



ANNUAL GENERAL MEETING
Friday 25 August 2023 10am

Hosted by District Council of Peterborough
Peterborough Golf Club Park St Peterborough

Notice is hereby given that the Annual General Meeting of the Legatus Group will be held on Friday 25 August starting 10am at Peterborough Golf Club Park Street Peterborough

Simon Millcock
CEO Legatus Group

<u>9:30–10:00am</u>	<u>Arrival and Morning Tea</u>	<u>Pages</u>
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Attachments

A - Annual Reports

I. MEETING PRELIMINARIES

Acknowledgement of Country: The meeting acknowledges the Ngadjuri people, the traditional owners of the land on which we meet today and we pay our respects to their Elders past and present and emerging and extend that respect to other Aboriginal and Torres Strait Islander people who are present today.

I.1 Attendance and Apologies

Meeting Attendance

A meeting attendance sheet will be circulated.

Apologies:

Members: TBC

Others: TBC

I.2 Welcome

Mayor Rodney Reid Chairman to welcome and acknowledge newly appointed Mayor Grant Chapman District Council of Orreroo Carrieton.

I.3 Authorisation of Voting Delegates

The Board is made up of the 15 principal members (Mayor) of each Constituent Council.

As such the individual who is the current principal member of the constituent council on any given date is a member of the board. The “principal member” includes any person acting in that office during a casual vacancy or any other absence of the principal member. The person so acting enjoys all the same rights and obligations of the principal member. As such if a Mayor is on leave, then the Deputy Mayor would become the Acting Mayor and as such the principal member.

I.4 Confirmation of previous minutes

Recommendation: That the minutes of the Annual General Meeting held on 9 September 2022 at the Paxton Function Centre 1 Kingston St Burra be taken as read and confirmed.

The unconfirmed minutes of the Legatus Group Annual General Meeting 9 September 2022 held at the Paxton Function Centre 1 Kingston St Burra were distributed to all members and councils following the meeting and published on the Legatus Group website at:

<https://legatus.sa.gov.au/wp-content/uploads/2022/09/Unconfirmed-Minutes-9-Sept-2022-AGM.pdf>

2. ANNUAL GENERAL MEETING REQUIREMENTS

2.1 Annual Report

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Attachment "A" 2022/2023 Annual Report

Recommendation: That the Chairman, CEO and Chairman of Audit and Risk Management Committee Annual reports be accepted.

Background:

The Legatus Group Charter requires that the AGM receive the Legatus Group's Annual Report which may incorporate reports from committees and any representatives reports from other organisations. The Legatus Group Chairman Mayor Rodney Reid, CEO Simon Millcock and District Council of Peterborough CEO Stephen Rufus Chairman of the Audit and Risk Management Committee have prepared reports. These are contained in Attachment A.

The Legatus Group Charter clause 6.3 Annual Report says:

6.3.1 The Legatus Group must each year, produce an Annual Report summarising the activities, achievements and financial performance of the Legatus Group for the preceding Financial Year.

6.3.2 The Annual Report must incorporate the audited financial statements of the Legatus Group for the relevant Financial Year.

6.3.3 The Annual Report must be provided to the Constituent Councils by 30 September each year.

2.2 Annual Financial Report

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Attachment "A" 2022/2023 Annual Financial Statement

Recommendations:

- 1. That the Legatus Group annual financial statement for the year ending 30 June 2023 presents a fair view of the state of the financial affairs of the Legatus Group and that the board certifies the annual financial report.**
- 2. That the Legatus Group writes to the Auditors Dean Newbery advising that the board discussed the requirements of the Related Party Disclosures and confirms that there are no transactions that are required to be disclosed.**
- 3. That the Legatus Group Chair and Audit Committee Chair certify via their signature acceptance of the 2022/2023 Legatus Group independence of the audited annual financial statement.**
- 4. That the Legatus Group appoints Dean Newbery as the auditors for the coming year.**

Background

The Legatus Group Charter requires that the AGM receive the audited financial statement for the preceding financial year.

The 2022/2023 Legatus Group audited annual financial report was undertaken by Dean Newbery. This is the 4th year that Dean Newbery have undertaken the Legatus Group Audits. The financial report contained in Attachment A was prepared by Mr Colin Davies who is contracted by the Legatus Group to provide financial services.

The Legatus Group Audit and Risk Management Committee met on Monday 14 August 2023 and they received a copy of the report and passed the following motions:

1. Endorses the Legatus Group annual financial statement for the year ending 30 June 2023 as presenting a fair view of the state of the financial affairs of the Legatus Group and recommends that the board certifies the annual financial statement subject to receiving the final Auditors report.
2. Notes the Budget Variation Regulation 10 Report for 2022-23 as being compliant and recommends that the Legatus Group receive and notes the report.
3. Recommends that the Legatus Group retain Dean Newbery as the Legatus Group Independent Auditors.

These reports and statements form part of the Legatus Group Annual Report which will be distributed to Constituent Councils for inclusion with their own annual reporting requirements.

The regulations also require that on an annual basis, the Chief Executive Officer of each Constituent Council, the Legatus Group Chair and the Chair of the Audit Committee provide a statement of certification that the auditor is independent of the subsidiary. This has been completed by the Council CEOs.

2.3 Legatus Group Charter

Reports for Decision

From: Simon Millcock, CEO, Legatus Group

Recommendation: That the Legatus Group notes that there a planned review of the Charter during the current financial year.

Background:

Following a review of the Legatus Group Charter changes were approved at the 2022 Legatus Group AGM with a request by The Barossa Council for consideration by the Legatus Group of a variation to item 3.2 of the Charter by August 2023 and that this matter is listed as an agenda item for consideration by the Legatus Group prior to the next AGM.

The Legatus Group recommended at their 11 May 2023 meeting that a review of the Charter and Strategic Plan be undertaken and this matter is listed as an agenda item for the Legatus Group Ordinary meeting that follows the AGM.

2.4 Election of Office Bearers

Reports for Decision

From: Simon Millcock, CEO, Legatus Group

Recommendation: That the Legatus Group notes the report.

Background

The Legatus Group Charter requires that a Chair and two Deputy Chairs be elected at the AGM by and from the Board Members. The Chair and Deputy Chairs shall hold office from the Annual General Meeting at which they are elected for a period of two years.

The Legatus Group 9 September 2022 AGM appointed Mayor Rodney Reid as Chairman and Mayor Bill O'Brien as Deputy Chairman and at the 19 May 2023 Ordinary Meeting appointed Mayor Ken Anderson as a Deputy Chairman. As such they all continue to hold office until the 2024 AGM.

2.5 Appoint representatives to other organisations

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Recommendation:

- 1. That the Legatus Group appoints the Legatus Group Chairperson and Legatus Group CEO as the Legatus Group members of the Northern and Yorke Alliance.**
- 2. That Mayor Bill O'Brien continues as the Legatus Group representative on the Northern and Yorke Landscape Board Aboriginal Engagement Committee.**

Background

The Charter requires that at the AGM appointments for representatives to other organisations occur.

Northern and Yorke Alliance

The Northern and Yorke Alliance is a formal alliance between RDA Yorke Mid North, Northern and Yorke Landscape Board and the Legatus Group and comprises the Chairs and CEOs of the three organisations. The Legatus Group Chair and CEO are the nominated Legatus Group members of the Yorke Mid North Alliance.

Northern and Yorke Landscape Board Aboriginal Engagement Committee

The Legatus Group are financial members of the Northern and Yorke Landscape Board Aboriginal Engagement Committee and their terms of reference include a position on the committee for the Legatus Group and Mayor Bill O'Brien joined this committee in 2021 and has expressed a desire to continue to be the Legatus Group's representative. The Legatus Group CEO is Mayor O'Brien's proxy.

2.6 Delegations

Clause 2.6 of the Legatus Group Charter says by resolution delegate to a committee of the Legatus Group, an employee of the Legatus Group, a Constituent Council or to a person for the time being occupying a particular office or position in the Legatus Group any of its powers and functions under this Charter or the Act but may not delegate:

- the power to impose charges;
- the power to borrow money or obtain any other form of financial accommodation not contained in a Budget adopted by the Legatus Group;
- the power to approve expenditure of money on the works, services or operations of the Legatus Group not contained in a Budget adopted by the Legatus Group and approved by the Constituent Councils;
- the power to approve the reimbursement of expenses or payment of allowances to Board Members;
- the power to adopt or revise a Budget, Business Plan, Strategic Plan or Long-Term Financial Plan of the Legatus Group;
- the power to adopt or revise financial estimates and reports.

A delegation is revocable at will and does not prevent the Legatus Group from acting in a matter. Where a power or function is delegated to an employee, or a person occupying a particular office or position, that employee or person is responsible to the Chief Executive Officer for the efficient and effective exercise or performance of that power or function.

Recommendation: That the following delegations be approved for 2023/2024:

Delegation	To
Bank account signatories	Legatus Group CEO Simon Millcock Finance Officer Colin Davies Stephen Rufus Chairman Legatus Group Audit and Risk Management Committee
Approving expenditure of budgeted items	Legatus Group CEO
Approving project briefs	Legatus Group CEO
Approving contracts within budget up to \$10,000	Legatus Group CEO
Approving contracts within budget over \$10,000	Chair and Deputy Chairs
Calling for tenders, contracts and consultancies	Legatus Group CEO after consultation with Chair and Deputy Chairs
Appointing tenders, contracts and consultancies	Legatus Group CEO after assessment panel / reference group and with approval from Chair and Deputy Chairs
Recruitment of staff other than Chief Executive Officer	Legatus Group CEO
Performance management of Chief Executive Officer	Chair and Deputy Chairs
Performance management of staff and contractors	Legatus Group CEO

2.7 Delegate Allowances

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Recommendation: That the 2023/2024 allowance for the Chairpersons position is set at \$4,700.

Background

The Legatus Board has previously approved at its AGM an allocation of funds as an allowance to the Chair and the 2023/2024 Legatus Group Budget has been approved and contains an allocation for an allowance. The 2022/2023 amount was \$4,500.

3. OTHER BUSINESS

3.1 Legatus Committees

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Recommendation:

1. **That the Legatus Group appoints Mayor Stephen McCarthy, Mayor Rodney Reid and CEO Peter Ackland to the Audit and Risk Management Committee.**
2. **That the Legatus Group appoints Mayor _____ to the Community Wastewater Management Advisory Committee.**
3. **The meeting notes the continuation of the Legatus Group Committees and calls for expressions of interest for any current vacancies.**

Background: The Legatus Group Charter sets out at item 6.5 the formation of the Audit and Risk Management Committee 7.10 other committees and 7.11 the Regional Management Group.

Audit and Risk Management Committee: The Charter at clause 6.5 requires the establishment of an Audit and Risk Management Committee and their appointments cannot exceed two (2) years although at the expiry of which such a member will be eligible for reappointment.

The members of the Audit and Risk Management Committee must include two (2) professionally qualified officers, one of each from the staff of the Constituent Councils. Must include at least 1 person who is not a member of the Board and who is determined by the Constituent Councils to have financial experience relevant to the functions of the Audit and Risk Management Committee. May include elected members of the Constituent Councils and must have regard to the Act in performing their duties.

The current committee is:

- Mayor Rodney Reid and CEO Peter Ackland appointments expire at the 2023 AGM
- Independent member Ian McDonald, Stephen Rufus CEO District Council of Peterborough and Mayor Kathie Bowman District Council of Orreroo Carrieton their terms expire in June 2024

Mayor Kathie Bowman has given notice of her retirement and is no longer the Mayor of the District Council Orroroo Carrieton and as such this leaves her position to be filled at the AGM:

On 17 July 2023 the Legatus Group CEO called for nominations for the Audit and Risk Management Committee by Thursday 3 August 2023.

Response received have been from was from:

1. Mayor Stephen McCarthy who advised “I am prepared to nominate myself for the Audit and Risk vacant members position. However, I potentially have a maximum of 18 or so months left of my current tenure as Mayor therefore if another nominee should have a longer time frame available to serve, I would defer to that nominee.”
2. Mayor Rodney Reid
3. CEO Peter Ackland

Road and Transport Infrastructure Advisory Committee: The current Road and Transport Infrastructure Advisory Committee were appointed for a two-year term commencing on 10 June 2022 and includes Dr Helen Macdonald, Kelly-Anne Saffin, Lee Wallis, Stuart Roberts, Tim Neumann, Steven Kaesler, Mitchell Foote, Andre Kompler and Karen Lee-Jones. Since then, Daniel Willson RDA Yorke Mid North and Mayor Leon Stephens Port Pirie Regional Council have joined the committee.

Community Wastewater Management Advisory Committee: The Community Wastewater Management Advisory Committee were appointed for a 2 year term following the 9 September 2022 Legatus Group Committee. They are currently Grant Smith, Gary Easthope, Kirsty Morgan and Nathan Berry. Mayor Stephens was appointed and has since submitted a resignation from this committee. As such there is a vacancy for a board member on this committee.

Waste Managamnet Advisory Committee: The Waste Management Advisory Committee have been appointed for a two-year term and their first meeting occurred on 26 August 2022 and includes Mayor Mark Wasley, Stephen Rufus, Andre Kompler, Ivan Nolte, Tom Jones and Lynette Seccafien.

3.2 2023/2024 Legatus Group Meetings

Reports for Discussion

From: Simon Millcock, CEO, Legatus Group

Recommendations: That the 2023/2024 Legatus Group meetings are held as follows:

1. **Friday 24 November 2023 hosted by the Wakefield Regional Council**
2. **Friday 23 February 2024 hosted by the Yorke Peninsula Council**
3. **Friday 31 May 2024 hosted by The Flinders Ranges Council**
4. **Friday 30 August 2024 including AGM hosted by Clare and Gilbert Valley Council**

Background:

The practice has been for ordinary meetings to be held quarterly and for the AGM to be held in conjunction with the meeting that best aligns with the date required by the Charter. The list of councils hosting meetings in the past 8 years is:

2016: Wakefield Regional Council, Yorke Peninsula Council, District Council of Barunga West and The Flinders Ranges Council.

2017: Clare and Gilbert Valleys Council, District Council of Mount Remarkable, Copper Coast Council and Regional Council of Goyder.

2018: Adelaide Plains Council, Light Regional Council, Northern Areas Council and The Barossa Council.

2019: District Council of Peterborough, Wakefield Regional Council, Port Pirie Regional Council and Barunga West Council.

2020: Clare and Gilbert Valleys and The Flinders Ranges

2021: Yorke Peninsula, Adelaide Plains, Orroroo Carrieton and Copper Coast

2022: Barossa, Mt Remarkable, Goyder and Light.

2023: Port Pirie, Northern Areas and Peterborough

4. CLOSE