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I hereby give notice that a Council Meeting will be held on:

Date: Tuesday, 12 December 2023
Time: 6:00 pm
Location: Council Chamber
Civic Centre
10 Watson Terrace
Mount Gambier

CONFIDENTIAL AGENDA

Council Meeting
12 December 2023

A handwritten signature in black ink, appearing to read "Sarah Philpott".

Sarah Philpott
Chief Executive Officer
8 December 2023

23 NEW CONFIDENTIAL ITEMS

23.1 RIDDOCH ARTS AND CULTURAL TRUST - BOARD MEMBER APPOINTMENT – REPORT NO. AR23/83171

CONSIDERATION FOR EXCLUSION OF THE PUBLIC

Pursuant to section 90(2) of the *Local Government Act 1999* the Council orders that all members of the public, except the Mayor, Councillors and (Council Officers) be excluded from attendance at the meeting for the receipt and consideration in confidence of Agenda Item 23.1 AR23/83171 Riddoch Arts and Cultural Trust - Board Member Appointment.

The Council is satisfied that, pursuant to section 90(3) (a) of the Act, the information to be received, discussed or considered in relation to the Agenda Item is:

- information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead)

The Council is satisfied that the principle that the meeting be conducted in a place open to the public has been outweighed in the circumstances because the subject matter includes information concerning the personal affairs of the expression interest applicants the disclosure of which would be an unreasonable disclosure of personal affairs information.



**23.1 RIDDOKH ARTS AND CULTURAL TRUST - BOARD MEMBER APPOINTMENT –
REPORT NO. AR23/83171**

Committee:	Council
Meeting Date:	12 December 2023
Report No.:	AR23/83171
CM9 Reference:	AF13/64
Author:	Ashleigh Whatling, Director Riddoch Arts & Cultural Centre and Cultural Development
Authoriser:	Jane Fetherstonhaugh, General Manager Corporate and Regulatory Services
Summary:	This report recommends appointment of two new board members to the Riddoch Arts and Cultural Trust following an Expression of Interest process.
Strategic Plan Reference:	Goal 1: Our People Goal 2: Our Location Goal 3: Our Diverse Economy Goal 4: Our Climate, Natural Resources, Arts, Culture and Heritage Goal 5: Our Commitment

The Council is satisfied that, pursuant to Section 90(2) & (3) of the *Local Government Act 1999*, the information to be received, discussed or considered in relation to this agenda item is:

- (a) information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead).

REPORT RECOMMENDATION

1. That Council Report No. AR23/83171 titled 'Riddoch Arts and Cultural Trust - Board Member Appointment' as presented on 12 December 2023 be noted.
2. That having considered the potential Board Member candidates the following people be appointed as Board Members of the Riddoch Arts and Cultural Trust Incorporated:
 - Stuart French – having experience and skills relevant to a position of company director/secretary.
 - April Hague – Field Expert - Grant writing / Sponsorship agreement skills.



TYPE OF REPORT

Other

BACKGROUND

The affairs of the Riddoch Arts and Cultural Trust Incorporated ('RACT') are governed exclusively by the Board whilst providing strategic direction for the Riddoch Arts and Cultural Centre, including for collection and gallery content and policy direction.

At the October Council meeting Members considered Council Report No. AR23/67765 titled 'Riddoch Arts and Cultural Trust - Board Member Appointment' which noted the holding of the 2nd AGM of the Association on 10 December 2023, and resolved that further reports be presented to Council to consider Board Membership and draft Business Plan and Budget for the 2024/2025 year. This report addresses RACT Board membership.

Under the RACT Constitution the Board may comprise of between three and five Members, of which one may be an elected Council Member, and will be supported by a maximum of three (non-voting) Board Observers including the person occupying the position of Riddoch Art Gallery Director.

Further, appointment of Board Members will be based upon:

- at least one Board Member with experience and skills relevant to a position of company director and/or company secretary.
- at least one Board Member with an appropriate national or international profile in the arts and/ or cultural fields.
- no more than 1 Board Member who is an Elected Member of the City of Mount Gambier; and
- no more than 2 Board Members who are Field Experts and who do not otherwise come under this clause.

With Mr Rory McEwen not renominating for a further term at the AGM, Council initiated an Expression of Interest (EOI) process to fill the vacancy arising from his resignation, and up to two other Board positions – if so determined by Council.

The EOI process opened on 16 October 2023, with eligibility comprising of the following:

- over 18 years of age and otherwise qualified to hold office in accordance with the Act and the ACNC Act;
- has obtained all current criminal screenings and background clearances in line with relevant state and national laws having regard to the operations of the Association at the relevant time;
- has consented in writing to being a Board Member; and
- is not an employee of the City of Mount Gambier.

PROPOSAL

At the closing, Council received three expressions of interest from the below:

- **Stuart French**

Potential Board Member Criteria: Experience and skills as director and/or company secretary

Born and raised in Mount Gambier, Mr French left the state to develop a successful career in corporate and council roles. He has relevant fundraising and networking experience required of Board members having worked with various charities including My Room, Save the Children and Guide Dogs Australia. Two years ago, Mr French returned to Mount Gambier and is a passionate



advocate for the arts and the Riddoch, particularly in creating opportunities for future generations in the region.

- **Fermin Ramirez Trejo**

Potential Board Member Criteria: Field Expert OR National or international profile in the arts and/or cultural fields - Experience as an audio-visual artist.

- **April Hague**

Potential Board Member Criteria: Field Expert - Artist with 25 years' experience teaching secondary art and design.

As an artist and teacher living and working in Mount Gambier for 25 years, April is a passionate advocate for the creative community and has experience in grant writing and non-cash sponsorship agreements. April is keen to further develop her fundraising skills as a board member of the Trust.

The expression of interest documents for the candidate/s for the Board Member position are attached for Council's consideration (**Attachments 1-3**).

In considering nominations, Council should note that existing Board Member/Chair, Ms Maz McGann, is appointed under the 'National or International Profile in the Arts and/or Cultural Fields' criteria, which criteria remains applicable to her continuing Board Membership for a further term.

Accordingly, only appointments under the Board Member criteria of '*Experience and skills as director and/or company secretary*' or '*Field Expert*' (up to two positions available) may be made at this time.

'Field Expert' appointments should give consideration to skills and experience considered beneficial to/by the RACT during the term of appointment.

In accordance with an Association resolution passed at the 2nd AGM on 10 November 2023 nominations were assessed by a selection of Board Members and Board Observers.

This report includes a recommendation to appoint Stuart French and April Hague to the Board of the Riddoch Arts and Cultural Trust based on the skills and experience described in their applications meeting the Board member criteria applicable to the current vacant Board positions.

LEGAL IMPLICATIONS

As the RACT is operating under a registered Constitution as an incorporated association, and is in the process of applying for registration with the Australian Charities and Not for Profit Commission (ACNC) and Register of Cultural Organisations (ROCO) for the purpose of obtaining Deductible Gift Recipient (DGR) status administered by the Australian Taxation Office, it is imperative that it operate strictly in accordance with its Constitution and other relevant legislation applicable to its activities and operations, including compliance with the Board Membership criteria.

STRATEGIC PLAN

The appointment of new board members to the RACT Board supports Goal 4 Arts Strategy for the Future - RACC and Trust. Establishing the Trust Board is essential to its success and ability to advocate and raise funds to support the future of the Riddoch and the future of arts and culture in Mount Gambier.

COUNCIL POLICY

N/A

ECONOMIC IMPLICATIONS

N/A

ENVIRONMENTAL IMPLICATIONS

N/A



SOCIAL IMPLICATIONS

N/A

CULTURAL IMPLICATIONS

N/A

RESOURCE IMPLICATIONS

N/A

VALUE FOR MONEY

N/A

RISK IMPLICATIONS

Reputational risk is present should the RACT not appoint new Board members. The RACT has been a long-term project and momentum for progress may be hindered by declining to appoint new Board Members following a public expression of interest process.

EQUALITIES AND DIVERSITY IMPLICATIONS

Diversity and equality could be improved within the Board membership of the RACT. In future expression of interest opportunities for Board recruitment a strategic campaign could attract a more diverse pool of applicants.

ENGAGEMENT AND COMMUNICATION STRATEGY

The RACT operates independently of Council, however as the only member of the Association, Council can request a strategy for engaging with diverse board members in future recruitment drives.

IMPLEMENTATION STRATEGY




Council Observers will raise diversity and equality of the RACT Board at the next Board meeting.

CONCLUSION AND RECOMMENDATION

It is recommended that Stuart French and April Hague be appointed to the Board of the Riddoch Arts and Cultural Trust based on the relevant skills and experience described in their applications.

It is not recommended that Fermin Ramirez Trejo be appointed due to incomplete application documents. Mr Trejo has been contacted requesting more information, however at the time of writing no response has been received.

ATTACHMENTS

1. Expression of Interest - Stuart French [↓](#) 
2. Expression of Interest - Fermin Ramirez Trejo [↓](#) 
3. Expression of Interest - April Hague [↓](#) 



CONSIDERATION FOR KEEPING ITEMS CONFIDENTIAL

1. In accordance with Sections 91(7) and 91(9) of the *Local Government Act 1999* the Council orders that the report 23.1 AR23/83171 Riddoch Arts and Cultural Trust - Board Member Appointment and its attachments, resolution/s and minutes arising from the report, having been considered by the Council in confidence under Section 90(2) & (3) (a) be kept confidential and not available for public inspection until further order of Council (report Attachments only) with the Report and Resolution to be released with the minutes of the meeting.
2. Further that Council delegates the power to review, revoke, but not extend the confidential order to the Chief Executive Officer in accordance with the provisions of Section 91(9)(c) of the *Local Government Act 1999*.

CONFIDENTIAL

**MINUTES OF CITY OF MOUNT GAMBIER COUNCIL MEETING
HELD AT THE COUNCIL CHAMBER, CIVIC CENTRE, 10 WATSON TERRACE,
MOUNT GAMBIER ON TUESDAY, 12 DECEMBER 2023 AT 6:00 PM**

PRESENT: Mayor Lynette Martin (OAM), Cr Frank Morello, Cr Josh Lynagh, Cr Kate Amoroso, Cr Mark Lovett, Cr Max Bruins, Cr Paul Jenner, Cr Sonya Mezinec, Cr Jason Virgo

OFFICERS IN ATTENDANCE:

Chief Executive Officer	- Mrs S Philpott
General Manager City Infrastructure	- Ms B Cernovskis
General Manager Corporate and Regulatory Services	- Mrs J Fetherstonhaugh
Manager Governance and Property	- Mr M McCarthy
Manager Financial Services	- Mrs J Scoggins
Communications Officer	- Ms M Brookes
Councillor Support Officer	- Mrs M Telford

23 NEW CONFIDENTIAL ITEMS

23.1 RIDDOCH ARTS AND CULTURAL TRUST - BOARD MEMBER APPOINTMENT – REPORT NO. AR23/83171

RESOLUTION 2023/245

Moved: Cr Paul Jenner
Seconded: Cr Max Bruins

CONSIDERATION FOR EXCLUSION OF THE PUBLIC

Pursuant to section 90(2) of the *Local Government Act 1999* the Council orders that all members of the public, except the Mayor, Councillors and Council Officers S Philpott, B Cernovskis, J Fetherstonhaugh, M McCarthy, J Scoggins and M Telford be excluded from attendance at the meeting for the receipt and consideration in confidence of Agenda Item 23.1 AR23/83171 Riddoch Arts and Cultural Trust - Board Member Appointment.

The Council is satisfied that, pursuant to section 90(3) (a) of the Act, the information to be received, discussed or considered in relation to the Agenda Item is:

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CARRIED



Pursuant to Section 74 of the Local Government Act 1999, Cr Max Bruins disclosed a general conflict of interest in Item 23.1.

In accordance with Section 75B Cr Max Bruins informed the meeting:

Nature of Interest:

I am listed as a referee on one of the applications as I am an acquaintance.

Intention to Participate:

I will not participate in the meeting.

In accordance with Section 75B of the Local Government Act 1999 Cr Max Bruins left the meeting at 7.08 p.m.

Pursuant to Section 74 of the Local Government Act 1999, Cr Sonya Meziniec disclosed a general conflict of interest in Item 23.1.

In accordance with Section 75B Cr Sonya Meziniec informed the meeting:

Nature of Interest:

I am Council representative on the Riddoch Arts and Cultural Trust.

Intention to Participate:

I will not participate in the meeting.

In accordance with Section 75B of the Local Government Act 1999 Cr Sonya Meziniec left the meeting at 7.08 p.m.

RESOLUTION 2023/246

Moved: Cr Mark Lovett

Seconded: Cr Frank Morello

1. That Council Report No. AR23/83171 titled 'Riddoch Arts and Cultural Trust - Board Member Appointment' as presented on 12 December 2023 be noted.
2. That having considered the potential Board Member candidates the following people be appointed as Board Members of the Riddoch Arts and Cultural Trust Incorporated:
 - Stuart French – having experience and skills relevant to a position of company director/secretary.
 - April Hague – Field Expert - Grant writing / Sponsorship agreement skills.

CARRIED



RESOLUTION 2023/247

Moved: Cr Frank Morello

Seconded: Cr Mark Lovett

CONSIDERATION FOR KEEPING ITEMS CONFIDENTIAL

1. In accordance with Sections 91(7) and 91(9) of the *Local Government Act 1999* the Council orders that the report 23.1 AR23/83171 Riddoch Arts and Cultural Trust - Board Member Appointment and its attachments, resolution/s and minutes arising from the report, having been considered by the Council in confidence under Section 90(2) & (3) (a) be kept confidential and not available for public inspection until further order of Council (report Attachments only) with the Report and Resolution to be released with the minutes of the meeting.
2. Further that Council delegates the power to review, revoke, but not extend the confidential order to the Chief Executive Officer in accordance with the provisions of Section 91(9)(c) of the *Local Government Act 1999*.

CARRIED

Cr Max Bruins returned to the meeting at 7.13 p.m.

Cr Sonya Meziniec returned to the meeting at 7.13 p.m.

