

# THNSW AGM 2023 MINUTES

The tenth Annual General Meeting (AGM) of Transport Heritage NSW Limited was held on Saturday 18 November 2023, at the NSW Rail Museum, Thirlmere.

Meeting opened at 5:30pm.

**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
Colin Pursehouse	Elected Director
Ian Sheppard	Elected Director
Deanna Varga	Appointed Director
Peter Watters	V/Company Secretary

## Attendees – Voting Members

Some 58 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
Andrew Moritz	CEO

## Attendees – Non-members

Members of the THNSW Management Team and Support Personnel

Wayne Price, Partner, Castletons Auditing Services and Chartered Accountants, and THNSW's Auditor for EoFY 2022/23.

## Apologies

Andrea Plawutsky Appointed Director

Richard Davis, Ted Dickson, Anthony (Tony) Eyre, Jocelyn (Joy) Eyre, Ian Gregory, Tim Hopper, John Hopper, Terrence Waldron, Robyn Wilson.

## 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 less than 10 proxies had been received. Some 180 members had pre-voted and those results had already been counted and will be 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 here in person at the meeting.

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 Ninth (9<sup>th</sup>) THNSW Annual General Meeting (AGM) held on 26 November 2022.*

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 Ninth (9<sup>th</sup>) Annual General Meeting held on 26 November 2022 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 of the Finance, Risk & Audit Committee (FR&AC) Deanna Varga reported that THNSW was able to finish the year with a break-even position. She thanked the NSW Government for its ongoing support of THNSW which had enabled THNSW to return to a full program of activities after the last three covid interrupted years.

A short video of the year’s highlights was played.

The Chair of the FR&AC spoke briefly to the Annual Report and highlighted the many achievements of the organisation in the FY 2022/23. Some of the highlights of the year included:

- Achieving record attendances with more than 83,000 visitors to the NSW Rail Museum and Valley Heights Locomotive Depot combined and over 91,000 train and other passengers on our various experiences.
- Returning Locomotive 3001 to steam, with the locomotive becoming the flagbearer at the NSW Rail Museum as our regular Loop Line locomotive.
- Creating history with Locomotive 3801 crossing the Sydney Harbour Bridge in celebration of the bridge’s 90<sup>th</sup> Anniversary.

- Returning with our first Transport Heritage Expo Event since 2019 and our biggest on record with over 11,000 members of the public experiencing our State's rich transport heritage.
- More than 8,000 people attended the *Thirlmere Festival of Steam* held in March –our second in a new partnership with the Wollondilly Shire Council.
- Returning to the Hunter Valley Steamfest, after a five-year absence, with a quad train race, the only one of its kind anywhere in the world.
- An increase in our total membership engagement across both the traditional membership which now stands at 1,762 and close to 1,000 NSW Rail Museum annual passholders.

The Chair of the FR&AC, Deanna Varga, called for any questions regarding this Agenda Item.

There were no further questions regarding the Reports, including the Annual Report, including the Directors' Report, Financial Statements and Auditor's Report for the financial year ended 30 June 2023.

The Chair of the FR&AC declared the Annual Report, including the Directors' Report, and the Financial Statements and Auditor's Report for the financial year ended 30 June 2023 received.

#### 4. Life Membership

*To approve the recommendation of the Board that Life Membership be granted to Peter Harvey and David Oram*

The Chair advised each nomination would be dealt with separately.

*To approve the recommendation of the Board that Life Membership be granted to Peter Harvey*

The Chair gave a brief summary of Peter's contribution to the organisation.

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

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

*To approve the recommendation of the Board that Life Membership be granted to David Oram*

The Chair gave a brief summary of David's contribution to the organisation.

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

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

The Chair declared the granting of Life Membership of Transport Heritage NSW to Peter Harvey and David Oram and congratulated them both.

Peter and David were presented with a framed certificate, gold-plated Life Membership badge, gold-coloured perpetual Life Membership card and a THNSW 2024 calendar.

#### 5. Election of Directors.

The Chair advised the meeting that there had been only one (1) nominee for the one (1) vacant position of Elected Director on the Board and that was for Alex Claassens, and as such no ballot had been required.

The Chair declared Alex Claassens duly elected as Director of THNSW for the period 2023-2026 and congratulated him.

#### 6. Appointment of Non-Elected Appointed Directors

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

That position was held by Andrea Plawutsky who was not seeking reappointment. The Chair acknowledged and thanked Andrea for her valuable contribution to the Board and THNSW over the past 3 ½ years.

In accordance with the Constitution the nominating panel convened and determined to appoint Ms Janelle Middleton to the position of Non-elected Appointed Director for the period 2023-2026. This appointment will take effect from immediately after the closure of this meeting.

The Chair advised that unfortunately Janelle was not able to attend the meeting however there will be opportunities for Members to meet her in the future.

The Chair congratulated Janelle Middleton and welcomed her to the Board.

## 7. General Business

*To reply to any questions on written notice received by the V/Company Secretary on or before 5:00pm Sunday 5 November 2023.*

A total of 26 questions were received from six (6) individual members. Given the volume of questions, the Board has provided written responses to those questions determined to be of limited interest or individual-specific interest only to the member concerned and spoke to the following questions deemed to be of general interest to members.

Member Bruce Saunders had asked a number of questions –

*As a member and volunteer type organisation it is reasonable to expect that all Directors and the Chairman get out and about at THNSW functions and events to meet and hear from members and volunteers. We do not see some directors turning up regularly and making themselves available to members and volunteers, particularly from amongst the elected directors whilst others are conspicuous by their absence. Does the board agree that it is desirable for all Directors and the Chairman to visit main THNSW sites, Thirlmere, Valley Heights, Chullora and the Illawarra division and major events from time to time to hear the concerns of members and volunteers.*

THNSW Directors, attend functions and events, and meet with members throughout the year as we are able. A number of THNSW Directors have full time employment, whilst other Directors are retired, which impacts their respective ability to visit sites, attend events and meet with members and volunteers.

It is important to remember that the Board needs to be comprised of Directors who bring a balanced range of skills, experience and diverse backgrounds to the collective Board. This also includes Directors who contribute their time and efforts to the organisation in varied ways.

The Board's responsibilities and focus is at the strategic level for the organisation - strategy, risk and culture - whilst the CEO and Management Team are responsible for operational matters and the day-to-day operation of the Company and its activities.

The Board as a collective engages with members, volunteers and staff informally at a variety of events and more formally at members' information forums and at the AGM.

*the deterioration and loss of many valuable and rare heritage rail exhibits stored at Broadmeadow and asks what measures the Board will be taking to ensure such damage never occurs again?*

Regrettably the deterioration to the items of rolling stock stored outdoors exposed to the weather at Broadmeadow has been beyond our control until now.

THNSW originally anticipated the provision of undercover storage, among many other benefits of the broader Chullora Heritage Hub project, would have been realised by now.

The relocation of collection rolling stock into the Tank Annex will see the majority of the collection stored undercover for the first time. This will go a significant way to seeing that this kind of damage doesn't continue to occur.

*Why has the Southern Aurora ceased operations, has the Board taken a specific decision to not operate the train and has the Board considered any reports concerning the future of this iconic train?*

And

*Could you please explain the recent expenditure of \$500k from the Glasgow Bequest funds on the Southern Aurora repairs and the Power van especially if the Southern Aurora is no longer operating and does the Board consider this expenditure a prudent use of bequest funds.*

A number of *Southern Aurora* cars continue to be used for a variety of purposes, including charter operations and crew accommodation and support trains for our THNSW regional tours.

Previously THNSW worked in partnership with Vintage Rail Journeys (VRJ) and Lachlan Valley Railway (LVR) to maintain and operate the *Southern Aurora* until mid-last year, when VRJ developed its own operational capacity and also market conditions determined larger trains were no longer required. i.e. VRJ own operational capacity reached the point where it was enough to support the demand levels without needing to rely on THNSW's *Southern Aurora* cars.

VRJ and LVR continue to operate a program of rail cruises in NSW using mostly privately owned *Southern Aurora* rolling stock. THNSW continues to provide some of its *Southern Aurora* rolling stock on hire to support these charters on an ongoing and regular basis.

THNSW's investment in its own operations currently remains focused on those higher capacity products and experiences, which attract a broader audience base. This focus continues to underpin THNSW's record growth in passenger and visitor numbers as reported earlier.

The expenditure of Glasgow bequest funds for upgrading the *Southern Aurora* was approved by the Board back in the 2016-17 financial year. These upgrades included the fitting of retention tanks to a number of carriages which are very necessary for utilising these carriages on longer main line trips.

Refurbishment of the NSW Government owned *Southern Aurora* Power Vans - PHA 2396 and PHN 2363, was funded from our FS#1 operational fleet budget, not the Glasgow Bequest funds.

Member David Oram had asked a number of questions:

*Noting the excellent progress to improve presentation and performance of the operational fleet of carriages and locomotives over the last couple of years, how do members input into the strategic planning process?*

The Board, CEO and Management Team will be preparing a new 5-year strategic plan for the organisation for the period 2024-2029 over the next six to seven months.

The Board has already had an initial discussion on what broadly the next 5 years should look like and what it shouldn't look like. The organisation has long term arrangements in place with the NSW Government which means the way forward should be one of continued evolution, and not a revolution. Building on the foundation of where we are today, keeping our momentum and holding a steady trajectory of progressive growth and building on the confidence in the organisation held by the NSW Government already.

This will include an opportunity for key stakeholders, including members, volunteers and staff to contribute.

*How do members receive information on the achievements of the various Board sponsored sub committees and seek to interact with the achievements?*

Board subcommittees are established by the Board to provide advice to the Board. They have no independent decision-making powers and are advisory in nature only, i.e., they make recommendations to the Board – hence their activities are essentially subsets of the activities of the Board.

The Board will be reviewing terms of reference for all subcommittees making sure that subcommittees remain relevant and productive in their role of providing advice to the Board.

The THNSW Annual Report provides details of the Board and its achievements throughout the year.

Member Jim Lothian had asked:

*What plans we have to preserve Locomotive 5096 the first build of the Clyde Engineering Company?*

Locomotive 5096 is a TAHE residual collection item which is managed by THNSW. It is currently stored undercover at Broadmeadow and will be moved into the Tank Annex at Chullora.

Member Mathew Wilson had asked

*If the Board could consider the acquisition of the last two English Electric locomotives D40 and D27 which are due to be retired by BlueScope steel / Watco next year.*

The Collections & Curatorial Committee will consider whether the significance of these two locomotives means they should be sought for the collection or not, and make a recommendation to the Board in due course. The decision to acquire any items into the collection is determined by many factors, including significance, condition, whether there are other similar or better examples already available in either of the THNSW managed collections or collections owned by others. We also factor in storage requirements, cost to acquire, future costs and potential use for display / operation in any decision.

## **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 also acknowledged the work of the CEO, Management Team, staff and volunteers throughout the year.

The Chair confirmed that there was no further business for the AGM that could not be better covered in the Members' Information Forum (MIF) being held immediately following the AGM.

The Chair therefore declared the Annual General Meeting 2023 closed at 6:20pm.

**Hon Nathan Rees**  
**Chair**

**Alex Claassens**  
**Deputy Chair**

**Peter Watters**  
**V/Company Secretary**