

OFFICIAL SENSITIVE



**Australian Government**  
**High Speed Rail Authority**

# Meeting Minutes

## HSRA Board meeting (02/23)

DATE	LOCATION	MEETING TIME
25 August 2023	Transport for NSW – Newcastle Office 6 Stewart Avenue, Newcastle, NSW	11:00am – 13:00pm

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

APOLOGIES	
Name	Organisation/position
Nil	N/A

## Minutes

### Agenda Item 1: Welcome

#### 1.1 Opening

- The Chair opened the meeting at 11:05am.
- The Chair welcomed attendees to the second HSRA Board meeting and delivered Acknowledgement of Country.

#### 1.2 Attendance

- A quorum was present at the meeting.

### 1.3 Register of Interests

- All Board members present noted the updated Register of Interests (pending one additional update) and confirmed there were no additional conflicts of interest.

### 1.4 Previous Minutes and Action Items

- The Secretariat updated the Board on the status of the Action Items.
- The Board discussed the minutes from the first meeting and requested some amendments.

## Agenda Item 2: Matters for Decision

### 2.1 Statement of Intent

- The Statement of Intent (Sol) outlining the HSRA's response to the Government's Statement of Expectations was discussed.
- The Board resolved to **approve** the HSRA Statement of Intent, subject to minor edits.
- The Board agreed to the HSRA preparing the Ministerial response on their behalf and noted the Sol will be published on the HSRA website.

### 2.2 Board Charter

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### 2.3 Audit and Risk Committee (ARC) document suite

- The ARC Chair provided an update on the ARC consideration of the document suite.

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### 2.4 Non-Financial Performance Report template

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### 2.5 Annual Board Calendar

- The Board discussed the Annual Board Calendar

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### 2.6 2022-23 NFRA Annual Report

s47C

### Agenda Item 3: Debrief of Sydney to Newcastle site visit and briefings

- The interim CEO provided an update on the Sydney to Newcastle site visit noting the positive working relationship between the HSRA (and previously the NFRA) and NSW officials.
- The Board noted the enormous volume of work, thinking, engagement, resources and wealth of information provided by Transport for NSW and recommended the Strategic Plan should reflect valuable information regarding the Sydney-Newcastle corridor.

### Agenda Item 4: CEO Report

- The CEO Report was taken as read.
- The CEO provided an update detailing progress against the indicative work program and thinking around milestones and deliverables.

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- The CEO provided an overview on the WHS activities completed to date.

### Agenda Item 5: Corporate Report

- The Corporate Report was taken as read.
- The Board Secretariat provided an update in line with the Corporate paper.
- The Board resolved to endorse that the Corporate Plan, which was finalised by Directors out-of-session.

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### Agenda Item 6: Meeting Finalisation

- The Chair invited feedback on the meeting. The Board provided feedback on the Board papers, noting they were succinct and informative, and suggested some areas for refinement.
- The Board Secretariat provided a review of the actions items. No further comments were made.
- The Board agreed the next meeting be scheduled for late November. The Board Secretariat will circulate proposed dates for consideration.

s22(1)(a)(ii) and s22(1)(a)(ii) left the meeting at 13:00pm.

- The Board met in Camera

Mr Hyles left the meeting at 13:05

- The meeting closed at 13.15 pm

**From:** [Secretariat HSRA](#)  
**To:** s47F s47F [Ian Hunt: "Neil Scales": s47F](#) ["Dyan Perry \(nee Crowther\) OBE"](#)  
**Cc:** [HYLES, Andrew: Secretariat HSRA](#)  
**Subject:** HSRA Board meeting (02/23) papers [SEC=OFFICIAL]  
**Date:** Wednesday, 16 August 2023 5:54:51 PM  
**Attachments:** [image002.jpg](#)  
[HSRA Board meeting 02-23.zip](#)

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## OFFICIAL

Dear HSRA Board members

The HSRA Board meeting 02/23 is scheduled for the 25<sup>th</sup> August, 11am to 1pm in Newcastle (via Microsoft Teams for Dyan).

In preparation for the meeting attached is the agenda and relevant papers.

### Overview of attached documents:

- Agenda – HSRA Board meeting 02-23
- Agenda item 1.3 – Board meeting minutes 01/23
- Agenda item 1.3 – Board meeting action items log
- Agenda item 1.4 – Register of Interests
- Agenda item 2.1 – Statement of Intent paper
  - Attachment 2.1.1 – Statement of Intent
- Agenda item 2.2 – Board Charter paper
  - Attachment 2.2.1 – Board Charter
- Agenda item 2.3 – Audit and Risk Committee document suite paper
  - Attachment 2.3.1 – HSRA ARC Charter
  - Attachment 2.3.2 – ARC Skills Matrix
  - Attachment 2.3.3 – HSRA 2023-24 ARC Annual Work Plan
  - Attachment 2.3.4 – HSRA ARC Internal Audit Work Program
- Agenda item 2.4 – Non-Financial Performance Report template paper
  - Attachment 2.4.1 – Non-Financial Performance Report template
- Agenda item 2.5 – Annual Board Calendar paper
  - Attachment 2.5.1 – Annual Board calendar
- Agenda item 2.6 – 2022-23 NFRA Annual Report paper
  - Attachment 2.6.1 – 2022-23 NFRA Annual Report
- Agenda item 4 – CEO Report
- Agenda item 5 – Corporate Report

Agenda item 3 is a site visit de-brief and does not have any papers and agenda item 6 will be an 'In Camera Session' for Board members only.

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

Kind regards

s22(1)(a)(ii)

Director Corporate and Secretariat

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

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**High Speed Rail Authority**

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## HSRA Board meeting (02/23)

DATE/TIME	LOCATION
25 August 2023 11:00am – 1:00pm (AEST)	Transport for NSW – Newcastle office 6 Stewart Avenue Newcastle West NSW 2302
Or 2:00am – 4:00am (BST)	Microsoft Teams meeting <b>Join on your computer, mobile app or room device</b> <a href="#">Click here to join the meeting</a> s22(1)(a)(ii) <a href="#">Download Teams</a>   <a href="#">Join on the web</a> s22(1)(a)(ii) <a href="#">Alternative VTC instructions</a> s22(1)(a)(ii) <a href="#">Find a local number</a>   <a href="#">Reset PIN</a> <a href="#">Learn more</a>   <a href="#">Meeting options</a>

Narne	Organisation/position
Jill Rossouw	HSRA Board Chair
Gillian Brown	HSRA Board member
Dyan Perry	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
s22(1)(a)(ii)	HSRA Board Secretariat – Minutes
s22(1)(a)(ii)	HSRA Board Secretariat - Observer

Time	Topic	Presenter
11:00 – 11:10am	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 Approve minutes from Board meeting 01/23 Review of progress on action items from Board meeting 01/23	
	1.4 Register of Interests - Members to advise of any conflict of interest	
11:10 – 11:30am	2. Matters for Decision	s22(1)(a)(ii) Secretariat
	2.1 Statement of Intent	
	2.2 Board Charter	
	2.3 Audit and Risk Committee (ARC) document suite ARC Charter, ARC skills matrix, ARC 2023-24 work plan, ARC Internal Audit Work Program	
	2.4 Non-Financial Performance Report template	
	2.5 Annual Board Calendar	
	2.6 2022-23 NFRA Annual Report	
11:30 – 11:45am	3. De-brief of Sydney to Newcastle site visit and briefings	Andrew Hyles, Interim CEO
11:45 – 12:15pm	4. CEO Report	Andrew Hyles, Interim CEO
	Preliminary work program update	
	Strategic and organisational planning	
	People and performance framework	
	Status of HSRA recruitment processes	
	Work Health and Safety (WHS) update	
12:15 – 12:35pm	5. Corporate Report	s22(1)(a)(ii) Director Corporate
	5.1 Finance update – HSRA operating expenses	
	5.2 Risk Management Framework update	
	5.3 Corporate Plan update	

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12:35 – 12:45pm 6. Meeting Finalisation

s22(1)(a)(ii)

Secretariat

6.1 Review of actions to be taken

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6.2 Next meeting

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6.3 Meeting close

12:45 – 1:00pm 7. In Camera Session





To support *section 29 of the Public Governance, Performance and Accountability Act 2013 (Duty to disclose interest)*, 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 or conflict of duty.

## 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.<sup>1</sup> 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.

## Definition

A **conflict of interest** may occur if an interest or activity influences or appears to influence the ability of a Board Member to exercise objectivity.

Conflicts of interest can be categorised as one or both of the following:

- Financial interests include actual, perceived or potential financial gain or loss.
- Non-financial interests may arise from personal or family relationships that do not amount to a financial interest.

A **conflict of duty** is a conflict between your duty as a board member and your duty to another public or private organisation. This conflict exists if you have 2 or more roles that have competing priorities.

Board members should disclose any actual, perceived or potential conflicts of interest.<sup>2</sup>

The overriding principle for a conflict of interest, 'if in doubt, declare the interest' in accordance with the appropriate process.

<sup>1</sup> 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.

<sup>2</sup> Actual = A public official is in a position to be influenced by their private interests when doing their job.

Perceived = A public official is in a position to appear to be influenced by their private interest when doing their job.

Potential = A public official is in a position where they may be influenced in the future by their private interests when doing their job.

# HSRA Board Register of Interests

Investments in unlisted companies, partnerships and other forms of business, major shareholdings and beneficial interests.

Any ownership of land/property, major contracts or contractual relationships with the entity or its subsidiaries.

Any gifts or benefits accepted and valued at over \$AUD100.00 (excluding GST).<sup>3</sup>

*Items below in blue text are new editions since last review.*

Name of member:

<b>Conflict of Interest type:</b>	Actual / Perceived / Potential <i>(delete types not needed)</i>	<b>Meeting date and number recorded:</b>	
<b>Matter/issue to which Conflict of Interest relates:</b>			
<b>Decision on how to deal with the conflict:</b>			

Name of member:

<b>Conflict of Interest type:</b>	Actual / Perceived / Potential <i>(delete types not needed)</i>	<b>Meeting date and number recorded:</b>	
<b>Matter/issue to which Conflict of Interest relates:</b>			
<b>Decision on how to deal with the conflict:</b>			

<sup>3</sup> In line with the APSC Guidance for Agency Heads – Gifts and Benefits, agency heads are required to publicly disclose all gifts or benefits accepted and valued at over \$AUD100.00 (excluding GST). Reporting gifts and benefits accepted by agency heads in the performance of official duties helps to maintain public confidence in the integrity of APS agencies and the APS more broadly. Gifts and Benefits must be listed on the HSRA website on a quarterly basis.

# Register of Employment/Appointments/Memberships

All employment you still have interest in.

All paid or unpaid appointments and memberships of organisations.

*Items below in blue text are new editions since last review.*

HSRA Board member name	Name of Company/Agency	Nature of Company/Agency activities	Nature of role
Jill Rossouw	Port of Brisbane Group companies, comprising: <ul style="list-style-type: none"> <li>- Port of Brisbane Pty Ltd</li> <li>- QPH Hold Co Pty Limited</li> <li>- QPH Hold Co 2 Pty Limited</li> <li>- QPH Hold Trust</li> <li>- QPH Property Co Pty Limited</li> <li>- QPH Finance Co Pty Limited</li> <li>- QPH Port Acquisition Co Pty Limited</li> <li>- APH Top Co Pty Ltd</li> </ul>	<p>Port of Brisbane is one Australia's fastest growing container ports and QLD's largest multi-cargo port.</p> <p>PBPL is owned by the APH Consortium (formerly known as Q Port Holdings consortium), comprising four of the world's largest and most experienced infrastructure investors. The members are: Caisse de dépôt et placement du Québec; IFM Investors; QIC Private Capital Pty Ltd on behalf of its managed funds; and Tawreed Investments Ltd, a wholly-owned subsidiary of the Abu Dhabi Investment Authority.</p> <p>PBPL's role, as defined by the port lease, includes:</p> <ul style="list-style-type: none"> <li>- the maintenance and development of the port and related facilities</li> <li>- operation of the Brisbane Multimodal Terminal</li> <li>- leasing and managing land for port-related services</li> <li>- facilitation of the development approval process for developments on Brisbane core port land</li> <li>- maintaining navigable access to the port for commercial shipping</li> <li>- operating the Visitors Centre.</li> </ul>	Director
	IFM Investors Pty Ltd	<p>IFM Investors is a global fund manager investing in infrastructure assets in Australia. Along with its owners – 17 world-leading pension funds – and other investors they invest on behalf of institutions globally, including superannuation and pension funds, sovereign wealth funds, insurers, endowments, foundations and universities.</p>	Employment as Executive Director Infrastructre

	<p>IFM Aged Care Group companies, comprising:</p> <ul style="list-style-type: none"> <li>- IFM Aged Care Pty Ltd</li> <li>- IFM Aged Care No 1 (Mercy) Pty Ltd</li> </ul> <p>Property Council (VIC Division) Infrastructure Industrial and Logistics Committee</p>	<p>Mercy Health is the lessee and operator of the Mercy Place Colac residential aged care facility. IFM Investors acquired the facility through two separate sale and leaseback arrangements in 2006 and 2008 that extend to 2031. Mercy Health Residential Aged Care provides a wide range of flexible and individualised care options in homes catering for all care needs including dementia. With 30 homes across Victoria, New South Wales, Queensland and Western Australia.</p> <p>Responsible for providing a voice on issues relating to infrastructure development, supply chains, public project pipelines and industrial land supply and investment.</p>	<p>Director</p> <p>Voluntary role</p>
<p>Gillian Brown</p>	<p>QIC Limited</p> <p>QPC Limited</p> <p>Ausgrid Operator Partnership, comprising:</p> <ul style="list-style-type: none"> <li>- Ausgrid Asset Partnership</li> <li>- Ausgrid Property Partnership</li> <li>- PLUS ES Partnership</li> </ul> <p>Electricity Retained Interest Corporation – Ausgrid, comprising:</p> <ul style="list-style-type: none"> <li>- ERIC Alpha App Corporation 1 Pty Ltd</li> <li>- ERIC Alpha App Corporation 2 Pty Ltd</li> <li>- ERIC Alpha App Corporation 3 Pty Ltd</li> </ul>	<p>Created in 1991 by the Queensland government to serve its long-term investment responsibilities, QIC is a long-term specialist manager in alternatives and deliver to over 115 institutional investors in Australia and internationally.</p> <p>QPC limited is a trustee company and responsible entity for the QIC Group.</p> <p>Largest distributor of electricity on Australia’s east coast, providing power to 1.8 million customers. Ausgrid’s network is made up of substations, power lines, underground cables and power poles, spanning 22,275 square kilometres throughout Sydney, the Central Coast and the Hunter Valley.</p> <p>The Corporation was established under the Electricity Retained Interest Corporations Act 2015 No 6 (the Act) to provide for the effective stewardship and oversight of the retained interest of the State in Ausgrid’s network assets under the Electricity Network Assets (Authorised Transactions) Act 2015 and for which it is responsible</p>	<p>Director</p> <p>Director</p> <p>Director</p> <p>Director</p>

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	<p>- ERIC Alpha App Corporation 4 Pty Ltd</p> <p>BRIC Housing Company Limited</p> <p>Queensland Community Foundation-alternate member Board of Governors</p> <p>s47F</p>	<p>for the purpose of protecting value and seeking to maximise returns to the State. The retained interest was established on 1 December 2016.</p> <p>BRIC Housing provides both transitional and long term social housing under a range of programs in partnership with the Queensland Government.</p> <p>QCF is a leading State and National trust fund providing an enduring income stream to charities. Comprising of a General Fund and a collection of sub-funds with monies contributed by charities, corporations, government agencies and individuals QCF supports charities to deliver sustainable services by promoting philanthropy, investing donated monies, distributing income earned and facilitating grants.</p> <p>s47F</p>	<p>Director</p> <p>Director</p> <p>Director</p>
<p>Ian Hunt</p>	<p>Showgrounds Nominees Pty Ltd</p> <p>- Including a member of the Royal Melbourne Showgrounds Development Project Unincorporated Joint Venture Committee of Management</p> <p>Tahoe Home Units Pty Limited</p> <p>ACT Government Major Project Canberra's Light Rail Project Board</p> <p>Sherpa Consulting Pty Ltd</p>	<p>The principal activities of the Company and its management committee comprise overseeing the joint venture between the State of Victoria and the Royal Agricultural Society of Victoria, and the management, development and maintenance of the Royal Melbourne Showgrounds by JVs PPP contractor.</p> <p>Tahoe Home Units is company share apartment block in Rushcutters Bay NSW. The board is effectively the strata committee.</p> <p>The Project Board provides advice to the ACT Government in respect of, and oversees, the planning, procurement and delivery and operation of the Canberra light rail project.</p> <p>Small risk management consulting company.</p>	<p>Director</p> <p>Director</p> <p>Independent Board member</p> <p>Senior Advisor</p>

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<p>Dyan Perry</p>	<p>HS1 Ltd</p> <p>s47F [REDACTED]</p>	<p>HS1 Ltd has the 30-year concession to own, operate and maintain High Speed 1 (HS1), the UK's only high-speed railway, as well as the stations along the route: St Pancras International, Stratford International, Ebbsfleet International and Ashford International. In July 2017, HS1 Ltd was acquired by a consortium comprising of funds advised and managed by InfraRed Capital Partners Limited and Equitix Investment Management Limited.</p> <p>Network Rail (High Speed) is contracted for maintaining and operating the railway infrastructure and three stations, St Pancras International, Stratford International and Ebbsfleet International.</p> <p>s47F [REDACTED]</p>	<p>Director</p> <p>Director</p>
<p>Neil Scales</p>	<p>National Transport Commission</p> <p>Austrroads</p>	<p>NTC lead national land transport reform in support of all Australian governments to improve safety, productivity, environmental outcomes and regulatory efficiency. NTC are a key contributor to the national reform agenda with accountability to Australian transport ministers through the Infrastructure and Transport Ministers' Meeting and its advisory body, the Infrastructure and Transport Senior Officials' Committee.</p> <p>Austrroads is the collective of the Australian and New Zealand transport agencies, representing all levels of government who provide high-quality, practical and impartial advice, information, tools and services to help members to deliver efficient, reliable and safe mobility to their customers.</p> <p>Austrroads are a not-for-profit, nonpartisan organisation funded by Australian and New Zealand government transport agencies but their work impacts a wide range of agencies including planning, service, infrastructure, health and safety, public health and policing.</p>	<p>Commissioner</p> <p>Board Chair</p>

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**Australian Government**  
**High Speed Rail Authority**

# Board Paper

25 August 2023

<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 2.1
<b>Agenda Item Title:</b>	Statement of Intent
<b>Paper type:</b>	For Approval
<b>Paper Author:</b>	s22(1)(a)(ii)

**Recommendation(s):**

It is recommended that the Board:

s47C

**Purpose and Context:**

s47C

**Key issues:**

- A Statement of Expectations may be issued by the Minister responsible for a Commonwealth agency to provide it with greater clarity about the government’s expectations for the agency in the conduct of its operations.
- By convention, a Statement of Expectations will generally be refreshed with every change in Minister, change in Commonwealth policy or otherwise every two years.
- The Government issued the High Speed Rail Authority with a Statement of Expectations on the 4<sup>th</sup> August in relation to the HSRA’s roles, responsibilities, statutory functions and accountability obligations under the High Speed Rail Authority Act 2022 (the HSRA Act), the Public Governance, Performance and Accountability Act 2013 (the PGPA Act) and associated regulations, as well as other relevant legislation and legal instruments.
- The Minister has asked that the HSRA respond to her Statement of Expectations within 4 weeks (Friday 1 September). A Statement of Intent is used to respond to these expectations.
- As a new statutory authority, the HSRA’s Statement of Intent has a particular focus on the establishment of the HSRA and early its priorities. The Statement of Intent would be updated or revised when the Minister issued a new Statement of Expectations.
- The Statement of Expectations and Statement of Intent have helped to inform the development of the Performance Measures included in the Corporate Plan which will be reported on at the end of the cycle in the HSRA’s Annual Report.

**Next steps:**

The Statement of Expectations and Statement of Intent will be made available on the HSRA website as required by the Department of Finance.

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

**Attachment 2.1.1 – Draft Statement of Intent**

**Cleared by:**

Andrew Hyles  
 Interim CEO  
 High Speed Rail Authority  
 16 August 2023





**Australian Government**  
**High Speed Rail Authority**

# Board Paper

25 August 2023

**Meeting Number:** 02/23  
**Agenda Item Number:** Item 2.2  
**Agenda Item Title:** Board Charter  
**Paper type:** For Approval  
**Paper Author:** s22(1)(a)(ii)

## Recommendation(s):

It is recommended that the Board:

s47C

## Purpose and Context:

s47C

## Key issues:

The Board Charter sets out the powers, responsibilities and expectations as to the manner and spirit Board members conduct themselves in the execution of their duties as Board members including in relation to matters explicitly reserved for the Board as specified in the *High Speed Rail Authority Act 2022*. That is, to ensure proper, efficient and effective performance of the HSRA and to determine its strategies and policies in line with the established functions and powers under the HSRA Act, including:

- Role and responsibilities – strategic, governance and management expectations
- Membership – composition, roles and conditions
- Board conduct – due diligence and expectations
- Board meetings – frequency and expectations
- Conflicts of interest – duty of disclosure and outside employment expectations
- Committees – establishment and operation of Board committees to assist the Board carry out its responsibilities
- Role of the Chief Executive Officer – responsibilities.
- Board Secretary role – responsibilities.
- Evaluation and Review - Board performance and review of charter.

## Corporate governance and compliance:

Subject to the *High Speed Rail Authority Act 2022*, all HSRA Board members are bound by the terms of the Charter. The Charter should also be read in context with:

- Public Governance, Performance and Accountability Act 2013
- Public Governance, Performance and Accountability Rule 2014
- RMG 200, Duties of Accountable Authorities
- RMG 202, Audit Committees

**Next steps:**

Upon Board approval of the of the Board Charter, the Corporate Team will begin creating a suitable training package for new Board members.

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

**Attachment 2.2.1 – Draft Board Charter**

**Cleared by:**

Andrew Hyles  
Interim CEO  
High Speed Rail Authority  
14 August 2023

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# Board Paper

25 August 2023

<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 2.3
<b>Agenda Item Title:</b>	Audit and Risk Committee (ARC) document suite
<b>Paper type:</b>	For Approval
<b>Paper Author:</b>	s22(1)(a)(ii) [Redacted]

**Recommendation(s):**

It is recommended that the Board:

s47C [Redacted]

**Purpose and Context:**

s47C [Redacted]

**Key issues:**

As per the Department of Finance [‘A guide to corporate Commonwealth entities on the role of audit committees’](#). The PGPA Rule requires that an accountable authority of a Commonwealth entity determine by written charter, the functions of the audit committee established for the entity (subsection 17(1)). At a minimum, those functions must include reviewing the appropriateness of the accountable authorities financial and performance reporting, the systems of risk oversight and management, and internal control for the entity. Advice from the audit committee assists the board to meet its broader duties and responsibilities under the PGPA Act.

When the audit committee is a sub-committee of the board it should inherently have sound knowledge of the entity’s operating context. The board will need to ensure that the audit committee collectively has the necessary skills and expertise to advise on all the matters required by subsection 17(2). Using its skills and experience, the audit committee reviews the information provided to it by internal audit and the entity’s management. In order to understand and review the entity’s processes and systems the committee also actively pursues information from relevant areas of the entity.

Audit and Risk Committee skills matrix

s47C [Redacted]

s47C

**Background:**

s47C

**Corporate governance and compliance:**

With the introduction of the Public Governance, Performance and Accountability Act 2013 (PGPA Act), the Parliament signalled a shift in its expectations for accountable authorities in governing CCEs, including a focus on non-financial performance reporting. Audit committees of Commonwealth entities have had a traditional role in supporting the entity and its directors to comply with their legislative obligations. Reflecting the guiding principle of the PGPA Act that the performance of the public sector is more than just about financial oversight and reporting, the role of audit committees was expanded under the PGPA Act framework to include performance reporting.

**Next steps:**

Upon Board approval of the Audit and Risk Committee document suite, it is proposed the first ARC meeting will be held in September as per the work plan at Attachment 2.3.4. The Corporate team is currently drafting companion documents to complement the internal audit suite of documents including an Internal Audit Process Guide, Audit Recommendation Register and Audit Recommendation Closure form, to be presented to ARC for endorsement and Board approval ahead of the next meeting.

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

**Attachment 2.3.1 – ARC Charter**

**Attachment 2.3.2 – ARC Skills Matrix**

**Attachment 2.3.3 – HSRA 2023-24 ARC Annual Work Plan**

**Attachment 2.3.4 – HSRA ARC Internal Audit Work Program**

**Cleared by:**

Andrew Hyles

Interim CEO

High Speed Rail Authority

10 August 2023



# Audit and Risk Committee Charter

August 2023

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**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

## 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 appropriateness<sup>1</sup> 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 advise the HSRA Board:
  - 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;

<sup>1</sup> '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 advice 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 advise 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 advice 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 review strategic risks for presentation to the HSRA Board. The annual review of strategic risks will include consideration of the risks and recommendations identified in the Schott Review of Inland Rail to the extent that they are applicable to HSRA.
- The ARC will advise 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 periodic internal audit of:
  - 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. This does not extend to reviewing internal control frameworks in any Commonwealth Government Department which provides services to the HSRA under a shared service arrangement;
    - 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).
  - Work Health and Safety (WHS) compliance
    - reviewing the effectiveness of the HSRA's Work Health and Safety Management System (WHSMS) in complying with the specific responsibilities under the WHS Act 2011 as a 'person conducting a business or undertaking' (PCBU).

### ARC will:

- review the proposed internal audit program, ensuring that the program's coverage takes into account the HSRA's primary risks, and recommend approval of an annual internal audit work plan by the HSRA Board;
- review all internal audit reports, provide advice to the HSRA Board on major concerns identified in those reports, and recommend action on significant matters raised – including identification and dissemination of information on good practice.
- The ARC will advise the HSRA Board about the Board's system of internal controls and whether they are effective and appropriate for the HSRA. This advice 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. The Chair and the ARC may rely in good faith, in discharging its responsibilities under this Charter, on any statement provided by an auditor, a Commonwealth Government Department that provides services to the HSRA under a shared service model and an employee of the HSRA whom the Chair believes is reliable and competent in relation to the relevant matter.

## 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.



**Australian Government**  
**High Speed Rail Authority**

# Board Paper

25 August 2023

<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 2.4
<b>Agenda Item Title:</b>	Non-Financial Performance Report template
<b>Paper type:</b>	For Approval
<b>Paper Author:</b>	s22(1)(a)(ii)

## Recommendation(s):

It is recommended that the Board:

s47C

## Purpose and Context:

s47C

## Key issues:

- The HSRA's Non-Financial Performance Report is a form of transparency reporting.
- The report will allow the HSRA to measure, understand and communicate its progress to the Board on a quarterly basis both looking back on the quarter passed and providing next steps or further actions for future quarters and will also lend itself to future organisational building by highlighting the HSRA's strengths and limitations.
- The report connects the PBS and Corporate Plan to the Annual Report and is based on the performance measures for the current financial year.
- At the end of the financial year, the report will provide the basis of the HSRA's Performance Statements which will form part of the HSRA's 2023-24 Annual Report.

## Corporate governance and compliance:

To support section 16F of the Public Governance, Performance and Accountability Act Rule (Annual Performance Statement for Commonwealth Entities), a Non-Financial Performance Report will be updated on a quarterly basis and provided to the HSRA Board.

## Next steps:

Following approval of the Non-Financial Performance Report template, the quarter one reporting (1 June to 30 September 2023) will begin after 30 September 2023.

The report will be submitted to the Audit and Risk Committee at their first meeting in September for review and then provided to the Board for approval.

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

**Attachment 2.4.1 – Draft Non-Financial Performance Report template****Cleared by:**

Andrew Hyles

Interim CEO

High Speed Rail Authority

15 August 2023



**Australian Government**  
**High Speed Rail Authority**

**Board Paper**

25 August 2023

**Meeting Number:** 02/23  
**Agenda Item Number:** Item 2.5  
**Agenda Item Title:** Annual Board Calendar  
**Paper type:** For Approval  
**Paper Author:** s22(1)(a)(ii)

**Recommendation(s):**

It is recommended that the Board:

s47C

**Purpose and Context:**

s47C

**Key issues:**

- The activities detailed in the annual board calendar will assist the Board to plan and manage key matters requiring their attention during both Board and Audit and Risk Committee (ARC) meetings.
- The Annual Board Calendar has been developed to capture key governance activities expected of boards as well as the priorities detailed in the Statement of Expectations issued by the Minister in July 2023 and the HSRA Board roles and responsibilities detailed in the Board Charter.
- The calendar will provide assurance that all activities for which the Board is responsible will be planned for an dealt with during the year by allocating key activities to specific board and committee meetings.
- Key activities subject to compliance and legislative requirements have been aligned with respective meeting dates to ensure they are dealt with in a timely manner to comply with key reporting dates (eg. Corporate Plan, Annual Report, Financial Statements).
- In some instances, where meeting dates do not align with key compliance and reporting dates, out-of-session Board consideration has been factored into the calendar to ensure compliance. Items for out-of-session consideration will be circulated to members by the Secretariat and will be considered endorsed if a majority of members respond in support of the item. Out-of-session items will be noted and minuted at the next available scheduled meeting (in accordance with s.31 of the HSRA Act).
- Non-time dependent activities have been allocated throughout the year to ensure an even workload for the Board.
- Whilst the board calendar includes some ARC activities to be undertaken, a more comprehensive ARC work plan has been developed to manage ARC specific activities as required under the ARC Charter, which is included in the ARC agenda item 2.3.

- The annual calendar also includes a forward meeting agenda, which is currently in the preliminary stages of development, to assist with identifying agenda items aligned with specific calendar activities until a routine forward agenda schedule is bedded down.

**Background:**

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**Corporate governance and compliance:**

The governance of the HSRA is regulated by the Public Governance, Performance and Accountability Act 2013 (PGPA Act) and the Public Governance, Performance and Accountability Rule 2014 (PGPA Rule).

The HSRA’s Board Charter outlines the framework within which the Board will operate including the role, responsibilities and expectations in the execution of Board duties.

**Next steps:**

If the Board approves the Annual Board Calendar, the Board Secretariat will ensure activities are scheduled in line with Board and ARC meetings stipulated in the calendar and updated accordingly as required. The calendar will be a living document and updated as required.

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

**Attachment 2.5.1 – Annual Board Calendar**

**Cleared by:**

Andrew Hyles  
 Interim CEO  
 High Speed Rail Authority  
 15 August 2023





**Australian Government**  
**High Speed Rail Authority**

# Board Paper

25 August 2023

<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 2.6
<b>Agenda Item Title:</b>	2022-23 National Faster Rail Agency (NFRA) Annual Report
<b>Paper type:</b>	For Approval
<b>Paper Author:</b>	s22(1)(a)(ii)

## Recommendation(s):

It is recommended that the Board:

s47C

## Purpose and Context:

s47C

## Key issues:

- The NFRA was abolished during the 2022-23 financial year with the scope and functions partially absorbed by the High Speed Rail Authority (HSRA) under Machinery of Government (MoG) provisions.
- Section 17J(6) of the *Public Governance, Performance and Accountability Rule 2013* (PGPA Rule), states that information relating to the transferred functions of the old entity are required to be included in the annual report for the reporting entity. As the reporting entity, the HSRA is required to prepare the 2022-23 NFRA annual report, financial statements and performance statements.
- The Department of Finance has confirmed that an annual report is required for the NFRA for the 2022-23 financial year to be prepared in line with non-corporate Commonwealth entity reporting requirements, noting the HSRA Board is signing off on the NFRA report as a result of a MoG change.
- The NFRA financial statements and performance statements will be included in the NFRA Annual Report following sign off by the Department's Audit and Risk Committee and the Australian National Audit Office. The Department and the NFRA's former Director Corporate (and now HSRA Director Corporate and Secretariat) will both provide written assurance letters to the Board about the accuracy of the financial statements and performance statements.

## Corporate governance and compliance:

Section 46 of the *Public Governance, Performance and Accountability Act 2013* (PGPA Act) requires the accountable authority of an entity to prepare and present an annual report to the responsible Minister, for presentation to the Parliament, on the entity's activities during the period.

The annual report must be given to the responsible Minister by the 15<sup>th</sup> day of the fourth month after the end of the reporting period (by 15 October).

Sections 39(1)(b) and 43(4) of the PGPA Act require the report to include the entity's annual performance statements and audited financial statements.

**Next steps:**

Following approval of the annual report content, the Corporate team will provide the draft to an external provider for typesetting (scheduled for 28 August 2023).

Placeholders have been included in the draft report for the performance statements and financial statements, for inclusion following approval by the department's audit and risk committee on 15 September 2023.

The typeset report will also be provided to the Board for final approval before being submitted to the Minister on 20 September 2023 for approval to table in the Parliament. We are required to allow the Minister 10 working days to consider and approve the report.

Once approved by the Minister, the report will be printed ready for delivery to Parliament for tabling.

The proposed tabling date is 18 October 2023 to allow presentation prior to the Budget Estimates hearings scheduled for the week commencing 23 October 2023, as required under the Department of Prime Minister & Cabinet Tabling Guidelines.

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

**Attachment 2.6.1 – 2022-23 NFRA Annual Report**

**Cleared by:**

Andrew Hyles

Interim CEO

High Speed Rail Authority

15 August 2023



**Australian Government**  
**High Speed Rail Authority**

**Board Paper**  
25 August 2023

<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 4 (various topics)
<b>Agenda Item Title:</b>	CEO Report
<b>Paper type:</b>	For Noting
<b>Paper Author:</b>	Andrew Hyles

**Recommendation(s):**

That you Note:

s47C



authority

**Purpose and Context:**

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**Key issues:**

Preliminary work program update

1. The HSRA continues to move through its initial establishment phase and a number of key milestones have been accomplished to date:

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- b. Finalisation of the HSRA Corporate Plan, completion of drafting the Statement of Intent response to the Statement of Expectations and completion of drafting of the National Faster

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Rail Agency Annual Report

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- d. Board and Audit and Risk Committee Charters drafted for Board consideration
- e. Employment procedures approved for:
  - i. Home Based Work
  - ii. Consultation and Dispute Resolution
  - iii. Working, Hour, Flex, Overtime and TOIL
  - iv. Relocation Assistance
  - v. Higher Duties and Higher Duties Allowance
  - vi. Community Service Leave
  - vii. Remote Localities Assistance
- f. SES remuneration and employment policy approved
- g. Board meeting in Newcastle and Sydney to Newcastle site tour

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2. The HSRA has met with:

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3. We also continue to regularly engage with the department on key matters including the Statement of Expectations, finalisation of the Corporate Plan, end of financial year reporting and our ongoing working relationship.

4.

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7. Our priorities for 2024 include:

s47C [Redacted]

8. s47C [Redacted]

Strategic and organisational planning

9. As the HSRA's establishment phase has further evolved, I have continued to consider both the staffing and structure of the organisation and its work program.

10. s47C [Redacted]

11. s47C [Redacted]

12. s47C [Redacted]


13. s47C [Redacted]

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14. s47C



15. s47C



16. s47C



People and performance framework

17. All public servants employed by the HSRA are employed under provisions of the Public Service Act 1999 (PS Act). Among other things, this legislation and related determinations prescribe the conditions of employment of Australian Public Service (APS) employees and Senior Executive Service (SES) employees.
18. The PS Act sets out specific values and codes of practice for public servants known as the APS Values and Code of Conduct. The effect of these legislative requirements applies at all times – even outside the workplace.
19. It is also worth noting that statutory office holders are bound by Code of Conduct.
20. A copy of the APS Values and Code of Conduct is at **Attachment C.**

21. Notwithstanding that the APS Values and Code of Conduct apply to all employees in the HSRA, there is an opportunity to develop a specific people and performance framework for the HSRA. This framework can support both the setting and ongoing adherence to a common organisational culture for the HSRA but will also support ongoing management conversations on performance with employees.

22. s47C [Redacted]

23. s47C [Redacted]

Status of HSRA recruitment processes

24. s47C [Redacted]

25. s47C [Redacted]

26. s47C [Redacted]

27. s47C [Redacted]

28. s47C [Redacted]

Work Health and Safety (WHS) update

29. The Board has a responsibility to comply with WHS laws as a ‘person conducting a business or undertaking’ (PCBU) in accordance with the WHS Act 2011. To support the Board in meeting this obligation, the Authority has recently implemented a new WHS framework to manage health and safety in the workplace and to demonstrate our commitment to workers.

30. The Audit and Risk Committee will be responsible for reviewing and providing advice on the appropriateness of the HSRA’s WHS compliance. This will be done by the Committee reviewing the

effectiveness of the WHS Management System in complying with specific responsibilities under WHS legislation.

31.

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**Discussion:**

s47C



**Attachments**

s47C



C. APS Values and Code of Conduct

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## APS Values

The APS Values articulate the parliament's expectations of public servants in terms of performance and standards of behaviour. The principles of good public administration are embodied in the APS Values. The APS Values require that we are:

### Impartial

The APS is apolitical and provides the government with advice that is frank, honest, timely and based on the best available evidence.

### Committed to service

The APS is professional, objective, innovative and efficient, and works collaboratively to achieve the best results for the Australian community and the government.

### Accountable

The APS is open and accountable to the Australian community under the law and within the framework of Ministerial responsibility.

### Respectful

The APS respects all people, including their rights and their heritage.

### Ethical

The APS demonstrates leadership, is trustworthy, and acts with integrity, in all that it does.

The APS Values are set out in section 10 of the [Public Service Act 1999- external site](#).

## APS Code of Conduct

The Code of Conduct requires that an APS employee must:

- behave honestly and with integrity in connection with APS employment;
- act with care and diligence in connection with APS employment;
- when acting in connection with APS employment, treat everyone with respect and courtesy, and without harassment;
- when acting in connection with APS employment, comply with all applicable Australian laws;
- comply with any lawful and reasonable direction given by someone in the employee's Agency who has authority to give the direction;
- maintain appropriate confidentiality about dealings that the employee has with any Minister or Minister's member of staff;

- take reasonable steps to avoid any conflict of interest (real or apparent) and disclose details of any material personal interest of the employee in connection with the employee's APS employment;
- use Commonwealth resources in a proper manner and for a proper purpose;
- not provide false or misleading information in response to a request for information that is made for official purposes in connection with the employee's APS employment;
- not improperly use inside information or the employee's duties, status, power or authority:
  1. to gain, or seek to gain, a benefit or an advantage for the employee or any other person; or
  2. to cause, or to seek to cause, detriment to the employee's Agency, the Commonwealth or any other person.
- at all times behave in a way that upholds the APS Values and Employment Principles, and the integrity and good reputation of the employee's Agency and the APS;
- while on duty overseas, at all times behave in a way that upholds the good reputation of Australia; and
- comply with any other conduct requirement that is prescribed by the regulations ([regulations available on the ComLaw website- external site](#)).

The Code of Conduct is set out in section 13 of the [Public Service Act 1999- external site](#).



<b>Meeting Number:</b>	02/23
<b>Agenda Item Number:</b>	Item 5 (5.1 – 5.2)
<b>Agenda Item Title:</b>	Corporate Report
<b>Paper type:</b>	For Note
<b>Paper Author:</b>	s22(1)(a)(ii)

**Recommendations:**

It is recommended that the Board:

s47C

**Purpose and Context:**

s47C

**Key issues:**

Finance update

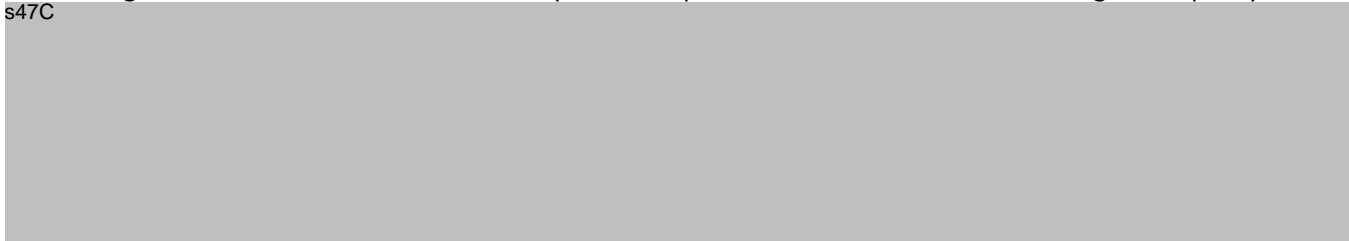
s47C

Risk Management Framework update

- The risk management framework suite of documents has been drafted and will be sent to the Board for review and feedback following review and endorsement by the Audit and Risk Committee. The Framework comprises the following documents:
  - Risk Management Policy and Framework
  - Risk Management Practical Guide
  - Enterprise Risk Register

- Fraud and Corruption Control Plan
- Fraud Risk Register
- Section 16 of the *Public Governance, Performance and Accountability Act 2013* requires accountable authorities to establish and maintain appropriate systems of risk oversight, management and internal control.
- As a corporate Commonwealth entity, the HSRA is not required to comply with the Commonwealth Risk Management Policy, but is encouraged to do so as a matter of good practice. Accordingly, the HSRA risk management framework has been developed to adopt the Commonwealth’s risk management policy.

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Corporate Plan update

s47C



- Prior to publishing the Plan on the HSRA website and transparency portal, a copy of the final draft will be sent to the Minister and the Minister of Finance for information.

**Risks:**

s47C



**Next steps:**

s47C



- In addition to the Risk Management Framework suite referenced above, the following governance items will be presented to the Audit and Risk Committee and then provided to the Board for approval over the coming months:
  - A Work Health and Safety (WHS) Framework
  - A Privacy Framework
  - A Child Safety Framework Policy – The nature of HSRA’s work generally sees no interaction with children and our overall risk is deemed low. However, the Commonwealth Child Safe Framework

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is a whole-of-government policy that sets minimum standards for Australian Government entities to create and maintain behaviours and practices that are safe for children.

- o Business Continuity Plan

**Attachment** – Nil

**Cleared by:**

Andrew Hyles

Interim CEO

High Speed Rail Authority

16 August 2023

OFFICIAL SENSITIVE



**Australian Government**  
**High Speed Rail Authority**

# Meeting Minutes

## HSRA Board meeting (OOS)

DATE	LOCATION	MEETING TIME
10 October 2023	Microsoft Teams meeting <b>Join on your computer, mobile app or room device</b> s22(1)(a)(ii)	4:15pm – 4:30pm
	<b>Join with a video conferencing device</b> s22(1)(a)(ii)	
	<b>Or call in (audio only)</b> s22(1)(a)(ii)	

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

APOLOGIES	
Name	Organisation/position
Nil	N/A

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# Minutes

## Agenda Item 1: Welcome

### 1.1 Opening

- The Chair opened the meeting at 4:18pm.

### 1.2 Attendance

- A quorum was present at the meeting.

### 1.3 Conflicts of Interests

- All Board members confirmed there were no additional conflicts of interest.

## Agenda Item 2: Matters for Decision

The Chair opened the meeting advising that this was an Out of Session Board meeting to discuss one agenda item which was the People and Culture Committee (PCC) Charter and membership.

### 2.1 PCC Charter

- The PCC Charter paper was taken as read.

s47C



- The Board **approved** the Charter in its current state, noting that it is a living document that can be updated once legal advice is provided.

### 2.2 People and Culture Committee membership

- The Board **approved** the following membership of the PCC. Ian Hunt (Chair), Jill Rossouw (member), Neil Scales (member), Dyan Perry (member).

## Agenda Item 6: Meeting Finalisation

- The meeting closed at 4:33pm.
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