

THNSW AGM 2024 - MINUTES

The Eleventh (11th) Annual General Meeting (AGM) of Transport Heritage NSW Limited was held on Tuesday 26 November 2024, at the Petersham RSL, Petersham.

Meeting opened at 6:00pm.

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

Attendees – Voting Members

Some 35 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

The Hon. Nathan Rees, Chair of the THNSW Board
Janelle Middleton, Appointed Director
Deanna Varga, Appointed Director
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 2023/24.

Apologies

Tim Arnott, Philip Harman, Lindsay Lucas, Bruce Saunders, Ken Smith, John Thompson, Robyn Wilson, Belinda Wunderlin.

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 10 proxies had been received. Some 210 members had pre-voted and those results had already been counted and will be displayed on the screen at the appropriate agenda item.

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 nor 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 previous Annual General Meeting – AGM 2023

To confirm the Minutes of the Tenth (10th) THNSW Annual General Meeting (AGM) held on 18 November 2023.

The V/Company Secretary, Peter Watters, called for any corrections to the Minutes and having received 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 Tenth (10th) Annual General Meeting held on 18 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 2024.

A short video of highlights of the year was played.

The Chair of the Board’s Finance, Risk & Audit Subcommittee (FR&AC) Deanna Varga thanked the NSW Government for its ongoing support of THNSW which had enabled THNSW to deliver a full program of activities.

The FR&AC Chair spoke briefly to the Annual Report and highlighted the many achievements of the organisation in the FY 2023/24. Some of the highlights of the year included:

- Achieving over 101,000 train and other passengers on our various heritage transport experiences and record attendances with more than 87,000 visitors to the NSW Rail Museum and Valley Heights Locomotive Depot Heritage Museum combined.
- A highly successful New England regional tour to Tamworth and Armidale, the first time a steam engine has returned to Armidale in more than 25 years.
- Refreshing the education program offer at the NSW Rail Museum – an initiative already paying dividends with increased school bookings and inspiring young children’s interest.
- Completing the refurbishment of and relocating the collection into the Tank Annex, Stage One of the Chullora Heritage Hub.

- More than 8,000 people attended the *Thirlmere Festival of Steam* held in May – our third in a partnership with the Wollondilly Shire Council.
- Partnering with Maitland City Council to deliver the Hunter Valley Steamfest.
- An increase in our total membership engagement across both the traditional membership which at the end of the financial year stood at 1,707 and close to 1,350 NSW Rail Museum annual passholders.

Since the 30th of June our success has continued including:

- Our biggest Transport Heritage Expo Event on record with over 12500 members of the public experiencing our State’s rich transport heritage.
- Being awarded two Platinum Awards in the inaugural Western Sydney Tourism Awards.

The FR&AC Chair called for any questions regarding this Agenda Item, and having received no further questions, declared the Annual Report, including the Directors’ Report, and the Financial Statements and Auditor’s Report for the financial year ended 30 June 2024 received.

The FR&AC Chair advised the meeting that our independent external auditors Castletons, represented by Wayne Price, had advised the Board of their intention to resign following this AGM and expressed thanks to Wayne on behalf of THNSW.

The FR&AC Chair advised the meeting that the Board is progressing the selection of a new audit services provider to replace Castletons and that the Board is working towards making its recommendation to Members for adoption at an Extraordinary General Meeting (EGM) expected to be called for March 2025.

4. Life Membership

No nominations were received for the awarding of Life Membership in 2024.

5. Election of Directors.

The Chair advised that one (1) Elected Director position fell vacant at this AGM and that position was held by Colin Pursehouse who was eligible for re-election.

The Chair advised the meeting that there had been two (2) nominations for the one (1) vacant position of Elected Director on the Board, and they were for Phil Davis and Colin Pursehouse, and as such a ballot had been required.

The Chair announced the results of the ballot.

Phil Davis	120 Votes
Colin Pursehouse	123 Votes

The Chair declared Colin Pursehouse duly elected as a Director of THNSW for the three-year term to AGM 2027 and congratulated him.

The Chair thanked Phil Davis for standing for election to the THNSW Board.

6. Appointment of Non-Elected Appointed Directors

The Chair advised that one (1) Non-elected Appointed Director position fell vacant at this AGM and that position was held by Deanna Varga who was eligible for reappointment.

In accordance with the Constitution the nominating panel convened and determined to appoint Ms Deanna Varga to the position of Non-elected Appointed Director for the three-year term to AGM 2027. This appointment will take effect from immediately after the closure of this meeting.

The Chair congratulated Deanna Varga on being reappointed.

7. General Business

Before responding the Questions on written notice, the Chair made the following remarks:

The Chair noted it had been a record year for Transport Heritage NSW however none of that would be possible without the commitment, dedication, and passion of our workforce, paid and unpaid, and members. On behalf of the Board the Chair thanked all members of the workforce and their families for their support too.

The Chair also spoke about why the Board had made a conscious decision to defer the refresh of the Strategic Plan, the need to continue to grow, change and make sure we maintain a relevant and fit-for-purpose organisation in our changing world and the importance of currently undertaking the THNSW Culture Project ahead of the Strategic Plan.

The results of our workforce culture survey indicated among many things that the workforce wanted improved transparency and communication about matters that affect them. This is already being addressed through more face-to-face workforce townhall meetings such as the ones held recently at all locations, and a piece of work is currently being done on how to improve workforce communications.

Members will see the reinstatement of the Board Chair's wrap after each Board meeting and an annual program of Members' Information Forums (MIF) such as the one which would follow this meeting.

The Chair identified three fundamentals to be embedded in the refresh of the strategic plan from his perspective:

- Respect for each other - in how we work with and deal with each other / civility,
- Forward looking – for the best of the organisation as a whole and for the longer term – we can't stay living in the past and keep re-prosecuting old issues until we get the answer we want, and
- Operating transparently – starting with the Board and decision-making as far as practical.

The Chair advised the meeting that the Volunteer Company Secretary Peter Watters had advised he would be stepping down from the role at the conclusion of the Board meeting scheduled for the 10th of December 2024 and thanked Peter for his five years of service to THNSW.

To reply to any questions on written notice received by the V/Company Secretary on or before 5:00pm Friday 8 November 2024.

The Chair advised a total of 23 questions were received from four (4) 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.

Members Patrick Lloyd and Bruce Saunders had asked various questions regarding
the THNSW Culture Project and development of the next strategic Plan–

As previously noted the THNSW Board made a conscious decision to undertake the Culture Project as the first part of developing the next strategic plan.

The Board is currently working towards mid-2025 for the delivery of the new strategic plan (i.e., in time for FY 2025-26).

The culture survey was organisation-wide across all current workforce team members, it was about taking a snapshot at where we are at today so that we can look forward and how we want to grow our culture for the future.

The Board and Management Team are considering all recommendations from the review, and some immediate changes have already been made. Some of the recommendations are not quick fixes and changes will impact multiple aspects of our operations. These need to be considered, developed and their implementation well planned to achieve the best possible outcomes for everyone involved.

The Board and Management Team are continuing to work with Georgia Henry, of HENRY REED. A specific piece of work to look at a redesign of our culture will commence in early 2025 and we will invite participation from all areas of our workforce as a part of that in due course.

Both our workforce and our THNSW members will receive updates and communication on implementation of recommendations and specific change projects as they are planned and delivered. We are looking forward to our workforce's participation in and support for these exciting changes.

Members Peter Dudgeon and Bruce Saunders have asked about

Stage 2 of the Heritage Hub at Chullora and in particular when will we see work commencing.

THNSW has continued actively pursuing a commitment to Stage 2 of the Heritage Hub at Chullora project however THNSW has been advised:

- that no funding has been committed to the project,
- that Sydney Trains has a continuing need to use multiple areas of the site and
- that TAM, the Transport Asset Manager intends to, or is, reviewing all options for future use of the site.

The priority of the THNSW Board in this last 12 months has been the completion of the Loop Line Upgrade Project and the renewal or extension of the current MCMA and Funding Deed arrangements.

Member Bruce Saunders has asked about:

the review of the Board Sub Committees and in particular about the terms of reference and the membership of the Committees.

The THNSW Board commissioned Deloitte to undertake a review of its Board subcommittees and Working Groups.

An outcome of this review was to adopt a consistent and standard Terms of Reference for all Board subcommittees and Working Groups.

All subcommittees were asked to develop and review the proposed new Terms of Reference for their respective subcommittee and feedback and comments were incorporated where considered appropriate and relevant.

The Board has adopted the Terms of Reference for its subcommittees noting in particular that subcommittees do not make decisions on behalf of the THNSW Board. All THNSW subcommittees are advisory in nature, making recommendations to the Board, and as such the Board remains of the view that the CEO's and management's participation on those subcommittee's is appropriate. This has not changed from the previous Terms of References under which all of the subcommittees were first established.

As per the published Terms of Reference, which are available on the website; included within the scope of a subcommittee is to be an exemplar of Board and Management collaborating for the long-term future of THNSW and that all subcommittee members are expected to be exemplars of that collaboration for the betterment of THNSW.

Member Bruce Saunders has also made a suggestion in relation to recognition and reward for members of the THNSW workforce. His suggestion is that

members of the THNSW workforce be offered the opportunity to travel on positioning runs between the NSW Rail Museum and Sydney when they occur.

The Board thanks Bruce for the suggestion which the management team will consider the practicality and feasibility of your suggestion as part of a wider review of recognition and rewards opportunities for our workforce.

8. Meeting Close

The Chair acknowledged and thanked all members of the THNSW Board and the Volunteer Company Secretary as well as acknowledging 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 2024 closed at 6:45pm.

The Hon Nathan Rees
Chair

Alex Claassens
Deputy Chair

Peter Watters
V/Company Secretary

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