

OFFICIAL SENSITIVE



Australian Government
High Speed Rail Authority

Meeting Minutes

HSRA Board meeting (01/23)

DATE	LOCATION	MEETING TIME
26 June 2023	Via Microsoft Teams	16:00 – 18:00pm

ATTENDEES	
Name	Organisation/position
Jill Rossouw	HSRA Board Chair
Gillian Brown	HSRA Board member
Ian Hunt	HSRA Board member
Neil Scales	HSRA Board member
Andrew Hyles	HSRA Interim CEO
s22(1)(a)(ii)	HSRA Director Corporate/HSRA Board Secretariat
s47F	HSRA Board Secretariat – Minutes

APOLOGIES	
Name	Organisation/position
Dyan Perry (nee Crowther)	HSRA Board member

Minutes

Agenda Item 1: Welcome
<ul style="list-style-type: none"> The Chair opened the meeting at 4:00pm. The Chair welcomed attendees to the first HSRA Board meeting and delivered Acknowledgement of Country. A quorum was present at the meeting. The Chair advised of a Board member apology to the meeting and advised that they had provided comments on the Board papers. All Board members present confirmed that there were no conflicts of interest to add to the Register of Interests. The Chair requested that the Register of Interests be updated to include additional information.

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Agenda Item 2: Matters for Decision

- The Board approved the appointment of the HSRA Secretariat.
- The Board approved the purchase of the corporate seal and requested the HSRA Secretariat to seek legal advice about the use of a corporate seal and that draft guidelines be developed on use of the seal for endorsement by the Audit and Risk Committee (ARC).
- The Board agreed to provide authorisation for the Chair to sign documents on their behalf until the date of the next Board meeting 02/23 (date TBA), noting the Board will receive advance notice of any key decisions requiring Board endorsement and signature to action.

Agenda Item 3: CEO Report

- The Board confirmed that they had read the CEO Report provided in the papers circulated prior to the meeting.
- The interim CEO, provided an update in line with the CEO paper, mapping out the key priorities of the work program, s47C
[REDACTED]
- s47C
[REDACTED]
- The Board discussed the work program and stakeholder engagement, s47C
[REDACTED] s47B(a) s47C
[REDACTED] s47B(a)
- The Board noted that the Authority needs to capture some of the visionary statements made by the Minister when taking a holistic look at the project.
- s47C
[REDACTED]
- s47C
[REDACTED]
- s47C
[REDACTED]
- The Board approved the commencement of recruitment activity within the Authority.
- The Board discussed the Independent Review of the Delivery of Inland Rail by Dr Kerry Schott AO. The Board noted critical lessons learnt, the need to clearly outline responsibilities in the work program at it is developed and that the strategic direction of the Authority be guided on an ongoing basis by consideration of lessons learnt.

Agenda Item 4: Corporate Report

- The Board confirmed that they had read the Corporate Report provided in the papers circulated prior to the meeting.
- The Director Corporate provided an update in line with the Corporate paper, noting the draft Audit and Risk Committee (ARC) Charter provided for Board review and approval.
- s47C [REDACTED]
- s47C [REDACTED]
- s47C [REDACTED]
- The Board noted that the Annual Work Plan be based on a risk approach and include key papers for the Board's review.
- s47C [REDACTED] Given the importance of WHS, the Board agreed it was appropriate a WHS update be added as a standing item in the CEO report for future Board meetings.
- s47C [REDACTED]
- s47C [REDACTED]
- The Director Corporate provided an outline of corporate reporting next steps including preparation of financial statements, upcoming ANAO meeting and upcoming briefings for Board consideration on the suite of risk documents and CEO recruitment. The Board was also advised the Corporate Plan will be provided in the next 1-2 weeks once the Statement of Expectations is finalised.
- The Board noted the branding rollout and use on documents, emails, and website.

Agenda Item 5: Meeting Finalisation

- The Board Secretariat provided a review of the actions to be taken. No further comments were made.
- The Board agreed that the next meeting date would be decided once the Board and ARC work plan calendars were created.
- The meeting closed at 5:42pm

From: s22(1)(a)(ii)
To: s47F
Cc: Secretariat HSRA; HYLES, Andrew; s22(1)(a)(ii) s47F
Subject: HSRA Board meeting (01/23) papers [SEC=OFFICIAL]
Date: Thursday, 22 June 2023 10:02:12 AM
Attachments: [image001.png](#)
[HSRA Board meeting papers.zip](#)

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Dear HSRA Board members

The first HSRA Board meeting is scheduled for the 26th June, 4-6pm via Microsoft Teams. In preparation for the meeting attached is the agenda and relevant papers (note that for future meetings you will receive more time to review papers).

Overview of attached documents:

- Agenda – HSRA Board meeting 01-23
- Agenda item 1.3 – Register of Interests
- Agenda item 2.1 – Endorse Secretariat positions
- Agenda item 2.2 – Corporate seal
- Agenda item 2.3 – Extend approval for Chair to sign
- Agenda item 3 – CEO Report
 - Includes subsections 3.1 – 3.4
- Agenda item 4 – Corporate Report
 - Includes subsections 4.1 – 4.3
 - o Attachment 4.1 – ARC Charter

Agenda item 6 will be an 'In Camera Session' for Board members only. However I will attend the first part of the session to provide an update on the CEO Recruitment and answer any questions that you may have. This will also allow for the Board to talk about the process in a group session and then provide comments on the pack.

The original due date for comments on the CEO pack was this Friday, 23rd June. Due to the discussion occurring at the Board meeting, comments can be provided next week.

Please do not hesitate to contact me should you have any questions.

Kind regards

s22(1)(a)(ii)

Director, Corporate

s22(1)(a)(ii) [@hsra.gov.au](mailto:s22(1)(a)(ii)@hsra.gov.au) | hsra.gov.au

M +61 s22(1)(a)(ii)



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High Speed Rail Authority

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HSRA Board meeting (01/23)

DATE/TIME	LOCATION
26 June 2023 4pm – 6pm (16:00 – 18:00)	<p>Microsoft Teams meeting</p> <p>Join on your computer, mobile app or room device s47E(d)</p> <p>[Redacted]</p> <p>Download Teams Join on the web</p> <p>Join with a video conferencing device govteams@teams.bjn.vc</p> <p>Video Conference ID: s47E(d)</p> <p>Alternative VTC instructions</p> <p>Or call in (audio only) s47E(d)</p> <p>[Redacted]</p>

Name	Organisation/position
Jill Rossouw	HSRA Board Chair
Gillian Brown	HSRA Board member
Dyan Crowther	HSRA Board member
Ian Hunt	HSRA Board member
Neil Scales	HSRA Board member
Andrew Hyles	HSRA Interim CEO
s22(1)(a)(ii)	HSRA Director Corporate/HSRA Board Secretariat
s47F	HSRA Board Secretariat - Minutes

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Time	Topic	Presenter
16:00 – 16:10pm	1. Welcome	Jill Rossouw, Board Chair
	1.1 Opening - Acknowledgement of Country, welcome	
	1.2 Attendance Chair reviews list of attendees, guest and apologies	
	1.3 Register of Interests Meeting members to advise of any conflict of interest	
16:10 – 16:20pm	2. Matters for Decision	Jill Rossouw, Board Chair
	2.1 Endorse Secretariat positions	
	2.2 Corporate seal	
	2.3 Extension of approval from Board for Chair to sign on their behalf	
16:20 – 16:50pm	3. CEO Report	Andrew Hyles, Interim CEO
	3.1 HSRA Initial Project Plan	
	3.2 HSRA Stakeholder Engagement	
	3.3 HSRA Organisational Structure	
	3.4 Schott Review of Inland Rail – Summary of findings and recommendations	
16:50 – 17:00pm	4. Corporate Report	s22(1)(a)(ii) Director Corporate
	4.1 Audit and Risk Committee establishment update Draft Audit and Risk Committee Charter	
	4.2 Finance update	
	4.3 Corporate Plan update	
17:00 – 17:10pm	5. Meeting Finalisation	Secretariat
	5.1 Review of actions to be taken	
	5.2 Next meeting	
	5.3 Meeting close	
17:10 – 18:00pm	6. In Camera Session	Board members only
	6.1 CEO Recruitment update	s22(1)(a)(ii) to attend this part.

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Board Register of Interests

A Register of Interests will be maintained which includes details of both the direct and indirect interests of each board member that may give rise to a conflict of interest.

Confirmation of register at start of board meeting

The chair will ensure that the Register of Interests is present for reference at each board meeting.¹ At the start of the meeting, the chair will ask for all board members to state whether their interests as recorded in the register are complete and correct. If there are no changes, the minutes will note that 'all board members present confirmed that their entries in the Register of Interests are complete and correct'. If any changes are declared, these will be recorded in the minutes for entry into the register.

Updating the register

The chair will ensure that the Register of Interests is current and includes:

- all interests declared in Declaration of Interests forms lodged by board members and
- any additional interests which have been declared and recorded in the minutes of a board meeting (including non-board members attending meeting).

¹ Like other documents produced by the board (e.g. minutes of board meetings), the register is a public record. However, this does not mean that it is automatically 'open to the public'. Unless the board agrees, a member of the public who wants to see the register would need to lodge an application under the *Freedom of Information Act*. If this occurs, the HSRA Corporate team can provide advice and assist the Board to assess whether the register is exempt from disclosure under the Act.

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HSRA Board Register of Interests

Date of Disclosure	Name of board member	Description of interest	Interested parties	Is the interest current?

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Meeting Number: 01/23
Agenda Item Number: Item 2.1
Agenda Item Title: Endorse Secretariat positions
Paper type: For Approval
Paper Author: s22(1)(a)(ii)

Recommendation:

It is recommended that the Board:

- s47C

Purpose and Context:

s47C

Key issues:

The Secretariat’s purpose is to support the HSRA Board through governance advice, secretariat services, effective administration of Board processes and output, facilitation of Board and governance reviews and ensuring effective information flows between the Board and management.

The responsibilities of the Board Secretariat include:

1. Organising Board and Board Committee meetings and preparing agendas, papers and minutes;
2. Providing support to the Chair, Board members and the Committees;
3. Monitoring the completion of action items arising from Board and Committee meetings;
4. Ensuring compliance with relevant responsibilities under the Public Governance Performance and Accountability Act (PGPA Act); and
5. Providing governance, administrative, technical and other support to the Board members, including advice on issues related to Board members’ duties and liability.

Board member	Agreement
Jill Rossouw	
Dyan Crowther	
Gillian Brown	
Ian Hunt	
Neil Scales	



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Board Paper

26 June 2023

Meeting Number:	01/23
Agenda Item Number:	Item 2.2
Agenda Item Title:	Corporate seal
Paper type:	For Approval and Decision
Paper Author:	s22(1)(a)(ii)

Recommendation:

It is recommended that the Board:

- s47C

Purpose and Context:

As per Section 7 (2)(b) of the High Speed Rail Authority Act (the Act), the Authority must have a seal. Section 7 (3) the Act requires that the Authority's seal is to be kept in such custody as the Board directs and must not be used except as authorised by the Board.

Key issues:

1. A corporate seal (or company seal) is a legal company signature that is used for the execution of documents. A corporate seal— when physically used—is a rubber stamp containing the words 'Corporate Seal' and the name and Australian Business Number (ABN) of the company (example below in part 5).
2. Section 127 of the Corporations Act 2001 (Cth) outlines the various methods a company can use to execute their documents. This section states that a company can execute documents with or without the use of a common seal. Although the use of a common seal is optional, many companies still choose to use a common seal due to its various benefits.
3. A corporate seal is generally used for significant contracts for large substantial purposes, Real property (land) contracts, Real (land) property transfers, loan documents, mortgages, guarantees and when a third party requires its use.
4. According to section 127 of the Corporations Act, a company can use a common seal to execute a document (including a deed) if the seal is fixed to the document. Furthermore, the fixing of the seal needs to be witnessed by:
 - a. Two Board members or
 - b. One Board member and the company secretary.

s47E(d)

- 6. Using a corporate seal to execute documents has the following advantages:
 - a. Corporate seal stamps suggest that documents are authentic and permitted by the business
 - b. Corporate seals provide consistency, accuracy and help to reduce errors when executing documents
 - c. Documents that have a corporate seal appear more legitimate and credible
 - d. Corporate seals are accepted more commonly by individuals who are unaware of the other methods Australian companies use to execute their documents, such as international partners and customers
 - e. Corporate seals provide third parties with assurance.

s47C

Risks:

s47C

Next steps:

s47C

Attachment - Nil

Cleared by:

Andrew Hyles
Interim CEO
High Speed Rail Authority
22 June 2023



Meeting Number: 01/23
Agenda Item Number: Item 2.3
Agenda Item Title: Extension of approval from Board for Chair to sign on their behalf
Paper type: For Approval
Paper Author: s22(1)(a)(ii)

Recommendation:

It is recommended that the Board:

s47C

Purpose and Context:

This document records the High Speed Rail Authority Board’s authorisation for the Chair to sign, on behalf of the Board, relevant documents relating to the establishment of the HSRA.

Key issues:

1. The HSRA Board is required to take key decisions to enable the establishment of the HSRA. Several of these decisions require signature to action.

s47C

Board member	Agreement
Jill Rossouw	
Dyan Crowther	
Gillian Brown	
Ian Hunt	
Neil Scales	



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Board Paper

26 June 2023

Meeting Number:	01/23
Agenda Item Number:	Item 3 (3.1 - 3.4)
Agenda Item Title:	CEO Report
Paper type:	For Decision
Paper Author:	Andrew Hyles

Recommendations:

s47C

Purpose and Context:

s47C

Key issues:

1. The East Coast High Speed Rail network is a complex project that requires significant governance and stakeholder management to progress in an efficient and effective manner.
2. The *High Speed Rail Authority Act 2022* provides high level governance guidance with the following functions for the High Speed Rail (HSR) network and corridor¹:
 - lead and coordinate policy development and planning,
 - consult, liaise and negotiate with States and Territories and other relevant parties,
 - provide advice and recommendations to the Minister and other relevant parties (including advice and recommendations on environmental matters and interconnectedness), and
 - undertake evaluations, research, and gather information.
3. The Minister for Infrastructure, Transport, Regional Development and Local Government, the Hon Catherine King MP, is on record² as stating that the HSRA will:
 - *‘provide independent and impartial advice on the policy and standards of high speed rail; and plan, identify and secure corridors. The Authority will also oversee the construction and operation of the high speed rail network, and coordinate with state and territory*

¹ [High Speed Rail Authority Act 2022](#) 8(a)

² [Brakes off for high speed rail | Ministers for the Department of Infrastructure](#)

governments, industry, business and communities to enhance Australia’s long-term rail investment.’

- *‘The Authority will build on previous work, including the comprehensive study, commissioned under former Infrastructure Minister and now Prime Minister, Anthony Albanese.’*
- *‘continue to advance plans for other sections of the high-speed rail network, which will eventually connect Brisbane to Melbourne, with stops in Canberra, Sydney and regional centres.’*

4. Further, Minister King has stated³ that the responsibility of the HSRA, once established, will be to:

- *‘purchase land along the corridor, redo the business case for high-speed rail, look at the feasibility, particularly of the Newcastle to Sydney component, and start to plan the route and work with the New South Wales government.’*

s47C



6. To date, two major HSR studies have been completed which will provide a foundation for the work of the HSRA:

- *2013 ECHSR Phase 2 Report* – this was an Australian Government led report undertaken in consultation with NSW, Vic, Qld and the ACT.
- *2019 Fast Rail Sydney to Newcastle Strategic Business Case* – this was a joint business case between the Australian Government and the NSW government.

7. As a key establishment task, you will be briefed on the content of these foundational studies.

8. The initial activities of the HSRA outlined in **Attachment 3.1** are focused on building on this earlier work while ensuring clear governance and project management arrangements are established to provide confidence and certainty to the Minister, the Board and the Department of Infrastructure, Transport, Regional Development, Communications and the Arts (the Department).

9. s47B(a)



s47C



s47C



s47C



³ [Transcript - Minister King interview on Radio 2HD Newcastle, Mornings with Richard King | Ministers for the Department of Infrastructure](#)

s47C

Risks:

s47C

Attachments:

Attachment 3.1 - HSRA initial work program

Attachment 3.2 – HSRA stakeholder engagement

Attachment 3.3 – HSRA organisational structure

Attachment 3.4 – Inland Rail Review - key findings and recommendations – (Schott Review)

Cleared by:

Andrew Hyles

Interim CEO

High Speed Rail Agency

21 June 2023

ATTACHMENT 3.1

3.1 HSRA initial work program

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Attachment A: 24-month Preliminary Work Program & Functional Workflows

	Business Establishment <i>Responsibility: Joint</i>	HSR Engagement & Policy <i>Responsibility: EL2 (s22(1)(a)(ii))</i>	HSR Network Planning & Design <i>Responsibility: EL2 (s22(1)(a)(ii))</i>	S-N Detailed Planning <i>Responsibility: EL2 (s22(1)(a)(ii))</i> s47C
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ATTACHMENT 3.2

3.2 HSRA Stakeholder Engagement

The Stakeholders that the HSRA will need to engage early in the delivery of the Governments HSR agenda are identified in the table over. Actively engaging relevant stakeholders from the outset will build trust, promote more engaged and collaborative outcomes and ensure risks are identified early and actively mitigated.

s47C [Redacted]

s47B(a) [Redacted]

- s47C [Redacted]

Forming relationships with the stakeholders identified below is critical to progressing the project efficiently and effectively

s47C [Redacted]

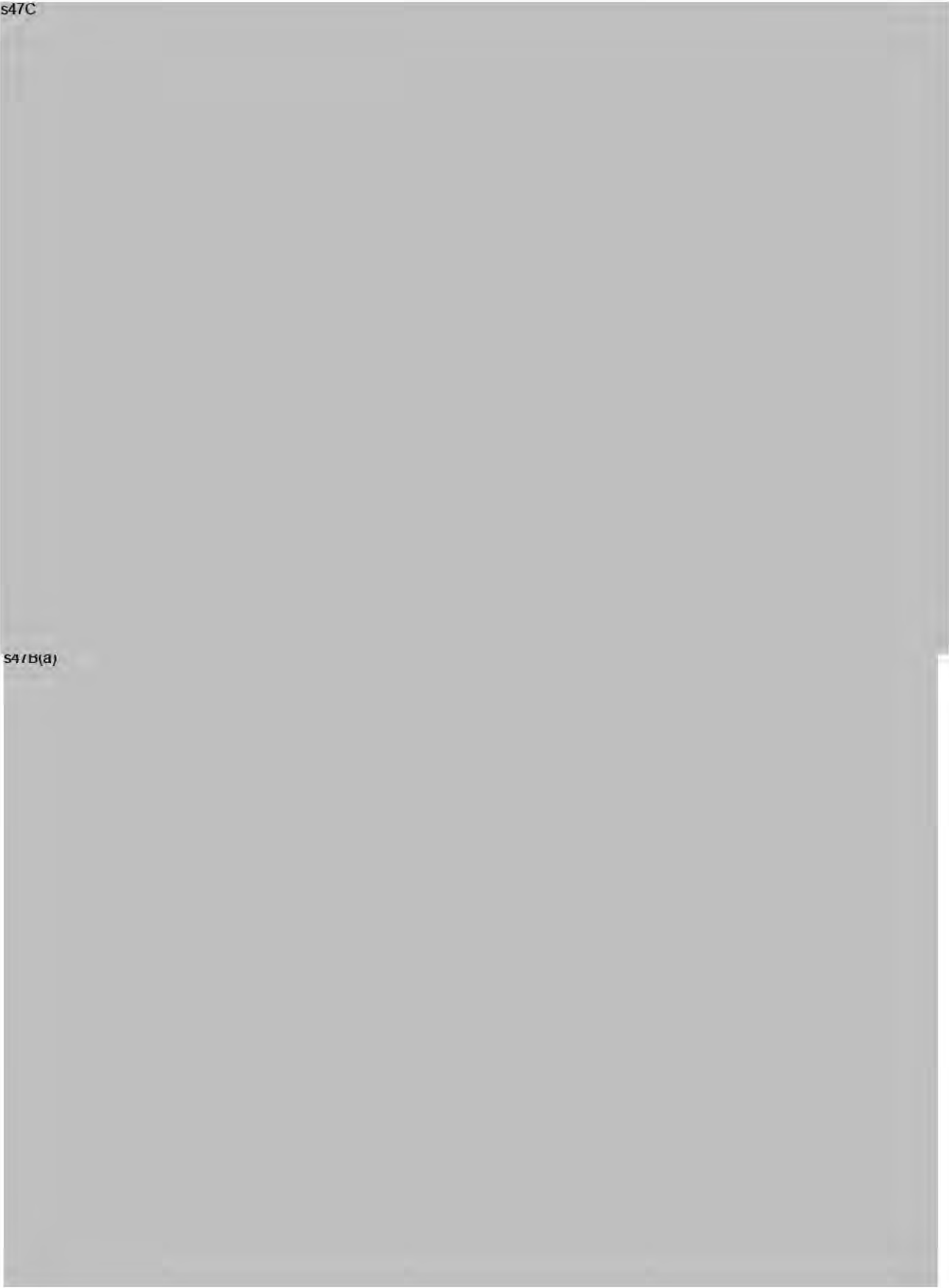
s47B(a)

- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]

s47C [Redacted]

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s47C

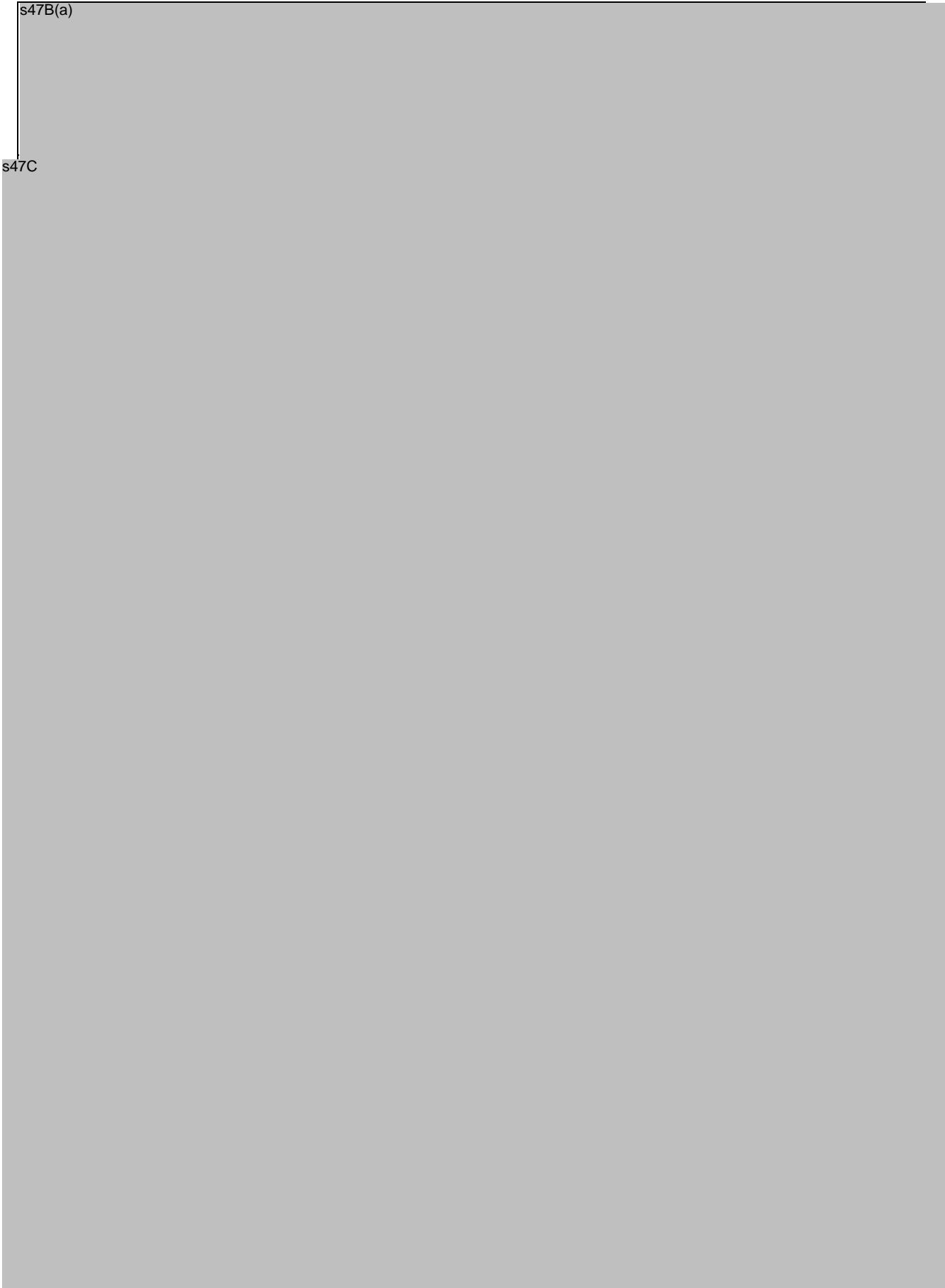


s4/B(a)

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s47B(a)

s47C



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ATTACHMENT 3.3

3.3 HSRA Organisational Structure

An organisation structure has been developed to deliver the non-corporate activities identified in the initial work program.

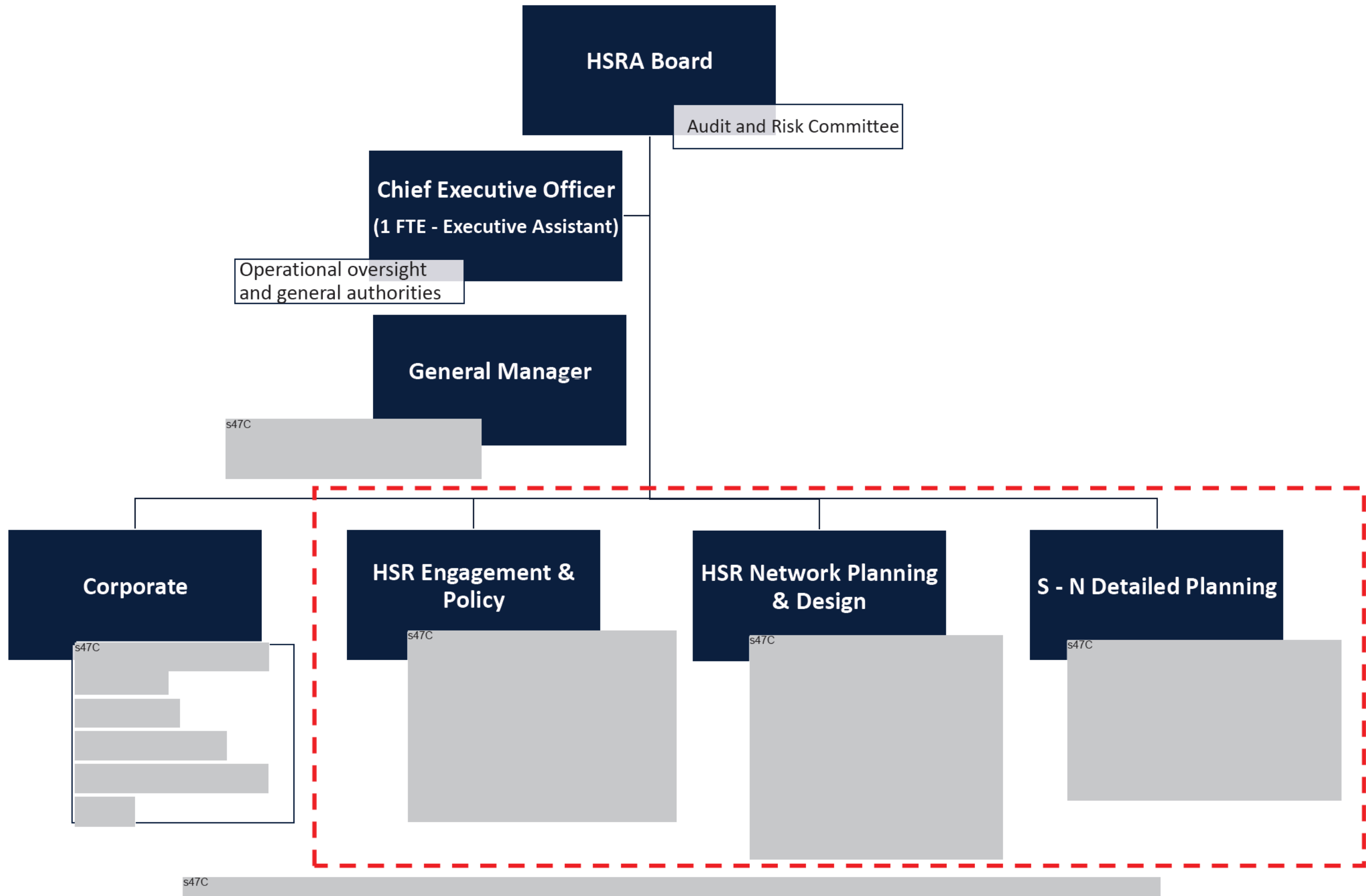
s47C



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Attachment 3.3: Initial 24-month Organisational Structure:

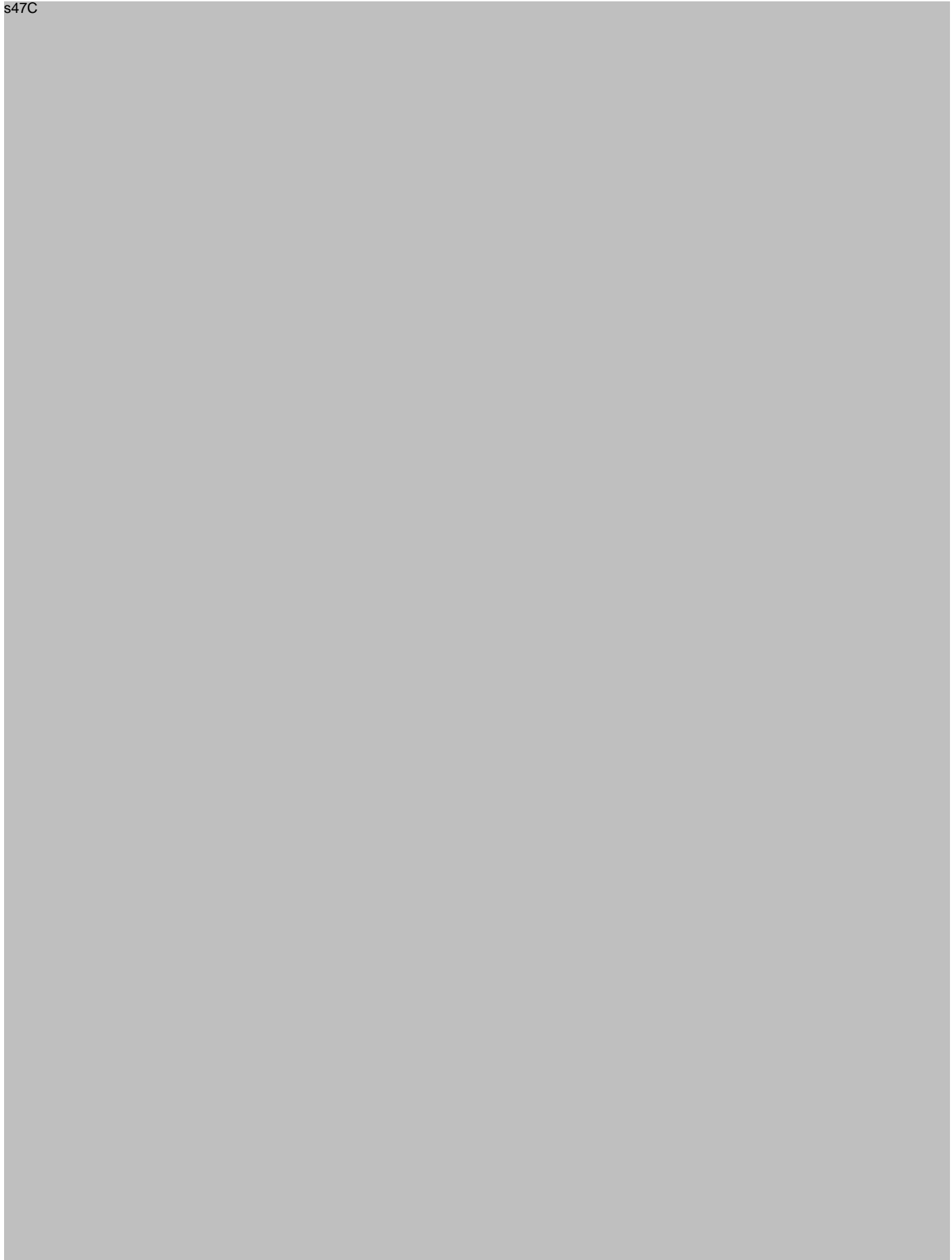
Note: 24-month Preliminary Work Program & Functional Workflows relate to area in dashed red line



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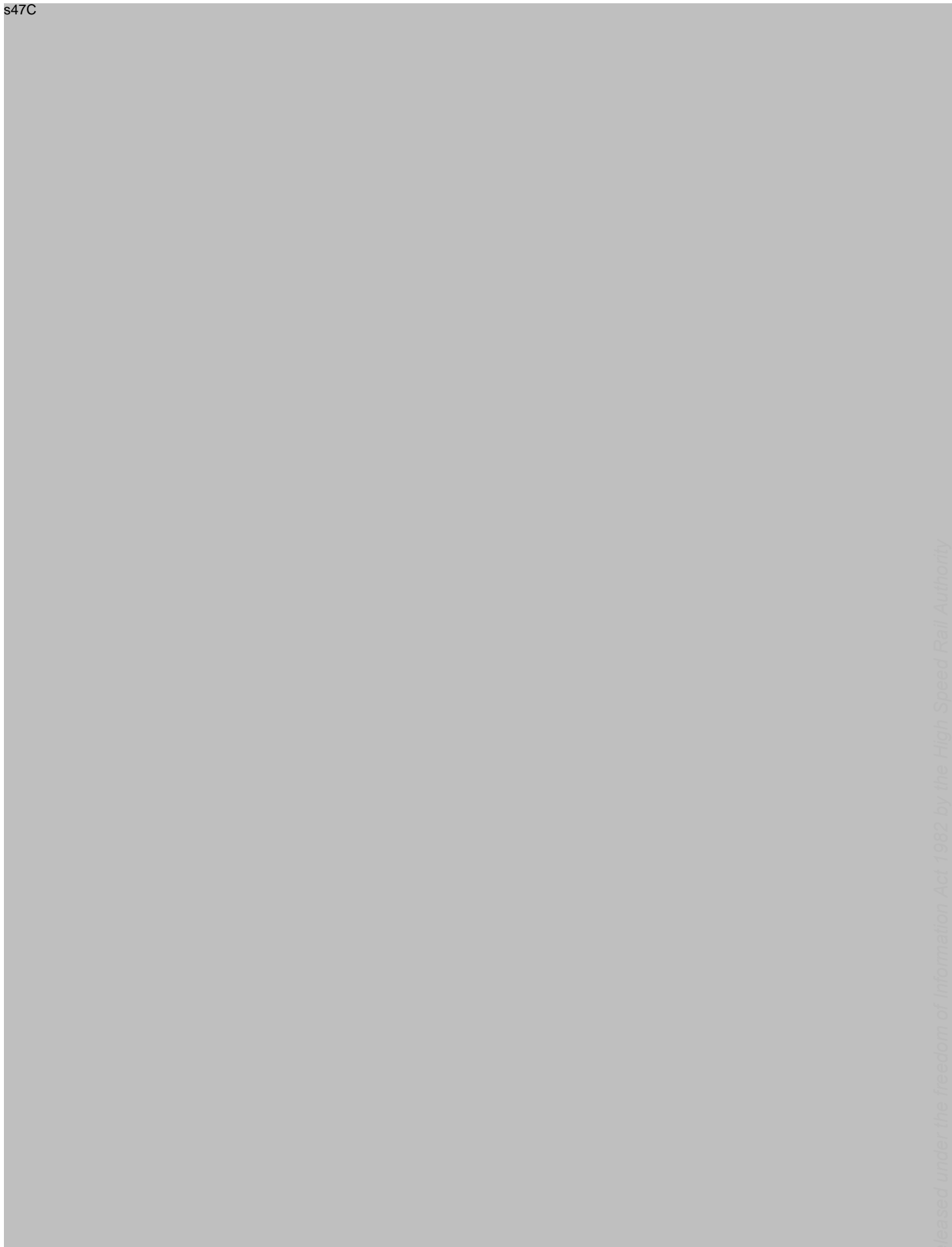
Attachment 3.4

s47C



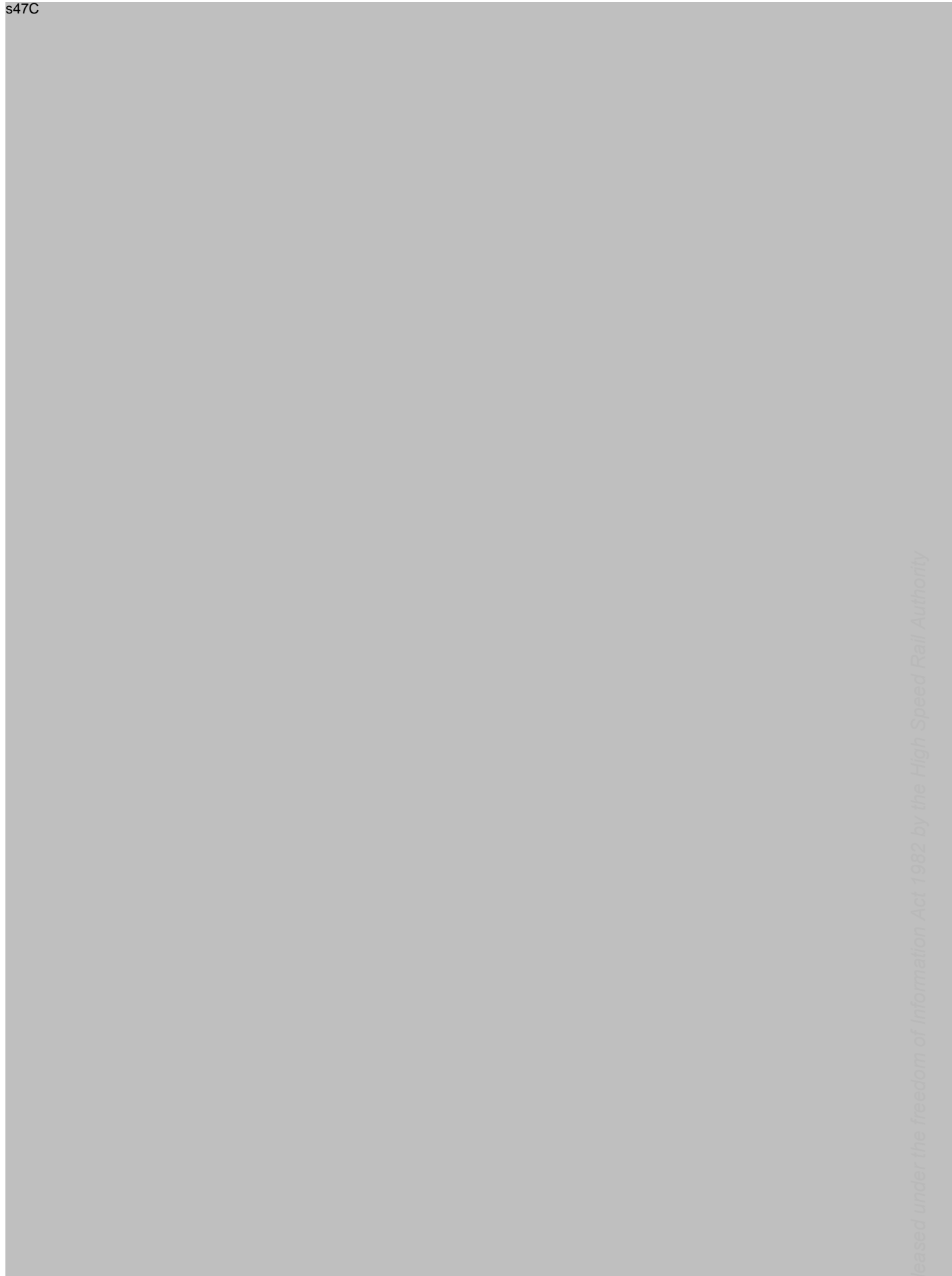
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S47C



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s47C



Meeting Number:	01/23
Agenda Item Number:	Item 4 (4.1 – 4.3)
Agenda Item Title:	Corporate Report
Paper type:	For Note and Approval
Paper Author:	s22(1)(a)(ii)

Recommendations:

It is recommended that the Board:

s47C



Purpose and Context:

To provide the HSRA Board with an update on the HSRA’s establishment.

Key issues:

Audit and Risk Committee (ARC) establishment update

- An Audit and Risk Committee Charter has been drafted for the Board’s review and approval as per **Attachment 4.1.**

s47C



Finance update

- The Portfolio Budget Statements (PBS) inform Members of Parliament and the public of the proposed allocation of resources to government outcomes. The HSRA PBS was drafted by the department prior to HSRA's establishment and has been published on the department's website. It will also be published in the HSRA website and the transparency portal to meet our legislative obligations.

s47C
[Redacted]

Corporate Plan update

- The HSRA will need to publish its first Corporate Plan by 31 August 2023.
- s47C [Redacted]
- The Plan will then be sent to the Board for review and feedback soon after this.
- Prior to publishing the Corporate Plan, a copy will need to be sent to the Minister and the Minister of Finance for information.

Risks:

s47C [Redacted]

Next steps:

s47C [Redacted]

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s47C



Attachment 4A – Audit and Risk Committee Charter

Cleared by:

Andrew Hyles

Interim CEO

High Speed Rail Authority

21 June 2023

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Audit and Risk Committee Charter

June 2023

Version 1
Effective <date>

Change Summary

Version	Date	Change description
1	<date>	Initial version of Audit and Risk Committee Charter

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DRAFT

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Introduction

Audit committees are integral to good corporate governance. They provide advice to accountable authorities and assist them to meet their duties and obligations.

The Board of the High Speed Rail Authority (accountable authority) has established the Audit and Risk Committee (ARC) in accordance with section 45 of the [Public Governance, Performance and Accountability Act 2013](#) (PGPA Act) and section 17 of the [Public Governance, Performance and Accountability Rule 2014](#) (PGPA Rule) – Audit Committee for Commonwealth entities.

This charter sets out the Committee's functions, membership, reporting and administrative arrangements.

Functions

In order to assist the HSRA accountable authority (referred to as the HSRA Board) meet its broader duties and responsibilities under the PGPA Act, as set out under section 17 of the PGPA Rule, the HSRA Board is required to determine the functions of the HSRA Board's ARC, including the appropriateness¹ of the accountable authority's:

- financial reporting;
- performance reporting;
- system of risk oversight and management; and
- system of internal control.

Financial reporting

- In relation to financial reporting, the ARC will review and provide advice to the HSRA Board on the appropriateness of the HSRA's:
 - annual financial statements;
 - information (other than annual financial statements) requested by the Department of Finance in preparing the Australian Government's consolidated financial statements, including the supplementary reporting package;
 - processes and systems for preparing financial reporting information;
 - financial record keeping;
 - process in place to allow the HSRA to stay informed throughout the year of any changes or additional requirements in relation to the financial reporting.
- The ARC will provide a statement to the HSRA Board which includes:
 - whether the annual financial statements, in the committee's view, comply with the PGPA Act, the PGPA Rules, the Accounting Standards and supporting guidance;
 - whether additional HSRA information (other than financial statements) required by the Department of Finance for the purpose of preparing the Australian Government consolidated financial statements (including the supplementary reporting package) comply with the PGPA Act, the PGPA Rules, the Accounting Standards and supporting guidance;

¹ 'Appropriateness' has its ordinary meaning of *suitable or fitting for a particular purpose*; A guide for corporate Commonwealth entities on the role of audit committees, p. 8.

- in respect of the appropriateness of the HSRA's financial reporting as a whole, with reference to any specific areas of concern or suggestions for improvement.
- The statement provided by the ARC to the HSRA Board will enable the Board to discharge its finance reporting obligations including to the Australian National Audit Office (ANAO).

Performance reporting

- In relation to performance reporting, the ARC will review and provide advice to the HSRA Board on the appropriateness of the HSRA's:
 - systems and procedures for assessing, monitoring and reporting on achievement of the HSRA's performance. Particularly, the committee could satisfy itself that the HSRA:
 - Portfolio Budget Statements and Corporate Plan contain appropriate details of how the HSRA's performance will be measured and assessed;
 - approach to measuring its performance throughout the financial year against the performance measures included in its Portfolio Budget Statements and Corporate Plan is appropriate, effective and in accordance with the Commonwealth performance framework. This may include reviewing, over time, particular patterns of the performance measures;
 - has appropriate systems and processes for preparation of its annual performance statement and inclusion of the statement in its Annual Report.
- The ARC will review the annual performance statements and provide advice to the HSRA Board on their appropriateness to the HSRA.
- The ARC will provide a statement to the HSRA Board whether, in their view, the HSRA's annual performance statements and performance reporting as a whole is appropriate, with reference to any specific areas of concern or suggestions for improvement.
- The statement provided by the ARC to the HSRA Board will enable the Board to discharge its performance reporting obligations including to the ANAO.

Risk oversight and management

- In relation to risk oversight and management, the ARC will review and provide advice to the HSRA Board on the appropriateness of the HSRA's:
 - enterprise risk management policy framework and the necessary internal controls for the effective identification and management of the HSRA's risks;
 - approach to managing the HSRA's key risks – including those associated with individual projects and program administration and activities;
 - process for developing and implementing the HSRA's fraud control arrangements, consistent with the fraud control framework, in order to satisfy itself that the HSRA has adequate processes for detecting, capturing and effectively responding to fraud risks;
 - articulation of key roles and responsibilities relating to risk management and adherence to them by officials of the HSRA.
- The ARC will provide a statement to the HSRA Board whether, in their view, the HSRA's system of risk oversight and management as a whole is appropriate and any specific areas of concern or suggestions for improvement.

System of Internal control

- In relation to the system of internal control, the ARC will review and provide advice on the appropriateness of the HSRA's:

- internal control framework
 - reviewing management’s approach to maintaining an effective internal control framework and whether appropriate processes are in place for assessing whether key policies and procedures are complied with;
 - reviewing whether management has in operation relevant policies and procedures – such as accountable authority instructions, delegations, a business continuity management plan, or bullying and harassment policies.
- legislative and policy compliance
 - reviewing the effectiveness of systems for monitoring the HSRA’s compliance with laws, regulations and associated government policies with which the HSRA must comply;
 - determining whether management has adequately considered legal and compliance risks as part of the HSRA’s enterprise risk management framework, fraud control framework and planning.
- security compliance
 - reviewing management’s approach to maintaining an effective internal security system (including complying with the Protective Security Policy Framework).
- internal audit coverage:
 - reviewing the proposed internal audit program, ensuring that the program’s coverage takes into account the HSRA’s primary risks, and recommending approval of internal audit work plan by the HSRA Board to the nominated delegate;
 - reviewing all internal audit reports, providing advice to the HSRA Board on major concerns identified in those reports, and recommending action on significant matters raised – including identification and dissemination of information on good practice.
- The ARC will provide a statement to the HSRA Board about the Board’s system of internal controls and whether they are effective and appropriate for the HSRA. This statement may contain reference to any specific areas of concern or suggestions for improvement.

Administrative Arrangements

Annual work plan

As far as is practicable, the ARC should indicate which matters it will consider during any given year in a forward meeting plan, noting that it may consider other or additional matters in response to changes in the entity’s operations and environment. The forward meeting plan will include the proposed agenda items for each meeting for the forthcoming year, and cover all of the functions outlined in this charter.

Induction

New ARC members will receive relevant information and briefings on their appointment to assist them to meet their responsibilities.

Sub-committees

The ARC may establish one or more sub-committees to assist the full committee in meeting its responsibilities, in consultation with the HSRA Board.

The responsibilities and reporting arrangements for each sub-committee will be documented and approved by the ARC with reference to the HSRA Board.

The establishment of such sub-committees does not change the ARC’s functions under this charter.

Meetings

The ARC must hold at least four (4) meetings a year. One or more special meetings may be held to review the HSRA's annual financial and performance statements or to meet other responsibilities of the ARC. Additional papers may be circulated to the ARC members for review out-of-session.

All ARC members are expected to attend each meeting in person, by video conference or by teleconference.

The Chair may, if they consider it appropriate, convene additional meetings if requested by the HSRA Board, another ARC member, internal audit or the ANAO.

A quorum will consist of a majority of ARC members. The quorum must attend at all times during the meeting.

Secretariat

The ARC is supported by the ARC Secretariat which is comprised of a Secretary and two Secretariat Coordinators that sit within the HSRA Corporate team.

The Secretariat's purpose is to support the HSRA ARC through arranging meetings, preparing meeting agendas, papers and meeting minutes, and appropriate record keeping of committee documentation.

Access to and use of information

The HSRA Board authorises the ARC, in performing its functions, to:

- obtain any information it requires from HSRA officials or external parties (subject to any legal or Commonwealth information security obligation including in relation to protected information);
- request the attendance of any HSRA Board members or HSRA officials at meetings, as appropriate and with either the agreement of the HSRA Board Chair or HSRA Chief Executive Officer (CEO) as appropriate; and
- obtain legal or other professional advice, at the HSRA's expense, as considered necessary to meet its responsibilities with agreement of the HSRA Board Chair.

ARC members must not use or disclose information obtained by the committee except in meeting the committee's responsibilities, or unless expressly agreed by the HSRA Board.

Membership

The ARC must comprise a minimum of three (3) persons who should collectively possess sufficient knowledge of governance, assurance, audit, finance, information technology, legislation, risk management, compliance and control plus any special attributes relevant to the HSRA and its industry to assist the committee to perform its functions, appointed by the HSRA Board.

The HSRA Board will appoint the Chair of the ARC, who shall not be the Chair of the HSRA Board.

The ARC is authorised to appoint a Deputy Chair who will act as Chair in the absence of the Chair.

The HSRA Board Chair and Board members may attend meetings as observers, but will not be members of the ARC.

The HSRA CEO and Chief Financial Officer (CFO) or other key management representatives may attend meetings as advisers and observers, as determined by the ARC Chair, but will not be members of the ARC.

A representative from the ANAO will be invited to attend meetings as observer, but will not be a member of the ARC.

Membership of the ARC will be reviewed periodically, but at least every three (3) years by the HSRA Board, with the aim of ensuring member competencies and appropriate balance of skills are maintained.

Terms of Appointment

ARC appointments will be made by the HSRA Board.

The ARC Chair will be appointed for an initial term of three (3) years or, where relevant, the maximum term specified in their instrument of appointment to the Board by the Minister responsible for the *High Speed Rail Authority Act 2022* (the Minister).

ARC appointments will ordinarily be for an initial term of three (3) years, with appointments staggered to enable continuity of knowledge. ARC membership constitutes a personal and specific appointment - as such proxies are not permitted.

The ARC Chair and members will be eligible for reappointment by the HSRA Board for two successive terms of one (1) year, subject to satisfactory performance and reappointment to the Board as a member by the Minister. Maximum total period of service terms for the ARC Chair and members will ordinarily be set at five (5) years, unless otherwise determined by the HSRA Board.

Where a committee member is also a member of the HSRA Board, their ARC membership ceases upon cessation of their HSRA Board membership.

An ARC member may resign by writing to the ARC Chair of the ARC who will refer the resignation to the HSRA Board for formal consideration and acceptance as appropriate.

Reporting

The ARC Chair must report to the HSRA Board at the next meeting following the ARC meeting on any matters that the committee considers should be brought to the attention of the Board.

The Chair, on behalf of the ARC, must at least once each year:

- provide a statement to the HSRA Board on whether, in their view, HSRA's:
 - Annual financial statements and additional entity information required by the Department of Finance or the ANAO comply with the PGPA Act, the PGPA Rules, the Accounting Standards and supporting guidance;
 - Financial reporting as a whole;
 - Annual performance statements and performance reporting as a whole;
 - System of risk oversight and management as a whole; and
 - System of internal controls,are appropriate for HSRA, with reference to any specific areas of concern or suggestions for improvement.
- Confirm to the HSRA Board that all responsibilities of the ARC outlined in this charter have been carried out.

The Chair must report to the HSRA Board on any matter requested by the HSRA Board from time to time.

Conflicts of Interest

Once each year, members of the ARC will provide written declarations, through the Chair, to the HSRA Board declaring any material personal interests they may have in relation to their responsibilities.

At the beginning of each ARC meeting, members are required to declare any material personal interests that may apply to specific matters on the meeting agenda. Where required by the Chair, the member will be excluded from the meeting or from the committee's consideration of the relevant agenda item(s). The Chair is also responsible for deciding if they should excuse themselves from the meeting or from the committee's consideration of the relevant agenda item(s). Details of material personal interests declared by the Chair and other members, and actions taken, will be appropriately recorded in the minutes.

Reviewing and assessing Committee Performance

The ARC Chair will initiate a self-assessment of the performance of the committee at least once every two (2) years. The review will involve input from the HSRA Board, each committee member, senior management of the HSRA, internal audit, the ANAO, and any other relevant stakeholders as determined by the committee.

Review of Audit and Risk Committee Charter

At least once a year, the ARC will review the appropriateness of this charter. The review will include consultation with the HSRA Board. All changes to the charter will be recommended by the ARC to, and formally approved by, the HSRA Board.

The HSRA Board (accountable authority) will approve the charter.