

EAST GIPPSLAND WATER

**MINUTES OF THE MEETING OF THE BOARD OF THE EAST GIPPSLAND WATER CORPORATION
HELD AT BAIRNSDALE ON 21 NOVEMBER 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: Mathew Scott (Executive Manager Business), Lara Caplygin (Executive Manager Strategy), Jenny Gregory (Executive Manager Organisational Development), Gary Pini (Acting Executive Manager Infrastructure), Elaine Mowat (Acting Executive Manager Operations).

Apologies: Michelle Dowsett

1. CHAIRPERSON'S OPENING

The Chairperson opened the meeting at 9:05am and reported on:

- The Treasurer's dinner attended by the Deputy Chairperson and the Managing Director. The Deputy Chairperson noted that the key message from the Treasurer is for water businesses to strive for efficiencies and keep downward pressure on costs and prices to customers
- Attendance at the VicWater AGM by the Managing Director and resolutions of the meeting
- Along with the Managing Director, the introductory meeting with Shadow Minister for Water, Steph Ryan and Member for East Gippsland, Tim Bull

The Managing Director reported on:

- The presentation of the Price Submission to the Essential Services Commission by the executive during October
- That Sarah Johnston has taken on the presidency of the Institute of Water Administration for the coming year
- Mathew Scott being appointed as the Executive Manager Business
- Along with the Executive Manager Business, meeting with the Auditor General, Andrew Greaves at Gippsland Water during November
- Status of the recruitment process for the Executive Manager Operations

The Managing Director also presented verbally on the status of the Intelligent Water Networks large scale renewable energy project and the next stage for the industry to consider inviting formal tenders at the December Managing Director's Forum.

The Board resolved to support the motion to be presented at the Managing Director's forum to proceed to open tender for the Intelligent Water Networks largescale renewable energy project

2. BOARD OPERATIONS

2.1 DECLARATION OF PECUNIARY AND CONFLICT OF INTERESTS & GIFTS REGISTER

Susan Taylor raised a potential conflict of interest in relation to her work for the Essential Services Commission in their electricity sector. The Board agreed that this did not constitute a conflict at this stage.

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 17 October 2017 be confirmed.

2.3 ACTION LIST

The Board resolved to note the action list

2.4 BOARD CALENDAR & BOARD ANNUAL AGENDA

The Board calendar and annual agenda were noted.

2.5 BOARD EXCEPTION REPORT

The Board Exception Report was noted.

3. MATTERS FOR DECISION

3.1 BOARD PERFORMANCE REVIEW

The Chairperson addressed the report and the proposals received from consultants to conduct the Board performance review for 2017/18. The Board discussed the proposed options provided in the report. Alternative options were considered to take up with the consultants.

The Board resolved to:

- **note the report**
- **engage Innovation Delivery Partners pending further discussion about a modified process**
- **engage Thoughtpost Governance if the proposed modifications to Innovation Delivery Partners is not accepted.**

3.2 CORPORATE GOVERNANCE REVIEW

The Chairperson addressed the report regarding the review of the Board Governance Guideline, Board Information Security, Board Exception report and the type of information the board is receiving. The Board Governance Guideline was discussed at length with the following further amendments requested:

- *Board access to Executive Management* – amend paragraph to say directors will consult the Managing Director prior to accessing Executive Managers
- *Resolutions without meetings* – amend dot point 2 to say all eligible directors must vote and the vote must be unanimous. Amend last paragraph to say minutes only need to be endorsed at the next meeting
- *Confidentiality and the proper use of information* – amend second paragraph to say any confidential information
- *Board Information Security appendix 6* – under Board BYOD strengthen dot point 2 and remove dot point 3. Clarify that correspondence to be registered is any material correspondence.

The Board considered the current exception report suggesting some amendments.

The Board resolved to:

- **note the report**
- **adopt POL 059 Board Governance Guideline with amendments as at attachment one**
- **endorse appendix 6, Board Information Security, to POL 059 as at attachment one**
- **adopt the Board exception report with amendments**
- **note that the amount and type of information the Board receives was considered.**

3.3 COMMERCIAL IN CONFIDENCE

4. MATTERS FOR DISCUSSION

4.1 MANAGING DIRECTOR'S STRATEGIC UPDATE

The Managing Director addressed the report with particular reference to the grant submission to Sustainability Victoria's "Waste to Energy Infrastructure Fund" being successful.

The Board resolved to note the report.

5. MATTERS FOR NOTING

5.1 FINANCIAL REPORTS- Period to 31 October 2017

The Executive Manager Business addressed the report with reference to the minor variances in the Year to Date figures. The quarterly forecast report was noted.

The Board resolved to note the report.

5.2 ACTS, REGULATIONS AND MINISTERIAL DIRECTIONS

The Managing Director addressed the report noting the "*Statewide Framework for Catchment Partnership Agreements*" has been endorsed by the Minister.

The Board resolved to note the report.

5.3 HEALTH, SAFETY & ENVIRONMENT REPORT

The Executive Manager Organisational Development, addressed the report noting the one lost time injury for the month of October. Discussion was held regarding the inclusion of contractor data into the safety statistics in the future.

The Board resolved to note the report.

5.4 OPERATIONS REPORT

The Acting Executive Manager Operations addressed the report noting the update on the climate outlook for the 2017 summer period. Reference was made to a recent Paynesville Lagoons odour complaint being a licence non-compliance.

The Board resolved to note the report.

5.5 INFRASTRUCTURE REPORT

The Acting Executive Manager Infrastructure addressed the report with an update on the Lakes Entrance Wastewater Treatment plant biosolids spill.

The Board resolved to note the report.

6. MEETING CLOSE

6.1 BOARD MEETING EVALUATION

The Managing Director led the evaluation of the November Board meeting observing the active and valuable contribution of all directors and in depth consideration of issues. The active consideration of the tender report was a paper of note as was the Board Governance Guideline.

7. NEXT MEETING

The Board confirmed that the next meeting will be held on Tuesday 19 December 2017 in Bairnsdale.

The meeting closed at 11:55am.

Confirmed: _____ Joanne Booth, Chairperson