

# CAULFIELD RACECOURSE RESERVE

## MINUTES OF A MEETING OF TRUSTEES

<b>DATE</b>	Thursday, 19 April 2012 at 2.02pm
<b>VENUE</b>	Trustees Room, Caulfield Racecourse Reserve, Caulfield, Melbourne
<b>PRESENT</b>	P Le Grand (Chairman) M Cain Cr Cheryl Forge R Kennedy Marion Lau Cr J Magee Peter McCarthy I J MacDonald Justice S Marshall [via phone link] N Staikos G Sword M J Symons Cr S Tang E M P Tanner
<b>IN ATTENDANCE</b>	J L Page (Secretary)

### **1: WELCOME & APOLOGIES**

The Chairman opened the meeting and welcomed the recently appointed Trustee:

- **Peter McCarthy – Government Gazette G16 of 19 April 2012**

The Chairman also noted the sad passing of CRR Trustee nominee Mr Michael O'Dwyer.

### **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: Mike Symonds**  
**Seconded: Ian MacDonald**

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 felt that it was more appropriate to share the Chairmanship around and 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 again with the Chairman (Peter Le Grand) ahead of the meeting.

Mr Sword requested that the meeting be adjourned, requesting a period of time for the non-MRC Trustees to discuss the matter further.

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

\*\*\*The meeting was adjourned at 2.06pm\*\*\*

With Justice Marshall on the telephone line the secretary asked the MRC nominated Trustees to leave the room and advised that the meeting would reconvene at 2.15pm

\*\*\*The meeting re-convened at 2.18pm with the MRC Appointed Trustees returning to the Trustees Room \*\*\*

The Chairman (Secretary) called once again for nominations for the position of Chairman for the next 12 months.

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

**Proposed: Mike Symonds**  
**Seconded: Ian MacDonald**

At this time, Cr Jim Magee was also nominated as the Chairman of Trustees for a 12 month period:

**Proposed: Cheryl Forge**  
**Seconded: Marion Lau**

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: 7 Votes**

**There being one abstention.**

Cr Jim Magee was appointed as Chairman of Trustees for the next 12 months.

Cr Jim Magee addressed the Trustees with his vision for the next 12 months.

Trustee Ross Kennedy sought the floor to express thanks to Peter Le Grand for all his work and efforts as Chairman over the past few years.

### 3: TRUSTEE NOMINEES UPDATE

An update on the Trustee nominations was tabled.

It was noted that the Police Check form had been forwarded to DSE for remaining preferred MRC nominee Mr Rod Fenwick - although authorisation to release information to DSE was still outstanding.

### 4: MINUTES

- 4.1 Minutes of the Last Meeting** – The Minutes of the meeting held on Thursday, 1 December 2011 were accepted as an accurate record of the meeting with one amendment to page 4 item 4ii.

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

**Proposed: Steven Tang**  
**Seconded: Cheryl Forge**

This motion was unanimously carried.

**4.2 Matters Arising**

*(i) Trustee Nominees*

Following Ministerial approval of MRC recommended nominees for appointment. Secretary to ensure all necessary documentation (including Police Check Documentation) is completed by MRC and lodged with DSE in a timely manner.

*This was covered under Agenda Item 3.*

*(ii) Working Group Update*

*(a) Conflict of Interest and the Trustees*

Working group/sub-committee to seek advice from the VGSO and report back at the commencement of the next meeting.

**A Letter entitled 'Victorian Government Solicitor's Office Further Advice: New Caulfield Racecourse Lease' points 10 - 15, dated 24 February 2012.**

Was tabled together with copies of the

(a) DSE "Committee of Management – Responsibilities and Good Practice Guidelines"; &

(b) "Conflict of Interest Policy Framework: Victorian Public Sector"

*A discussion ensued in relation to a Governance Policy for Trustees and in the absence of any current policy the advice from the VGSO to consider adopting the above tabled Guidelines and/or Policy Framework as possible policies for Trustees to adopt or follow.*

*In relation to the specific question of Conflict of Interest it was noted that the matter was for individual Trustees to make a decision on.*

*No decision was reached in relation to adopting the above mentioned policies however it was generally agreed that all reasoned discussions, particularly in*

*relation to the forthcoming Head Lease negotiations, should be made by consensus.*

*(b) New Lease Negotiations; to include Terms, Permitted Use, Plans & Rental Rates*

Working group/sub-committee to consider the items as detailed in the document tabled by Trustee Jim Magee on 14 April 2011 and any other submissions in relation to the Lease purpose, plan and terms and conditions.

*This was covered under Agenda Item 6.1.*

*(iii) Land Swap between MRC & Minister for Innovation*

*Explore possibilities of the 'swapped land' returning to the Trustees*

*Secretary to request meeting with Minister for Environment & Climate Change to explore the possibilities of the 'swapped land' returning to the Trustees of the CRR under the Crown Grant; or if individual members could be appointed as a Committee of Management to manage the land which has now been legislated as Crown Land.*

*The Secretary wrote to the Minister on 1 Feb 2012 seeking a meeting date. Members of the working group met with Ministers' Senior Advisor Mr High Thomas & [Wayne Malone DSE via teleconference] on Tuesday 3 April 2012.*

*Chairman & secretary advised that they had written to the Minister seeking his support to either take Lot 1 of the Land Exchange Agreement to be reserved under the Crown Land (Reserves) Act 1978 for racing recreation and public park purposes as an addition to the Caulfield Racecourse Reserve and taken to be included in the existing Crown Grant for the Reserve; or that a under the existing legislation a subset of individual Trustees be appointed as the Committee of Management of this new reserve.*

#### **4.3 Confirmation of Circulated Resolutions**

**Approval of the DRAFT Letter** (composed by VGSO on behalf of the CRR Trustees) - Letter entitled 'Proposal to negotiate new lease directly with Victoria Amateur Turf Club (incorporating the Melbourne Racing Club) ('Club') and Lease Format. Premises: part Caulfield Racecourse Reserve ('Reserve')' dated March 2012.)

**and request that VGSO send draft to Wayne Malone of the DSE for comment, to confirm that he is satisfied that the letter is in a format appropriate for submission to the DSE's Executive Director, Public Land – 26 March 2012**

**Approval of the works to be undertaken from Charter Keck Cramer and Budget of \$8,000 + GST** as detailed in 'Quotation for Ground Rental Advice' dated 29 February 2012 - Work scoped to include but not restricted to ground rental rates for: Tabaret – gaming; MRC Administration – commercial offices; Stables - industrial; and Car park – commercial when not required on race days – 26 March 2012

(i) The Chairman moved a motion to confirm these two resolutions:

**Proposed: Ross Kennedy**  
**Seconded: Cheryl Forge**

These motions were unanimously carried.

#### **4.4 Correspondence**

*The Secretary advised that no correspondence had been received prior to the meeting.*

## **5: FINANCIALS**

### **5.1 (i) Trust Funds**

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

### **(ii) Annual Rental Agreement**

The secretary advised that the Annual Rental [1 Jan – 31 Dec] for 2012 from MRC to Trustees falls due on 31 July 2012.

The above reports were noted.

## **6: FUTURE LEASE NEGOTIATIONS**

*Following the approval of the Circulated resolutions as detailed in 4.3 above the Secretary provided the following additional information:*

### **6.1 (i) Progress on comment from Wayne Malone of the DSE to negotiate directly with the incumbent tenant ahead of the formal submission to the DSE's Executive Director, Public Land;**

The secretary advised that Wayne Malone (via the VGSO) advised that DSE was happy with the elements of the Draft Letter with the exception to the Format of the Lease where Trustees had requested to be able to use the existing lease to develop the new lease (points 10,11, & 12). **The DSE in the interests of the Crown require the new lease to be developed on the standard 17D Template (non commercial site with improvements).**

It was noted that this may prove more expensive for Trustees in relation to the services of the contract being drawn up; however DSE had agreed to changes in the body of the template rather than marking up as an amendment.

A motion was tabled to adopt the draft letter with the omission of points 10, 11 & 12.

**Proposed: Steven Tang**  
**Seconded: Mike Symons**

The motion was unanimously carried.

**ACTION:** *Secretary to arrange Final letter and send off to DSE's Executive Director, Public Land.*

In the interests of time; the Trustees requested to receive a copy of the Standard 17D Template (non commercial site with improvements) together with a soft copy of the existing Head Lease and it was suggested that individual thoughts on what (from the current Head Lease) might be included in the new Standard 17D Template, be collated ahead of the sought advice from DSE to negotiate directly with the incumbent tenant.

**ACTION:** *Secretary to circulate copies and coordinate individual Trustees comments for inclusion in the briefing to the VGSO who will prepare a First Draft of a new Head Lease, once advice from DSE is received.*

**ACTION:** *Secretary to convene a meeting of the working group and VGSO representative ahead of her trip overseas.*

## **6.1 (ii) Progress on the works to be undertaken on the ground rental advice from Charter Keck Cramer.**

The secretary advised that Doug Lane of Charter Keck Cramer would commence the works to be undertaken on the ground rental advice in the first two weeks of May.

**ACTION:** Secretary to arrange access for Doug Lane with MRC & member of Working Group of Trustees.

\*\*\* Melbourne Racing Club representatives Alasdair Robertson & Simon McCarthy joined the meeting to address Agenda Item 7 \*\*\*

## **7: DEED OF MAINTENANCE AND DEVELOPMENT WITH VATC (MRC)**

### **7.1 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 is obligated to provide, within a reasonable time after each anniversary of the Commencement Date (the 27<sup>th</sup> Feb each Year), a review of the progress of the MDP against their objective at the time and amend the MDP to include any agreed changes negotiated between the parties and any changes reasonably required by Trustees (subject to clause 4.3):

A report detailing the planned, completed and in-progress works of the MRC was tabled for noting.

The Chairman requested that MRC provide the Trustees with a copy of their Maintenance Schedule for a 12 month period.

**ACTION:** MRC to provide copy to CRR Secretary to circulate to Working Group of Trustees.

### **7.2 Other**

The MRC CEO advised that works to be undertaken on the Centre of the Racecourse were pending a VCAT hearing scheduled for 8 May 2012.

He further advised that preparation works on the Centre of the Course had come to an abrupt stop due to a notice served by the Glen Eira City Council for a fence which had been built without a permit; which appeared to form part of the original works to be undertaken.

**ACTION:** MRC to follow up with council and advise Secretary of outcomes of VCAT hearing for Secretary to circulate to Trustees.

\*\*\* Melbourne Racing Club representatives Alasdair Robertson & Simon McCarthy left the meeting \*\*\*

<b>8: GENERAL BUSINESS</b>
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\*\*\* Secretary was asked to leave the meeting whilst the remuneration for the current role of Secretary was discussed. \*\*\*

A discussion ensued and it was agreed that due to the volume of work being undertaken at this time and the nature of the complexities of managing the preparations of the Head Lease negotiations that the Secretary's annual remuneration be increase to \$15,000 and that this be back dated to the first scheduled meeting of the 2012 calendar year.

**ACTION:** Chairman to advise secretary of changes and instigate increased payment.

<b>10: DATE OF NEXT MEETING(S)</b>
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Due to a number of Trustees unable to attend the meeting scheduled for Thursday, 2 August 2012; the secretary agreed to coordinate diaries and seek an alternative preferred date for the next meeting.

Subsequent dates for 2012 also include:

**Thursday, 11 October 2012.**

***The Trustees Meeting closed at 3.43pm.***

***Signed by the Chairman*** \_\_\_\_\_

***Dated*** \_\_\_\_\_