

CAULFIELD RACECOURSE RESERVE

MINUTES OF A MEETING OF TRUSTEES

DATE Thursday, 3rd March 2011 at 1.00p.m.

VENUE Trustees Room, Caulfield Racecourse Reserve,
Caulfield, Melbourne

PRESENT P Le Grand (Chairman)
M Cain
R Kennedy
Justice S Marshall
Cr J Magee
I J MacDonald
Hon T C Reynolds
G Sword
N Staikos
M J Symons
E M P Tanner

APOLOGIES Cr S Tang

IN ATTENDANCE J L Page (Secretary)
S McCarthy (Business Affairs Manager – MRC)
B Discombe (Development Manager – MRC)
A Robertson (CEO - MRC)

1: WELCOME & APOLOGIES

The Chairman opened the meeting and welcomed the following invitees to the meeting:

- **A Robertson**, CEO, MRC;
- **S McCarthy**, Business Affairs Manager, MRC; and
- **B Discombe**, Development Manager - Operations, MRC.

The Chairman advised that apologies had been received in advance from:

- **Cr Steven Tang**.

2: APPOINTMENT OF CHAIRMAN

Peter Le Grand vacated the Chair and handed proceedings over to the Secretary, who duly called for nominations.

Mr Peter Le Grand was nominated as Chairman of Trustees for another 12 month period:

Proposed: Ted Tanner
Seconded: Mike Symonds

At this time Mr Greg Sword sought permission to address the meeting ahead of any vote.

The Chair (Secretary) invited Mr Sword to address the meeting. Mr Sword raised the matter of the Chairman of Trustees continuing to be appointed from amongst the Trustees representing the MRC as 'out of balance' and given the significant issues facing the Trustees in the coming months, Mr Sword indicated that in view of the renewal/negotiation of a new Grandstand (Head Lease) with the MRC, that continued appointment of a Chairman from the MRC representatives was likely to lead to a 'real conflict of interest' and would also send a poor perception of the Trustees concern with governance to the broader community.

In light of this Mr Sword felt that it was more appropriate for the Chair to be appointed from the non-MRC appointed Trustees. Mr Sword reiterated that he had raised this matter in previous years and had also recently met with the Chairman (Peter Le Grand) to raise the matter with him.

Mr Jim Magee, a council representative on the Trustee Board spoke in support of Mr Sword's comments and offered himself as a nomination for the position of Chair of the Trustees.

Given the nomination by Ted Tanner, Mr Sword requested that the meeting be adjourned, requesting a period of time for the non-MRC Trustees to meet to discuss this matter further.

Additional comments were canvassed from other Trustees at the meeting including the notion of an alternative nomination.

The Chairman (Secretary) at this time agreed to Mr Sword's request to adjourn the meeting for a period of 15 minutes to allow the non-MRC appointed Trustees to discuss the matter further.

The meeting was adjourned at 1.18pm

Non-MRC Appointed Trustees retired to another room for discussion.

***The meeting re-convened at 1.30pm with the Non-MRC Appointed Trustees returning to the Trustees Room ***

The Chairman (Secretary) invited Mr Sword to address the meeting. Mr Sword again reiterated his views to 'address the balance' and for a non-MRC appointed Chairman.

At this time a second nomination was proposed:

Mr Jim Magee was nominated as the Chairman of Trustees for a 12 month period:

Proposed: Jim Magee
Seconded: Shane Marshall

There being no further nominations the Chair (Secretary) called for those in favour of

(i) Mr Peter Le Grand as Chairman for the next 12 months; &

Those in Favour: 6 Votes

(ii) **Cr Jim Magee as Chairman for the next 12 months.**

Those in Favour: 4 Votes

There being one abstention.

Mr Peter Le Grand was re-appointed as Chairman of Trustees for the next 12 months.

3: TRUSTEE NOMINEES UPDATE

An update on the Trustee nominations was tabled.

It was noted that nomination forms have been forwarded to DSE for consideration and recommendation for Glen Eira Council nominee Cr Cheryl Forge; & MRC nominee Mr Roger Donazzan.

It was further noted that nomination forms have yet to be received for MRC nominee Ms Patricia Faulkner.

It was noted that no other vacancies for Trustee Nominees exist.

ACTION: Secretary to ensure necessary documentation for Ms Patricia Faulkner is prepared by MRC and lodged with DSE as soon as possible.

4: MINUTES

4.1 Minutes of the Last Meeting – The Minutes of the meeting held on 7th October 2010 were accepted as an accurate record of the meeting.

It was **RESOLVED** that these minutes be **ADOPTED**.

Proposed: Jim Magee

Seconded: Tom Reynolds

This motion was unanimously carried.

4.2 Matters Arising

(i) Trustee Nominees

This was covered under Agenda Item 3

(ii) Correspondence

Secretary to write to all three Glen Eira residents on behalf of the Trustees

The Secretary advised that she had written to Mary Healy, Graeme Illingworth & Frank Penhalluriack on 4 November 2010 advising them of the proposed changes and details of the current Entry Points & Access Times documentation and the reason for its implementation based upon the stringent set of criteria for public occupational health and safety regulations;

(iii) **Financials -**

Signatories to the account

The Secretary advised that she had prepared all necessary paperwork for Trustee Ross Kennedy and that this had been lodged this with NAB.

Annual Accounts

The Secretary advised that she had written to Morton, Watson & Young in late to advise them of the Trusts change in financial reporting cycle, namely moving from Calendar year reporting to financial year reporting (1 July – 30 June)

Annual Rental Agreement

The Secretary advised that following the last meeting of Trustees the MRC had agreed to annual funding payment terms of 6 months in arrears and six months in advance. MRC will furnish Trustees with funds no later than 30 July in each Calendar year.

(iv) Lease Renewal(s)

Current Lease(s)

This was covered under Agenda Item 6

Future Lease(s) Renewal

This was covered under Agenda Item 7

(v) General Business

Caulfield Racecourse Reserve Website

The Secretary advised that she had engaged the services of Seipar Technologies to develop an independent website to provide relevant information on Trustee Matters to the general public.

Review of the Crown Land (Reserves) Act Regulations pertaining to Caulfield Racecourse Reserve

The Secretary advised that she had reviewed the CRR Regulations and determined that only a few minor changes were required to bring the language up to date. Advice sought from DSE determined that our entire Regulations require an overhaul to include relevant Laws and Acts [e.g. Environmental Protection Act 1970 & Wildlife Act 1975] which are relevant to public parks and would supersede our regulations. A sample format of regulations was provided by DSE, which were also circulated to S Marshall.

There being no pressing urgency to update the minor changes in the Regulations, the Secretary advised that she will set about drafting a new format set of Caulfield Racecourse Reserve Regulations, for review by the Chairman & S Marshall, ahead of going to DSE for final comment.

4.3 Confirmation of Circulated Resolutions

'Permitted Use' to seek approval from the Minister (or his delegate) to add the additional permitted commercial use of 'telecommunications' to the current head [Optus Arrangement] – 31 January 2011

The Chairman moved a motion to confirm this resolution:

Proposed: Jim Magee
Seconded: Ross Kennedy

This motion was unanimously carried.

4.4 Correspondence

The Secretary advised that no correspondence had been received at this time.

5: TRUST FINANCIALS

The Secretary tabled advice as to the current position of the Trust Operating Account and Funds on Deposit for noting.

6: CURRENT LEASE

Grandstand (Head) Lease (section 17D)

The Secretary and Mr Simon McCarthy advised the *Chairman that the 6th and final renewal of the 21 yr Grandstand (Head) Lease [which expires on 22 October 2012]* between MRC & Trustees, had been executed by all Trustees prior to the commencement of the meeting.

The Chairman thanked both the Secretary & Mr McCarthy for co-ordinating this effort.

'Western' Stable Complex Lease (section 22) and the Neerim Road Stable Lease (section 22)

Mr Simon McCarthy then tabled a summary of the status of the additional leases between Trustees & MRC for the 'Western' Stable Complex Lease (section 22) and the Neerim Road Stable Lease (section 22) noting that these were all current.

Mr Simon McCarthy went on to explain that the table also summarised the status of the sub-leases between MRC and Monash University; Hore-Lacy; Mason and Aquanita Racing for the above mentioned land, advising that all sub-leases were currently under re-negotiation.

7: FUTURE LEASE NEGOTIATIONS

Grandstand (Head) Lease (section 17D)

Further to the last meeting where the Chairman & Secretary were delegated the task of seeking advice as to how to progress the negotiation of a new Grandstand (Head) Lease with the MRC, given new legislation, and changes in lease terms etc., **the Secretary advised that she had meet with representatives of DSE to seek advice as to the next steps in relation to the process of negotiations of the renewal of the Grandstand (Head).**

Mr Sword proposed that given the decision of the Trustee to elect a Chairman from amongst the MRC representatives, it would be appropriate for the Trust to appoint a balanced sub committee to conduct negotiations in respect to the lease renewal.

The following motion was proposed:

A sub committee/ working group of Trustees be established for the specific purpose of the negotiation of the Head Lease between MRC & the Trustees;

That a sub committee/ working group of Trustees be made up of representatives of the nominated groups of the Trustees; namely at least one representative from the MRC nominated Trustees; at least one representative from the Government nominated Trustees & at least one representative from the Council nominated Trustees;

Representatives nominated to form the sub committee/ working group of Trustees included:

MRC: Peter Le Grand
Gov Greg Sword
GECC: Jim Magee

With Cr Jim Magee appointed at Chairman of the sub committee/ working group of Trustees;

It was further resolved that at the first meeting of this sub committee/ working group the Terms of Reference be determined and that these be presented to the Trustees at the next meeting for adoption.

Proposed: Shane Marshall
Seconded: Tom Reynolds

This motion was unanimously carried.

ACTION: Chairman of sub-committee/working group to work with Secretary to convene the first meeting of the sub-committee/working group established for the specific purpose of the negotiation of the Head Lease between MRC & the Trustees.

8: DEED OF MAINTENANCE AND DEVELOPMENT WITH VATC (MRC)

Maintenance and Development Plan Update

Under the Deed of Maintenance and Development between Trustees and the MRC dated 17 February 1997 the following obligations are required:

Under Clause 4.2 – the MRC shall within 10 Business days after the anniversary of the commencement date (by 27 Feb each year), provide to the trustees:

- (a) a report detailing the Maintenance and Development carried out during the previous 12 months; and
- (b) an updated version of the MDP for the following 12 months.

Simon McCarthy, tabled a letter dated 23 February 2011 providing an update on the Maintenance & Development Plan for the year to 27 February 2011 and details of the proposed activities to the same time next year.

In particular he advised that the Centre of the Racecourse upgrade was being hindered by a delay by Council in authorising a planning permit for the works, despite attempts to seeks council agreement to the terms of the planning application in advance of the submissions.

At this time, the MRC CEO Mr Alasdair Robertson sought permission from the Chairman to table the following documents:

- a copy of a speech delivered by Cr Penhalluriack – posted by Glen Eira Council under the Caulfield Racecourse/C60, GE Council Meeting(s); together with
- a copy of the Minutes of the Ordinary Meeting held on Tuesday, 22 February 2011

and drew the Trustees attention to the item 10 Urgent Business and the Resolution which was proposed and carried at the meeting.

A discussion ensued as to the content of the resolution and it was resolved that the Chairman write to:

- (i) The Minister for Planning;
- (ii) The Minister for Racing;
- (iii) The Minister for Sustainability & Environment; &
- (iv) The Glen Eira Mayor

on behalf of the Trustees expressing their concern that the resolution contradicts the Joint Communiqué, between the CEO's of the MRC & the GECC on the use of the public open space in the centre of the Caulfield Racecourse Reserve which was signed by the respective CEO's in June 2008, and amended 27th July 2009, and raises concerns and frustrations from the Trustees in relation to the implementation of the Centre of the Racecourse upgrade.

Cr Jim Magee advised that the Special GECC Caulfield Racecourse Committee would meet on the evening of 3 March 2011 and agreed to circulate a summary of the findings of that meeting to the Secretary.

ACTIONS: (i) Secretary to prepare letters to above named individuals (i) – (iv) on behalf of the Trustees for the Chairman's review; &
(ii) Jim Magee to provide the Secretary with a summary of that meeting and for this summary to be circulated to all trustees ahead of the next meeting.

8.2 Other

Helicopter Landings

Simon McCarthy advised the meeting that the MRC had received an enquiry from Council to provide confirmation of **Public Land Manager's consent for the use of the Reserve for the landing of helicopters.**

Whilst he explained that the Reserve had been used for this purpose over the past 20 years, the club could find no formal record of 'Land Manager's Consent'.

A motion was proposed that Trustees re-confirm the terms of helicopter landings within the Reserve as had previously been defined.

Proposed: Ian McDonald
Seconded: Matthew Cain

The Secretary was asked to table a copy of these terms at the next meeting of Trustees.

ACTION: Secretary to locate a copy of the previous Land Manager's Consent or find a record of these terms and present them at the next meeting.

9: GENERAL BUSINESS

9.1 New Ministers

The Secretary tabled for noting advice relating to the new:

Minister for Environment & Climate Change - The Hon. Ryan Smith, MP; &

Minister for Racing - The Hon. Dr Denis Naphine, MP.

9.2 Joint Communiqué

FOR INFORMATION

The Secretary tabled the Joint Communiqué between CEO's of the MRC & the GECC on the use of the public open space in the centre of the Caulfield Racecourse Reserve which was signed by the respective CEO's in **June 2008**.

And invited the MRC CEO to report back to the meeting on the items raised at the Trustees meetings dated September 2008 and March 2009 which dealt with the wording of paragraph (c).

Mr Brian Discombe tabled an amended version of the updated Joint Communiqué and advised the Trustees that paragraph (c) had been amended on 27th July 2009; which was authorized by resolutions of the GECC on 1 July 2008 & 21 July 2009 and signed off by the MRC CEO on 24 August 2009.

ACTION: The Secretary agreed to circulate a copy of the updated Joint Communiqué to all Trustees.

9.3 VEAC Enquiry

The Secretary tabled advice for noting in relation to a recent review of Metropolitan Melbourne including the use of public parks and crown land being undertaken by the Victorian Environmental Assessment Council.

Mr Brian Discombe added that the MRC had recently written to the VEAC expressing their concern as to the content of a late submission by Crs Cheryl Forge and Frank Penhalluriak [dated 10 Jan 2011] and many inaccuracies contained within.

Trustees were invited to view submissions at
<http://www.veac.vic.gov.au/investigation/metropolitan-melbourne-investigation/submissions>

It was noted that the Report is expected to be handed down next month.

9.4 Other

There was one further Item of General Business raised regarding the current Regulations for the Care, Protection and Management of the Caulfield Racecourse Reserve.

It was brought to the attention of the Trustees that the current passes issued by the MRC to the Trustees for access to the Caulfield Racecourse Reserve were in breach of the current regulations and therefore in 'breach of the law' as they restricted Trustees from access [specifically the Mounting Yard] all areas of the Reserve.

The Chairman was asked to raise this issue with the MRC at their next meeting and seek clarification as to the necessity of the restrictions i.e. were they imposed by a higher authority such as Racing Victoria or similar body on Race Days.

ACTION: The Chairman of Trustees to report back at the next meeting.

10: DATE OF NEXT MEETING(S)

The date for the next meeting of Trustees for 2011 was set for:

Thursday, 18th August 2011 at 1pm;

The Trustees Meeting closed at 2.25pm.

Signed by the Chairman _____

Dated _____