

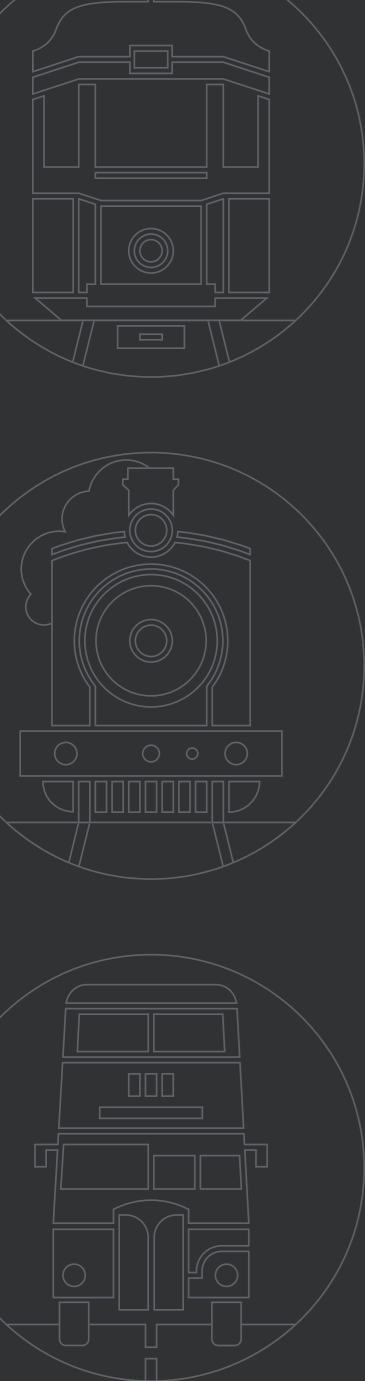
TRANSPORT HERITAGE

NSW



ANNUAL REPORT 2019-20

SECTION 1: ANNUAL REVIEW



▲ Cover photo: Locomotive 3801 stretches its legs during crew training and trial operations in September 2020. Steve Burrows.

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▲ THNSW's board of directors and senior management team.

MESSAGE FROM THE CHAIR



The return to steam of locomotive 3801 this year was a crowning achievement for the entire team at THNSW.

To witness the engine's return to

the NSW Rail Museum in January, particularly after a devastating period of bushfires was one of huge relief and great excitement.

The completion of 3801 brought to a close one of several priorities outlined by the NSW Government when it established THNSW in 2013.

Unfortunately, the celebrations were put on hold with the much-anticipated relaunch event in March postponed due to the coronavirus pandemic.

The pandemic has and will continue to change how we operate as an organisation. But with change comes opportunity and it is in this vein the Board is committed to ensuring THNSW adapts, while equally remaining committed to delivering on its vision of *bringing transport heritage to life*.

We will continue to deliver on key long-term strategic projects, including:

- Continuing to care for and maintain the Collection and the heritage assets entrusted to us by the NSW Government, both directly in our care and supporting others who have collection items in their custody.
- The ongoing development of the Chullora Heritage Hub - our future integrated storage, restoration and maintenance base.
- Delivering on the NSW Government's \$5.5 million commitment to upgrade and expand the Loop Line.

We will also continue to further enhance and forge new alliances, including with Destination NSW and Wollondilly Shire Council, as a way of strengthening and growing the NSW Rail Museum and our main line heritage train experiences.

The work the team has done in developing its relationship with local government has secured the longer-term future for the *Thirlmere Festival of Steam* - a key annual event which will now be repositioned and expanded in 2021.

The restrictions on public gatherings, events and activities have heavily impacted the number of visitors to our museums and our heritage passenger train operations.

We are particularly grateful for the ongoing funding support and commitment of the NSW Government and also acknowledge the support in the last quarter of the financial year from the Commonwealth Government via the various coronavirus pandemic support measures. This support has ensured THNSW survived the initial impacts of the pandemic and remain in a stable position to serve and support our members and the community into the future.

Finally, a big thank you to my fellow board Director's and all our people, including our CEO, staff and volunteers for their support and dedication, as well as that of our members and supporters.

Rob Mason
CHAIR



MESSAGE FROM THE CEO



This financial year has been a year like no other.

From the triumphant return of locomotive

3801, to the suspension of almost all activities and the extended closure of our museum and cessation of our operations, we have experienced some incredible highs and some incredible lows.

The devastating summer bushfires and now coronavirus pandemic have tested us all and dramatically impacted THNSW's ability to deliver on many of its hopes and aspirations for 2019-20.

What has remained evident throughout the entire year is the determination, commitment, resourcefulness and resilience of our people, including our members, volunteers and staff.

While the first half of the financial year started strongly with continued growth in visitors to our museums and passengers on our heritage trains, the second half

of the financial year saw THNSW adapt and embrace new forms of online engagement, whilst completing or initiating projects earlier than originally anticipated.

Just some of these achievements in 2019-20 include:

- Returning steam locomotive 3801 to operation.
- Commencing detailed planning for the Chullora Heritage Hub and the future development of the Loop Line.
- Sustaining record visitor and passenger numbers, right up until the onset of the coronavirus pandemic.
- Achieving record levels of engagement through our digital channels — reaching people right around Australia and the world.
- Delivering continued funding and support to the heritage transport sector throughout NSW.

You can find out more about these and our other achievements in the following pages.

As we continue to operate in uncertain times, we remain committed to achieving the following in 2020-21:

- Relaunching legend of steam locomotive 3801.
- Recommencing a program of highly engaging and consistently regular events and activities across NSW, including the recommencement of main line heritage operations (as the easing of restrictions permit).
- Significantly progressing and commencing work on the upgrade and extension of the Loop Line beyond Buxton; and relocation of various heritage assets to the new Chullora Heritage Hub.
- Maintaining our program to care for the collection and assets entrusted to THNSW by the NSW Government.
- Continuing to deliver a program of grants support services and works to ensure the care, preservation and appreciation of the NSW Government transport heritage assets in conjunction with the Independent Funding & Advisory Panel (IFAP); and other heritage transport organisations.

I'd like to thank all our staff and volunteers for their resilience, support and determination through these challenging times. We have an amazing team of skilled and passionate people, and it's with their support I'm confident we will continue to deliver on *bringing transport heritage to life*.

Andrew Moritz
CHIEF EXECUTIVE OFFICER

2019-20 HIGHLIGHTS

Despite the impacts of bushfires and the coronavirus pandemic, over **33,600** people visited our museums and almost **27,000** passengers were carried on our heritage trains, with an overall customer satisfaction score of **84**.



JULY

Three generations of electric trains bid a final farewell to Sydney's 'S-Sets' during a special event in collaboration with Sydney Trains.

Models & Miniatures takes place during the school holidays at the NSW Rail Museum.

Day Out With Thomas returns for two days at the NSW Rail Museum.

SEPTEMBER

Australia's largest operating steam engine, Beyer-Garratt 6029, operates to *Tulip Time* in the Southern Highlands.

Sydneysiders enjoy a day out aboard the *Hydro Express* to the Hydro Majestic Hotel in the Blue Mountains.

Day Out With Thomas returns for two days at the NSW Rail Museum.

Special THNSW members tour of the new Chullora Heritage Hub site.



NOVEMBER

Day Out With Thomas returns for two days at the NSW Rail Museum.

Sydneysiders enjoy a day out aboard the *Hydro Express* to the Hydro Majestic Hotel in the Blue Mountains.

JANUARY

NSW Rail Museum closes for 11 days due to bushfires in Wollondilly and surrounds.

Locomotive 3801 returns to the NSW Rail Museum.

THNSW's bulk water carriers (gins) are deployed to assist firefighting efforts in the Southern Highlands.



MARCH

Regular *Steam Train Weekends* commence at the NSW Rail Museum every Saturday and Sunday.

From 24 March all heritage rail operations suspended and the NSW Rail Museum and Valley Heights Locomotive Depot Heritage Museum close to the public until further notice due to the coronavirus pandemic.

Locomotive 3801 is revealed online in its new shiny livery in place of what would have been its official relaunch on 28 March.

MAY

NSW Rail Museum online store goes live, with over 100 orders within the first week.

Dedicated Facebook page for THNSW volunteers introduced on *Rail R U OK? Day*.



BUSHFIRES

FEBRUARY

New virtual tour of the NSW Rail Museum Main Exhibition Building goes live.

Locomotive 5711 celebrates its 90th Anniversary at Valley Heights.



DECEMBER

Hundreds of families and children enjoy a ride aboard *Santa's Vintage Train* through Sydney's western suburbs.

THNSW hosts special end-of-year celebration at the Powerhouse Museum for volunteers of heritage transport groups.

OCTOBER

THNSW celebrates 150 years of the railway line to Bowenfels in partnership with Lithgow City Council.

Beyer-Garratt 6029 spends a day operating steam train rides out of Penrith for the local community.

Vintage electric train set 'F1' operates a special school holiday train from Sydney's north shore to the Sydney Tramway Museum in partnership with Sydney Trains and Historic Electric Traction.

THNSW hosts railway museums leaders from around the world as part of *RailConf IV*.

Wizards & Witches school holiday event returns to the NSW Rail Museum.

Successful recipients of the 2019 Transport Heritage Grants Program announced - see Appendix 2.



AUGUST

117-year-old steam locomotive 3265 spends a day operating steam train rides out of Hornsby for the local community.

Australian Rail Photography Forum at the Powerhouse Museum.

THNSW partners with Sydney Trains to deliver steam train rides and safety activities as part of *Rail Safety Week 2019*.

Overhaul of 116-year-old steam locomotive 3001 commences.

CORONAVIRUS PANDEMIC

JUNE

Restoration of carriages MAM 907 and RBX 647 are completed by THNSW volunteers.

Driver's cab experiences go live online over three days in place of the annual *Transport Heritage Expo*.

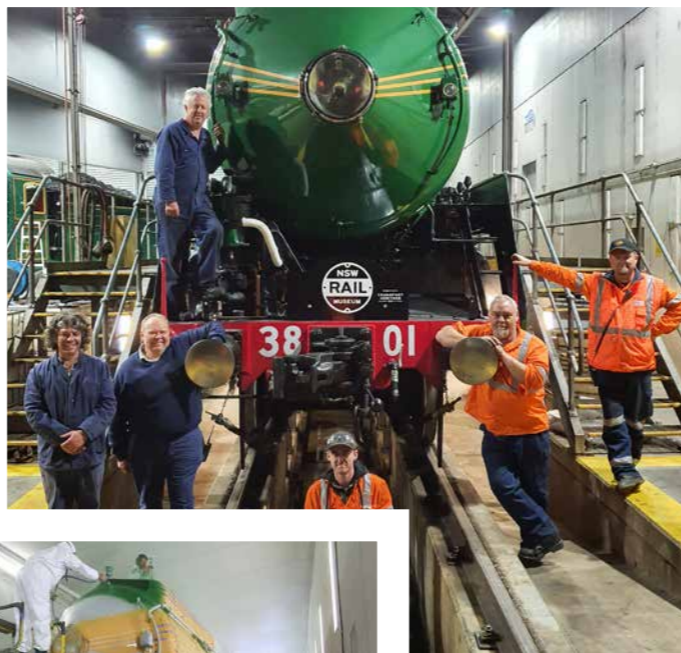


APRIL

Vintage diesel locomotive 4306 is returned to service.



All images courtesy Steve Burrows.



A LEGEND OF STEAM RETURNS: LOCOMOTIVE 3801

FY2019-20 saw the completion of the locomotive 3801 project.

Throughout the year, several major milestones were achieved which culminated in the project's completion. A relaunch event had been scheduled for 28 March 2020 at Sydney's Central Station, with the Governor of NSW, Her Excellency the Honourable Margaret Beazley AC QC and NSW Minister for Regional Transport, Paul Toole MP. The event was unfortunately postponed two weeks out due to restrictions on public gatherings as a result of the coronavirus pandemic.

Despite the launch being postponed, the engine was steamed and operated at the NSW Rail Museum in Thirlmere on the day of the scheduled launch for a special online video.

The video was produced as a way of lifting spirits during what were uncertain times for the community and reached over 500,000 people worldwide.

The completion of 3801 delivers on one of several key objectives outlined by the NSW Government when it established THNSW in 2013. The project to restore 3801 began in 2008 and responsibility to complete the works was passed to THNSW in 2015. Since that time, many volunteers and staff across THNSW have worked tirelessly and contributed thousands of hours of work to bring this legend of steam back to life for the enjoyment of a whole new generation of steam enthusiasts.

3801 A LEGEND OF STEAM

TIMELINE TO COMPLETION:

- **7 September 2019 - first steam test:** Locomotive 3801 is steam tested for the very first time since the return of its overhauled boiler from Goulburn.
- **7 January 2020 - first movement:** Locomotive 3801 moves under its own power for the first time in over 12 years. The trial marks the beginning of several trial runs.
- **24 January 2020 - returns to the NSW Rail Museum:** Locomotive 3801 undertakes its first main line trip in over 12 years, on a one-way trip home from the Chullora Workshops to the NSW Rail Museum. A carriage load of proud volunteers and staff who worked on the project are among the first to enjoy the ride!
- **28 March 2020 - a grand reveal:** Locomotive 3801 is completed and steamed for the first time since receiving its new shiny coat of '3801 special green' paint for a special online video, in place of what would have been its official relaunch day.
- **15 May 2020 - critical network trial:** As a condition for all new locomotives being registered for use on the Sydney Trains network, locomotive 3801 successfully performs several adhesion tests, between the Hawkesbury River and Cowan in Sydney's north.
- **4 July 2020 - soft launch:** Locomotive 3801 goes on public display for the first time in light steam as part of the NSW Rail Museum's reopening during strict COVID safe operating conditions.



▲ Online forums are being embraced as a way of keeping members informed and connected.

PEOPLE

Transport Heritage NSW members, volunteers and staff underpin our organisation's success. It is through our people that we are able to bring transport heritage to life.

THNSW's volunteers' program was severely impacted by the coronavirus pandemic, with all volunteer activities suspended for some three months during the height of government enforced restrictions. Despite this, some 330 volunteers contributed around 39,000 hours throughout this financial year, bringing their passion and enthusiasm, along with their skills and expertise across all areas of what we do.

As a way of keeping in-touch with our volunteers during this unprecedented period, a new dedicated Facebook page was launched as part of *Rail R U OK?* Day in April 2020.



▲ THNSW volunteers and staff with locomotive 3526 at the NSW Rail Museum following a successful first day of 'COVID-safe' steam train operations.

The new page features regular (informal) updates from across the organisation and continues to provide improved internal collaboration between volunteers, management and staff.

Earlier in the financial year, THNSW held its 2019 Annual General Meeting, with more than 130 ordinary members in attendance. An election for three elected director positions was held which saw *Dale Budd OBE*, *Brett Fitzpatrick* and *David Ireland* re-elected to the Board. Two non-elected, appointed director positions were also confirmed, with *Howard Collins OBE* and *Deanna Varga* reappointed to the Board.

Two *Champions of Heritage Transport* were posthumously awarded for their contributions to rail heritage - *Hon. Tim Fischer AC* and *Hon. Milton Morris AO*.

Life membership, the highest award that THNSW can bestow upon a member, was awarded to four members who have continued to make exemplary contributions to THNSW - *Glenn Buckman*, *Dale Budd OBE*, *David Hunt* and *Bruce Merrett*.

THNSW Chair, Rob Mason, was reappointed for a further two years to 28 February 2022 by the Minister for Transport & Roads,

The Hon. Andrew Constance MP and the Minister for Regional Transport and Roads, The Hon. Paul Toole MP.

Following the announcement of the opportunity for volunteers to apply for the company secretary role at the 2019 Annual General Meeting, THNSW Member *Peter Watters* was appointed to the position on 25 February 2020.

Three members' information forums were held throughout the financial year (the fourth being cancelled due to the coronavirus pandemic). The forums included a tour of the Chullora Heritage

Hub site in September 2019 and a special information forum in March 2020 to discuss the future of the Picton - Colo Vale section of the Loop Line, following the NSW Government's \$5.5 million commitment to upgrade the line.



Beyer-Garratt 6029 operates a day of steam train rides at Penrith in October 2019. ▲

IN THE COMMUNITY

Transport Heritage NSW delivers a range of vibrant events and experiences to engage the community with our rich transport history in NSW.

The financial year commenced with a special farewell event for Sydney's last non air-conditioned trains, the 'S-Sets', on 21 July. The event delivered in collaboration with the NSW Government and several heritage transport groups, saw hundreds of rail enthusiasts enjoy three generations of electric trains on a parallel run through Sydney's west.

In August, THNSW once again collaborated with Sydney Trains for *Rail Safety Week 2019*. The event held at Central Station featured the NSW Rail Museum's

Thomas The Tank Engine on static display at Central, as well as steam train rides featuring locomotive 3265 to Rhodes and return.

The *Australian Rail Photography Forum* was also held in August at the Powerhouse Museum and attended by around 100 rail photographers looking to share and improve their work.

In September, Australia's largest operating steam engine, Beyer-Garratt 6029 led a trip to the Southern Highlands for the 2019 *Tulip Time* in Bowral.

In October, THNSW partnered with Lithgow City Council to celebrate 150 years of the rail line to Lithgow with a special steam train service from Sydney to Bowenfels, followed by a day of

steam train shuttles in Penrith with Beyer-Garratt 6029.

Sydney's vintage electric train 'F1' was once again operated as part of *Vintage Electric Day Out*, a school holiday event combining electric trains and trams in association with Historic Electric Traction and the Sydney Tramway Museum.

In December, F1 was once again operated as *Santa's Vintage Train* – a two-day event featuring shuttle rides with Santa from Olympic Park Station.

In between these events, THNSW operated on several occasions throughout 2019-20 its highly popular premium main line service, the *Hydro Express*, in partnership with *The Escarpment Group*.

▼ The THNSW Water Train supports NSW Rural Fire Service crews during the devastating bushfire crisis.



IMPACT OF BUSHFIRES & THE CORONAVIRUS

The devastating bushfire season combined with the coronavirus pandemic greatly impacted THNSW's ability to deliver its scheduled events program for the first half of 2020. The cancellation of major events, including the 2020 *Thirlmere Festival of Steam*, *Hunter Valley Steamfest* and *Transport Heritage Expo*, as well as other regular main line events and experiences, was unprecedented and greatly impacted THNSW's growing engagement with the community, including its members and broader audiences.

During the bushfire crisis, THNSW supported the Southern Highlands community in its hour of need by coordinating an emergency train operation consisting of three 'water gins' (bulk water carriers) to assist with firefighting efforts.



▲ Recipients of the 2019 Transport Heritage Grants.

▼ Volunteers from heritage transport groups gather for an end of year celebration at the Powerhouse Museum in December 2019.



SECTOR

Transport Heritage NSW provides a range of support services to heritage transport organisations on behalf of the NSW Government.

Over \$1.5M was allocated to State-owned and privately owned heritage assets in 2019-20. Funds were used for portfolio management of the State-Owned Heritage Collection, as well as the Transport Heritage Grants Program.

Recipients of the 2019 Transport Heritage Grants Program were awarded more than \$180,000 to complete 10 heritage transport projects, approved by the Independent Funding & Advisory Panel (IFAP). Several community groups completed their grant projects during the 2019-20 financial year, preserving transport history for future generations.

THNSW conducted a sector workshop with representatives of heritage transport organisations across NSW in October 2019. The workshop focused on working within the Heritage Act and requirements of the Office

of Environment and Heritage, as well as storytelling in museums. A second sector workshop was scheduled for May 2020, but postponed due to the coronavirus pandemic.

The refreshed THNSW website, containing a comprehensive list of heritage transport groups including their upcoming events and experiences across NSW, continued to grow with just over

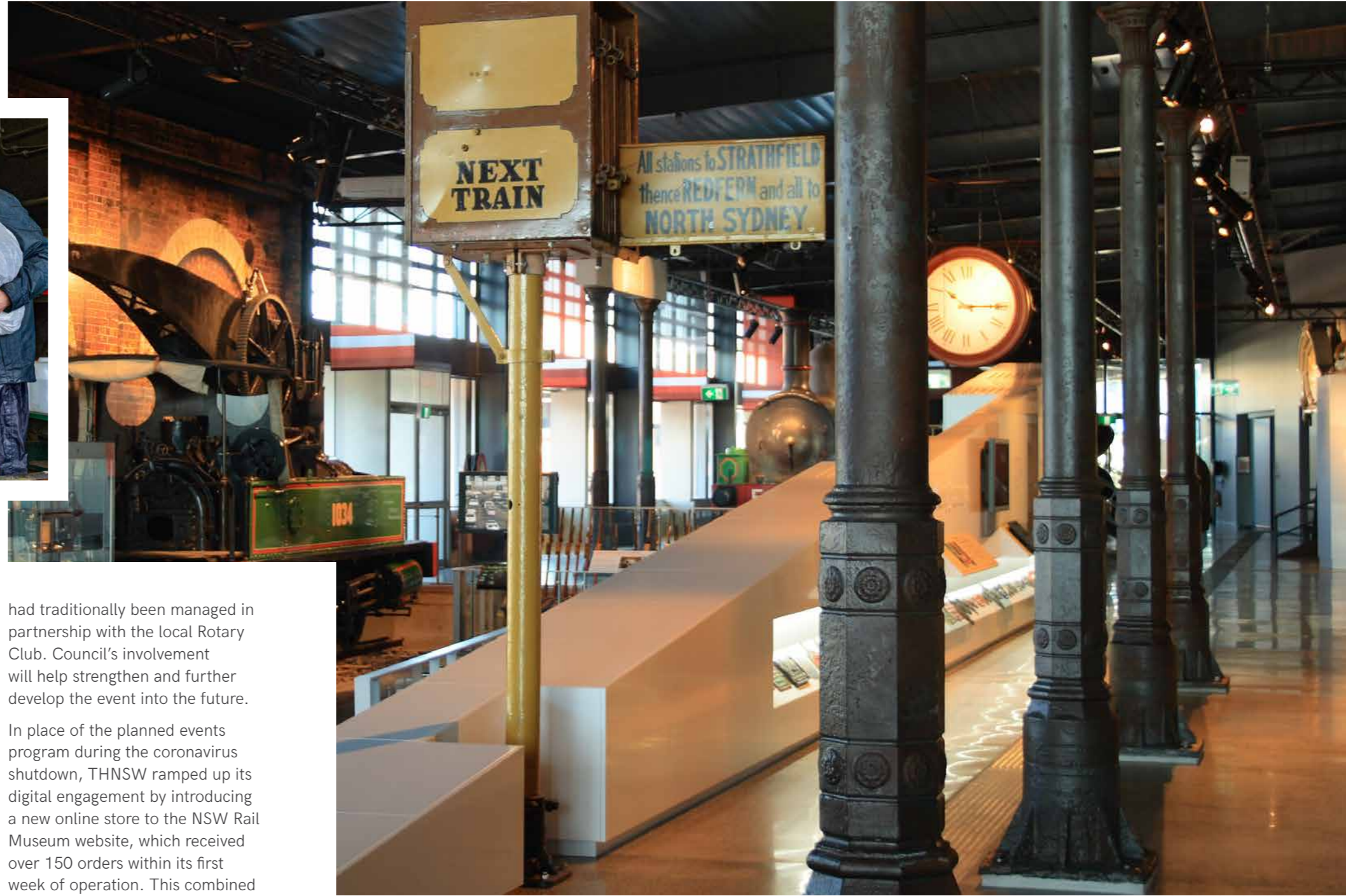
59,000 users in 2019-20 (up over 50% on the previous year).

To end the calendar year, an end-of-year volunteers' function was held within the transport hall at the *Powerhouse Museum*. The event was attended by over 100 volunteers from heritage transport groups across the sector.

A survey of 21 heritage transport groups was conducted during the year seeking information on the impacts of recent drought, bushfires and floods experienced across NSW. The survey was developed to obtain a snapshot of the financial stress on volunteer groups, particularly those who manage heritage transport infrastructure and collections.

THNSW continued to provide support and guidance to various heritage transport groups and their volunteers throughout the year. As a result of the coronavirus pandemic, THNSW actively convened meetings with main line heritage train operators throughout the state to discuss and share plans to ensure a collective approach to COVID safe heritage train operations.

Volunteers and visitors at the Valley Heights Locomotive Depot Heritage Museum during the 90th celebrations of locomotive 5711. ▼



MUSEUMS

Transport Heritage NSW operates the NSW Rail Museum at Thirlmere and the Valley Heights Locomotive Depot Heritage Museum in the Blue Mountains. Both museums tell the story of our State's rich rail history and offer unique heritage experiences for visitors.

NSW RAIL MUSEUM

During the first half of the financial year, prior to the summer bushfires and coronavirus pandemic, the NSW Rail Museum hosted a variety of events, including several *Day Out With Thomas* events and two school holiday events — *Models & Miniatures* and *Wizards & Witches*.

The NSW Rail Museum also hosted the inaugural *Wollondilly Business Awards*, a major new event for local commerce and industry.

Due to a gradual increase in train operations along the Loop Line in

recent years, a one-week campaign was rolled out on social media and in the local press to deter motorists from breaking the law by not stopping at level crossings. The 'stop, look, proceed' campaign formed part of *Rail Safety Week 2019*.

As a result of the NSW Government's commitment of \$5.5m for the loop line, two key studies commenced in early 2020 investigating the potential product opportunities and engineering requirements required to develop the line. These studies will be completed in the second half of 2020.

A new partnership was signed between THNSW and Wollondilly Shire Council to deliver the 2021 *Thirlmere Festival of Steam*. The event, which had been cancelled in 2020 due to bushfires,

had traditionally been managed in partnership with the local Rotary Club. Council's involvement will help strengthen and further develop the event into the future.

In place of the planned events program during the coronavirus shutdown, THNSW ramped up its digital engagement by introducing a new online store to the NSW Rail Museum website, which received over 150 orders within its first week of operation. This combined with new online 'kids activities', virtual tours and storytelling videos, helped contribute nearly 20,000 new followers to THNSW's social media channels this financial year.

Despite the closure of our museums and suspension of events due to bushfires and the coronavirus pandemic, the NSW Rail Museum enjoyed 30,729 visitors this financial year, down 44.8% on 2018-19 results.

VALLEY HEIGHTS LOCOMOTIVE DEPOT HERITAGE MUSEUM

Valley Heights Locomotive Depot Heritage Museum held regular open days throughout the year, as well as several special events. Volunteers based at this location held a special 90th anniversary celebration for much-loved historic steam locomotive 5711, providing visitors the opportunity to access the locomotive over two weekends.

Like the NSW Rail Museum, visitation to the Valley Heights Locomotive Depot Heritage Museum was 2,884 visitors, down 23.6% on 2018-19 results, due to the significant period of closure and suspension of events due to the coronavirus pandemic.

▲ The Main Exhibition Building at the NSW Rail Museum, Thirlmere.



Volunteers completed a major reconstruction of historic NSW Government Railways sleeping carriage MAM 907. ▲



COLLECTION

Transport Heritage NSW owns and manages an extensive portfolio of rail heritage assets and sites across the State.

The completion of locomotive 3801 during this financial year represented a significant achievement for THNSW.

Locomotive 3801 is the third main line capable steam engine to be returned to heritage service by THNSW since its establishment in 2013, with both locomotives 3265 and 3526 returned to steam in 2018.

As a result of increased visitation to the NSW Rail Museum, locomotive 3001 was identified for restoration to support the growth of services on the Loop Line. The project commenced in August and an overhauled boiler was fitted in January. We expect this locomotive to return to service during 2020-21.

This combined with the other operational steam engines maintained by THNSW including, 2705, 3642 and 6029 means we now have a large and versatile fleet of operational steam locomotives.

Vintage diesel locomotive 4306 was returned to service in April after receiving major repairs and completed a successful trial run. The locomotive will provide much needed support for main line operations.

Earlier in the year, the NSW Government announced the retirement of remaining S-set carriages on the Sydney Trains network and that 10 carriages would be preserved in the NSW state-owned movable heritage collection. The carriages are yet to be formally transferred to THNSW.

The reconstruction of display carriages MAM 907 and RBX 647 were completed by volunteer

teams in the last quarter of the financial year and will go on permanent display in the Great Train Hall at the NSW Rail Museum.

A 3D scanning project to make some collection items more accessible online was completed, allowing virtual tours of various carriages and engines via the THNSW website.

During the year, a significance assessment report was conducted on the entire NSW state-owned movable heritage collection by Significance International. This assessment helps guide the focus of scarce resources in managing the collection and assists with decision making about collection care.

A major project to develop 10-year asset management plans for each of THNSW's 11 precincts commenced during the financial year. This will help plan maintenance activities and funding requirements, as well as inform THNSW's Heritage Asset Management Plan. The final costed plans are due in the second half of 2020.

Finally, works progressed on our new centralised storage, maintenance and operations facility, the Chullora Heritage Hub. When completed this facility will provide much needed undercover storage for heritage rolling stock, as well as small objects and appropriate facilities to undertake collection restoration and maintenance.

GOVERNANCE

Directors' Report

The Directors present their report together with the consolidated financial statements of Transport Heritage NSW Limited ("THNSW") for the year ended 30 June 2020 and the Auditor's report thereon.

INFORMATION ON DIRECTORS

The names of the Directors in office at any time during the financial year ended 30 June 2020 are as follows:

DIRECTOR	QUALIFICATIONS	EXPERIENCE
Rob Mason Appointed Chair of the Board <i>Board Director since March 2017 (current term commenced 1 March 2020)</i>	<ul style="list-style-type: none"> MBA Cranfield Management School BSc Land and Hydrographic Surveying Sciences DipM Chartered Institute of Marketing Fellow of the Australian Institute of Company Directors 	<ul style="list-style-type: none"> Over 30 years' experience in operations, engineering leadership and customer service in both London and Sydney Board Member, London Underground RailCorp CEO 2008 - 2013 NSW Trains CEO 2013 - 2017 Director - TrackSAFE Foundation Director and Company Secretary - Destination Network Country and Outback NSW Member - RTAA, RTSA, the Permanent Way Institute
Alex Claassens Deputy Chair, Elected Director <i>Board Director since March 2018 (current term commenced AGM 2018)</i> <i>Deputy Chair since AGM 2018</i>	<ul style="list-style-type: none"> AICD Company Directors Course ACTU Union Governance ASFA Core Governance for Superannuation AM Institute Risk Management ALARA Risk Management Human Factors for Transport Safety Investigators Workcover OH&S Course for Workplace Committees All internal Union training requirements All Railway Certification requirements 	<ul style="list-style-type: none"> NSW State Secretary & National Executive Member - Rail, Tram and Bus Union (RTBU) since 2010 Elected Director of Australian Mutual Bank and Member of Risk Committee Member of NSW Rail Regulator - NSW Branch Operations Forum Employee Representative Board Member, State Super Executive Member of Unions NSW Member of Australian Institute of Company Directors (AICD), the Australian Institute Superannuation Trustees (AIST) and the Association of Superannuation Funds of Australia (ASFA)
Brett Fitzpatrick Elected Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i> <i>Company Secretary until February 2020 Board Meeting</i>	<ul style="list-style-type: none"> Human resources professional Graduate Certificate in Customer Service and Case Management Cert IV Workplace Assessment Cert IV Adult Teaching & Learning 	<ul style="list-style-type: none"> RTM Director since August 2002 to December 2013 RTM Company Secretary August 2006 to December 2013 THNSW Company Secretary since December 2013 to February 2020
Dale Budd OBE Elected Director <i>Board Director since AGM 2015 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> B.E. (Mech) (Hons) Officer of the Order of the British Empire (1978) 	<ul style="list-style-type: none"> Senior project advisor, Melbourne-Brisbane Inland Rail program since 2014 Director, Australian Rail Track Corporation 2001-2007 Director, Australian Institute of Company Directors 2006- 2008 Chairman, Development Advisory Board, Rail Industry Safety & Standards Board (RISSB) 2008-2015 Committee member, NSW Rail Transport Museum 1962-1970 and 1974-1975
David Ireland Elected Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> Professional geologist Rail operations professional 	<ul style="list-style-type: none"> RTM Director from December 2012 to December 2013 RTM Vice Chairman to April 2013 RTM Chairman from April to December 2013 Deputy Chair from December 2013 to November 2018 Manager, Day of Operations, Train Crewing & Support, Sydney Trains

DIRECTOR	QUALIFICATIONS	EXPERIENCE
Deanna Varga Non-Elected, Appointed Director <i>Board Director since May 2019 (Current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> MBA Master of Management B.A. Tourism Management AICD Governance for Directors 	<ul style="list-style-type: none"> Over 25 years' experience in sales and marketing for tourism, business events and the Arts' Sector Expertise in commercialisation and revenue generation for Government, Small-Medium Enterprises and Not-for-Profits Currently Managing Director for Mayvin Global Pty Ltd Panel Expert for Screens Tasmania and Arts Tasmania Former roles include: <ul style="list-style-type: none"> Assistant Director Commercial & Visitor Services at the Australian National Maritime Museum Director of Sales & Marketing, Accor Hotels Business Events Project Manager, Tourism Australia Director of Strategic Alliances, Sydney Convention & Visitors Bureau Commercial Marketing, Sydney Harbour Foreshore Authority Non-executive Director Board roles including: <ul style="list-style-type: none"> Dress for Success, Sydney (Fundraising) Sydney Improvised Music Association (Marketing) Business Events Sydney Pty Ltd
Howard Collins OBE Non-Elected, Appointed Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> Master of Business Administration Fellow of Institution of Civil Engineers Officer of the Order of the British Empire (2013) 	<ul style="list-style-type: none"> Acting Chief Operations Officer, Transport for NSW Chief Executive of Sydney Trains Acting Chief Executive of RailCorp Fellow of the Institute of Directors (UK) Former Chief Operating Officer London Underground Former Director of London Transport (Museum) Former member of British Transport Police Authority Lead Director London Underground and London Rail for 2012 London Olympic Games General management, rail operations, rail heritage, pension trustee Director, TrackSafe Foundation Director, Australasian Railway Association (ARA) Chair of Antique Motorcycle Club of America (Aus Div)
Leann Meiers Non-Elected, Appointed Director <i>Board Director since August 2017 (Current term commenced AGM 2018)</i>	<ul style="list-style-type: none"> Bachelor of Arts (Communications) Member of the Australian Institute of Fundraising 	<ul style="list-style-type: none"> Over 30 years' experience in PR, marketing and fundraising success Development Director, University of New South Wales, August 2018 - present Former Director of Development & External Affairs at Museum of Applied Arts & Sciences (MAAS) 2015-2018 Former Director of Advancement/Foundation, Macquarie University 2012-2015 Former NSW Committee Member Australian Sponsorship Marketing Association

(Volunteer) Company Secretary

The Company Secretary supports the Board and the CEO to achieve THNSW’s vision, mission and strategic objectives as set out in THNSW’s 5-year Strategic Plan 2019-2024. The activities of the Company Secretary include legal and regulatory duties and obligations and those as described within THNSW’s Constitution, as well as playing a key role in facilitating corporate governance processes and supporting the operation of the Board.

As announced at AGM 2019, the Board determined that the role of the Company Secretary should not be undertaken by a Director of the THNSW Board and called for expressions of interest from amongst the THNSW membership for a volunteer to undertake the role. Following a selection process, the Board appointed Peter Watters from the THNSW membership to the role of THNSW Company Secretary on a voluntary basis with the appointment to be reviewed annually post the AGM for the year. It is important to note whilst the Volunteer Company Secretary attends Board Meetings, the Volunteer Company Secretary is not a Director and as such has no deliberative vote or casting vote on the Board.

Directors’ Meetings

During the financial year ended 30 June 2020 a total of ten (10) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

The Board established one (1) new Board Working Group during the financial year, chaired by a nominated Board Director. All directors have standing invitations to attend subcommittee meetings and directors are expected under the Board’s Charter to attend at least one (1) meeting of each subcommittee, of which they are not the Chair or additional member, each year.

The following tables show the attendance by each of the Directors of THNSW during the financial year at Directors (Board) Meetings and at meetings of Board Subcommittees and Working Groups. The Terms of Reference (ToR) for each of these are published on our THNSW website, go to: www.thnsw.com.au/what-we-do

Board Meetings

During the financial year ended 30 June 2020 a total of ten (10) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

Director	Number of Board meetings held and where eligible to attend	Number of Board meetings attended in full	Number of Board meetings attended in part only
Rob Mason	10	9	-
Alex Claassens	10	10	-
Brett Fitzpatrick	10	10	-
Dale Budd OBE	10	10	-
David Ireland	10	7	1
Deanna Varga	10	8	1
Howard Collins OBE	10	8	1
Leann Meiers	10	9	-

Board Subcommittee Meetings

(A) SAFETY & ENVIRONMENT COMMITTEE (SEC) – chaired by Rob Mason for 1st HY, followed by Alex Claassens for 2nd HY.

A total of five (5) SEC meetings were held during the financial year ended 30 June 2020.

The SEC supports the Board overseeing at the strategic-level THNSW’s safety risk management and environmental

risk management, including setting THNSW’s key safety and environmental performance indicators. The SEC also monitors THNSW’s compliance with the applicable rail safety, work health and safety and environmental

legislation and laws. SEC Members include the CEO and the Safety, Environment & Quality Manager.

Director	Number of SEC meetings held and where eligible to attend	Number of SEC meetings attended in full	Number of SEC meetings attended in part only
Rob Mason (SEC Chair 1st HY)	5	4	-
Alex Claassens (SEC Chair 2nd HY)	5	3	-
Brett Fitzpatrick	5	-	-
Dale Budd OBE	5	1	-
David Ireland	5	1	-
Deanna Varga	5	2	-
Howard Collins OBE	5	3	1
Leann Meiers	5	1	-

(B) FINANCE, AUDIT & RISK COMMITTEE (FA&RC) - chaired by Howard Collins.

A total of five (5) FA&RC meetings were held during the financial year ended 30 June 2020.

The FA&RC supports the Board overseeing the financial position and performance of THNSW, including internal control frameworks, financial management systems, budgeting,

procurement, insurances, reporting and THNSW's annual financial statements, as well as (non-safety) corporate risk management and THNSW's external accountability requirements. FA&RC Members include Andrew Elliot, Director of Corporate Resources & Chief

Finance Officer, Museum of Applied Arts & Sciences (MAAS), as an Independent Member; Les Shepherd, FGIA, FCIS, FCPA, GAICD, as a THNSW Members' Representative Member; the CEO and the Head of Finance & Corporate Resources.

Director	Number of FA&RC meetings held and where eligible to attend	Number of FA&RC meetings attended in full	Number of FA&RC meetings attended in part only
Rob Mason	5	2	1
Alex Claassens	5	-	-
Brett Fitzpatrick	5	-	-
Dale Budd OBE	5	-	-
David Ireland	5	1	1
Deanna Varga	5	2	-
Howard Collins OBE (FA&RC Chair)	5	4	-
Leann Meiers	5	-	-

(C) FUNDRAISING STRATEGY DEVELOPMENT WORKING GROUP (FWG) - chaired by Leann Meiers

A total of four (4) FWG meetings were held during the financial year ended 30 June 2020.

The FWG supports the Board on the development of a fundraising strategy for THNSW, as well as fundraising opportunities and

activities, including both financial and non-monetary (incl. 'in-kind') fundraising opportunities, and their respective merits and viability, and THNSW's capacity to effectively and efficiently pursue and resource. FWG Members include John Cowper as a THNSW

Members' Representative Member; the CEO, the Marketing & Commercial Services Manager and the Head of Finance & Corporate Resources, and Dale Budd as an Additional Member.

Director	Number of FWG meetings held and where eligible to attend	Number of FWG meetings attended in full	Number of FWG meetings attended in part only
Rob Mason	4	1	-
Alex Claassens	4	-	-
Brett Fitzpatrick	4	-	-
Dale Budd OBE	4	4	-
David Ireland	4	-	-
Deanna Varga	4	2	-
Howard Collins OBE	4	1	-
Leann Meiers (FWG Chair)	4	4	-

(D) REMUNERATION COMMITTEE (RemC) – chaired by David Ireland

A total of one (1) RemC meeting was held during the financial year ended 30 June 2020.

Members comprise of Rob Mason, David Ireland, Howard Collins,

and supported by the CEO and the Head of Finance & Corporate Resources. The RemC supports the Board on matters relating to the remuneration of the CEO and

key personnel who are direct reports to the CEO, plus consideration of compensation of Board members.

Director	Number of RemC meetings held and where eligible to attend	Number of RemC meetings attended in full	Number of RemC meetings attended in part only
Rob Mason	1	1	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	-
Dale Budd OBE	1	-	-
David Ireland (RemC Chair)	1	1	-
Deanna Varga	1	-	-
Howard Collins OBE	1	1	-
Leann Meiers	1	-	-

(E) COLLECTIONS & CURATORIAL COMMITTEE (C&CC) – chaired by Dale Budd, supported by Brett Fitzpatrick

A total of one (1) C&CC meeting was held during the financial year ended 30 June 2020.

The C&CC supports the Board, CEO and management on collection management and curatorial matters, including

making recommendations with respect to Collection policy, acquisition, accessioning, deaccessioning, as well as restoration projects and risk management of the Collection in line with THNSW's strategic

directions and annual business plans. C&CC Members include THNSW Members Peter Dudgeon, Tony Eyre, Allan Leaver, Ray Love, Evan Rees and Bruce Saunders; the CEO and the Heritage & Collections Manager.

Director	Number of C&CC meetings held and where eligible to attend	Number of C&CC meetings attended in full	Number of C&CC meetings attended in part only
Rob Mason	1	-	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	-
Dale Budd OBE (C&CC Chair)	1	1	-
David Ireland	1	-	-
Deanna Varga	1	-	-
Howard Collins OBE	1	-	-
Leann Meiers	1	-	-

(F) RAIL OPERATIONS SUPPORT COMMITTEE (ROSC) – chaired by David Ireland

A total of two (2) ROSC meetings were held during the financial year ended 30 June 2020.

The ROSC supports the Board, CEO and management on short-,

medium- and long-term planning to meet future heritage rail operations delivery in line with THNSW’s strategic directions and annual business plans.

ROSC Members include THNSW Members Phil Batty and Colin Pursehouse; the CEO and the Rail Operations Manager.

Director	Number of ROSC meetings held and where eligible to attend	Number of ROSC meetings attended in full	Number of ROSC meetings attended in part only
Rob Mason	2	-	-
Alex Claassens	2	-	-
Brett Fitzpatrick	2	-	-
Dale Budd OBE	2	1	-
David Ireland (ROSC Chair)	2	2	-
Deanna Varga	2	-	-
Howard Collins OBE	2	-	-
Leann Meiers	2	-	-

New Board Subcommittees & Working Groups

During the financial year ended 30 June 2020 the Board determined to establish one (1) further Board Working Group, chaired by a nominated Board Director, to undertake a specific short-term project.

(G) MEMBERSHIP & AUDIENCES PRODUCT REVIEW WORKING GROUP (MPRWG) – chaired by Deanna Varga, supported by Dale Budd

The MPRWG was established by the Board at the Board’s May 2020 Meeting, hence a total of one (1) MPRWG meeting was held during the financial year ended 30 June 2020.

The MPRWG has been established to support the Board, CEO and management to undertake a review of THNSW’s differing audience groups and develop a refreshed suite of

membership products and benefits that align to the needs of key audience groups to best attract and engage the widest audience reach and grow income from affiliation and subscription products.

Director	Number of MPRWG meetings held and where eligible to attend	Number of MPRWG meetings attended in full	Number of MPRWG meetings attended in part only
Rob Mason	1	-	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	-
Dale Budd OBE	1	1	-
David Ireland	1	-	-
Deanna Varga (MPRWG Chair)	1	1	-
Howard Collins OBE	1	-	-
Leann Meiers	1	-	-

Notes:

1. The number of Board and Board Subcommittee/Working Group meetings held where a director was eligible to attend during the financial year is as per an individual director’s term as a director.
2. All directors have standing invitations to attend subcommittee meetings.
3. All Directors requested, and were granted, leave for meetings that they were unable to attend.

Members

As at 30 June 2020 there were 1,770 members (excluding Complimentary and Honorary members) of THNSW. If the company was wound up, each member would be required to contribute a maximum of \$20 towards meeting any outstanding obligations of the company.

Objectives & Strategies

THNSW's long-term objectives and its strategies for achieving those objectives are set out in its Strategic Plan - *Strategy 2024: Investing for Growth*. Annual business planning supports the achievement of THNSW's longer-term objectives by setting out the principal activities that are to be undertaken during the year building on the previous year's achievements. Our THNSW Annual Report provides an explanation of those activities and our accomplishments during the financial year ended 30 June 2020.

Performance Measures

THNSW measures and reports on both financial and non-financial data to the Board and to the applicable Board Sub-committee. Financial reports provide information pertaining to performance against budgets and financial well-being of the organisation. Non-financial measures include information on customer engagement, membership, progress on major projects, work health and safety, statutory and regulatory obligations, and compliance matters. Results for key performance measures are included in our THNSW Annual Report.

Lead Auditor's Independence Declaration

The lead Auditor's Independence Declaration for the year ended 30 June 2020 has been received and is set out on page 2 of the Financial Statements section of this Annual Report, and forms part of the Directors' Report.

This Report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:

Rob Mason
CHAIR

Alex Claassens
DEPUTY CHAIR

Peter Watters
V/COMPANY SECRETARY

29 September 2020



Our Finances

Transport Heritage NSW entered a funding deed with the NSW Government, via Transport for NSW (TfNSW), to care for and manage the NSW State-Owned Heritage Collection and to deliver a wide range of activities to support the transport heritage sector in NSW. In addition to the funding from the NSW Government, THNSW raises other revenue through its various activities highlighted elsewhere in this annual report.

The funding deed with the NSW Government provides specific funding to THNSW for the following purposes:

- **TfNSW Funding Stream 1 (FS#1)** - Annual funding allocated specifically to THNSW's business operations, including a minimum of \$1 million that must be used for operational rolling stock fleet maintenance.

The THNSW Board determines THNSW's annual business plan and business operations budget, including the allocation of FS#1 funds to be used and the use of THNSW's own generated revenue.

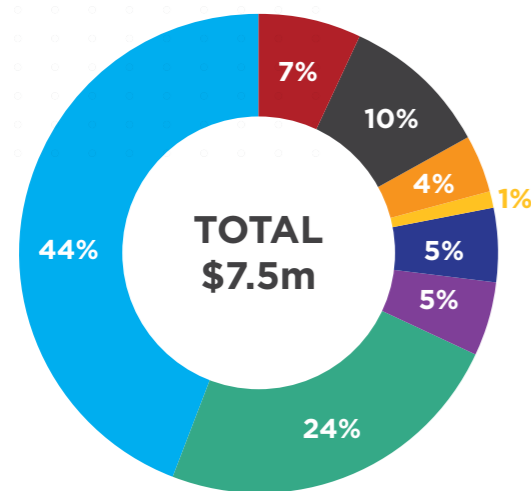
- **TfNSW Funding Stream 2 (FS#2)** - Annual funding for the purposes of portfolio management of the NSW Government-owned heritage transport assets. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.

- **TfNSW Funding Stream 3 (FS#3)** - Annual funding for the Transport Heritage Grants Program. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.

- **TfNSW Special Purpose Funding (SPF)** - THNSW has also entered into a 'special projects funding deed' with the NSW Government, under which specific funding is allocated to specific projects. Allocation of special purpose funds to specific projects is determined by TfNSW. There is currently one approved project - the Locomotive 3801 Reconstruction Project.

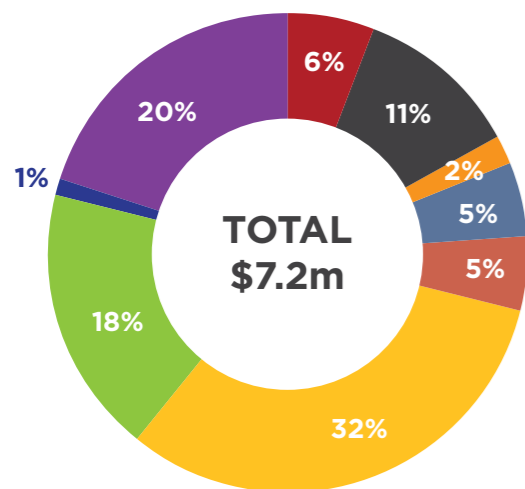
Details of the annual funding allocations determined by the IFAP in FY 2018-19 under Funding Stream 2 and the Transport Heritage Grants Program (Funding Stream 3), are provided in appendices 1 and 2, respectively.

FY 2019-20 Income - FS#1 and Own-Generated



- Programs & Events - Museums (7%)
- Programs & Events - Rail Operations (10%)
- Other Commercial Activities (4%)
- Marketing (0%)
- Collections (Non-operational) (0%)
- Fleet Maintenance (Op, Non-Facilities) (1%)
- Facilities (0%)
- THNSW Board (0%)
- Stakeholder & Relationship Management (5%)
- Corporate Services (5%)
- NSW Government FS#1 - Operating Fleet (24%)
- NSW Government FS#1 - Business Operations (44%)

FY 2019-20 Expenses - FS#1 and Own-Generated



- Programs & Events - Museums (6%)
- Programs & Events - Rail Operations (11%)
- Other Commercial Activities (2%)
- Marketing (5%)
- Collections (Non-operational) (5%)
- Fleet Maintenance (Op, Non-Facilities) (32%)
- Facilities (18%)
- THNSW Board (0%)
- Stakeholder & Relationship Management (1%)
- Corporate Services (20%)
- NSW Government FS#1 - Operating Fleet (0%)
- NSW Government FS#1 - Business Operations (0%)

APPENDICES

APPENDIX 1 – FUNDING STREAM 2 ALLOCATIONS

The following heritage assets in the THNSW portfolio were allocated major periodic maintenance funding during the 2019-20 period:

APPLICANT	PROJECT TITLE	AMOUNT
ROLLING STOCK		
The Rail Motor Society	Repaint locomotive 7344 into heritage colour scheme	\$21,000
Lachlan Valley Railway	MFS 2121 and MFS 2028 refurbishment	\$85,000
Transport Heritage NSW	Restoration of CHG 19665	\$31,185
	SUB TOTAL:	\$137,185
BUILT HERITAGE		
Cooma Monaro Railway	Fencing around precinct	\$749,444
Cooma Monaro Railway	Footpath replacement	\$28,574
Werris Creek	Australian Railway Monument name updates	\$19,274
Transport Heritage NSW	Power pole replacement at Valley Heights	\$26,693
All precincts	Routine and Emergency Maintenance	\$150,000
	SUB TOTAL:	\$973,985
HERITAGE & COLLECTION MANAGEMENT		
Transport Heritage NSW	Concept plan for walls on Great Train Hall at the NSW Rail Museum.	\$27,700
Transport Heritage NSW	Significance assessment of State collection.	\$57,699
	SUB TOTAL:	\$85,399
SUPPORT AND MISCELLANEOUS		
Transport Heritage NSW	IFAP administration and sector support	\$15,000
	SUB TOTAL:	\$15,000
	TOTAL:	\$1,211,569

APPENDIX 2 – TRANSPORT HERITAGE GRANT RECIPIENTS 2019

APPLICANT	PROJECT TITLE	AMOUNT
Goulburn Crookwell Heritage Railway	Replacement of painted timber boundary fence at Crookwell Station	\$3,080
New England Antique Machinery Club	Applying rubber to traction engine wheel.	\$6,160
Sydney Tramway Museum	Restoration to original Sydney R1 Class tram.	\$7,913
Zig Zag Railway	Restoration, painting and interpretation of signals at bottom points.	\$9,423
Zig Zag Railway	Restoration, painting and interpretation of signals at top points.	\$14,800
Sydney Bus Museum	Restoration of Albion 1921.	\$15,000
Robertson Heritage Railway Station	Repaint of Robertson Main Station Building.	\$15,000
The Rail Motor Society	Railmotor CPH1 ends repairs.	\$20,310
Illawarra Light Railway Museum	Perry Boiler Restoration.	\$38,422
Lachlan Valley Railway Society Co-op	Restoration of Rosie (Locomotive 5367).	\$50,000
	TOTAL:	\$180,108

APPENDIX 3 – KEY PEOPLE

Below is a summary of key personnel and members as at 30 June 2020, listed alphabetically by first name.

PATRON

Her Excellency the Honourable Margaret Beazley
AO QC

THNSW BOARD OF DIRECTORS

Rob Mason	Chair
Alex Claassens	Deputy Chair
Brett Fitzpatrick	
Dale Budd OBE	
David Ireland	
Deanna Varga	
Howard Collins OBE	
Leann Meiers	

COMPANY SECRETARY

Peter Watters

MANAGEMENT TEAM

Andrew Moritz	Chief Executive Officer
Andy McNeill	Head of Finance & Corporate Resources
Ben Elliot	Fleet Maintenance Manager
Daniel Page	Rail Operations Manager
David Bennett	Marketing & Commercial Services Manager
Jennifer Edmonds	Heritage & Collections Manager
John Thorogood	Safety, Environment & Quality Manager

INDEPENDENT FUNDING &

ADVISORY PANEL (Appointed by Transport for NSW)

Christine Wright

John Minchin

Judith Coombes

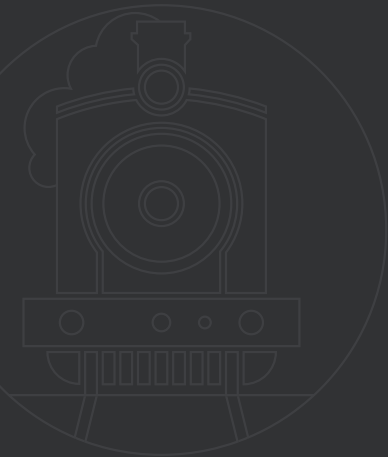
Peter Colacino

Stuart Coppock (until 20 March 2020)

THNSW LIFE MEMBERS*

Alan Driscoll	Ian Dale
Allan Leaver	Ian Martin
Andrew Killingsworth	Ian Sheppard
Andrew Tester	Jeffery Forrester
Anthony Eyre	Jeffrey Snedden
Barry McMahon	John Fisher
Bernie McTackett	John Harwood
Bob Dickey	John Knotek
Brett Fitzpatrick	Leon Rudd
Brian Woolley	Les Wilson
Bruce Coxon	Mary Wear
Bruce Merrett	Neil Finey
Bruce Saunders	Peter Dudgeon
Christine Cuttle	Philip Robinson
Dale Budd OBE	Ray Beharrell
David Hunt	Raymond Love OAM
David Kennedy	Richard Butcher
David Thurlow	Robert Price
Donald Estell	Roslyn Reynolds
Edward Oliver	Stephen Williams
Gary Woodward	Ted Dickson
Geoffrey Allerton	Ted Mullett
George Baias	Terry Matchett
Gilbert Wheaton	Timothy Ball
Glenn Buckman	Trevor Ford
Graham Ahern	

*Does not include deceased life members



TRANSPORT HERITAGE

— NSW —

Transport Heritage NSW Ltd

ABN 25 000 570 463

PHONE (02) 9209 4646

POST PO Box K37, Haymarket NSW 1240

OFFICE Suite 011, International Business Centre, South Eveleigh,
2 Cornwallis Street, Eveleigh NSW 2015

WEB thnsw.com.au