

**EAST GIPPSLAND WATER**

**MINUTES OF THE MEETING OF THE BOARD OF THE EAST GIPPSLAND WATER CORPORATION  
HELD AT BAIRNSDALE ON 17 OCTOBER 2017**

**PRESENT:**

**Directors:**

Joanne Booth (Chairperson), Angela Hutson, Steve Bird, Tim Weight, Susan Taylor, Ross Passalacqua, Bill Deveney, Bruce Hammond (Managing Director).

**In Attendance:**

Item 2.1 onwards: Louise Holden (Executive and Board Operations Officer)

Item 4.1 onwards: Sarah Gixti (Acting Manager Financial Services), Lara Caplygin (Executive Manager Strategy), Jenny Gregory (Executive Manager Organisational Development), Dean Boyd (Executive Manager Infrastructure).

**Apologies:** Michelle Dowsett

**1. CHAIRPERSON'S OPENING**

The Chairperson opened the meeting at 9:05am and welcomed recently appointed directors. The opportunity was taken for all directors to introduce themselves, providing an overview of their background, experience and interests. The Chairperson also reported on:

- Attendance at the Chairperson's Forum during October, particularly noting the presentation by the Minister for Water and Police who covered topics including:
  - Diversity and inclusion progress
  - Pricing review and maintaining downward pressure on water service prices
  - Opportunities for recycling water, including stormwater capture and reuse
- Other topics discussed at the Chairpersons' forum included:
  - Revision of the VicWater Diversity and Inclusion Strategy
  - Opportunities to clarify the roles and responsibilities of DELWP and corporation boards, and potential discussions with the recently appointed Secretary of the Department
  - The review presently being undertaken in relation to executive remuneration and recent changes to director remuneration
  - Plans along with the Managing Director to attend the dinner with the Treasurer scheduled for 30 October
  - Director training tentatively scheduled for February 2018, encouraging all directors to attend if possible
  - Planned leave between the 19<sup>th</sup> to the 27<sup>th</sup> October, during which time the Deputy Chairperson will backfill the Chairperson role.

Chairpersons initials

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In depth discussion ensued in relation to EGW's safe driving position, with a particular focus on the use of mobile telephones.

**The Board resolved to request management to report back on the existing position in relation to mobile telephone use when driving and, if relevant, recommended revisions to procedures.**

**2. BOARD OPERATIONS**

**2.1 DECLARATION OF PECUNIARY AND CONFLICT OF INTERESTS & GIFTS REGISTER**

No gifts have been offered to or received by Directors.

The Board's Register of Interests record was noted.

**2.2 CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING**

The Board resolved that the Minutes of the meeting of the Board held on 19 September 2017 be confirmed.

**2.3 ACTION LIST**

The Board resolved to note the action list

**2.4 BOARD CALENDAR & BOARD ANNUAL AGENDA**

The Chairperson advised of the dates for the Chairperson's forums for 2018.

The Board calendar and annual agenda were noted.

**2.5 BOARD EXCEPTION REPORT**

The Board Exception Report was noted.

**2.6 DEPUTY CHAIRPERSON POSITION & BOARD COMMITTEE MEMBERSHIP REVIEW**

The Chairperson addressed the report and requested nominations for the Deputy Chairperson of the Board for the next two years. One nomination, being Steve Bird was received. Proposed changes to Board Committee memberships were discussed. Reference was also made to the Audit and Risk Committee Charter with particular reference to the number of independent members, the requirements for a quorum and which directors will have voting rights.

**The Board resolved to:**

- note the report
- appoint Steve Bird as Deputy Chairperson of the East Gippsland Water Board until October 2019
- acknowledge the contributions and commitment of Michelle Dowsett in the Deputy Chairperson role for the past four years
- amend section 4 of the Audit and Risk Committee charter (POL 014) to revise quorum requirements and voting rights
- request the recruitment process begin to appoint a second independent member to the Audit and Risk Committee
- at the next review of the charters for the Infrastructure, Operations and Environment and People and Remuneration committees to revise the voting right provisions to be consistent with the agreed changes to the Audit and Risk Committee charter
- endorse the committee membership for the existing committee structure as follows:

**People and Remuneration Committee**

**Chairperson:** Joanne Booth  
**Members:** Michelle Dowsett, Angela Hutson

**Infrastructure, Operations and Environment Committee**

**Chairperson:** Steve Bird  
**Members:** Ross Passalacqua, Bill Deveney

**Audit and Risk Committee**

**Chairperson:** Michelle Dowsett  
**Members:** Susan Taylor, Tim Weight  
**External Members:** Gerald Kraft, Vacant

**Strategy Committee**

**Chairperson:** Joanne Booth  
**Members:** Michelle Dowsett, Susan Taylor, Tim Weight, Steve Bird, Angela Hutson, Ross Passalacqua, Bill Deveney, Bruce Hammond

## 2.7 MEMORANDUM OF UNDERSTANDING WITH EAST GIPPSLAND SHIRE COUNCIL

The Chairperson addressed the report concerning the memorandum of understanding (MOU) between East Gippsland Water (EGW) and the East Gippsland Shire Council. The Board discussed the content of the MOU and suggested minor changes.

**The Board resolved to:**

- note the report
- endorse the MOU with minor amendments, subject to agreement with the East Gippsland Shire Council.

## 3. MATTERS FOR DECISION

### 3.1 BOARD STRATEGIC PLANNING SESSION UPDATE

The Chairperson addressed the report regarding the Board strategic session scheduled for November 2017. Discussion was held around the format that the presenters will follow and the board were advised that presenters will receive a brief on the expectations for their presentations and an overview of EGW strategic directions.

**The Board resolved to:**

- note the report
- approve the final itinerary for the November Strategy meeting.

## 4. MATTERS FOR DISCUSSION

### 4.1 MANAGING DIRECTOR'S STRATEGIC UPDATE

The Managing Director informed the Board of relevant strategic issues including:

- the Productivity Commission draft “National Water Reform” paper noting
  - limitations for some uses of recycled water, such as indirect and direct potable reuse
  - private investment in the water sector
  - reliable water supplies and social outcomes

**The Board resolved to note the report.**

### 4.2 2017/18 QUARTERLY CORPORATE PLAN PERFORMANCE

The Executive Manager Strategy addressed the first quarter report regarding progress against the 2017/18 corporate plan targets.

**The Board resolved to note the report.**

**5. MATTERS FOR NOTING**

**5.1 FINANCIAL REPORTS- Period to 30 September 2017**

The Acting Manager Financial Services addressed the report with particular reference to meter charges tracking above budget. It was noted that additional details are presented in the quarterly forecast reports, which is next due in November.

**The Board resolved to note the report.**

**5.2 ACTS, REGULATIONS AND MINISTERIAL DIRECTIONS**

The report was taken as read.

**The Board resolved to note the report.**

**5.3 HEALTH, SAFETY & ENVIRONMENT REPORT**

The Executive Manager, Organisational Development, addressed the report noting the one loss time injury. The new reporting format was discussed with reference to restricted work injuries now being included and contractor reporting still to be developed. Director Hutson requested further information be provided on lead and lag indicator definitions.

**The Board resolved to note the report.**

**5.4 OPERATIONS REPORT**

The Managing Director addressed the report noting the rainfall deficit to October. Reference was made to the commencement of injection into the Aquifer Storage and Recovery scheme and the results of the smoke testing for Dalmahoy Street pump station catchment. In response to a question, bushfire preparedness plans were also outlined.

**The Board resolved to note the report.**

**5.5 INFRASTRUCTURE REPORT**

The Executive Manager Infrastructure addressed the report with particular reference to the Bairnsdale Wastewater Treatment Plant update.

**The Board resolved to note the report.**

**5.6 EFFICIENT GOVERNMENT BUILDINGS**

The report was taken as read. The Board commented on the effectiveness and cost savings achieved from participation in the program.

**The Board resolved to note the report.**

**6. MEETING CLOSE**

**6.1 BOARD MEETING EVALUATION**

Director Deveney led the evaluation of the October Board meeting observing that the meeting agenda was smaller which allowed for greater discussion between directors. Papers of note were the Managing Director’s Strategic update (National Water Reform), Operations report and the new format of the Health, Safety and Environment report. The participation of new Directors was excellent and added great value.

The Board held general discussion around the security of Board information and the use of electronic devices.

**The Board resolved to:**

- **request management further investigate board information security procedures.**

**7. NEXT MEETING**

**The Board confirmed that the next meeting will be held on Monday 20 and Tuesday 21 November 2017 in Bairnsdale.**

The meeting closed at 12:25pm.

Confirmed: \_\_\_\_\_ Joanne Booth, Chairperson

Chairpersons initials

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