

CORPORATE GOVERNANCE

THE TRUST

The Trust's Objectives and Conduct

Sydney Opera House is operated and maintained for the Government of New South Wales by the Sydney Opera House Trust, which is constituted as a body corporate under the Sydney Opera House Trust Act, 1961.

The Trust's objectives are: to administer, care for, control, manage and maintain the Sydney Opera House building and site; to manage and administer the site as an arts centre and meeting place; to promote artistic taste and achievement in all branches of the performing arts; to foster scientific research into and to encourage the development of new forms of entertainment and presentation (excerpt from Sydney Opera House Trust Act, 1961).

In February 2007, the Trust reviewed and individually signed a Code of Conduct for Trustees which covered the following: accountability for decision making and expenditure, use of public resources and information, official spokesperson for the Trust, gifts and benefits, disclosure of interests, managing conflicts of interest and reporting suspected corrupt conduct.

The Trust

The Sydney Opera House Trust consists of 10 members appointed by the Governor on the nomination of the Minister. A Trustee holds office for three years and is eligible for reappointment for no more than three consecutive terms. The Trust must include at least two persons who have knowledge of, or experience in, the performing arts.

On 15 November 2006, Ms Sue Natrass AO and Mr Evan Williams AM replaced Ms Rachel Healy and Ms Gail Burke, respectively, as Trustees. Mr Wesley Enoch joined the Trust from 1 January 2007 replacing Ms Rhoda Roberts. Trustees re-appointed to the Trust included Ms Barbara Ward and Mr John Ballard. Mr Dennis Watkins, a past Trustee, continued as Chair of the Conservation Council.

Committees, their membership, frequency of meetings and attendance figures for the year are set out below. The figure directly following the Trustee's name is the number of meetings attended during the year and the figure in brackets indicates the number of possible attendances. All absences were formally noted and Trustees were excused from attending the specific meetings.

With key strategic and business items on the agenda, the Trust met seven times. Agenda items encompassed: overall business performance monitoring; a new strategic plan for the enterprise; review and endorsement of the annual business plan and Strategic Asset Management Plan; strategic goal presentations; philanthropy; brand strategy; Vienna Philharmonic program, Opera Theatre renewal, Disability Access Plan annual review, Accessibility and Western Foyers project; Place of Public Entertainment Licence; Information Systems Strategic Plan approval; Enterprise Agreement 2007; World Heritage Listing and the APEC summit. **Attendance at Trust meetings was as follows:** Kim Williams AM 7 (7), Renata Kaldor AO 7 (7), Jacqueline Kott 7 (7), Robert Leece AM 4 (7), Sue Natrass AO 3 (3), Leo Schofield AM 6 (7), Barbara Ward 5 (7) and Evan Williams AM 3 (3).

In addition, a whole of Trust Planning Session was held in February 2007 attended by Trustees and the Executive Team. The focus of the session was on performance management and priorities; key strategic issues, financial planning and the strategic plan framework; performing arts; building and facilities; commercial activities including tourism and food and beverage, philanthropy and new business.

Risk Management Committee

The Risk Management Committee ensures that Sydney Opera House obligations are met on financial reporting, internal controls and risk management. It also ensures compliance with all laws, regulations and codes.

Six meetings were held this year with key agenda items including: review of business performance; internal audit reports: Revenue Assurance and Self-Funded Productions; commercial food and beverage; retail outlets; the internal audit plan for 2006/7; Tourism Project risk mitigation; progress with a revised *Adventures 2007* performing arts program; progress with 2006/8 Information Systems Strategic Plan; the Vienna Philharmonic program business case, the APEC summit contract terms, Access Economics Research on the value of Sydney Opera House to the economics of Sydney and New South Wales; Quarterly Business Reviews; Contract Variations; International Visits and Occupational Health and Safety. **Attendance at Risk Management Committee meetings was as follows:** Trustees: Barbara Ward 6 (6), Kim Williams AM 6 (6) and Sue Natrass AO 2 (3).

Building Committee

The Building Committee provides guidance to the Trust on the implementation of the Venue Improvement Plan and other building projects, to ensure that all design and construction is consistent with the Utzon Design Principles, the Conservation Plan and heritage requirements. It also ensures that proper controls are in place during all stages of project development and execution.

Six meetings were held this year, with key agenda items including the Forecourt Infrastructure, Western Foyers and Escalators, Smoke Management, Place of Public Entertainment compliance, Concert Hall Acoustics, Opera Theatre Renewal, Lighting Masterplan, Food and Beverage Masterplan, Strategic Asset Maintenance. **Attendance at Building Committee meetings was as follows:** Trustees: Robert Leece AM 6 (6), Kim Williams AM 2 (6), Leo Schofield AM 1 (4), Evan Williams AM 1 (2). **Management:** Norman Gillespie 6 (6), David Antaw 4 (4), Greg McTaggart 6 (6) and Lindsay Kelly 1 (2).

Conservation Council

The Conservation Council provides recommendations to the Trust on the preservation, conservation and development of the building and site. Four meetings were held this year, with key agenda items including Conservation Management and issues relating to World Heritage Listing.

Attendance at Conservation Council Meetings was as follows: Trustees: Renata Kaldor AO 0 (4), Jacqueline Kott 4 (4); **Management:** Maria Sykes 2 (2), Paul Akhurst 3 (4) and Greg McTaggart 2 (2). External Specialists: Dennis Watkins 4 (4), Joan Domicelj 3 (3), Peter Mould 4 (4), John Tansey 3 (4) and Edward Trueman 4 (4).



Philanthropy Committee

The Philanthropy Committee commenced on 6 October 2006 and is responsible for defining the scope and framework of the Philanthropy Program and ensuring obligations are met regarding compliance with relevant laws and regulations, monitoring the implementation of the program and leading the development of a culture within Sydney Opera House that will ensure the long-term sustainable capacity to attract and maintain private gift support.

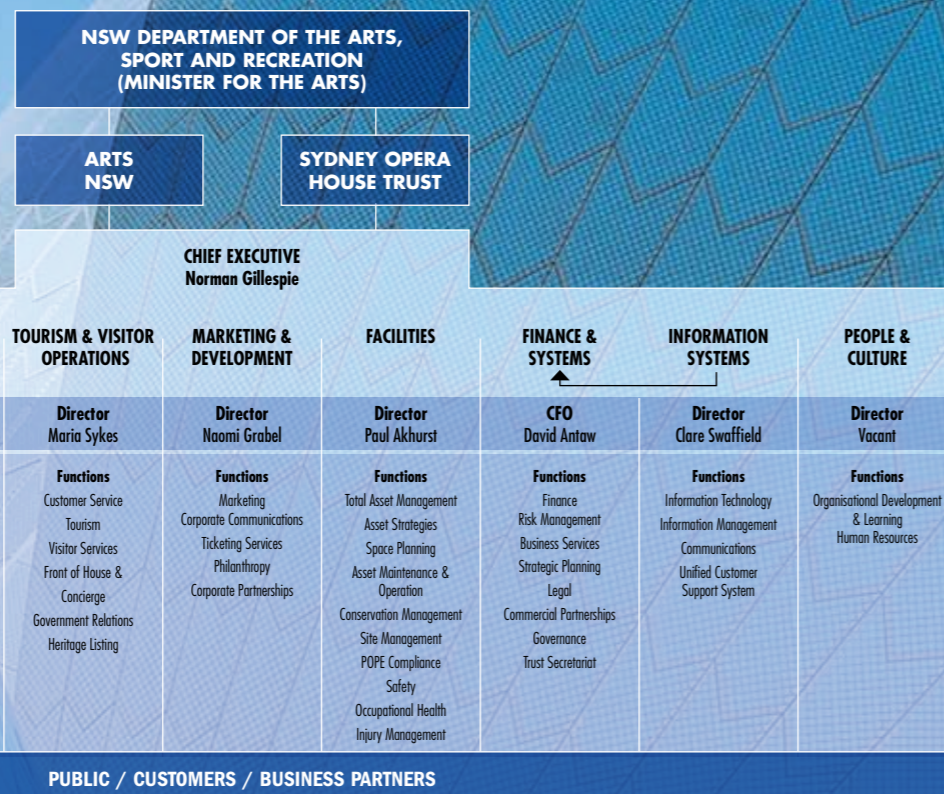
Three meetings have been held with key agenda items, including set up and implementation of the Annual Fund, Leadership Circle; Fundraising Licences, Tax Charity Status and Restricted Gifts Policy. **Attendance at Philanthropy Committee Meetings was as follows:** Trustees: John Ballard 3 (3), Kim Williams AM 2 (3), Renata Kaldor AO 2 (3) and Leo Schofield AM 2 (3). **Management:** Norman Gillespie 3 (3), David Antaw 2 (3), Naomi Grabel 3 (3) and Lindsay Kelly 0 (1).

Performance Review Committee

The Performance Review Committee assists the Trust with Executive Team performance, recruitment, remuneration and development; supports the Chief Executive and provides guidance with the Trust's role, performance and evaluation.

Three meetings were held this year. **Attendance at Performance Review Committee Meetings was as follows:** Trustees: Kim Williams AM 3 (3), John Ballard 3 (3), Renata Kaldor AO 2 (3), Robert Leece AM 1 (1) and Sue Natrass AO 3 (3).

ORGANISATION CHART AS AT JUNE 2007





KIM WILLIAMS AM, B.Mus, CHAIRMAN, appointed 2005, is Chief Executive of FOXTEL and a member of the Business Council of Australia. His previous roles have included positions such as Senior Executive at the Australian Broadcasting Corporation, Chief Executive of Southern Star Entertainment, Chief Executive of the Australian Film Commission, Chairman of Musica Viva Australia and Chief Executive of Fox Studios Australia. Kim also founded the Australian Film Finance Corporation in 1988 as well as being its inaugural Chairman. Until recently he was a Director on the Zoological Parks Board of NSW. Kim brings to Sydney Opera House diverse management, board and committee experience in the commercial and public sectors. Kim is Chair of the Sydney Opera House Trust and Performance Review Committee and a member of the Risk Management, Building and Philanthropy Committees.



JOHN BALLARD, MBA, FAICD, appointed 2000, is a Director at Fonterra Cooperative Group Ltd, Apparel Group Ltd, Gloria Jean Coffees and Magellan Flagship Fund Limited. John is also a Trustee of Pacific Equity Partners Fund. Prior to this, he was Chief Executive Officer and Managing Director of Southcorp, a Director of Woolworths Limited, CSR Limited and Chairman of Wattyl Limited. John has an MBA from Columbia University in New York with a major in Marketing and International Business, and has worked in Europe, Asia and Australia. John is Chair of the Philanthropy Committee and a member of the Performance Review Committee.



WESLEY ENOCH, appointed 2007, is a member of the Murri people of Southern Queensland. Wesley is currently Associate Artistic Director at Belvoir Street Theatre. Previously, he has been Artistic Director of Kooemba Jdarra Indigenous Performing Arts, an Associate Artist with the Queensland Theatre Company and a Resident Director with the Sydney Theatre Company. In 2002 Wesley was the recipient of a Cité International des Arts residency in Paris. He also won the 2005 Patrick White Playwright's Award for the play *The Story of the Miracles at Cookie's Table*.



RENATA KALDOR AO, BA Dip Ed, appointed 2005, is involved in Business, Education and Community Affairs. She is a Director of ASI. Renata was appointed to the Area Advisory Council of the Children's Hospital, Westmead in 2006. She was Deputy Chancellor of The University of Sydney, a Fellow of the University Senate and was awarded an Honorary Fellowship from University of Sydney in 2004. Renata has served as Chairperson of NSW Women's Advisory Council, a member of the Sydney Olympic Bid Committee, a director of NSW State Rail Authority and of The Garvan Medical Research Foundation. She was appointed to the Board of the Sydney Symphony Orchestra from 1996 to 2004. Renata is a member of the Conservation Council, Performance Review and Philanthropy Committees.



JACQUELINE KOTT, BA, Hon Fellow, Hon D, appointed 2002, has a long and illustrious career in theatre, film and television as an actor, teacher and administrator. She was the inaugural administrator of the Australian National Playwrights Conference, is a former member of the Australia Council, the Board of Management of the Seymour Theatre Centre, the Board of NIDA, and the advisory panel for the theatre department of the University of Western Sydney. After a lifetime of involvement with the performing arts, as a performer and audience, Jacqueline has a firm relationship with some of the Opera House's strategic partners and adds that to her venue management experience to serve the Sydney Opera House Trust. Jacqueline is also President of the Royal Hospital for Women Foundation. She is a member of the Conservation Council.



ROBERT LEECE AM, RFD, BE, M.Eng.Sc, MBA, F.I.E.Aust, CPEng, appointed 2002, recently retired as Chief Operating Officer, Tenix Pty Ltd and was formerly deputy Director-General of the Olympic Coordination Authority. Throughout his career he has been responsible for the successful development and construction of over \$10 billion of infrastructure and buildings in Australia. Robert is the Chair of the Building Committee.



SUE NATRASS, AO, appointed 2006, is Chair of the Collections Council of Australia Ltd, the Confederation of Australian International Arts Festivals and the M2007 World Swimming Championships Cultural Program Working Group. Sue is a Director of Federation Square, the Harold Mitchell Foundation, the Melbourne Football Club and the John Truscott Design Foundation. Sue is also on the board of management of The Theatre Royal Hobart, she is a Trustee of the Brian Stacey Memorial Trust and Melbourne Olympic Parks Trust. Sue was the Artistic Director of the Melbourne International Festival of the Arts, General Manager of the Victorian Arts Centre. Sue has been an Arts consultant since 2000. She was President and Life Member of the AEIA and was Chair of the Melbourne 2006 Commonwealth Games Cultural Working Group. Sue is a member of the Risk Management and Performance Review Committees.



LEO SCHOFIELD AM, appointed 2005, brings outstanding artistic, entrepreneurial and commercial expertise to the Trust. He is a former Director of Sydney Festival, Artistic Director of the Sydney 2000 Olympic and Paralympic cultural festivals, Artistic Director of the Melbourne International Festival of Arts (1994-1996), and Artistic Director of Sydney's New Year's Eve Celebrations (2002-2004). He has recently been involved in Australian debut presentations of a number of major international events and companies, including the Edinburgh Military Tattoo and the Paris Opera Ballet. He is also a well-known and respected journalist and a television broadcaster. He has worked closely with many arts organisations in a fundraising capacity and served nine years as a Trustee of the Powerhouse Museum in Sydney. Leo is a member of the Philanthropy Committee.



BARBARA WARD, BEc, M. Pol. Econ, appointed 1999, is Chairman of Country Energy and a Director of Allico Finance Group Limited and a Director of Lion Nathan Limited and Multiplex Limited. Barbara's balance of corporate and community experience reflects Sydney Opera House's goal to deliver financial results without compromising our cultural and community objectives. Barbara is Chair of the Risk Management Committee.



EVAN WILLIAMS, AM, appointed 2006, was head of the NSW Government's cultural sector from 1986 to 2001, when he was appointed a senior adviser in the NSW Cabinet Office. He has filled previous temporary vacancies on the Sydney Opera House Trust and served as a member of the Archives Authority of NSW and the Australian International Cultural Council, as well as on the boards of the Sydney Biennale and Sydney Festival. A Walkley Award-winning journalist and former newspaper editor, he has been a film critic of *The Australian* since 1981 and a member of the board of the Australian Chamber Orchestra since 2002. He was a speechwriter and arts adviser to the Hon. E.G. Whitlam from 1973 to 1977. Evan is a member of the Building Committee.



NORMAN GILLESPIE, PhD, BA (Hons), appointed as Chief Executive in September 2002 and completes his term in August 2007. Norman's career reflects a unique mix of public service, business leadership of major public companies, and his promotion of and involvement with the Arts. Following a PhD in English Music Theatre, he spent four years in the UK Civil Service before pursuing a successful international business career through BP Amoco and Cable & Wireless. Prior to Sydney Opera House, he was Chief Financial Officer and Deputy CEO of Optus. Norman is a Director of Australia Business Arts Foundation (AbaF), Deputy Chairman of AbaF NSW and Deputy Chairman of the Australian Brandenburg Orchestra. Norman is a member of the Building and Philanthropy Committees.



PAUL AKHURST, BSc (Hons), MSt, MCIQB, joined Sydney Opera House in 2000 and became Director, Facilities in 2004. Paul is responsible for facilities management and site safety. Paul has 23 years of experience in construction and facilities management in the UK and Australia. A member of the FMA, Paul has promoted our involvement in the Facilities Management Action Agenda and Cooperative Research Centre for Construction Innovation. Paul is a member of the Conservation Council.



DAVID ANTAW, B.Bus, M.Com, FCPA, appointed to Sydney Opera House in October 2006 as Director, Finance and Systems and is responsible for finance, commercial operations, legal, business services, information technology, corporate planning and governance functions. David has substantial depth of public and private sector experience at a senior level. His previous role was General Manager Finance and Corporate Services at Energy Australia. David has also held various senior financial and business development roles with Pioneer International and Tubemakers of Australia and has significant mergers and acquisitions experience. He is a member of the Building and Philanthropy Committees.



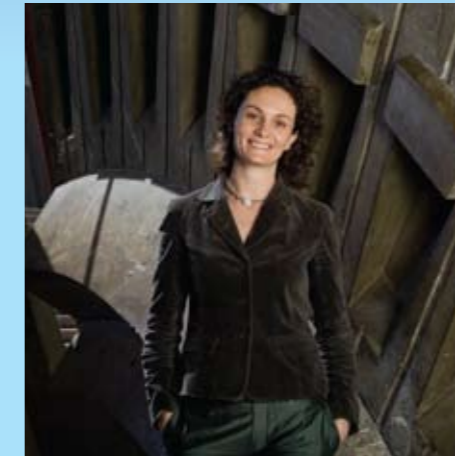
NAOMI GRABEL, BA (Hons), MFA, appointed as Director, Marketing and Development in January 2006. Naomi is responsible for marketing, ticketing, philanthropy, corporate partnerships and corporate communications. Naomi has over 15 years of experience in performing arts administration, with extensive experience in theatre management. A native New Yorker, her career has spanned both the non-profit and the commercial performing arts fields. Naomi was most recently Vice President, Marketing and Communications, at the Kimmel Center in Philadelphia. She has lectured extensively on arts management across the USA. Naomi served on a number of non-profit arts boards prior to relocating to Australia last year. Naomi is a member of the Philanthropy Committee.



RACHEL HEALY, BA, appointed as Director Performing Arts in November 2006, is the former General Manager of Company B at Belvoir Street Theatre. Rachel has been working in the performing arts for 18 years as a manager and producer. Rachel worked with The Australian Ballet, Handspan Theatre in Melbourne and Magpie Theatre, the youth wing of the State Theatre Company of South Australia. She has served on a number of arts boards, including Legs on the Wall, the Arts Industry Council (Victoria) and was Deputy Chair of the Theatre Board of the Australia Council. In 1998 she was awarded the inaugural Nugget Coombs Award for Arts Administration in the Young Manager category and in 2002 was awarded a fellowship from the Harvard Club of Australia to participate in a course in management of not-for-profit companies at Harvard Business School.



JOE HORACEK, BA (Hons), MAHRI, was appointed to the Sydney Opera House in 1992, Director People and Culture in October 2003 and resigned in May 2007. Joe was responsible for human resources, employee relations, organisation development and training and development. He has extensive experience across the Sydney Opera House and in a number of public sector and government business organisations managing organisation development, governance, strategic planning, disability access and customer service areas. From 1999 to 2002 Joe was Secretary-General of the Association of Asia Pacific Performing Arts Centers.



CLAIRE SWAFFIELD, BA (Hons) ACA ICAEW, appointed to Sydney Opera House in January 2003 and as Director of Information Systems in April 2006. Claire is responsible for the provision of strategic direction and project management oversight to the development of information management and technology resources. Claire has a strong track record of implementing technology projects in fast-changing environments. She has also worked for SingTel's Optus (previously Cable and Wireless Optus) in both financial strategic and business roles, in London and Australia. Claire is a qualified Chartered Accountant, complementing her Cambridge University degree in Theology.



MARIA SYKES, BA (Hons), appointed to Sydney Opera House in 2002 and to the Director of Tourism & Visitor Operations in June 2005. Maria is responsible for tourism and customer relations, as well as managing Heritage projects. Maria has held various positions in the private and public sector, including policy roles in international affairs agencies in the UK. Maria moved to Sydney in 1995, and before joining Sydney Opera House held various policy roles in the NSW Cabinet Office, including economic development, arts and tourism policy, before heading up the Cabinet Secretariat to oversee the management of the Government's legislative program. Maria was a French Announcer for the 2000 and 2004 Olympic Games. Maria is a member of the Conservation Council.