



CONFIDENTIAL ORDINARY COUNCIL MEETING

CONFIDENTIAL MATTERS**STAFF REPORTS***Matters which cannot be delegated to a Committee or Staff*

- 17.1 NAWMA Board Appointment - Independent Chairperson (Attachments).....5

Released 30 April 2024

STAFF REPORTS

***Confidential Matters which
cannot be delegated to a
Committee or Staff***

17.1 NAWMA BOARD APPOINTMENT - INDEPENDENT CHAIRPERSON

Contact Person: Sam Green

Why is this matter confidential?

Subject to an order pursuant to Section 90(3)(a) of the *Local Government Act 1999*, this matter is confidential because The report contains information relating to the personal affairs of an individual.

The disclosure of this information would be unreasonable because it is sensitive to the individual and is not a matter of public knowledge.

A. COUNCIL TO MOVE MOTION TO GO INTO CONFIDENCE

No action – this motion passed in the open section.

B. THE BUSINESS MATTER

17.1 NAWMA BOARD APPOINTMENT - INDEPENDENT CHAIRPERSON

Responsible Executive Manager : Sam Green

Report Author : Renae Williams

Delegated Authority : Matters which cannot be delegated to a Committee or Staff

Attachments : 1. Letter to City of Playford - Independent Chairperson Appointment - **Confidential**
2. Resume: Graham J Dooley - **Confidential**

PURPOSE

To appoint the new Independent Chairperson of the Northern Adelaide Waste Management Authority (NAWMA) Board.

STAFF RECOMMENDATION

Council endorses the appointment of Mr Graham Dooley, as the Independent Chairperson of the Northern Adelaide Waste Management Authority (NAWMA) Board on the following basis:

- i) The appointment is for an initial two (2) year term with the provision for 1 x two (2) year extension and an option for a third two (2) year term at the conclusion of the aforementioned periods at the sole discretion of the Board and Constituent Councils.

EXECUTIVE SUMMARY

Mr Brian Cunningham has been the Independent Chairperson of NAWMA since September 2015, with his current term expiring on 15 January 2024.

Following a targeted recruitment process, led by recruitment provider VUCA, the NAWMA Board recommends the appointment of Mr Graham Dooley as Independent Chairperson for an initial term of two years.

This report seeks Council endorsement to appoint Mr Graham Dooley as Independent Chairperson of the NAWMA Board.

1. BACKGROUND

The Northern Adelaide Waste Management Authority (NAWMA) is a Local Government Regional Subsidiary of its Constituent Councils (City of Playford, City of Salisbury, and the Town of Gawler).

In appointing a new Independent Chairperson, the NAWMA Charter requires:

Clause 7.2.1(b)

One (1) person appointed jointly by the Constituent Councils for a term of two years and who is not a member or officer of a Constituent Council and who, in the opinion of the Constituent Councils, has expertise in waste management and/or business. This person will be nominated by the Board and circulated to the Constituent Councils to be appointed by resolution of each of the Constituent Councils.

Clause 7.2.5

That Board Member appointed under Clause 7.2.1(b) is the Chairperson of the Board.

In total, the NAWMA Board is comprised of ten members, with three members appointed by each of the Constituent Councils and an Independent Chairperson appointed unanimously by all three Constituent Councils.

2. RELEVANCE TO STRATEGIC PLAN

Community Theme 5: Using Money Wisely

As part owner of NAWMA, Council has an interest and responsibility for ensuring suitable appointments to the Board.

3. PUBLIC CONSULTATION

There is no requirement to consult the community on this matter.

4. DISCUSSION

- 4.1 In May 2023, Mr Brian Cunningham advised NAWMA of his decision not to seek reappointment for a further term at the expiration of his current term due to personal reasons. Mr Brian Cunningham has been the Independent Chairperson of NAWMA since September 2015, with his current term expiring on 15 January 2024.
- 4.2 On 20 June 2023, the NAWMA Board passed a resolution endorsing a formal recruitment process to identify and appoint a suitable candidate for the role of Independent Chair. This resolution authorised the Independent Chairperson Appointment Committee, comprising Mr Green, Mr Inat, and Mr Harry to engage with a recruitment provider to recruit the Independent Chairperson.

- 4.3 The Committee selected VUCA as the recruitment provider, who then proceeded to undertake a targeted search, advertise on LinkedIn and also on the Australian Institute of Company Directors (AICD) website for candidates. The process saw ten candidates formally apply for the role, with five shortlisted for progression to the interview process. Of these five, Mr Graham Cooley was identified as the preferred candidate.
- 4.4 Mr Graham Dooley has a 50 year career across public and private sectors, primarily in the water industry, but also electricity, bulk materials (grain) and railway infrastructure. See Attachment 2: Confidential CV: Graham J Dooley
- 4.5 On 30 November 2023, the NAWMA Board resolved to recommend to Constituent Councils the appointment of Mr Graham Dooley to the role of NAWMA Independent Chairperson.

5. OPTIONS

Recommendation

Council endorses the appointment of Mr Graham Dooley, as the Independent Chairperson of the Northern Adelaide Waste Management Authority (NAWMA) Board on the following basis:

- i) The appointment is for an initial two (2) year term with the provision for 1 x two (2) year extension and an option for a third two (2) year term at the conclusion of the aforementioned periods at the sole discretion of the Board and Constituent Councils.

Option 2

Council does not endorse the appointment of Mr Graham Dooley, as the Independent Chairperson of the Northern Adelaide Waste Management Authority (NAWMA) Board.

6. ANALYSIS OF OPTIONS

6.1 Recommendation Analysis

6.1.1 Analysis & Implications of the Recommendation

This report recommends the endorsement of Mr Graham Dooley as the Independent Chairperson of the NAWMA Board.

The NAWMA Board has followed a formal recruitment process, overseen by NAWMA's Independent Chairperson Appointment Committee, to determine the preferred candidate.

The Committee believed Mr Graham Dooley demonstrated a strong understanding and depth of experience within the sector including water and waste management and was visionary in his aspirations for NAWMA's future direction. The NAWMA Board therefore resolved to recommend the appointment of Mr Graham Dooley to Constituent Councils.

The NAWMA Charter defines a two-year term limit for Board Members including the Chairperson. The Chairperson is eligible for re-appointment at the expiration of their respective term of office. The resolution identifies that the Board intends to offer an extension of the term for the Chairperson for 2 respective 2-year terms, subject to approval of the Board and Constituent Councils, complying with the requirement of the NAWMA Charter.

Risk Appetite

Reputation

Council has a low appetite for negative perceptions that compromise its credibility and reputation, achievement of its long term vision (Playford Community Vision 2043) and strategic objectives, or ability to maintain its status as a progressive and major growth Council.

This decision will ensure NAWMA has an experienced leader with the qualifications necessary to guide the organisation's future direction.

6.1.2 Financial Implications

There are no financial implications for Council. The Chairpersons role is entitled to a sitting fee as determined by the Board, which will be managed within NAWMA's budget.

6.2 Option 2 Analysis

6.2.1 Analysis & Implications of Option 2

If Council does not endorse the appointment of Mr Graham Dooley, NAWMA will be without an Independent Chairperson while further consideration is given to the matter.

6.2.2 Financial Implications

There are no financial implications.



4/12/2023

Mr Sam Green
Chief Executive Officer
City of Playford
12 Bishopstone Road
Davoren Park SA 5113

Dear Mr Green,

RE: NAWMA Independent Chairperson Appointment

I write to you in accordance with Clauses 7.2.1(b) and 7.2.5 of the NAWMA Charter, as follows:

Clause 7.2.1(b)

One (1) person appointed jointly by the Constituent Councils for a term of two years and who is not a member or officer of a Constituent Council and who, in the opinion of the Constituent Councils, has expertise in waste management and/or business. This person will be nominated by the Board and circulated to the Constituent Councils to be appointed by resolution of each of the Constituent Councils.

Clause 7.2.5

The Board Member appointed under Clause 7.2.1(b) is the Chairperson of the Board.

Mr Brian Cunningham has been the Independent Chairperson of NAWMA since September 2015, with his current term expiring on 15 January 2024. Unfortunately, Mr Cunningham advised NAWMA in May 2023 of his decision to not seek reappointment for a further term at the expiration of his current term due to personal reasons.

With the above information having been provided to the NAWMA Board, at the Meeting of 29 June 2023, the following was resolved by the Board:

2. Moved Cr Buchanan that:

1. The Board supports and endorses a formal recruitment process to identify and appoint a suitable candidate for the role of Independent Chair, and;
2. The Board appoint Mr Green, Mr Inat, and Mr Harry to the Independent Chairperson Appointment Committee.
3. That the Board authorizes the Independent Chairperson Appointment Committee to engage with a recruitment provider to fulfil the Independent Chairperson role.

Seconded Cr Halls Carried

Following this meeting, and in accordance with NAWMA's Procurement Policy, the Independent Chairperson Appointment Committee (the Committee) selected VUCA as the recruitment provider to fulfil the Independent Chairperson role.

VUCA, at the direction of the Committee, proceeded to undertake a targeted search, advertise on LinkedIn and also on the Australian Institute of Company Directors (AICD) website for candidates. The

process saw ten (10) candidates formally apply for the role, with five (5) shortlisted for progression to the interview process. Of these five (5), Mr Graham Dooley was identified as the preferred candidate.

The Committee¹ believed Mr Dooley demonstrated a strong understanding and depth of experience within the sector including water and waste management and was visionary in his aspirations for what can be achieved under the stewardship of the Board and through the support of its Constituent Councils. He also had the relevant networks at a local, state and commonwealth government level to enable ease of access to key decision makers better enabling NAWMA to position itself as a leader in waste resource management and the circular economy. Mr Dooley demonstrated governance experience and the strength of character to facilitate robust Board Meetings and build consensus. Further it was the view of the Committee that he was also likely to be an effective mentor to guide, support and direct the CEO and help navigate NAWMA through challenges and inspire leadership to embrace opportunities. Mr Dooley's CV is appended (confidentially) to this letter for further information.

At the NAWMA Board Meeting of Thursday 30 November 2023, the Board resolved the following:

2. Moved Cr Grenfell that the Board recommend to the Constituent Councils the appointment of Mr Graham Dooley to the role of NAWMA Independent Chairperson, with the following provisions:
 - a) That the appointment of the Chairperson be for an initial two (2) year term with the provision for 1 x two (2) year extension and an option for a third two (2) year term at the end of the aforementioned periods at the sole discretion of the Board and Constituent Councils,

Seconded Cr Halls

Carried

In accordance with Clause 7.2.1(b) of the NAWMA Charter (outlined on page 1 of this correspondence), the Independent Chairperson is to be appointed by resolution of each of the Constituent Councils. I ask that you consider the Board's recommendation for Mr Dooley to be appointed to the role of NAWMA Independent Chairperson, in accordance with the details of the resolution of the Board outlined above, within your Chambers.

Should you endorse the nomination, or otherwise, I would appreciate notification of Council's decision by **Wednesday 20 December 2023**.

I am available at any time to brief Staff, Executive or Elected Members on any matter contained in this letter or on this subject, and can be contacted on t.terlet@nawma.sa.gov.au or 0436 453 640.

Yours sincerely



Toby Terlet
Chief Executive Officer

ENCL:

- CV of Mr Graham Dooley (confidential) TO BE ADDED

¹ Mr Andrew Goodsell stepped into the role of Town of Gawler Committee Member on 27 October 2023 due to the leave period of Mr Henry Inat.

Curriculum Vitae**GRAHAM J DOOLEY**

PERSONAL DATA**Name:** Graham John Dooley**Home Address:** [REDACTED]**Contact:** [REDACTED]**Date of Birth:** [REDACTED]**CURRENT POSITIONS (in chronological order of appointment):**

From May 2015: Past President of the Australian Water Association. I was the National President in 2013/2015 and a Director for the preceding 5 years.

From Dec 2016: Senior Adviser, Infrastructure (mainly water), Igneo Infrastructure Partners ("IgneoIP", part of the First Sentier Financial group owned by MUFG company of Japan). IgneoIP is one of the world's top 10 investors in regulated and unregulated infrastructure. I advise on water, environmental, port and logistics investments.

From Dec 2021: Non executive Director, Integrated Waste Services Group, the largest municipal solid waste company in Adelaide. This is an IgneoIP investment. IgneoIP also owns Waste Management NZ. The solid waste sector is undergoing transformational change in Australia in response to worldwide environmental pressures, greenhouse gas abatement needs and changes in regulation. Chairman of the Safety, Health, Environment and Quality Committee of the Board from Sept 2022

From Dec 2021: Founding Director of Gadstone to Goondwond Railway, a start up proposing to create an investor owned freight railway that absorbs the organically developed Surat Basin Railway (see below).

From Jan 2022: Senior Advisor to the City of Salisbury in South Australia in relation to the Council owned Salisbury Water Utility, a world leader in harvesting stormwater for irrigation and other non drinking purposes.

From Nov 2022: Non executive Director of 1414degrees Ltd, an ASX listed energy storage technology development company.

Curriculum Vitae**GRAHAM J DOOLEY**

From Apr 2023 Non executive Director of the Water Authority of Fj, the Government owned authority responsible for the provision of drinking water and sewerage services to the Republic of Fj.

KEY ATTRIBUTES and CAPABILITIES:

- 50 year career across public and private sectors, mostly in water but also in electricity, bulk materials (grain) and railway infrastructure. 30 years at CEO, Chairman and Director level in Government owned and investor owned businesses.
- Retired from full time CEO work in December 2021 but very active in non executive and advisory roles.
- Fellow of:
 - Australian Institute of Company Directors
 - Engineers Australia
- One of the best known and respected Chairman/CEO level people in the Australian water industry. Elected National President of AWA for 2013-2015.
- Very successful experience over 30 years in structured debt and equity finance of infrastructure under various models of the PPP, merchant and BOOT types, also including Government grants.
- Chairman and CEO of multiple utilities, contractors and investors funded by institutional investors and Government across:
 - Water utility infrastructure
 - Water treatments
 - Agriculture
 - Farming
- Excellent public speaker and advocate for water and infrastructure matters nationally and internationally.
- Over 20 years executive involvement in the Asian and UK water industry as part of the United Utilities PLC and Osmoflo.
- Long term involvement in many of the water reforms, both technical and commercial, across Australia in the last 30 years.

Curriculum Vitae

GRAHAM J DOOLEY

- Experienced strategist and leader, including in portfolio environments where multiple objectives apply.
- Excellent understanding of regulation systems and processes across several utility sectors: water, energy and transport.

PREVIOUS POSITIONS since 1991:

(Listed with the most recent held positions first):

2011 - 2021***Founding Executive Chairman, Water Utilities Australia, then CEO from 2016***

WUA is a platform created by me for institutional investors to invest pension fund capital in water utilities and water infrastructure in residential, agricultural and industrial applications. 4 water utilities were acquired and managed across two States in Australia.

This was my final full-time CEO position.

2008 - 2016:***Director, then Chairman, and then CEO of the Osmoflo Group***

Osmoflo is Australia's largest desalination plant manufacturer and investor with 200 personnel in 5 countries. Osmoflo has delivered almost 400 desalination plants and operates 100 of these 24/7 by remote control from a sophisticated control centre in Adelaide. This period included securing the transformational equity investment into Osmoflo in 2011 by Marubeni Corporation of Japan and then launched a major new international business, exporting Australian water know-how.

2010 - 2016***Chairman, Salisbury Water Management Board***

Salisbury Water is Australia's best known, Council-owned, regulated regional water utility. It is located in the northern Adelaide plains. The \$70M of funds invested in infrastructure have been sourced from the Salisbury Council and the Australian Government. This utility is regulated by the SA State Economic Regulator, ESCOSA.

2009 - 2016***Director, and National President (2013-2015), Australian Water Association***

AWA is the peak industry association in the water industry in Australia with over 5,500 individual and corporate members. During my 2-year term as President from 2013, major reform of the AWA's offerings to members was undertaken as well as the launch of the successful international program throughout SE

Curriculum Vitae

GRAHAM J DOOLEY

As a and the Pacific. A significant re configuration and up sk ing of staff was a so completed under a new CEO.

2012 - 2016

Board Member, and Deputy Chair (from 2015), National Centre of Excellence in Desalination, Australia

NCEDA was a \$25M Australian Government funded research coa tion of ead ng Un vers tes and ndustry seeking more nnovat ve ways of engag ng desa nat on techno gy n solv ng d ff cu t water prob ems across urban and rura Australia.

2007 - 2015:

Chairman, Blue Sky Water Partners Pty Ltd

BSWP was Australia's ead ng manager of Funds nvested n water ent tements n Australia's rura rvers. Over \$250M was successfu y dep oyed. Led the deve opment of nst tut ona grade nvestment and governance protocols necessary to ach eve an Australian Financial Services Licence.

2011 - 2014:

Chairman, waterAUSTRALIA Solutions Ltd

WaterAUSTRALIA was the nat ona water export and bus ness deve opment assoc at on for the water ndustry, a who y owned subs d ary of AWA, wh ch was estab shed to grow Australian exports of water know how. Prior to Chairman, I was a Director s nce August 2008.

2008 - 2009

CEO, Surat Basin Rail Pty Ltd

Surat Basin Rail was a spec a purpose fund ng company created by 5 shareholders to deve op and mp ement a A\$1.6B, nvestor owned ra way to nk the vast coa deposits of the Surat Basin to the Port of Gladstone for export. Th s project was the on y non subs d sed, commerc a y vab e open access, mu t user ra way n Australia and has completed a pre des gn, a feas b ty ana ys s and most regu atory hurd es.

Progress was substant a y de ayed by the econom c downturn and the rap d dec ne n wor d therma coa prces n 2008. Thereafter, the project was she ved n 2009 when the Wandoan Coa Mine (40mtpa) fa ed to obta n ts Fna Investment Dec s on from ts owners.

1991 - 2007

Managing Director, United Utilities Australia Pty Ltd

The United Ut tes pc group of companies, based n Manchester UK s one of the argest nvestor owned water, sewerage and ectr c ty d str but on companies n the wor d.

Curriculum Vitae**GRAHAM J DOOLEY**

Under my management and direction, its wholly owned subsidiary, United Utilities Australia (UUA) was the most successful of the private water companies from UK and France which now operate in Australia. Operations were developed in 4 States with 150 employees and 100 contractors.

I was MD of all the Australian companies and chaired a number of the Joint Ventures. I was also a Managing Director of 3 intermediate parent consortium companies in The Netherlands which consolidated all the non UK subsidiaries of United Utilities plc.

As a member of the United Utilities International leadership team, I was deeply involved in the successful tender for the privatisation and subsequent massive capital investment in the Manila Water utility that supplies 6m population in Manila, The Philippines. I was also involved in the successful acquisition of the entire sewerage system of Malaysia (Indah Water) and the aborted similar project in Jakarta, Indonesia.

1997 - 2008 **State President, South Australian Branch, Australian Water Association**

2003 - 2007 **Director, Australian Council for Infrastructure Development and its successor, Infrastructure Partnerships Australia**

2006 - 2008 **Invited member, National Water Commission, Urban Water Advisory Group**

EARLIER POSITIONS, before 1991

1990 - 1991 *Management Consultant*

1988 - 1990 *General Manager (CEO) and Director Electrical Equipment Limited and Director of its 23 Subsidiaries*

1987 - 1988 *Director of Operations Grain Handling Authority of NSW*

1985 - 1987 *Operations Manager Sewage Treatment (31 locations) Sydney Water Board*

1984 - 1985 *Executive Officer to the CEO Sydney Water Board*

Curriculum Vitae**GRAHAM J DOOLEY**

1974 - 1984 *Engineering Design and Corporate Planning Roles - Sydney Water Board*

PROFESSIONAL QUALIFICATIONS**Education:**

Bachelor of Science (Computer Science and Pure Mathematics), Sydney University, May 1973

Bachelor of Engineering in Civil Engineering (1st Class Honours), Sydney University, May 1975

Master of Public Administration (with equivalent of University Medal), The American University, Washington D.C., May 1981

Professional Memberships:

Fellow, Australian Institute of Company Directors

Fellow, Institution of Engineers, Australia

Member and National Immediate Past President, Australian Water Association

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C. COUNCIL TO DECIDE HOW LONG ITEM 17.1 IS TO BE KEPT IN CONFIDENCE**PURPOSE**

To resolve how long agenda item 17.1 is to be kept confidential.

STAFF RECOMMENDATION

Pursuant to Section 91(7) of the *Local Government Act 1999*, the Council orders that the following aspects of Item 17.1 be kept confidential in accordance with Council's reasons to deal with this item in confidence pursuant to Section 90(3)(a) of the *Local Government Act 1999*:

- Report for Item 17.1
- Attachment(s) for Item 17.1
- Minutes for Item 17.1

This order shall operate until the next scheduled annual review of confidential items by Council at which time this order will be reviewed and determined in accordance with Section 91(9)(a) of the *Local Government Act 1999*.

Pursuant to Section 91(9)(c) of the *Local Government Act 1999*, the Council delegates to the Chief Executive Officer the power to revoke the order to keep the report and minutes in confidence at any time and the Chief Executive Officer must advise the Council of the revocation of this order as soon as possible after such revocation has occurred.