
THNSW AGM 2022 MINUTES

The ninth Annual General Meeting (AGM) of Transport Heritage NSW Limited was held on Saturday 26 November 2022, at the Powerhouse Ultimo, Sydney.

Meeting opened at 6:30pm.

Chair: Hon Nathan Rees

Attendees – THNSW Board

Hon Nathan Rees	Chair
Alex Claassens	Elected Director, Deputy Chair
Dale Budd OBE	Elected Director
Howard Collins OBE	Appointed Director
Brett Fitzpatrick	Elected Director
Andrea Plawutsky	Appointed Director
Colin Pursehouse	Elected Director
Deanna Varga	Appointed Director

Attendees – Company Secretary

Peter Watters	V/Company Secretary
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Attendees – Voting Members

Some 41 voting members were in attendance at the commencement of the meeting, noting that those eligible to vote members in attendance who had already directly pre-voted online were not able to participate in the live voting conducted as part of the AGM.

The above number of voting members includes all Board, THNSW Management Team and Support Personnel present who are also voting members.

Attendees – Non-Voting Members

Hon Nathan Rees	Chair of the THNSW Board
Andrea Plawutsky	THNSW Board Director
Andrew Moritz	CEO

Attendees – Non-members

Members of the THNSW Management Team and Support Personnel

Apologies

Fay Briggs, Glenn Buckman, John Cowper, Ted Dickson, Sue Fulton, Peter Lawrence, Tracey Lawrence, Bruce Merrett, Raymond Morris, Ken Neate, Harry Nolan, Les Shepherd, Ken Smith, Belinda Wunderlin, Wayne Price, Partner, and Jake Hargreaves, Castletons Auditing Services and Chartered Accountants, and THNSW's Auditor for EoFY 2021/22.

1. Welcome & Apologies

The Chair opened the meeting with an Acknowledgement of Country, an acknowledgement of THNSW Members who have been formally honoured either here in Australia or the United Kingdom and THNSW Life Members.

The Chair thanked those in attendance and called for any apologies. Those already received and those given at the meeting are recorded above.

The Chair advised the meeting that no proxies had been received. Two hundred members pre-voted and these results had already been counted and were displayed on the screen at the appropriate agenda items.

The Chair reminded members that if they had already pre-voted online and were in attendance then they could not vote again.

The Chair sought confirmation that there was a quorum for the meeting – a minimum of 25 eligible to vote members – which was confirmed by the V/Company Secretary, Peter Watters. A quorum was declared.

The Chair reminded those present that this was a meeting of financial members. Non-members were welcome however were not entitled to be heard or vote. The Chair also reminded members that if they wished to raise a “Point of Order”, they should clearly state “Point of Order”. The Chair advised that all motions were moved by the Board as per the Notice of AGM provided to voting members, and as such movers and seconders would not be required for each motion.

2. Minutes of the Annual General Meeting 2021

To confirm the Minutes of the Eighth (8th) THNSW Annual General Meeting (AGM) held on 30 November 2021.

The V/Company Secretary, Peter Watters, called for any corrections to the Minutes.

There were no corrections to the Minutes.

The motion was put to a vote. Direct pre-votes were displayed on the screen.

Motion: **Carried**, by majority.

The Company Secretary declared the Minutes of the Eighth (8th) Annual General Meeting held on 30 November 2021 confirmed.

3. Reports

To receive the Annual Report including the Directors’ Report, Financial Statements and Auditor’s Report for the financial year ended 30 June 2022.

The Chair spoke briefly to the Directors’ Report and the Annual Report and highlighted the many achievements of the organisation in the FY 2021/22. The Chair acknowledged that he hadn’t been the Chair for the period being reported on and acknowledges the work of Rob Mason, former Chair. Some of the highlights of the year included:

- Achieving record attendances at the NSW Rail Museum in both January and February (7,875 over the two months) when we could finally reopen our doors following the easing of COVID lockdowns;
- A record-breaking *Thirlmere Festival of Steam* held in June instead of its traditional March – returning after two COVID years and our first in a new partnership with the Wollondilly Shire Council, (8,400);
- Playing a coordinating role in the Sydney Harbour Bridge’s 90th birthday celebrations;
- The 60th anniversary of the Southern Aurora with a trip to Melbourne and back;
- The NSW Government’s acquisition of Locomotive 6029 by TAHE
- Securing an additional \$9.1m in funding for the Loop Line Upgrade Project, and
- Extending our funding arrangements with the NSW Government, securing funding for a further three years to June 2025.

The Chair said that despite all the challenges, the Board was proud of what THNSW volunteers and staff had achieved throughout what had been another truly 'unprecedented' year.

A short video of the calendar year's highlights was played.

The Chair reported that THNSW was able to finish the year with a small surplus. He thanked the NSW Government for its ongoing support of THNSW. The funding made available to THNSW via the funding arrangements had ensured that the organisation had been able to weather all of the challenges. The Chair also acknowledged and thanked the Federal and NSW Governments for the additional support measures offered in response to the pandemic.

The Chair addressed a Question on Notice received from Member Paul Matthews who asked questions regarding the Reallocation of Funding Stream 2 funding as reported in the Financial Statements.

Paul noted that \$850,000 of funding was redirected from Funding Stream 2 to Funding Stream 1. There was also a further \$25,000 reallocated to Funding Stream 3 funding, making for a total of \$875,000 of funds reallocated from Funding Stream 2 and he questioned whether that funding was used for its intended purpose or not.

Paul specifically asked for:

1. A detailed breakdown on exactly where this money was spent in the Sector 1 funding stream during 2021-22;
2. An explanation of why this money could not effectively be spent for the intended purpose, and
3. An explanation what actions THNSW has put in place to ensure that all Stream 2 funding in the 2022-23 financial year will be spent on its intended purpose.

Paul was provided a detailed response by email yesterday however the Chair shared a summary of that response with the Meeting.

Funding Stream 2 is available for the purposes of managing the NSW Government-owned heritage transport assets. Funding Stream 2 funds are available to all custodians of NSW Government-owned heritage transport assets including THNSW.

THNSW is responsible for the largest number of NSW Government-owned heritage transport assets of any custodian, including operational, display and fixed assets.

1. In answer to question 1. Transport for NSW (TfNSW) reallocated \$850,000 from Stream 2 to Stream 1. This funding was allocated to operational fleet maintenance to enable THNSW to care for more of the NSW Government-owned assets in the THNSW operational fleet.

As also noted, Transport for NSW (TfNSW) reallocated \$25,000 to Funding Stream 3, i.e., the annual Transport Heritage Grants Program.

2. In answer to question 2. Both reallocations of money were spent for their respective intended purposes, i.e., heritage transport assets projects.

In particular, the \$850,000 reallocated to Stream 1 for operational fleet maintenance was used for the care and maintenance of NSW Government-owned assets in the custody of THNSW.

3. In answer to question 3. Each financial year TfNSW determines the funding allocations to each of the three Funding Streams. Any reallocation of funding between funding streams is determined and approved by TfNSW.

The Independent Funding & Advisory Panel (IFAP) established by TfNSW is delegated by TfNSW to review and make recommendations on custody applications and the relative priorities and merits of heritage asset care needs and projects on those assets by their custodians and the funding of them.

There were no further questions regarding the Annual Report, including the Directors' Report, and the Financial Statements and Auditors Report for the financial year ended 30 June 2022.

The Chair declared the Annual Report, including the Directors' Report, and the Financial Statements and Auditors Report for the financial year ended 30 June 2022 received.

4. Life Membership

To approve the recommendation of the Board that Life Membership be granted to Rodney (Rod) Hawkes

The Chair gave a brief summary of Rod's contribution to the organisation. Direct pre-votes were displayed on the screen.

The nomination was **Carried**, by majority.

The Chair declared the granting of Life Membership of Transport Heritage NSW to Rodney (Rod) Hawkes and congratulated Rod. Rod was unfortunately not able to be present and he will be presented with a framed certificate, gold-plated Life Membership badge, gold-coloured perpetual Life Membership card and a THNSW 2023 calendar in due course.

5. Election of Directors.

The Chair advised the meeting that there were three (3) nominations for the two (2) elected Director vacancies on the Board and announced the results of the Ballot.

Dale Budd OBE 134 votes

Brett Fitzpatrick 125 votes

Ian Sheppard 148 votes

The Chair declared Dale Budd OBE and Ian Sheppard duly elected as Directors of THNSW for the period 2022-2025 and congratulated them.

The Chair acknowledged and thanked Brett Fitzpatrick for his many years of service dedication and commitment to THNSW. Brett has been a member since 1973 and became a Life Member in 2018. Brett has served on the Board of THNSW since its inception in 2013 and prior to that on the Board of the NSW Rail Transport Museum since 2002.

Brett has held a number of roles over the years from restoring locomotives and building BBQ shelters at Thirlmere, to onboard customer service, membership officer, and Director and Company Secretary for many years. Brett was instrumental in the discussions and negotiations with Transport for New South Wales which saw the establishment of THNSW in 2012. Brett Fitzpatrick addressed the meeting, reflected on his involvement with THNSW since 1973 and congratulated Dale and Ian on their election to the Board.

6. Appointment of Non-Elected, Appointed Directors

The Chair advised that one (1) Non-elected, Appointed Director position fell vacant at this AGM.

In accordance with the Constitution the nominating panel convened and determined to re-appoint Howard Collins OBE to the position of Non-elected, Appointed Director for the period 2022-2025.

The Chair congratulated Howard Collins.

7. General Business

To reply to any questions on written notice received by the V/Company Secretary on or before 5:00pm Wednesday 9 November 2022.

Questions were received from three (3) individual members.

Member Paul Matthews asked about the reallocation of funding between funding streams, and this was answered at Agenda item 3.

Member Peter Dudgeon asked about the staff turnover rate.

The Chair advised he had reviewed the turnover information provided to him and it is his view that THNSW is experiencing the same levels of turnover it should expect and as other organisations are experiencing at this time and there is no cause for concern for the organisation, and that given the current employment market and historical low levels of unemployment, we should continue to expect a level of staff turnover.

The CEO advised three employees had resigned in the financial year ended 30 June 2022 and given the current historically low unemployment rate, THNSW should expect to see perhaps a slightly higher turnover continuing through until the end of calendar year 2023.

Member Tim Ball asked about the Booth Brothers, Bob and Peter, and their work to bring together our signal collection, and what plans THNSW has for its restoration and display.

The Chair advised that the signalling collection is recognised both for its importance and significance and is in safe storage at present. Signalling is recognised as an important part of a broader story of safety on the railways and safely controlling the movement of trains.

Inclusion of signalling equipment in the exhibition spaces at the NSW Rail Museum will be considered as part of updates to the displays at the Museum when these are developed and undertaken.

Like all museums, THNSW can only display a fraction of the collection at any one time.

THNSW recently completed the upgrade of the Signal Box on the Thirlmere Station platform at the NSW Rail Museum. This enables visitors to view a safeworking room and lever frame. Electric Staff instruments are also being considered for future installation as non-working exhibits in the Thirlmere Signal Box.

8. Meeting Closure

The Chair acknowledged and thanked the other members of the Board and the Volunteer Company Secretary for their support, guidance and assistance.

The Chair confirmed that there was no further business for the AGM that could not be better covered in the MIF immediately following the AGM. The Chair therefore declared the Annual General Meeting 2022 closed at 7:10pm.

Hon Nathan Rees
Chair

Alex Claassens
Deputy Chair

Peter Watters
V/Company Secretary