

**MINUTES  
OF THE ONE HUNDRED AND EIGHTY SEVENTH MEETING  
OF THE  
CULTURAL FACILITIES CORPORATION (CFC)**

**HELD AT**

**BOARDROOM, CANBERRA MUSEUM AND GALLERY**

**ON**

**8 DECEMBER 2021**

**PRESENT :** Acting Justice Richard Refshauge (Chair)  
Ms Helen O'Neil (Deputy Chair)  
Ms Harriet Elvin AM (Chief Executive Officer - CEO)  
Ms Vicky Darling  
Ms Genevieve Jacobs AM  
Mr Shad Sears  
Mr Julian Widdup

**APOLOGIES :**

**ALSO PRESENT :** Mr Gordon Ramsay, incoming CEO (as observer, for whole meeting)  
Mr Ian Tidy, Chief Finance Officer for Items 2.3 and 2.4 (from 3.45 pm to 5.00 pm)  
Mr Edward Le Quesne, Partner, EY, Mr Matthew Whittaker, Director Tax, EY, and Stephen Yates EY, by WebEx for part of Item 2.4 (from 4.30 pm to 4.50 pm)  
Ms Saskia Scott (Audrey Fagan Mentee, as observer, for whole meeting)  
Ms Fredeliza Piper (Audrey Fagan Mentee, as observer, from 3.15pm)  
Ms Maria Wallace, Minutes Secretary (for whole meeting)

Item	Topic	Outcome	Actions arising
1.	Meeting opening and formal matters	The meeting commenced at 3.05 pm	
1.1	Welcome, acknowledgement of country and apologies	The Chair welcomed Members to the 187 <sup>th</sup> meeting of the Board of the CFC and acknowledged country.  The Chair also welcomed incoming CEO Mr Ramsay, who was attending as an observer; and Ms Scott and Ms Piper, who were attending their final Board meeting as observers, as part of their participation in the 2021 Audrey Fagan Board Traineeship Program.	

Item	Topic	Outcome	Actions arising
1.2	Members' Disclosure of Interest re : Agenda Items	<p>Members <b>NOTED</b> :</p> <p>(a) a disclosure from Ms O'Neil that she expected to be elected to the Bega Valley Shire Council as a result of the recent New South Wales local government elections;</p> <p>(b) that the Chair had sought advice from the Chief Minister, Treasury, Economic Development Directorate on this matter, and that there appeared to be no reason why Ms O'Neil should not, if elected, hold office as the Deputy Chair of the CFC and a member of the CFC Board as well as a Councillor, provided that (i) the potential for any conflict of interest between her duties as Councillor and her role as Deputy Chair was monitored and addressed if necessary; and (ii) Ms O'Neil's workload as a Councillor did not impact on her role as Deputy Chair; and</p> <p>(c) that the Chair had also asked Ms O'Neil to check that there were no restrictions on a person in a remunerated office in the ACT holding political office in New South Wales, and that Ms O'Neil was seeking advice on this.</p>	<p>(i) CEO to prepare Note for File recording advice received regarding Ms O'Neil's seeking election to a political office.</p> <p>(ii) If elected, Ms O'Neil to include this new position on her Declaration of Interest form for 2022.</p> <p>(iii) Ms O'Neil to check that there are no restrictions on a person in a remunerated office in the ACT holding political office in New South Wales, and advise the Chair.</p>
1.3	Confirmation of agenda including review of matters for noting	<p>Members <b>CONFIRMED</b> the Agenda and <b>NOTED</b> that, due to a major work safety incident, Ms Jacqueline Agius, ACT Work Health and Safety Commissioner, was unable to attend this meeting for a planned presentation under Agenda Item 2.3, and passed on her apologies to the Board.</p>	<p>(i) Minutes Secretary to contact Ms Agius' office to schedule her attendance at a Board meeting in 2022.</p>
1.4	Minutes of the previous meeting and matters arising	<p>Members :</p> <p>(a) <b>CONFIRMED</b> the Minutes of the CFC's 186<sup>th</sup> meeting held on 20 October 2021 (the Minutes were signed by the Chair accordingly);</p> <p>(b) <b>NOTED</b> a status report on matters arising from previous meetings;</p> <p>(c) <b>AGREED</b> that a new approach be taken for this status report, to reduce the volume of items reported and facilitate monitoring of those items, including : reporting any completed items once only before deleting these; and moving certain ongoing items to other appropriate places, such as the Key Documents Register, the Board</p>	<p>(i) Chair and CEO to confirm new approach to the Matters Arising Status report.</p>

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		Charter or the Advisory Committee Charter.	
1.5	Membership matters	<p>Members <b>NOTED</b> :</p> <p>(a) a schedule of current terms of appointment of Members;</p> <p>(b) that the next terms to conclude would be those of Ms Jacobs and Mr Sears, on 31 December 2021;</p> <p>(c) that, consistent with the ACT Government new rules for board appointments, the two positions currently occupied by Ms Jacobs and Mr Sears had been advertised in August 2021 with shortlisted applicants interviewed in September 2021, after which names of suggested appointees had been provided to the Government for consideration;</p> <p>(d) that confidential advice had been provided to the Chair, Ms Jacobs and Mr Sears about progress with the appointment process;</p> <p>(e) a confidential briefing provided by the CEO at the meeting, that the Government had proposed an extension to the terms of appointment for Jacobs and Mr Sears, for the period 1 January 2022 to 31 December 2023, and that the Minister had written to the relevant Standing Committee of the ACT Legislative Assembly to consult with the Committee on these proposed appointments;</p> <p>(f) that, subject to that Committee expressing any views on the proposed appointments, it was expected that these would be finalised prior to the expiry of the two Members' current terms;</p> <p>(g) that the Minister had agreed it would be desirable to combine the selection processes for the two sets of appointments due in 2022, which related to the positions held by the Chair, Deputy Chair, Ms Darling and Mr Widdup; and</p> <p>(h) that, as two of these terms (for the Chair and Ms Darling) concluded on 30 June 2022, it would be important to commence the appointment process</p>	(i) CEO to follow up with artsACT regarding the four appointments due in 2022.

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		early in 2022, in view of the time needed to undertake the process.	
1.6	Diary matters	<p>Members :</p> <p>(a) <b>DISCUSSED</b> a list of forthcoming events at the CFC's venues;</p> <p>(b) <b>NOTED</b> events that Members might particularly wish to attend, including : the CEO's farewell event on 14 December 2021; the Don Aitkin Awards presentation on 16 December 2021; a casual drop-in meeting with the new CEO on 21 December 2021; the three historic homes decorated for Christmas; a series of public programs at CMAG in conjunction with recent exhibitions; an event at the Canberra Theatre Centre on 7 February 2022 presenting a launch of subscriber shows for 2022; and the musical <i>Come From Away</i> in February 2022;</p> <p>(c) <b>AGREED</b> to Members' attendance at a number of these events; and</p> <p>(d) <b>NOTED</b> that it was still necessary to have limits on attendance numbers for certain events due to COVID-19 restrictions.</p>	
1.7	Proposed topics for Board meetings in 2022	<p>Members :</p> <p>(a) <b>AGREED</b> to a schedule of topics for Board meetings in 2022;</p> <p>(b) <b>AGREED</b> to the locations of these meetings;</p> <p>(c) <b>NOTED</b> that, when the Minister attended the February 2022 Board meeting for a strategic discussion, she wished to discuss with Members both her Statement of Ambition for the Arts, <i>Canberra : Australia's Arts Capital</i>, and initial ideas for CFC bids in the 2022-23 ACT Budget;</p> <p>(d) <b>NOTED</b> that the annual visit to Calthorpes' House would be held, on 9 November 2022; and</p> <p>(e) <b>NOTED</b> that there might need to be changes to the dates and times of certain meetings in 2022 due to the timing of ACT Legislative Assembly Committee hearings on 2020-21 annual reports, and the 2022-23 Estimates Committee hearings, and</p>	(i) CEO and Chair to discuss possible rescheduling of certain Board meetings in 2022.

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		that this would be discussed between the incoming CEO and the Chair.	
2.1	Matters from the Chair	<p>Members :</p> <p>(a) <b>NOTED</b> that the Chair had attended the opening night performance of <i>The Wharf Revue</i> at the Canberra Theatre, and the Canberra Critics Circle Art Awards at CMAG;</p> <p>(b) <b>DISCUSSED</b> a letter in <i>The City News</i> regarding the appointment of the incoming CEO; and</p> <p>(c) <b>AGREED</b> that the Chair should not respond to this letter, but should monitor the situation to see if there was further coverage of this matter, and should consider responding to any such coverage.</p>	(i) Chair to check for any further coverage of the appointment of the incoming CEO and consider responding to any such coverage.
2.2	Chief Executive Officer's report	<p>Members :</p> <p>(a) <b>NOTED</b> the the arrangements being put in place for the transition to the incoming CEO, including handover briefings and diary bookings for his first week in the role;</p> <p>(b) <b>NOTED</b> current areas of focus for the CFC in COVID-19 management and recovery, especially with regard to the reopening of CFC venues and resumption of operations after the ACT lockdown;</p> <p>(c) <b>NOTED</b> the completion of most remaining steps for the renewal of memberships for the CFC's three advisory committees, with the new appointment terms commencing on 1 January 2022 and concluding on 31 December 2024;</p> <p>(d) <b>NOTED</b> that recommendations for appointments to the Convenor and Deputy Convenor of the Canberra Theatre Centre Advisory Committee would be brought to Board once the committee had settled into its operations;</p> <p>(e) <b>NOTED</b> that Dr Anna Wong, Director, ACT Historic Places, would be contacting [REDACTED] to assess her interest in appointment to the Historic Places Advisory Committee;</p>	<p>(i) CEO to bring to a future Board meeting recommendations for appointments to the Convenor and Deputy Convenor of the Canberra Theatre Centre Advisory Committee, and advice about the potential appointment of [REDACTED] to the Historic Places Advisory Committee.</p> <p>(ii) Minutes Secretary to arrange Board visit to Tuggeranong Schoolhouse in early 2022.</p> <p>(iii) Minutes Secretary to arrange site visit to Mugga-Mugga for the Minister for Heritage, Ms Rebecca</p>

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		<p>(f) <b>NOTED</b> that a review of the Board Charter would be due in early 2022, and the items previously identified for review at this time;</p> <p>(g) <b>NOTED</b> that the planned Board visit to Tuggeranong Schoolhouse would now be held in early 2022 and that this would provide an opportunity to understand more about a potential new operator for the property, and the scope for collaborative programming between the property and ACT Historic Places;</p> <p>(h) <b>NOTED</b> that a site visit would be arranged to Mugga-Mugga for the Minister for Heritage, Ms Rebecca Vassarotti, in conjunction with Minister Cheyne's office, to allow Minister Vassarotti to understand the impact of potential developments close to the site and also to see the renewal energy demonstration project there;</p> <p>(i) <b>AGREED</b> to a proposal for the Canberra Theatre Centre (CTC) to present a Canberra season of the production [REDACTED] with budgeted ticket sales of [REDACTED], CTC budgeted expenditure of [REDACTED], and an estimated total financial return of [REDACTED];</p> <p>(j) <b>NOTED</b> that the Minutes Secretary would clarify the meaning of the abbreviation "WSS" in the spreadsheet attached to the show proposal;</p> <p>(k) <b>NOTED</b> a comment from Ms Darling regarding the usefulness of the CEO COVID updates, which had been copied to the Board, and her suggestion that other communications with staff be copied to Members, if appropriate;</p> <p>(l) <b>NOTED</b> an update from the CEO on the progress with use of the Mr Wei and Elections ACT space by CMAG;</p> <p>(m) <b>NOTED</b> that this was the CEO's final report to the Board, and noted her appreciation for Members' support, encouragement and guidance over the years;</p>	<p>Vassarotti, in conjunction with Minister Cheyne's office.</p> <p>(iv) Minutes Secretary to clarify the term "WSS" mentioned in the theatre proposal documentation.</p> <p>(v) CEO to include Board members in those communications to staff that he deems appropriate.</p> <p>(vi) Chair to write to Harriet Elvin with the Board's resolution when the minutes are confirmed.</p>

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		<p>(n) <b>AGREED</b> to record the Board's thanks to the outgoing CEO, Harriet Elvin, for the inestimable value that, with her great skill, unwavering commitment and infectious flair, that she has provided in establishing, guiding and developing the Cultural Facilities Corporation into the premier arts, cultural and social history institution in Canberra and the region and wishes her all that she could want in the next phase of her very impressive career; and</p> <p>(o) <b>NOTED</b> all other matters covered in the report, and discussed issues arising from them.</p>	
2.3	Workplace Safety Report	<p>The Chair welcomed Mr Ian Tidy, Chief Finance Officer, to the meeting.</p> <p>Members :</p> <p>(a) <b>NOTED</b> information about workplace safety issues in the CFC;</p> <p>(b) <b>NOTED</b> high level results from the CFC's participation in an ACT Government Service staff survey;</p> <p>(c) <b>NOTED</b> that agencies were being provided with messaging to assist in disseminating survey results to staff;</p> <p>(d) <b>AGREED</b> that Mr Tidy should prepare a summary report about results from the CFC's participation in the survey and setting out next steps, and circulate this out of session to Members;</p> <p>(e) <b>AGREED</b> that a briefing on the survey results would then be arranged for Members, if required;</p> <p>(f) <b>NOTED</b> that the CFO had sought further information as to the reasons for a significant increase in the CFC's workers compensation insurance premium, and would also be seeking confirmation that the CFC was covered, pending the premium being paid.</p>	<p>(i) CFO to provide to Members out of session a summary report on high level results from the CFC's participation in an ACT Government Service staff survey, setting out next steps.</p> <p>(ii) CFO to arrange for a briefing for Members on the survey results, if required.</p> <p>(iii) CFO to follow up on his request for reasons for a significant increase in the CFC's workers compensation insurance premium.</p> <p>(iv) CFO to confirm that the CFC is covered by insurance pending the premium being paid.</p>
2.4	Finance Report	Mr Tidy remained for this agenda item, part of which was also attended by EY	(i) CFO to liaise further with ACT Libraries and

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		<p>representatives to brief Members about the superannuation underpayment issue.</p> <p>Members :</p> <p>(a) <b>NOTED</b> the Executive Summary/ Responses to Strategic Questions;</p> <p>(b) <b>NOTED</b> the Financial Results to October 2021;</p> <p>(c) <b>NOTED</b> the verbal briefing provided by the CFO about the financial results to November 2021, including that, in view of year-to-date financial results, it appeared that the additional COVID-19 support funding provided by Government would be sufficient for the CFC in 2021-22;</p> <p>(d) <b>NOTED</b> the Capital and Strategic Projects Report to October 2021;</p> <p>(e) <b>NOTED</b> the draft minutes of the Audit Committee meeting, held on 25 November 2021;</p> <p>(f) <b>NOTED</b> the update on the 2022-23 Budget processes;</p> <p>(g) <b>DISCUSSED</b> the situation regarding the failure of glass panes in the Civic Library building, and requested more information regarding the risks involved and consultant recommendations;</p> <p>(h) <b>NOTED</b> that it might then be necessary to prepare a 2022-23 ACT Budget bid regarding the glass repair;</p> <p>(i) <b>NOTED</b> the update on the superannuation underpayment issue, including a briefing provided by representatives from EY, and a tabled summary document prepared by EY;</p> <p>(j) <b>NOTED</b> that the Minister had been provided with a detailed briefing on this matter;</p> <p>(k) <b>NOTED</b> comments from EY that the CFC had a consistently clean data set, and that, despite a number of audit processes being conducted, including of the CFC's adherence to superannuation requirements, the underpayment was an issue which had not been identified until the CFC had picked it up internally;</p> <p>(l) <b>NOTED</b> that EY had agreed to assist CFC with the messaging to staff on this issue;</p>	<p>obtain further information on the risks and consultant recommendations regarding the window glass failure at the Civic Library, including checking if further areas of the Library need to be partitioned off, and if appropriate advice had been provided to the ACT Insurance Authority.</p> <p>(ii) CFO to advise the Board further on this matter, once the above information has been obtained.</p> <p>(iii) If needed, CFO to prepare a 2022-23 ACT Budget bid regarding the glass repair.</p> <p>(iv) CEO and CFO to prepare a communication strategy for providing advice regarding the superannuation underpayment issue, and discuss with the Minister's office whether the Minister would wish to be involved in this e.g. to brief unions before a more general announcement.</p>



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		<p>(m) <b>APPROVED</b> the Risk Management Framework and Policy;</p> <p>(n) <b>APPROVED</b> the Risk Management Plan;</p> <p>(o) <b>APPROVED</b> the Strategic Risk Register;</p> <p>(p) <b>APPROVED</b> the Fraud and Corruption Prevention Plan and Policy;</p> <p>(q) <b>APPROVED</b> the Fraud Risk Register; and</p> <p>(r) <b>NOTED</b> the completed Crisis Communications Plan, which was tabled at the meeting, and work on the Business Continuity Plan.</p>	
2.5	Civic planning matters and new theatre studies	<p>Members :</p> <p>(a) <b>NOTED</b> that Transport Canberra and City Services (TCCS) had recently advised the CFC that work on a new Parking Action Plan for the city had not yet been progressed due to other competing priorities, and was now expected to commence next year;</p> <p>(b) <b>NOTED</b> that the CFC would again contact TCCS in early 2022 to ensure that the CFC's views were built into the development of the new Parking Action Plan;</p> <p>(c) <b>NOTED</b> a progress report about city centre traffic and parking impacts of Light Rail Stage 2, provided by the Light Rail Project Team;</p> <p>(d) <b>NOTED</b> that the current focus of the new theatre project was on : the procurement of site investigations and of an engineering services master-planning consultancy; the development of the draft Conservation Management Plan (CMP) for the Civic Square Precinct Civic; [REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>(e) <b>NOTED</b> that the current focus of the CFC's liaison with the City Renewal Authority (CRA) continued to be on the draft Vision for the Canberra Civic and Culture District;</p> <p>(f) <b>NOTED</b> the CRA's responses to the CFC's comments on the draft Vision;</p>	<p>(i) CEO to contact TCCS in early 2022 to ensure that the CFC's views are built into the development of the new Parking Action Plan;</p> <p>(ii) Ms Darling and Ms Jacobs to draft a response to the CRA setting out the CFC's Vision for the District, based on the Board's "Terms" document, and including information about the CTC and CMAG suitable for inclusion in the Vision.</p> <p>(iii) Minutes Secretary to arrange a special Board meeting, preferably in January 2022 (possibly to coincide with the Audit Committee meeting in that month) to discuss and finalise the</p>

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		<p>(g) <b>NOTED</b> that, following the Minister's consideration of the CFC's comments and the CRA's responses, she had asked the CRA to rework the document so that was presented more as a concept that as a vision, and then to have further discussions with the CFC before resubmitting the document to her for clearance, before its provision to the Chief Minister;</p> <p>(h) <b>DISCUSSED</b> the CRA's responses to the CFC's comments on the draft Vision response;</p> <p>(i) <b>AGREED</b> that Ms Darling and Ms Jacobs would prepare a draft response to the CRA, setting out the CFC's Vision for the District, based on the Board's "Terms" document;</p> <p>(j) <b>AGREED</b> to hold a special Board Meeting, in January 2022, to discuss this draft response;</p> <p>(k) <b>NOTED</b> that the draft CMP for the Civic Square Precinct had been endorsed for submission to the ACT Heritage Council by all members of the CMP stakeholder working group, including CFC representatives;</p> <p>(l) <b>NOTED</b> that a copy of the final draft CMP would be provided for information to Ministers Cheyne and Steel, prior to its lodgement with the ACT Heritage Council, which was expected to occur in late December 2021.</p>	<p>draft response to the CRA and the CFC's Vision for the District, prior to providing this to the CRA and the Minister.</p> <p>(iv) Minutes Secretary to invite Mr Alex Budd, Director, CTC, Dr Sarah Schmidt, Director, CMAG, and Ms Sophie Gray, Project Director, Canberra Theatre Redevelopment, to attend this special Board meeting.</p>
2.6	Minister's Statement of Ambition for the Arts	Members had an initial discussion regarding the Minister's Statement of Ambition for the Arts 2021-26, <i>Canberra : Australia's Arts Capital</i> , and opportunities for the CFC to be involved in implementing this Statement and in developing the new ACT Arts Policy.	(i) Members to further consider Minister's Statement of Ambition for the Arts prior to the February 2022 Board meeting, which will include a strategic discussion with the Minister.
2.7	Strategic Priorities report	Members <b>NOTED</b> : (a) that the 2021-22 Business Plan had been launched to staff on 22 October 2021 and placed on the CFC web portal;	(i) Director Canberra Theatre Centre to arrange for the Local Arts Engagement

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		<p>(b) that the Business Plan identified, as an action for the year, a review and refresh of the 2021-24 Strategic Plan, which would allow an opportunity to reflect, in the updated Strategic Plan, appropriate references to the Minister's Statement of Ambition for the Arts, <i>Canberra : Australia's Arts Capital</i>;</p> <p>(c) a summary of the full Key Documents Register;</p> <p>(d) that a number of items relating to policies and plans had been removed from the Matters Arising status report to the Board, and would instead be included in the next full version of the Register, which would be provided to the February 2022 Board meeting; and</p> <p>(e) that the Canberra Theatre Centre's Local Arts Engagement Policy would be provided for Board approval in early 2022.</p>	<p>Policy to be brought for Board approval early in 2022.</p>
2.8	Audrey Fagan Board Mentorship Program – review of mentees' participation in the Program	<p>Members :</p> <p>(a) <b>NOTED</b> information about the completion of the CFC's participation in the 2021 Audrey Fagan Board Mentorship Program;</p> <p>(b) <b>NOTED</b> advice provided by each mentee about their participation in the 2021 Program, and congratulated them on their participation;</p> <p>(c) <b>NOTED</b> advice provided by each mentor about their participation in the 2021 Program;</p> <p>(d) <b>DISCUSSED</b> the CFC's participation in the 2021 Program, and</p> <p>(e) <b>AGREED</b> to the CFC's involvement in 2022, subject to confirmation of the timing of, and arrangements for, this.</p>	<p>(i) Minutes Secretary to advise of the CFC's agreement to be involved in the Audrey Fagan Board Mentorship program in 2022, if the program continues in that year.</p>
2.9	Fundraising	<p>Members :</p> <p>(a) <b>NOTED</b> the Board's agreed strategic approach to fundraising; and</p> <p>(b) <b>NOTED</b> project plans for Priority Fundraising Projects for 2021-22 identified by senior managers, including the need to clarify certain aspects of these plans.</p>	<p>(i) CEO to clarify with senior managers : funds required for the New Works program (i.e. is \$50,000 required each year for this program); and also the grant amount sought</p>

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			from the Gordon Darling Foundation, for the CMAG Permanent Collection Publication.
2.10	Other business	There was no other business.	
3.1	Exception Report on Performance Outcomes to 31 October 2021	Members <b>NOTED</b> the exception report on performance outcomes for the CFC to 31 October 2021.	
3.2	Legal matters report	Members <b>NOTED</b> : (a) information about estimated contingent liability amounts on legal matters; (b) legal services provided to the CFC by the ACT Government Solicitor in 2020-21 and 2021-22; and (c) that, in addition to legal advice, advice had been sought from ACT Health and the ACT Chief Health Officer on a range of COVID related matters.	
3.3	Process for the 2020-21 Annual Report and Financial Statements	Members <b>NOTED</b> information about the 2020-21 Annual Report, Financial Statements and Statement of Performance process and timetables, including that the 2020-21 Annual Report had been tabled in the ACT Legislative Assembly on 2 December 2021, and published on the CFC website.	(i) Members to contact Minutes Secretary if they wished to receive a hard copy of the 2020-21 Annual Report.
4.	Next meeting	Members <b>NOTED</b> that the next Board meeting was scheduled for 2.00 pm on Wednesday 23 February 2022 at CMAG.	

The meeting concluded at 5.28 pm.



