

TRANSPORT HERITAGE

NSW



ANNUAL REPORT 2020-21

SECTION 1: ANNUAL REVIEW

Cover and inside cover: Scenes from Locomotive
3801's regional tour to southern NSW in April 2021.
Steve Burrows

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◀ Her Excellency, the Honourable Margaret Beazley AC QC, Governor of NSW; NSW Minister for Regional Transport and Roads, the Hon. Paul Toole MP; THNSW Chair, Rob Mason; THNSW CEO, Andrew Moritz; and Transport for NSW Chief Operating Officer, Howard Collins OBE at the 3801 Relaunch on 12 March 2021. Steve Burrows



MESSAGE FROM THE CHAIR

The official relaunch of Locomotive 3801 and subsequent touring of the engine this year was a historic moment, not just for Transport Heritage NSW (THNSW), but the entire NSW community.

To be able to relaunch and celebrate the locomotive's return to service in March 2021 and then tour the engine to many parts of regional NSW, including Albury, Junee, Wagga Wagga, Bathurst, Blayney, Dubbo and Orange, was certainly well timed and brought much needed smiles to the faces of many.

Despite constant changes to our operating environment as a result of the COVID-19 pandemic, we have and will continue to deliver on key long-term strategic projects, including:

- Continuing to care for and maintain the collection and the heritage assets entrusted to us by the NSW Government, both directly in our care and supporting others who have collection items in their custody.

- The ongoing development of the Chullora Heritage Hub - our future integrated storage, restoration and maintenance base.
- Delivering on the NSW Government's commitment to upgrade and expand the Loop Line, which has now been fully funded.

Looking ahead, our close working relationship with the NSW Government and the likes of Destination NSW and Wollondilly Shire Council have enabled us to establish strong foundations to support accelerating future growth at the NSW Rail Museum, particularly as we emerge from the pandemic.

These strategic partnerships will not only see the completion of the Loop Line project, but also new destination marketing initiatives

and product improvements aimed at taking visitor numbers beyond pre-pandemic levels.

This combined with a more focussed and consistent program of main line events and experiences will provide a new footing from which THNSW can grow in the years ahead.

Thank you to my fellow Board Directors and in particular our Volunteer Company Secretary, Peter Watters, who commits a great deal of personal time to supporting the Board.

Finally, thank you also to our people, including our staff and volunteers for their support and dedication, as well as that of our members and supporters.

Here's to an even stronger 2021-22!

Rob Mason
CHAIR

MESSAGE FROM THE CEO



The coronavirus pandemic has left an indelible mark on THNSW and us all this year.

What has remained evident, is the determination, commitment, resourcefulness and resilience of our people, including our members, volunteers and staff as we've all adapted to new ways of working.

While the first half of the financial year started slowly with restricted opening of our museums and limited train operations, the second half of the year, from January to June, saw a strong return of visitors and passengers, as well as a welcome return to the main line with Locomotive 3801.

Just some of these achievements in 2020-21 include:

- our highest number of visitors to the NSW Rail Museum and passengers on the Loop Line in January, April and June in more than five years.

- over 14,500 passengers experiencing the thrill of travelling behind steam Locomotive 3801 on one of its many operations.
- completing detailed planning for phase one of the Chullora Heritage Hub.
- completing the business case and taking delivery of 20,000 metres of rail for the future redevelopment of the Loop Line.
- Achieving record levels of engagement through our digital channels — reaching people right around Australia and the world.
- Delivering continued funding and support to the heritage transport sector throughout NSW.

You can find out more about these and our other achievements in the following pages.

As we continue to operate in uncertain times, we remain committed to achieving the following in 2021-22:

- Recommencing a program of highly engaging and consistent regular events and activities across NSW, including the recommencement of main line heritage operations (as the easing of restrictions permit).
- Significantly progressing and commencing work on the upgrade and extension of the Loop Line beyond Buxton; and the refurbishment of the Tank Annex for the new Chullora Heritage Hub.
- Maintaining our program to care for the collection and assets entrusted to THNSW by the NSW Government.
- Continuing to deliver a program of grant support services and works to ensure the care, preservation and appreciation of the NSW Government's transport heritage assets in conjunction with the Independent Funding & Advisory Panel (IFAP); and other heritage transport organisations.
- Negotiating the renewal of the funding arrangements with the NSW Government.

I'd like to thank all our staff, volunteers and the Board for their ongoing resilience, support and determination through these challenging times.

We have exciting plans for the future and I look forward to working with everyone to realise them.

Andrew Moritz
CHIEF EXECUTIVE OFFICER



◀ THNSW volunteers and staff celebrate following 3801's inaugural passenger service. Steve Burrows



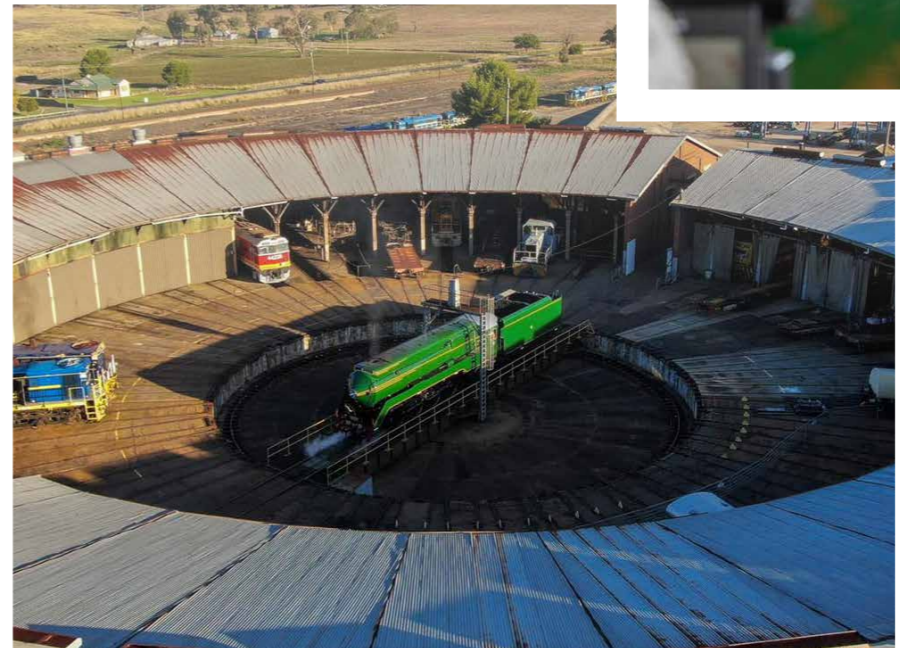
▲ 3801 travels through Sydney's inner west on its inaugural passenger service from Central to Rhodes and return. Steve Burrows



▲ Local school children welcome 3801 to Blayney. David Roma



▲ The NSW Governor inside the driver's cab of 3801. Steve Burrows



◀ 3801 on display at the Junee Roundhouse Railway Museum in the Riverina region of NSW.

3801 RELAUNCH

Locomotive 3801 was officially relaunched by Her Excellency the Honourable Margaret Beazley AC QC, Governor of NSW and THNSW Patron, at a special ceremony on Friday 12 March 2021 at Sydney's Central Station.

The return to service of 3801 was a crowning achievement for THNSW's volunteers and staff and despite the relaunch program being interrupted by ongoing COVID-19 restrictions, the engine carried some 14,500 passengers in its first year of passenger operations and engaged thousands more as it travelled throughout regional NSW in April and June.

2020-21 HIGHLIGHTS

Despite a slower than usual start to the financial year due to ongoing COVID-19 public health restrictions, Transport Heritage NSW welcomed over **35,000** people to our museums and almost **33,000** passengers aboard our heritage trains.

QUARTER 1

July - September 2020

- NSW Rail Museum reopens on weekends only from July following 3.5 months closure due to COVID-19 restrictions.
- Locomotive 3801 on public display at the NSW Rail Museum for two months providing the community access to the locomotive for the first time since overhaul.
- Loop Line operations recommence at the NSW Rail Museum in September following a further easing of COVID-19 restrictions.
- A full-scale model of a Sydney Metro carriage, used for demonstration purposes, is preserved in the NSW State Collection.
- Federal Government announces \$72,500 in grant assistance for Thirlmere Festival of Steam.



QUARTER 2

October - December 2020

- Successful recipients of the 2020 Transport Heritage Grants Program announced - see *Appendix 2*.
- Relocation of heritage rolling stock from Broadmeadow commences, with BAM1 successfully relocated to Chullora Heritage Hub.
- 6-day intensive crew training exercise undertaken on main line with Locomotive 3801.
- Thirlmere Signal Box reconstruction completed.
- Focus on operational heritage carriages sees purchase of FS 2016.
- THNSW conducts its first virtual Annual General Meeting.

QUARTER 3

January - March 2021

- NSW Rail Museum records its highest January visitation result in more than five years.
- Following further easing of restrictions, main line operations recommence with *Hydro Express* and *Vintage Electric Day Out* events.
- Locomotive 3801 officially relaunched at Central Station by Her Excellency the Honourable Margaret Beazley AC QC, followed by a weekend of shuttle rides.

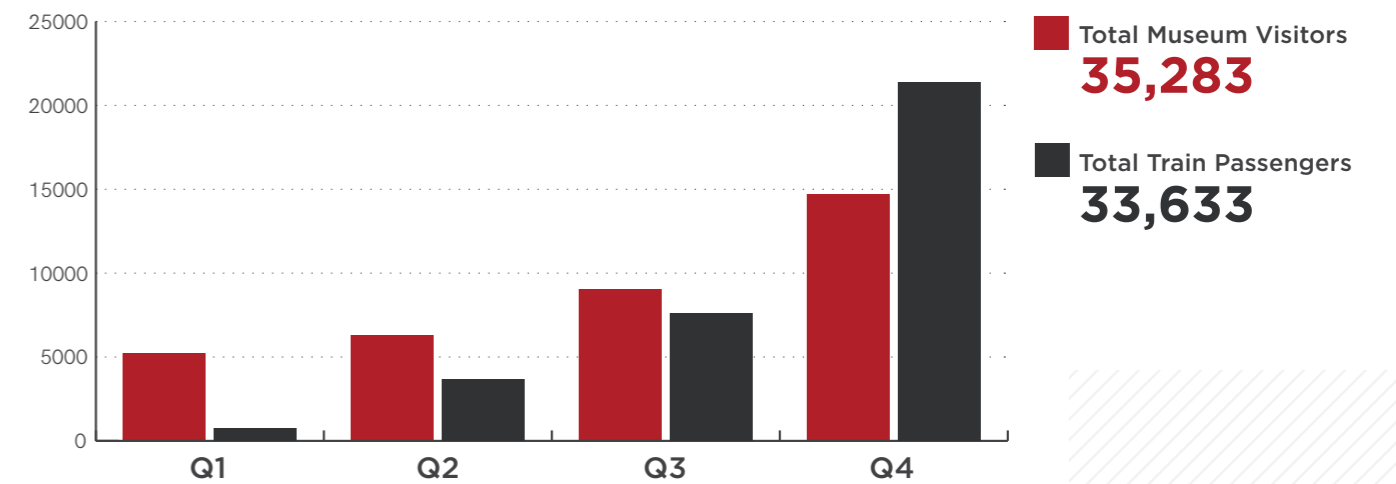


QUARTER 4

April - June 2021

- Locomotive 3801 tours southern regional NSW, including Albury, Wagga Wagga and Junee, carrying over 6,000 passengers.
- Locomotive 3801 tours Central West NSW, including Bathurst, Blayney, Orange and Dubbo, carrying over 7,000 passengers.
- Mother's Day *Hydro Express* carries over 250 passengers.
- NSW Rail Museum records its highest April and June visitation results in more than five years.
- Over 20,000 metres of recycled rail arrives at Thirlmere in preparation for Loop Line Upgrade Project.

FY 20-21 VISITOR & PASSENGER NUMBERS





THNSW's Ben Armstrong, Les Kelleher and Peter Lawrence undertake essential work to points on the Loop Line. ▲



◀ Restored operational carriage EFS 2090.

INVESTING FOR GROWTH

During 2020-21, THNSW shifted its attention to long-term projects that will underpin future growth and meet increasing demand for our heritage train experiences, both on the main line and Loop Line.

LOOP LINE UPGRADE PROJECT

Two detailed studies were completed to further plan and scope the Loop Line upgrade project.

This included a product feasibility study and engineering assessment of the line to assess:

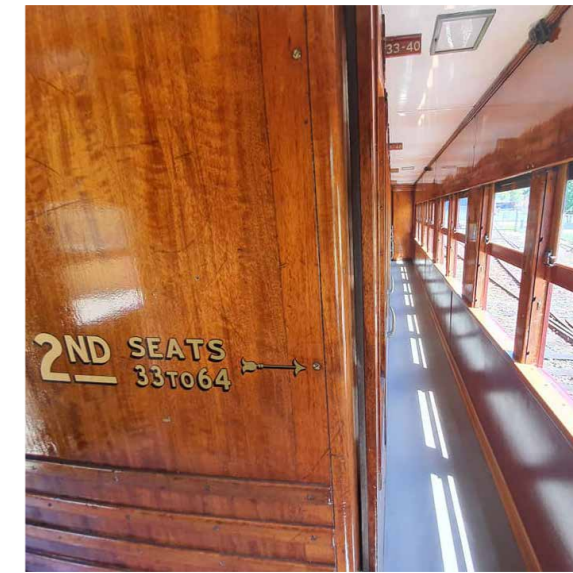
- *Product opportunities* – including the frequency, duration of journey and types of experiences that could be offered.
- *Engineering requirements* – a costed scope of works to upgrade the track between Picton and Buxton, and re-open the track between Buxton and Colo Vale.

These studies contributed towards a detailed business case for additional funding required to complete the Loop Line upgrade project.

Discussions also commenced and continue with ARTC regarding the upgrade of the points connecting to the main line at Picton making it easier for our heritage

trains to access the network from the NSW Rail Museum, securing future heritage train operations across NSW.

THNSW took delivery of 20,000 metres of rail for the Loop Line upgrade project in May.



RENEWED FOCUS ON CARRIAGES

With the completion of Locomotive 3801, our fleet maintenance team have commenced a program of carriage overhauls and restorations to support both main line and Loop Line operations.

Former NSW Government Railways carriage FS 2016 was purchased and relocated to Thirlmere for overhaul from Goulburn in October, while 1920s compartment sitting car, EFS 2090, has recently entered service after a full refurbishment.

A further two FS-type carriages are currently receiving similar overhauls and will join the operational fleet when complete.



▲ THNSW volunteer, Neville Fenn, on COVID marshal duties at Albury Station. Steve Burrows



PEOPLE

Transport Heritage NSW members, volunteers and staff underpin our organisation's success. It is through our people that we are able to bring transport heritage to life.

THNSW membership grew by some 222 over the year, boosted by the relaunch and return to service of the Locomotive 3801 and a new easier online application and payment system.

Three Members' Information Forums (MIFs) were held during the year, and all held virtually as eMIFs. The first eMIF held in October gave our THNSW membership the opportunity to familiarise themselves with virtual meeting technology ahead of the eAGM 2020 held later in November. It was also followed by an eMIF, and our final eMIF for the year was held in May to give members a general business and projects update.

THNSW held its Annual General Meeting in 2020 online for the first time, with almost 60 ordinary members in attendance and 145 valid proxies received. An election for one elected director position saw Alex Claassens re-elected to the Board. One non-elected, appointed director position was also confirmed with Andrea Plawutsky reappointed to the Board.

Life membership, the highest award that THNSW can bestow upon a member, was awarded to five members who have continued to make exemplary contributions to THNSW: Stephen Corrigan, Ian Gregory, Glenn Hargrave, John Lloyd and David Sinfield. Congratulations!

The Working Group established by the Board to look at our membership and affiliation offerings undertook an online survey of our current members and customers, the results of which helped inform the development of changes and enhancements to be launched early in financial year 2021-22.

THNSW's volunteers' program was again impacted by the COVID-19 pandemic during the year, including the knock-on impact from our reduced customer-facing events and activities program in line with the Government's restrictions and then again from late June with

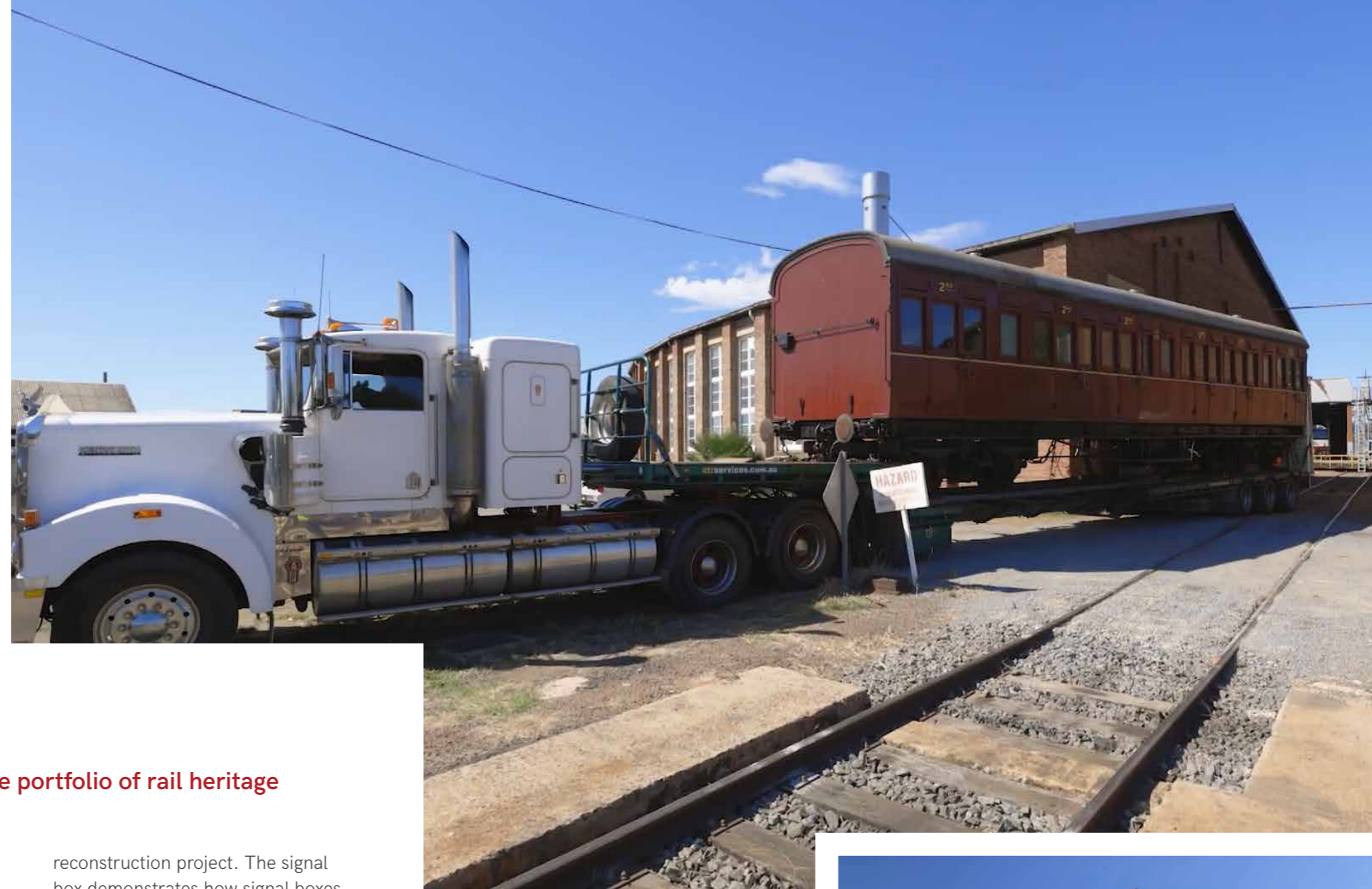
all activities suspended with the return to lockdown across Greater Sydney. Despite this, more than 300 volunteers again brought their passion and enthusiasm, along with their skills and expertise across all areas of what we do.

In May we were able to celebrate this year's National Volunteer Week in person. THNSW in conjunction with its Sydney Cultural Institution Network colleague organisations were able to offer over 30 unique experiences to our combined pool of volunteers in recognition of the vital contribution volunteers make to our organisations around Sydney.



▲ THNSW's Liam Brundle and Bernie McTackett demonstrate safe working on the Loop Line. Steve Burrows

▼ Locomotive 5711's tender was relocated to Chullora for restoration in February 2021. Colin Pursehouse



▲ Lavatory carriage LFX 1776 was relocated for display to the Junee Roundhouse Railway Museum in early 2021.



▲ BAM 1 was relocated from Broadmeadow to the Chullora Heritage Hub in September 2020. Jennifer Edmonds

COLLECTION

Transport Heritage NSW owns and manages an extensive portfolio of rail heritage assets and sites across the State.

As THNSW transitions to a centralised storage facility at the Chullora Heritage Hub, 1880s fragile timber carriage BAM 1 was the first carriage to be relocated from Broadmeadow to the new facility in July. The move also established an approach for future relocations by road to the Chullora Heritage Hub.

A further seven rolling stock items were repaired, certified and moved to Eveleigh for undercover storage including: RUB Buffet Cars RDH 2220 and 2233; Commissioners Train Cars AAH 7, 8 and 9; Track Inspection Car AK 812 and HUB-Type Terminal Car FHH 2218. This was the first time most of these items had been moved in over a decade.

Two additional rolling stock items were relocated by road transport for loan to other heritage transport

organisations, including Dogbox Terminal Car HS36 to Oberon-Tarana Heritage Railway and the Dogbox Sitting Car LFX 1776 to Junee Railway Museum.

A range of other rolling stock items were placed temporarily in undercover storage at Broadmeadow Roundhouse, having formerly been stored outside.

A full-scale model of a Sydney Metro rail carriage entered the NSW State Collection. The model had been in use/on display by Transport for NSW on a regular basis in the lead up to the Metro's opening in 2019. The item has been saved by the NSW Government and THNSW as a way of preserving and demonstrating to future generations the evolution of public transport technology.

The signal box at Thirlmere Station was reopened during the year following a major

reconstruction project. The signal box demonstrates how signal boxes once appeared and operated on the NSW Government Railways and significantly adds to the visitor experience at the NSW Rail Museum.

Work to restore CHG 16995 made significant progress during the year with a team of dedicated volunteers completing the replacement of all the rotting and failed timbers. Meanwhile another dedicated team repainted two non-air hoppers. The van alongside the hopper will become a centerpiece for a new coal display that will be installed in the Great Train Hall at the NSW Rail Museum.

Progress on Locomotive 3203 and its tender was also made by THNSW volunteers at Broadmeadow.

The 5711 tender restoration project was transferred from Valley Heights to Chullora where more resources are available to expedite completion of the project.

Behind the scenes, the enormous tasks of cataloguing collection items into THNSW's collection management system and preparations for relocating the NSW Government-owned moveable objects collection ultimately to the new Chullora Heritage Hub, continued at pace.

This immense volume of work was all conducted alongside other projects at the NSW Rail Museum, Valley Heights Locomotive Depot Heritage Museum and other sites where collection items are located.



◀ Locomotive 3801 steams out of Albury in April 2021. Steve Burrows



▲ Customers enjoy the arrival of 3801 into Central West NSW in June 2021. Central Western Daily

ENGAGING THE COMMUNITY

Transport Heritage NSW operates the NSW Rail Museum and Valley Heights Locomotive Depot Heritage Museum and produces a range of vibrant events and experiences to engage the community with our rich transport history in NSW.

Following an extended closure due to COVID-19 restrictions, the NSW Rail Museum reopened its doors with a special members' only day on Saturday 4 July, before re-opening each weekend to the community.

In the absence of heritage train operations and as a way to attract visitors back to the Museum, Locomotive 3801 was placed on display each weekend, providing members and the community an opportunity to see the engine for the very first-time post-overhaul.

Loop Line heritage train operations returned in September and continued twice per week for the rest of the financial year, with reduced capacity due to COVID-19 restrictions.

The NSW Rail Museum experienced its highest visitor numbers in a single month on record in January, April and June, largely thanks to new targeted marketing campaigns in partnership with Wollondilly Shire Council and leveraging-

off limited interstate and international travel.

THNSW returned to the main line in February with a sell-out *Hydro Express* weekend and *Vintage Electric Day Out* event in partnership with the Sydney Tramway Museum.

Operations ramped up with the official relaunch of Locomotive 3801 in March and subsequent touring of the engine to southern and western NSW.

Despite the impacts of the COVID-19 pandemic, THNSW has adapted to the changing operating environment with new and innovative ways to engage the community and provide our customers with improved service.

A new ticketing system was introduced in January 2020, making it easier to purchase tickets to the NSW Rail Museum and THNSW programmed events. A new onboard menu app was introduced across all main line heritage train services, providing customers a more convenient and COVID safe method of ordering food and beverages without the need to leave their seat.

VALLEY HEIGHTS LOCOMOTIVE DEPOT HERITAGE MUSEUM

The Valley Heights Locomotive Depot Heritage Museum reopened on Sunday 27 September 2020 following an extended closure due to COVID-19 restrictions. The volunteer managed museum welcomed 1,275 visitors during the financial year.



▲ A five-part *Thomas & Friends* storytelling series was filmed exclusively at the NSW Rail Museum, providing parents with young children entertainment during lock down.

▼ Regular online video updates direct from THNSW's fleet maintenance team are proving popular with online audiences.



INCREASING OUR DIGITAL ENGAGEMENT

Several new online initiatives were introduced this year including an exclusive *Thomas & Friends* story-telling series in partnership with Mattel, virtual tours of the collection and short video updates on various projects for social media.



▲ The 3801 'Slow TV' driver's cab experience premiered on YouTube shortly after the locomotive's official relaunch. The video has attracted over 70,000 viewers worldwide.



▼ Sydney Tramway Museum D Class Tram 117 received a 2020 Transport Heritage Grant for restoration to display condition.



SECTOR

Transport Heritage NSW provides support services to heritage transport organisations on behalf of the NSW Government.

THNSW's support for the wider heritage transport sector in NSW continued throughout 2020-21 with more than \$1.3 million being distributed to custodians of NSW Government-owned Heritage Collection items and via the annual Transport Heritage Grants Program.

The Transport Heritage Grants Program received a record number of applications and awarded a record-breaking amount of money in 2020. The Independent Funding & Advisory Panel (IFAP) approved the awarding of more than \$190,000 to 16 projects. These projects represent both a wide geographical range with 13 local government areas represented, and the inclusion of a high number of new groups among the successful recipients.

The impact of the ongoing COVID-19 pandemic was felt by the sector across NSW, however our sector colleagues continued

their local efforts. Many IFAP-approved projects at the NSW Government-owned heritage precincts and rolling stock items progressed well and achieved some major milestones. Rolling stock projects included the Variotram wheel replacement project (Sydney Tramway Museum) and the repaint of Diesel Locomotive 7344 (East Coast Heritage Rail), both led and carried out by volunteer managed sector groups.

Work also continued in the five heritage precincts during 2020-21. Cooma Monaro Railway completed a number of projects, including the major restoration of the Cooma Station Building. Finley Pioneer Railway Station completed a major maintenance project on their Signal Box.

Tenterfield Railway Station Museum ran a highly successful artist-in-residence program, as well as continuing to open to the public five days a week throughout the year.

Wagga Wagga Rail Heritage Centre received grant funds to assist them in their transformation of the Enginemen's Barracks (not part of the THNSW precinct).

Werris Creek Rail Journeys Museum continued to welcome high numbers of visitors and behind the scenes, the volunteers focussed on their documentation and collection management.

COVID-19 restrictions unfortunately also prevented THNSW from carrying out its regular face-to-face Sector Workshop Days, including support and advisory visits to sites and locations. Instead, an online Grants Workshop was held early in 2020, with over 20 people attending from 16 groups, with the aim of helping groups get a better understanding of the ways grants are assessed and how to approach applications. This workshop was recorded and is available on the THNSW website as a resource for any group interested in applying for grants.



▲ Cooma Monaro Railway volunteers assist with major restoration works to Cooma Station.

▲ Sydney Bus Museum Leyland 2599 received a 2020 Transport Heritage Grant for a mechanical overhaul.

GOVERNANCE

Directors' Report

The Directors present their report together with the consolidated financial statements of Transport Heritage NSW Limited ("THNSW") for the year ended 30 June 2021 and the Auditor's report thereon.

INFORMATION ON DIRECTORS

The names of the Directors in office at any time during the financial year ended 30 June 2021 are as follows:

DIRECTOR	QUALIFICATIONS	EXPERIENCE
Rob Mason Appointed Chair of the Board <i>Board Director since March 2017 (current term commenced 1 March 2020)</i>	<ul style="list-style-type: none"> MBA Cranfield Management School BSc Land and Hydrographic Surveying Sciences DipM Chartered Institute of Marketing Fellow of the Australian Institute of Company Directors 	<ul style="list-style-type: none"> Over 30 years' experience in operations, engineering leadership and customer service in both London and Sydney Board Member, London Underground RailCorp CEO 2008 - 2013 NSW Trains CEO 2013 - 2017 Director - TrackSAFE Foundation Director and Company Secretary - Destination Network Country and Outback NSW Member - RTAA and the Permanent Way Institute Independent Member - Audit & Risk Committee, STA Independent Member - Audit & Risk Committee, IPART
Alex Claassens Deputy Chair, Elected Director <i>Board Director since March 2018 (current term commenced AGM 2020)</i> <i>Deputy Chair since AGM 2018</i>	<ul style="list-style-type: none"> AICD Company Directors Course ACTU Union Governance ASFA Core Governance for Superannuation AM Institute Risk Management ALARA Risk Management Human Factors for Transport Safety Investigators Workcover OH&S Course for Workplace Committees All internal Union training requirements All Railway Certification requirements 	<ul style="list-style-type: none"> NSW State Secretary & National Executive Member - Rail, Tram and Bus Union (RTBU) since 2010 Elected Director of Australian Mutual Bank and Member of Risk Committee Member of NSW Rail Regulator - NSW Branch Operations Forum Employee Representative Board Member, State Super Executive Member of Unions NSW Member of Australian Institute of Company Directors (AICD), the Australian Institute Superannuation Trustees (AIST) and the Association of Superannuation Funds of Australia (ASFA)
Brett Fitzpatrick Elected Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> Human resources professional Graduate Certificate in Customer Service and Case Management Cert IV Workplace Assessment Cert IV Adult Teaching & Learning 	<ul style="list-style-type: none"> RTM Director since August 2002 to December 2013 RTM Company Secretary August 2006 to December 2013 THNSW Company Secretary since December 2013 to February 2020
Dale Budd OBE Elected Director <i>Board Director since AGM 2015 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> B.E. (Mech) (Hons) Officer of the Order of the British Empire (1978) AICD Life Fellow 	<ul style="list-style-type: none"> Senior project advisor, Melbourne-Brisbane Inland Rail program 2014-2021 Director, Australian Rail Track Corporation 2001-2007 Director, Australian Institute of Company Directors 2006- 2008 Chairman, Development Advisory Board, Rail Industry Safety & Standards Board (RISSB) 2008-2015 Committee member, NSW Rail Transport Museum 1962-1970 and 1974-1975
David Ireland Elected Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> Professional geologist Rail operations professional 	<ul style="list-style-type: none"> RTM Director from December 2012 to December 2013 RTM Vice Chairman to April 2013 RTM Chairman from April to December 2013 Deputy Chair from December 2013 to November 2018 Manager, Day of Operations, Train Crewing & Support, Sydney Trains



DIRECTOR	QUALIFICATIONS	EXPERIENCE
Andrea Plawutsky Non-Elected, Appointed Director <i>Board Director since August 2020 (current term commenced AGM 2020)</i>	<ul style="list-style-type: none"> Bachelor of Arts (Political Science & Economics) Post Grad Diploma (Asia Business Management & Finance) AICD Member 	<ul style="list-style-type: none"> Over 20 years' experience in PR, marketing and communications for the travel and tourism industry Expertise in regional tourism and inbound Chinese market Founder and Director of consultancy Amplify Me, commercial and business experience as business owner 10+ years Former clients include Inland NSW Tourism, Australian National Maritime Museum, Best Western Hotels & Resorts Australasia Director and Company Secretary - Beehive Industries National President-Elect - Women Chiefs of Enterprises International Chair - Lay Advisory Committee, Royal College of Pathologists of Australasia (2013-2018) Judge - NSW Tourism Awards (2019, 2021), Mumbrella Travel Marketing Awards (2018-2020)
Deanna Varga Non-Elected, Appointed Director <i>Board Director since May 2019 (Current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> MBA, MGSM B.A. Tourism Management AICD Governance for Directors Adjunct Associate Professor (Industry), UTS 	<ul style="list-style-type: none"> Over 25 years' experience in sales and marketing for tourism, business events and the Arts' Sector Expertise in commercialisation and revenue generation for Government, Small-Medium Enterprises and Not-for-Profits Currently Managing Director for Mayvin Global Pty Ltd Panel Marketing Expert for Screens Tasmania and Arts Tasmania Professional Convention Management Association - Asia Pacific Expert - Monetisation and Business Planning <p>Former roles include:</p> <ul style="list-style-type: none"> Assistant Director Commercial & Visitor Services at the Australian National Maritime Museum Director of Sales & Marketing, Accor Hotels Business Events Project Manager, Tourism Australia <p>Former Non-executive Director Board roles including:</p> <ul style="list-style-type: none"> Dress for Success, Sydney Sydney Improvised Music Association Business Events Sydney Pty Ltd
Howard Collins OBE Non-Elected, Appointed Director <i>Board Director since December 2013 (current term commenced AGM 2019)</i>	<ul style="list-style-type: none"> Master of Business Administration Fellow of Institution of Civil Engineers Fellow of Institute of Directors (UK) Fellow of Institute of Railway Operations Officer of the Order of the British Empire (2013) 	<ul style="list-style-type: none"> Chief Operations Officer, Transport for NSW Chief Executive of Sydney Trains Acting Chief Executive of RailCorp Former Chief Operating Officer London Underground Former Director of London Transport (Museum) Former member of British Transport Police Authority Lead Director London Underground and London Rail for 2012 London Olympic Games General management, rail operations, rail heritage, pension trustee Director, TrackSafe Foundation Director, Australasian Railway Association (ARA) Chair of Antique Motorcycle Club of America (Aus Div)

(Volunteer) Company Secretary

The Company Secretary supports the Board and the CEO to achieve THNSW's vision, mission and strategic objectives as set out in THNSW's five-year Strategic Plan 2019-2024.

The activities of the Company Secretary include legal and regulatory duties and obligations and those as described within THNSW's Constitution, as well as playing a key role in facilitating corporate governance processes and supporting the operation of the Board.

The THNSW Board reappointed Peter Watters for a second year following AGM 2020.

It is important to note whilst the Volunteer Company Secretary attends Board Meetings, the Volunteer Company Secretary is not a Director and as such has no deliberative vote or casting vote on the Board.

Directors' Meetings

During the financial year ended 30 June 2021 a total of nine (9) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

No new Board Subcommittees or Working Groups were established during the financial year. The Board reviewed the Terms of Reference (ToR), in particular for its Finance, Risk & Audit Subcommittee, including changing its name, and its Fundraising Working Group, also including changing its name and appointing a non-Director THNSW Member as Working Group Chair.

All directors have standing invitations to attend subcommittee meetings and directors are expected under the Board's Charter to attend at least one (1) meeting of each subcommittee, of which they are not the Chair or additional member, each year.

The following tables show the attendance by each of the Directors of THNSW during the financial year at Directors (Board) Meetings and at meetings of Board Subcommittees and Working Groups. The Terms of Reference (ToR) for each of these are published on our THNSW website, go to:

www.thnsw.com.au/what-we-do

Board Meetings

During the financial year ended 30 June 2021 a total of nine (9) Board Meetings were held, including regular Board Meetings and Special Board Meetings.

Director	Number of Board meetings held and where eligible to attend	Number of Board meetings attended in full	Number of Board meetings attended in part only
Rob Mason	9	9	-
Alex Claassens	9	9	-
Brett Fitzpatrick	9	8	-
Dale Budd OBE	9	9	-
David Ireland*	9	4	-
Andrea Plawutsky	8	8	-
Deanna Varga	9	8	1
Howard Collins OBE	9	6	1
Peter Watters (V/Co Sec)	9	8	-

Note: *leave of absence granted for three (3) months from 27 November 2020 to 27 February 2021

In addition to the above Meetings, the Board also held a number of workshops, Members' Information Forums (MIFs) and the Annual General Meeting throughout the year.

Board Subcommittee Meetings

(A) SAFETY & ENVIRONMENT COMMITTEE (SEC) – chaired by Alex Claassens

A total of four (4) regular SEC meetings were held during the financial year ended 30 June 2021.

The SEC supports the Board overseeing at the strategic-level THNSW's safety risk

management and environmental risk management, including setting THNSW's key safety and environmental performance indicators. The SEC also monitors THNSW's compliance with the applicable rail safety, work health

and safety and environmental legislation and laws. SEC Members include the CEO and the Safety, Environment & Quality Manager.

Director	Number of SEC meetings held and where eligible to attend	Number of SEC meetings attended in full	Number of SEC meetings attended in part only
Rob Mason	4	4	-
Alex Claassens (SEC Chair)	4	4	-
Brett Fitzpatrick	4	-	-
Dale Budd OBE	4	2	-
David Ireland	4	-	-
Andrea Plawutsky	4	2	-
Deanna Varga	4	1	-
Howard Collins OBE	4	3	-
Peter Watters (V/Co Sec)	4	1	-

(B) FINANCE, RISK & AUDIT COMMITTEE (FR&AC) - chaired by Deanna Varga

A total of three (3) regular FR&AC meetings were held during the financial year ended 30 June 2021.

The FR&AC supports the Board overseeing the financial position and performance of THNSW, including internal control frameworks, financial

management systems, budgeting, procurement, insurances, reporting and THNSW's annual financial statements, as well as THNSW's governance, (non-safety) corporate risk management and THNSW's external accountability requirements. FR&AC Members include Andrew Elliot, Director

of Corporate Resources & Chief Finance Officer, Museum of Applied Arts & Sciences (MAAS), as an Independent Member; Les Shepherd, FGIA, FCG, FCPA, GAICD, as a THNSW Members' Representative Member; the CEO and the Head of Finance & Corporate Resources.

Director	Number of FR&AC meetings held and where eligible to attend	Number of FR&AC meetings attended in full	Number of FR&AC meetings attended in part only
Rob Mason	3	2	-
Alex Claassens	3	1	-
Brett Fitzpatrick	3	-	-
Dale Budd OBE	3	-	-
David Ireland	3	-	-
Andrea Plawutsky	3	1	-
Deanna Varga (FR&AC Chair)	3	3	-
Howard Collins OBE	3	2	-
Peter Watters (V/Co Sec)	3	2	-

In addition to the above Meetings, the FR&AC also held a business risk workshop with a subset of its membership during the year.

(C) FUNDRAISING STRATEGY DEVELOPMENT WORKING GROUP (FWG) -

chaired by Deanna Varga until November 2020

A total of one (1) FWG meetings were held during the financial year ended 30 June 2021.

The FWG supports the Board on the development of a fundraising strategy for THNSW, as well as fundraising opportunities and

activities, including both financial and non-monetary (incl. 'in-kind') fundraising opportunities, and their respective merits and viability, and THNSW's capacity to effectively and efficiently pursue and resource. FWG Members include John Cowper as a THNSW

Members' Representative Member; the CEO, the Head of Engagement and the Head of Finance & Corporate Resources, and Director, Dale Budd OBE as an Additional Member.

Director	Number of FWG meetings held and where eligible to attend	Number of FWG meetings attended in full	Number of FWG meetings attended in part only
Rob Mason	1	-	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	-
Dale Budd OBE	1	1	-
David Ireland	1	-	-
Andrea Plawutsky	N/A	-	-
Deanna Varga (FWG Chair)	1	1	-
Howard Collins OBE	1	-	1
Peter Watters (V/CoSec)	1	-	-

(D) REMUNERATION COMMITTEE (RemC) – chaired by David Ireland

A total of one (1) RemC meeting was held during the financial year ended 30 June 2021.

Members comprise of Rob Mason, David Ireland, Howard Collins,

and supported by the CEO and the Head of Finance & Corporate Resources. The RemC supports the Board on matters relating to the remuneration of the CEO and

key personnel who are direct reports to the CEO, plus consideration of compensation of Board members.

Director	Number of RemC meetings held and where eligible to attend	Number of RemC meetings attended in full	Number of RemC meetings attended in part only
Rob Mason	1	1	-
Alex Claassens	1	-	-
Brett Fitzpatrick	1	-	-
Dale Budd OBE	1	-	-
David Ireland (RemC Chair)	1	1	-
Andrea Plawutsky	1	-	-
Deanna Varga	1	-	-
Howard Collins OBE	1	1	-
Peter Watters (V/CoSec)	1	-	-

(E) COLLECTIONS & CURATORIAL COMMITTEE (C&CC) – chaired by Dale Budd

A total of two (2) C&CC meetings were held during the financial year ended 30 June 2021.

The C&CC supports the Board, CEO and management on collection management and curatorial matters, including

making recommendations with respect to Collection policy, acquisition, accessioning, deaccessioning, as well as restoration projects and risk management of the Collection in line with THNSW's strategic

directions and annual business plans. C&CC Members include Director Brett Fitzpatrick, THNSW Members Peter Dudgeon, Tony Eyre, Allan Leaver, Ray Love, Evan Rees and Bruce Saunders, the CEO and the Heritage & Collections Manager.

Director	Number of C&CC meetings held and where eligible to attend	Number of C&CC meetings attended in full	Number of C&CC meetings attended in part only
Rob Mason	2	1	-
Alex Claassens	2	1	-
Brett Fitzpatrick	2	2	-
Dale Budd OBE (C&CC Chair)	2	2	-
David Ireland	2	-	-
Andrea Plawutsky	1	-	-
Deanna Varga	2	-	-
Howard Collins OBE	2	-	-
Peter Watters (V/CoSec)	2	-	-

(F) RAIL OPERATIONS SUPPORT COMMITTEE (ROSC) – chaired by David Ireland

A total of two (2) ROSC meetings were held during the financial year ended 30 June 2021.

The ROSC supports the Board, CEO and management on short-,

medium- and long-term planning to meet future heritage rail operations delivery in line with THNSW’s strategic directions and annual business plans.

ROSC Members include THNSW Members Phil Batty and Colin Pursehouse; the CEO and the Rail Operations Manager.

Director	Number of ROSC meetings held and where eligible to attend	Number of ROSC meetings attended in full	Number of ROSC meetings attended in part only
Rob Mason	2	2	-
Alex Claassens	2	-	1
Brett Fitzpatrick	2	-	-
Dale Budd OBE	2	-	-
David Ireland (ROSC Chair)	2	2	-
Andrea Plawutsky	1	-	-
Deanna Varga	2	1	-
Howard Collins OBE	2	1	-
Peter Watters (V/CoSec)	2	-	-

(G) MEMBERSHIP & AUDIENCES PRODUCT REVIEW WORKING GROUP (MPRWG) –

chaired by Deanna Varga

A total of five (5) MPRWG meetings were held during the financial year ended 30 June 2021.

The MPRWG supports the Board, CEO and management to undertake a review of THNSW’s differing audience groups and

develop a refreshed suite of membership products and benefits that align to the needs of key audience groups to best attract and engage the widest audience reach and grow income from affiliation and subscription products.

MPRWG Members include Director Dale Budd OBE, V/Company Secretary, the CEO, Head of Finance & Corporate Resources and Head of Engagement.

Director	Number of MPRWG meetings held and where eligible to attend	Number of MPRWG meetings attended in full	Number of MPRWG meetings attended in part only
Rob Mason	5	1	-
Alex Claassens	5	-	-
Brett Fitzpatrick	5	-	-
Dale Budd OBE	5	5	-
David Ireland	5	1	-
Andrea Plawutsky	5	4	-
Deanna Varga (MPRWG Chair)	5	4	-
Howard Collins OBE	5	-	-
Peter Watters (V/CoSec)	5	4	-

Notes:

1. The number of Board and Board Subcommittee/Working Group meetings held where a director was eligible to attend during the financial year is as per an individual director’s term as a director.
2. All directors have standing invitations to attend subcommittee meetings.
3. All Directors requested, and were granted, leave for meetings that they were unable to attend.

Members

As at 30 June 2021 there were 1,960 members (excluding Complimentary and Honorary members) of THNSW. If the company was wound up, each member would be required to contribute a maximum of \$20 towards meeting any outstanding obligations of the company.

Objectives & Strategies

THNSW's long-term objectives and its strategies for achieving those objectives are set out in its Strategic Plan - *Strategy 2024: Investing for Growth*. Annual business planning supports the achievement of THNSW's longer-term objectives by setting out the principal activities that are to be undertaken during the year building on the previous year's achievements. Our THNSW Annual Report provides an explanation of those activities and our accomplishments during the financial year ended 30 June 2021.

Performance Measures

THNSW measures and reports on both financial and non-financial data to the Board and to the applicable Board Sub-committee. Financial reports provide information pertaining to performance against budgets and financial well-being of the organisation. Non-financial measures include information on customer engagement, membership, progress on major projects, work health and safety, statutory and regulatory obligations, and compliance matters. Results for key performance measures are included in our THNSW Annual Report.

Lead Auditor's Independence Declaration

The lead Auditor's Independence Declaration for the year ended 30 June 2021 has been received and is set out on page 2 of the Financial Statements section of this Annual Report, and forms part of the Directors' Report.

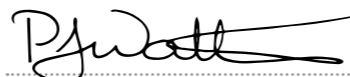
This Report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Rob Mason
CHAIR

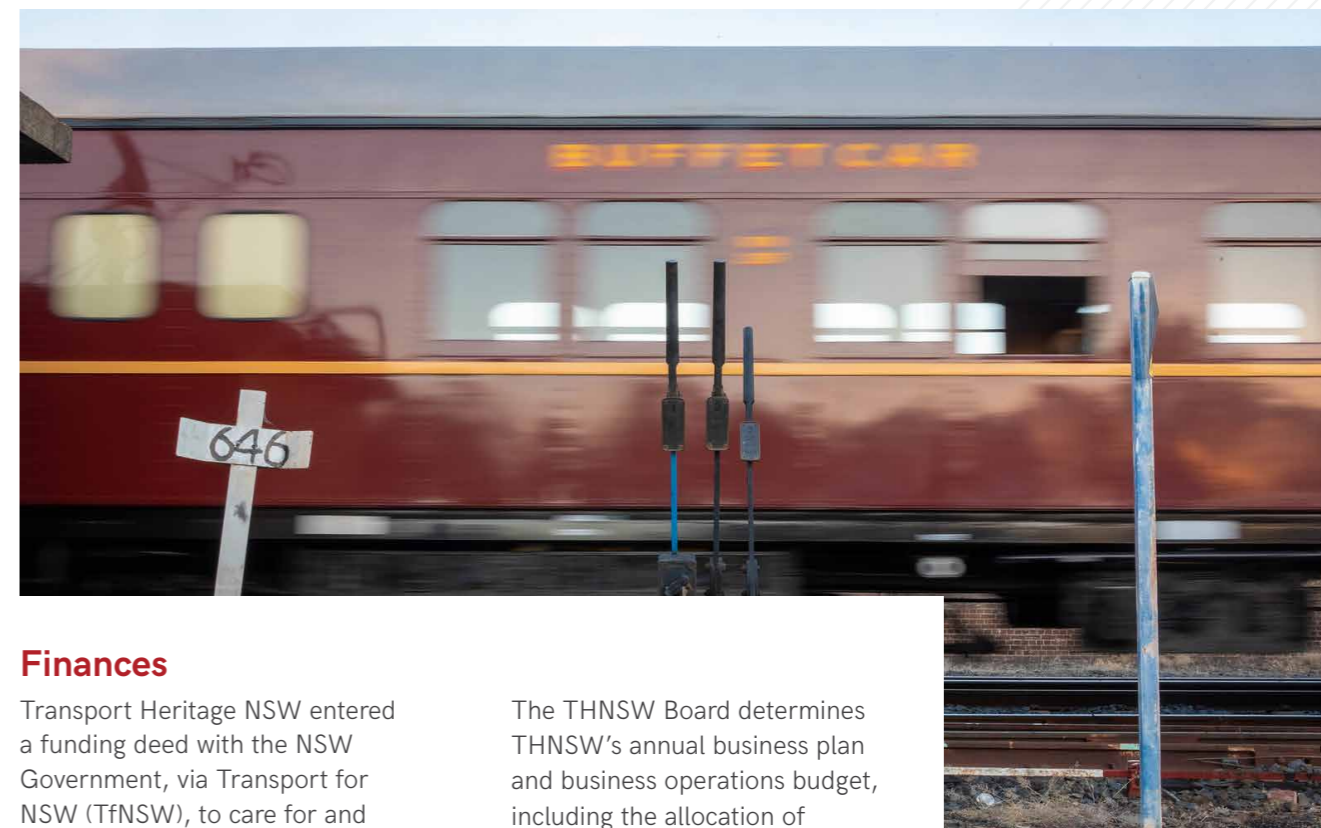


Alex Claassens
DEPUTY CHAIR



Peter Watters
V/COMPANY SECRETARY

28 September 2021



Finances

Transport Heritage NSW entered a funding deed with the NSW Government, via Transport for NSW (TfNSW), to care for and manage the NSW State-Owned Heritage Collection and to deliver a wide range of activities to support the transport heritage sector in NSW. In addition to the funding from the NSW Government, THNSW raises other revenue through its various activities highlighted elsewhere in this annual report.

The funding deed with the NSW Government provides specific funding to THNSW for the following purposes:

- **TfNSW Funding Stream 1 (FS#1)** - Annual funding allocated specifically to THNSW's business operations, including a minimum of \$1 million that must be used for operational rolling stock fleet maintenance.
- **TfNSW Funding Stream 2 (FS#2)** - Annual funding for the purposes of portfolio management of the NSW Government-owned heritage transport assets. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.
- **TfNSW Funding Stream 3 (FS#3)** - Annual funding for the Transport Heritage Grants Program. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.

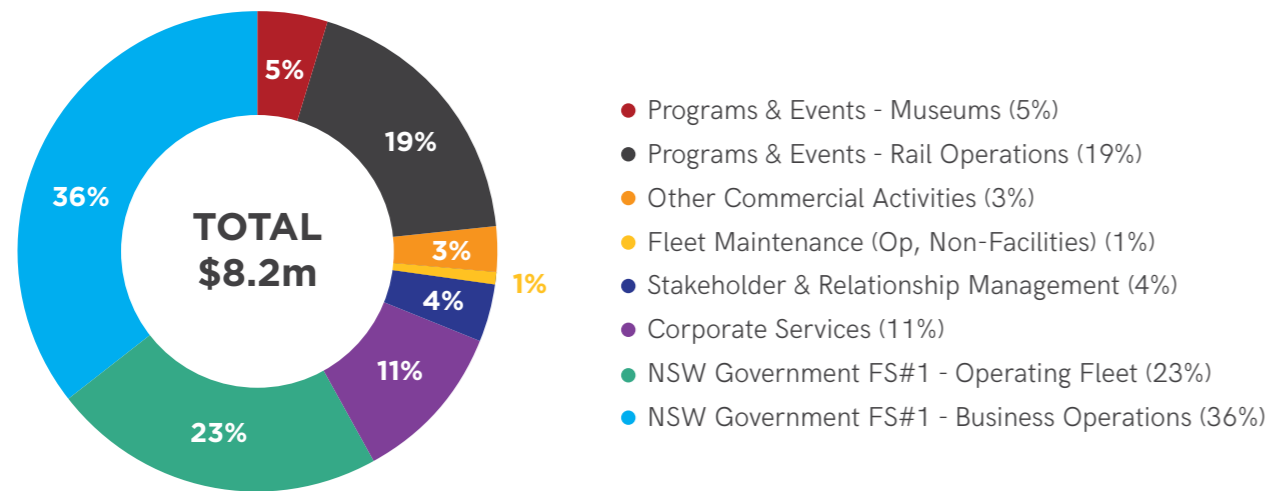
The THNSW Board determines THNSW's annual business plan and business operations budget, including the allocation of FS#1 funds to be used and the use of THNSW's own generated revenue.

- **TfNSW Special Purpose Funding (SPF)** - THNSW has also entered into a 'special projects funding deed' with the NSW Government, under which specific funding is allocated to specific projects. Allocation of special purpose funds to specific projects is determined by TfNSW. There are currently two approved projects - the Loop Line Upgrade and the Chullora Heritage Hub.

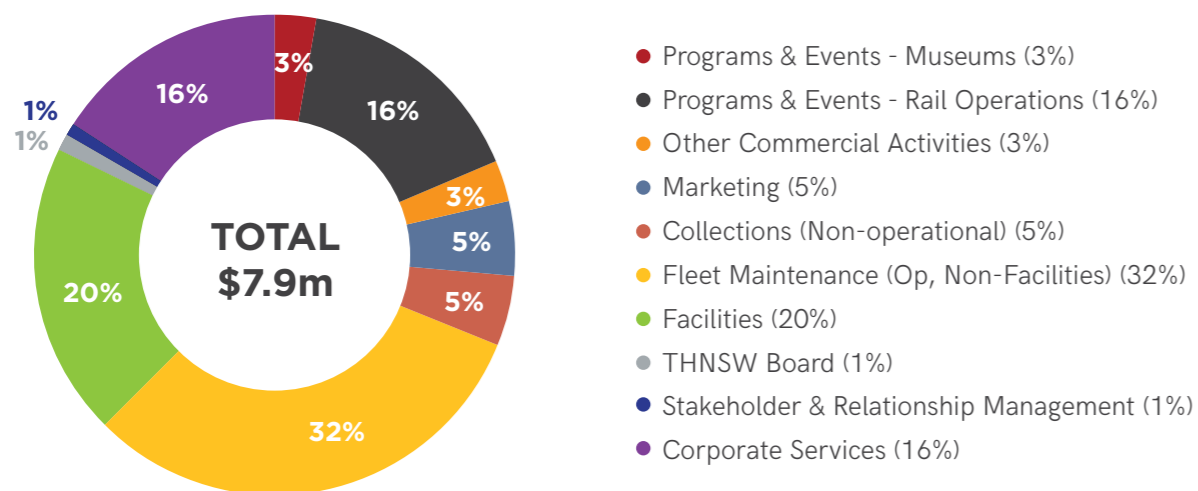
Details of the annual funding allocations determined by the IFAP in FY 2020-21 under Funding Stream 2 and the Transport Heritage Grants Program (Funding Stream 3), are provided in appendices 1 and 2, respectively.

NOTE: Details of the annual FS#1 funding along with our own-generated income are provided in the Audited Financials Statements.

FY 2020-21 Income - FS#1 and Own-Generated



FY 2020-21 Expenses - FS#1 and Own-Generated



APPENDICES

APPENDIX 1 – FUNDING STREAM 2 ALLOCATIONS

The following heritage assets in the THNSW portfolio were allocated major periodic maintenance funding during the 2020-21 period:

APPLICANT	PROJECT TITLE	AMOUNT
ROLLING STOCK		
The Rail Motor Society	621-721 Exterior	\$27,126
East Coast Heritage Rail	Fleet Triple Valve Replacement	\$32,329
East Coast Heritage Rail	FRN 2185 - Wheel Disc Replacement	\$24,470
East Coast Heritage Rail	XFS 2015 - Wheel Disc Replacement	\$32,720
Goulburn Roundhouse Museum	5908 Painting	\$5,000
Lachlan Valley Railway	RFA 177 - Refurbishment	\$85,500
Sydney Tramway Museum	Variotram Wheel Replacement	\$80,655
	SUB TOTAL:	\$287,800
BUILT HERITAGE		
Cooma Monaro Railway	Replacement of Drain Pipes	\$12,000
Cooma Monaro Railway	Security Lights	\$20,000
Cooma Monaro Railway	Tree Removal	\$11,000
THNSW	Heritage impact statements for custodial precincts	\$80,000
THNSW (Valley Heights)	Retaining wall for Valley Heights Locomotive Depot Heritage Museum	\$813,257
	SUB TOTAL:	\$936,257
	TOTAL:	\$1,224,057

APPENDIX 2 – TRANSPORT HERITAGE GRANT RECIPIENTS 2020

APPLICANT	PROJECT TITLE	AMOUNT
RESTORATION & CONSERVATION PROJECTS		
ACT Heritage Rail	Restoration of upholstery for AL 1040 Pullman carriage	\$13,100
DC6029 Trust	Refurbishment of springs for Beyer-Garratt steam Locomotive 6029	\$5,500
Goulburn Crookwell Heritage Railway	Replacement of walkway deck and painting of turntable	\$7,176
The Rail Motor Society	Signage and interior paint of Station Master's cottage	\$14,779
Sydney Bus Museum	Mechanical overhaul of Leyland 2599	\$18,893
Sydney Electric Train Society	Refitting of pantograph on Locomotive 4615	\$3,425
Sydney Heritage Fleet	Restoration of upper deck windows on former Sydney ferry 'Kanangra'	\$14,097
Sydney Tramway Museum	Restoration of Sydney Tram D Class 117 to display condition	\$18,435
Temora Shire Council	Conservation and replacement work at Temora Railway Station	\$42,417
Wagga Wagga Rail Heritage Centre	Restoration of windows in Enginemen's barracks	\$11,132
	SUB TOTAL:	\$148,954
EDUCATION & INTERPRETATION PROJECTS		
Hunters Hill Historical Society	Row Boats to Bus Fleets publication	\$2,420
Junee Roundhouse Museum	Interpretation of Junee Roundhouse	\$5,246
Lawrence Historical Society	Road to settlement 1799-1950 The vanished ships of the Clarence	\$5,100
Sydney Bus Museum	Farewell State Transit Authority publication	\$9,823
Sydney Tramway Museum	Digitisation and publishing of Sydney Tramway Museum archives	\$13,000
	SUB TOTAL:	\$35,589
RESEARCH PROJECTS		
Lachlan Valley Railway	Orange East Fork Master Plan and Conservation Management Strategy	\$5,500
	SUB TOTAL:	\$5,500
	TOTAL:	\$190,043

APPENDIX 3 – KEY PEOPLE

Below is a summary of key personnel and members as at 30 June 2021, listed alphabetically by first name.

PATRON

Her Excellency the Honourable Margaret Beazley
AO QC

THNSW BOARD OF DIRECTORS

Rob Mason	Chair
Alex Claassens	Deputy Chair
Andrea Plawutsky	
Brett Fitzpatrick	
Dale Budd OBE	
David Ireland	
Deanna Varga	
Howard Collins OBE	

COMPANY SECRETARY

Peter Watters

MANAGEMENT TEAM

Andrew Moritz	Chief Executive Officer
Andy McNeill	Head of Finance & Corporate Resources
Ben Elliot	Fleet Maintenance Manager
Daniel Page	Rail Operations Manager
David Bennett	Head of Engagement
Jennifer Edmonds (Until March 2021)	Heritage & Collections Manager
John Thorogood	Safety, Environment & Quality Manager

INDEPENDENT FUNDING &

ADVISORY PANEL (Appointed by Transport for NSW)

Christine Wright

John Minchin

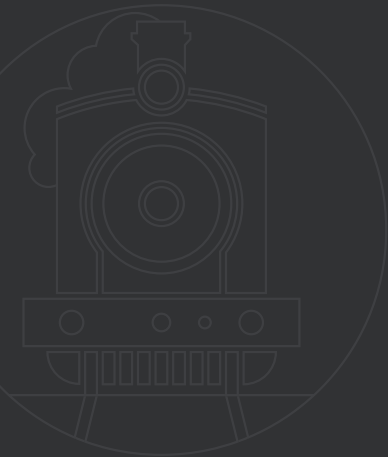
Judith Coombes

Peter Colacino

THNSW LIFE MEMBERS*

Alan Driscoll	Ian Martin
Allan Leaver	Ian Sheppard
Andrew Killingsworth	Jeffery Forrester
Andrew Tester	Jeffrey Snedden
Anthony Eyre	John Fisher
Barry McMahon	John Harwood
Bernie McTackett	John Knotek
Bob Dickey	John Lloyd
Brett Fitzpatrick	Joy Eyre
Brian Woolley	Leon Rudd
Bruce Coxon	Les Wilson
Bruce Merrett	Mary Wear
Bruce Saunders	Neil Finey
Christine Cuttle	Peter Dudgeon
Dale Budd OBE	Philip Robinson
David Hunt	Ray Beharrell
David Sinfield	Raymond Love OAM
Donald Estell	Richard Butcher
Edward Oliver	Robert Price
Gary Woodward	Roslyn Reynolds
Geoffrey Allerton	Stephen Corrigan
George Baias	Stephen Williams
Gilbert Wheaton	Ted Dickson
Glenn Buckman	Ted Mullett
Glenn Hargrave	Terry Matchett
Graham Ahern	Timothy Ball
Ian Dale	Trevor Ford
Ian Gregory	

*Does not include deceased life members



TRANSPORT HERITAGE

— NSW —

PROUDLY FUNDED BY



Transport Heritage NSW Ltd

ABN 25 000 570 463

PHONE (02) 9209 4646

POST PO Box K37, Haymarket NSW 1240

OFFICE Level 5, Powerhouse Museum, 500 Harris Street Ultimo NSW 2009

WEB thnsw.com.au