinsurance; Revenue approx \$200m pa; Assets approx \$700m, Staff 20.

Nov 2003 to Jun 2010 - Burnside Trust - (Chair from July 2008)

Oct 2004 to Jul 2008 - Centre For Automotive Safety Research - Member

Oct 1996 to Jul 2008- Road Safety Advisory Council of SA - Member

Aug 1999 to Jul 2008 - National Road Safety Strategy Panel – Member

Dec 1997 to Jul 2008 – Third Party Premiums Committee - Member

DIRECTORSHIP OBJECTIVES

My aim on any Board is to be an active forthright and constructive team player to ensure the organisation fulfils its charter in terms of its performance for all direct participants, meets the highest governance standards and overall is a valuable strategic contributor to society.

As a Chairman I additionally seek to build a close relationship with the CEO, guide discussions in meetings efficiently towards consensus, encourage the peak performance by board members individually and as a whole, and ensure owners are fully informed and that there are no unpleasant surprises

ROLES

- Part time lecturer in small business management at TAFE SA (2 years).
- Part time lecturer and chief examiner for Insurance Institute of Australia (five years).
- Part time lecturer for FINSIA (11 years).
- Chair of Public Sector Update for Governance Institute of Australia (eleven years).
- CEO of Industry Leaders Fund Inc, (scholarship fund similar to the Churchill Fellowship); Assets -\$10m, staff reporting -1.
- Returning Officer for AGM of People’s Choice Credit Union; Assets -\$6bn, staff reporting -5.
- Director of Beston Pacific Asset Management (corporate advisory and secretarial services).
- CEO of Motor Accident Commission; Assets -\$2bn, staff reporting -26.
- Ministerial Adviser to Deputy Premier and Treasurer of South Australia.
- Group Financial Controller of Pioneer Homes (second largest home builder in Australia); Assets -\$200m, staff reporting -21.
- Manager Group Funding for Adelaide Steamship Company; Borrowings -\$5bn, staff reporting -4.

Mr G T Vogt
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- State Manager SA of Capel Court, National Mutual Royal Bank (bank/merchant bank); Assets - \$300m, staff reporting -10.
 - Financial Accountant at SA Housing Trust (social housing, industrial property developer); Assets -\$1.5bn, staff reporting -5.
 - Systems Project Leader at National Mutual (second largest Life Insurer in Australia); Assets - \$3bn, staff reporting -2.
 - Senior Head Office Accounts Officer at National Mutual.

CAREER ACHIEVEMENTS

- Established Industry Leaders Fund candidate selection process, promoted the fund and achieved growth in applicant numbers and recognition in accordance with Board plans.
- Achieved above benchmark performance 10 years out of 11 on \$2.2bn investment portfolio and negotiated/managed multiple investment manager contracts.
- Compulsory Third Party Fund net assets increased from \$4m to \$422m in 4 years to 2007.
- Generated continuous positive public perception amongst approx 1m policyholders, about 5,000 claimants pa, and with stakeholder groups.
- Represented MAC in the media, at public forums and industry conferences etc
- Chairman and organising committee member for CSA annual public sector governance update in South Australia, the most successful in Australia.
- Recognition of my experience and knowledge of governance and financial reporting acknowledged through membership of three board audit committees and one board compliance committee.
- Broke negotiation deadlock for SA government on IT Outsourcing with EDS and was lead negotiator for government for Roxby Downs expansion.
- Met all written board performance targets whilst at MAC.