

Appointment of Member to the Brown Hill and Keswick Creeks Stormwater Board

Tuesday, 8 July 2025

Council

Strategic Alignment - Our Environment

Program Contact:Mike Philippou, Acting Director
City Infrastructure

Confidential - s 90(3) (a) unreasonable disclosure of personal affairs

Approving Officer:Michael Sedgman, Chief
Executive Officer

EXECUTIVE SUMMARY

At its meeting on 10 April 2018, Council endorsed the establishment of a Nominations Committee, comprising a representative from each of the five Constituent Councils, to select the five independent and skills-based members for the Brown Hill and Keswick Creeks Stormwater Board (the Board).

The term of Geoff Vogt's appointment to the Brown Hill and Keswick Creeks Stormwater Board is due to expire on 2 August 2025 and Geoff has nominated for reappointment to the Board. A meeting of the Nominations Committee was held on 19 May 2025 and the Nominations Committee resolved to recommend that Geoff Vogt be reappointed to the Board for a three-year term, as detailed in the report.

Consideration in confidence is sought as this report would otherwise result in the unreasonable disclosure of information concerning the personal affairs of any person (living or dead).

RECOMMENDATION

THAT COUNCIL

1. Notes the report as contained in Item 22.1 on the Agenda for the meeting of Council held on 8 July 2025.
2. Approves the Nominations Committee recommendation to reappoint Geoff Vogt to the Brown Hill and Keswick Creeks Stormwater Board for a period of three years.
3. Approves the Nominations Committee recommendation to set Board and Audit Committee member remuneration for 2025/26 at:
 - 3.1. \$22,528 for the Chairperson of the Board and \$16,896 for Board members; and
 - 3.2. \$3,383 for the Chairperson of the Audit Committee and \$2,255 for Audit Committee members.
 with remuneration to be increased annually to CPI (all groups weighted average % change to March quarter) and to be reviewed by the Nominations Committee every four years.
4. Authorises that, in accordance with Section 91(7) and (9) of the *Local Government Act 1999* (SA) and because Item 22.1 [Appointment of Member to the Brown Hill and Keswick Creeks Stormwater Board] listed on the Agenda for the meeting of the Council held on 8 July 2025 was received, discussed and considered in confidence pursuant to Section 90(3) (a) of the *Local Government Act 1999* (SA), this meeting of the Council do order that
 - 4.1. The resolution and report remain confidential and become public information upon confirmation of the appointments by the Brown Hill and Keswick Creeks Stormwater Board.
 - 4.2. The confidentiality of the matter be reviewed in December 2025.
 - 4.3. The Chief Executive Officer be delegated the authority to review and revoke all or part of the order herein and directed to present a report containing the Item for which the confidentiality order has been revoked.

IMPLICATIONS AND FINANCIALS

City of Adelaide 2024-2028 Strategic Plan	Strategic Alignment – Our Environment The status, attributes and character of our green spaces and the Park Lands are protected and strengthened.
Policy	Adelaide Park Lands Management Strategy (APLMS) – contains objectives to ensure that the Park Lands are resilient in adapting to a changing climate, enhancing biodiversity, and sustaining the quality of the user experiences.
Consultation	Independent board members are selected by the five Constituent Councils via a Nominations Committee made up of representatives from each of the five Constituent Councils. This report has been prepared through consultation between the five Constituent Councils and the recommendation presented for adoption will go to each of the Constituent Councils for consideration.
Resource	The Board– a regional subsidiary formed pursuant to section 43 of the <i>Local Government Act 1999</i> (SA) by the five Constituent Councils (Cities of Adelaide, Burnside Mitcham, nley, and West Torrens). Council’s contribution to the Board and the Brown Hill and Keswick Creeks (BHKC) Stormwater project has been budgeted for, with capital costs being paid by the five Constituent Councils and the Stormwater Management Authority, with grant funding where available. The whole of the operational costs are paid equally by the Constituent Councils.
Risk / Legal / Legislative	Endorsement of the proposed board member would provide the Board with continuity. If their appointment is not endorsed, the position will need to be advertised to seek further suitably qualified candidates and presented back to the Nomination Committee for deliberation.
Opportunities	Not as a result of this report
25/26 Budget Allocation	Not as a result of this report
Proposed 26/27 Budget Allocation	Not as a result of this report
Life of Project, Service, Initiative or (Expectancy of) Asset	Not as a result of this report
25/26 Budget Reconsideration (if applicable)	Not as a result of this report
Ongoing Costs (eg maintenance cost)	Not as a result of this report

Other Funding Sources	Not as a result of this report
-----------------------	--------------------------------

GROUNDS AND BASIS FOR CONSIDERATION IN CONFIDENCE

Grounds

Section 90(3) (a) of the *Local Government Act 1999* (SA)

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

Basis

This Item is confidential information that must be considered in confidence in order to protect the personal affairs of nominees.

The disclosure of information in this report could reasonably implicate the nominees' reputations in the business community.

DISCUSSION

1. The Brown Hill Keswick Creek (BHKC) Stormwater Project is a collaborative effort by the Constituent Councils of Adelaide, Burnside, Mitcham, Unley and West Torrens, to mitigate significant flood risks and assist in safeguarding properties across the catchment
2. The Constituent Councils adopted the 2016 Stormwater Management Plan (the Plan) for the four major watercourses of Brown Hill, Keswick, Glen Osmond and Park Lands Creeks. The primary objective of the Plan is to mitigate the risk and reduce the impact of major flooding on properties within the BHKC catchment, up to and including a 1% annual exceedance probability (AEP) flood.
3. The Constituent Councils endorsed the Brown Hill and Keswick Creeks Stormwater Board Charter ([Link 1](#)), which was subsequently approved by the Honourable Geoff Brock, then Minister for Local Government and listed within the Government Gazette on February 27, 2018. The Regional Subsidiary came into existence as of that date, pursuant to s43 of the *Local Government Act 1999* (SA) (the Act).
4. The Board of Management of the Brown Hill and Keswick Creeks Stormwater Board was appointed on 3 August 2018. Pursuant to clause 8 of the Charter, the first appointments to the Board were differential to ensure that no more than two of the terms of office of Board Members expired at any one time.
5. In accordance with clause 7 of the Charter, the Constituent Councils must appoint Board members from recommendations made by the Nominations Committee. Clause 33 of the Charter defines the Nominations Committee as *the Chief Executive Officers (or their nominees) and the Mayor (or elected member authorised by the Mayor) of each of the Constituent Councils. A meeting of the Nominations Committee for any purpose provided in this Charter may only occur if at least three (3) of the Constituent Councils are represented by either of the CEO (or nominee) or Mayor (or elected member).*
6. Clauses 7.3.1 and 7.3.2 of the Charter specify that Board membership is comprised as follows:
 - 6.1. Five (5) natural persons appointed jointly by the Constituent Councils being persons who are not members or officers of any of the Constituent Councils. These persons will be appointed by the Constituent Councils from recommendations made by the Nominations Committee.
 - 6.2. The persons recommended for appointment under clause 7.3.1 will be determined through a process approved by the Nominations Committee and will comprise persons with demonstrable skills relevant to the purpose of the Regional Subsidiary which may include (but is not limited to) skills in:

- 6.2.1. corporate financial management;
 - 6.2.2. corporate governance;
 - 6.2.3. project management;
 - 6.2.4. general management;
 - 6.2.5. engineering;
 - 6.2.6. economics; or
 - 6.2.7. environmental management.
7. The current Board Members and their terms of office are as follows:
 - 7.1. Geoff Vogt, Deputy Chairperson 3-year term expiring 2 August 2025
 - 7.2. Rachel Barratt, Board Member 3-year term expiring 2 August 2026
 - 7.3. Rob Gregory, Board Member 3-year term expiring 2 August 2026
 - 7.4. Judith Choate, Chairperson 3-year term expiring 2 August 2027
 - 7.5. Howard Lacy, Board Member 3-year term expiring 2 August 2027
 8. Geoff Vogt's term on the Board is due to expire on 2 August 2025. Geoff Vogt has nominated for reappointment.
 9. Ahead of the first Nominations Committee meeting held annually, each Council is required to nominate their representative, being the Mayor and/or CEO, or their delegate(s). Council representatives may change from year to year. The Nominations Committee met on 19 May 2025. The City of Burnside representative was not in attendance and the City of West Torrens representative was appointed meeting chair.
 10. The Committee considered the expiring Board position and resolved to recommend Geoff's reappointment for a further term of three years. This decision had regard to a number of considerations, including:
 - 10.1. The recently conducted Board Member performance appraisals, including the full evaluation report and individual performance appraisal reports.
 - 10.2. The Board composition has remained consistent in recent years, with three of the five Board members being inaugural members of the Board, appointed in 2018, and the remaining two members being appointed in 2020 and 2021. Geoff has been a Board Member since 2018 and has acted as Deputy Chairperson since January 2023.
 - 10.3. Geoff brings considerable finance and governance expertise and plays a role in the Board's annual audit process. Geoff's initial appointment as a Board member was to fulfil the requirement for skills in corporate financial management and corporate governance.
 - 10.4. The Owners Executive Committee has recently approved a change to the composition of the Board's Audit Committee, moving from four Board members and one independent member to two Board members and three independent members. The Audit Committee will therefore be subject to considerable change in the coming months, and it may be beneficial to maintain continuity between those members who will sit on both the Board and the Audit Committee to ensure a smooth transition.
 - 10.5. The feedback from Constituent Councils regarding the requirement for a competitive process for Board appointments and the length of time Board members may serve.
 11. The Committee discussed term limits for Board members and agreed there should be a requirement to advertise Board positions if a Member has served for nine or more years. This requirement may still result in the same Board member being reappointed if they are considered the best candidate. Advice is currently being sought regarding the most suitable way of capturing this requirement (in the Board's Charter or elsewhere).

Review of Nominations Committee Terms of Reference and Appointments to the Board Procedure

12. The *Nominations Committee Terms of Reference* sets out the functions to be discharged by the Nominations Committee while the *Appointments to the Board Procedure* outlines the process to be followed annually ahead of the expiration of Board position(s). These documents were adopted by the Nominations Committee in 2020 and 2021 respectively and had not yet been reviewed.
13. The Board's Project Director reviewed both documents and proposed the following amendments:

- 13.1. Update the format of the documents to include a summary table and improve layout/content in other areas;
 - 13.2. Ensure consistency with the Board's Charter and relevant legislation;
 - 13.3. Include information on the role of Nominations Committee as it relates to appointments to the Board's Audit Committee;
 - 13.4. Remove duplications between the two documents.
14. The most substantial change is the inclusion of information on the role of the Nominations Committee as it relates to appointments to the Board's Audit Committee. In November 2024, the Owners Executive Committee approved a Board recommendation that 'the Audit and Risk Committee be ideally comprised of two Board members and three independent members, subject to sourcing suitably qualified independent members'. The current composition of the Audit Committee is 4 Board members and only 1 independent member.
 15. The Nominations Committee resolved to adopt the amended *Nominations Committee Terms of Reference and Appointments to the Board and Audit Committee Procedure*.
 16. Importantly, the adopted documents assign responsibility to the Board for managing the appointment of Audit Committee members. The role of the Nominations Committee is to consider and, if appropriate, endorse the Board's recommendations and refer them to the Constituent Councils for approval. The Board has recently advertised seeking applicants for the independent Audit Committee positions. A further meeting of the Nominations Committee will be called in due course to consider the Board's recommended appointments.

Board and Audit Committee Remuneration

17. The Nominations Committee is required to consider the remuneration that is paid to Board members annually. As part of the 2024 review process, the Nominations Committee requested a paper providing a recommendation for a more structured framework for Board and Audit Committee member remuneration and for this to be presented to the Nominations Committee for consideration in 2025.
18. The Nominations Committee reviewed, discussed and considered:
 - 18.1. Previous and current composition of the Board and Audit Committee, with the Audit Committee comprising 4 Board members and only 1 independent member. This is being amended to 2 Board members and 3 independent members.
 - 18.2. Previous and current remuneration of the Board and Audit Committee members.
 - 18.3. The Department of Premier and Cabinet Circular PC 016 – Remuneration for Government Appointed Part-Time Boards and Committees which contains the government's policy on remuneration for part-time Boards and Committees.
 - 18.4. The Cabinet-Approved Remuneration Framework which informs the level of remuneration paid.
19. The Nominations Committee resolved to adopt the recommended remuneration structure for members of the Board and Audit Committee with annual fees for 2025/26 set at:
 - 19.1. \$22,528 for the Chairperson of the Board and \$16,896 for Board members; and
 - 19.2. \$3,383 for the Chairperson of the Audit Committee and \$2,255 for Audit Committee members;
 with remuneration to be increased annually to CPI (all groups weighted average % change to March quarter) and to be reviewed by the Nominations Committee every 4 years.
20. The 2024/25 remuneration structure was:
 - 20.1. \$22,000 for the Chairperson of the Board and \$16,500 for Board members; and
 - 20.2. \$2,000 for independent Audit Committee members.

DATA AND SUPPORTING INFORMATION

Link 1 - Brown Hill and Keswick Creeks Stormwater Board Charter

ATTACHMENTS

Nil

- END OF REPORT -

Confidential

22 Confidential Reports for Council (Chief Executive Officer's Reports)**22.1** Appointment of Member to the Brown Hill and Keswick Creeks Stormwater Board [S90(3) (a)]

Moved by Councillor Snape,
Seconded by Councillor Abrahamzadeh -

THAT COUNCIL

1. Notes the report as contained in Item 22.1 on the Agenda for the meeting of Council held on 8 July 2025.
2. Approves the Nominations Committee recommendation to reappoint Geoff Vogt to the Brown Hill and Keswick Creeks Stormwater Board for a period of three years.
3. Approves the Nominations Committee recommendation to set Board and Audit Committee member remuneration for 2025/26 at:
 - 3.1. \$22,528 for the Chairperson of the Board and \$16,896 for Board members; and
 - 3.2. \$3,383 for the Chairperson of the Audit Committee and \$2,255 for Audit Committee members.with remuneration to be increased annually to CPI (all groups weighted average % change to March quarter) and to be reviewed by the Nominations Committee every four years.
4. Authorises that, in accordance with Section 91(7) and (9) of the *Local Government Act 1999* (SA) and because Item 22.1 [Appointment of Member to the Brown Hill and Keswick Creeks Stormwater Board] listed on the Agenda for the meeting of the Council held on 8 July 2025 was received, discussed and considered in confidence pursuant to Section 90(3) (a) of the *Local Government Act 1999* (SA), this meeting of the Council do order that
 - 4.1. The resolution and report remain confidential and become public information upon confirmation of the appointments by the Brown Hill and Keswick Creeks Stormwater Board.
 - 4.2. The confidentiality of the matter be reviewed in December 2025.
 - 4.3. The Chief Executive Officer be delegated the authority to review and revoke all or part of the order herein and directed to present a report containing the Item for which the confidentiality order has been revoked.

Carried unanimously