



# Annual General Meeting of Members

Monday 2<sup>nd</sup> December, 2019  
at 2:30pm

Room E3.3,  
Exhibition Centre Level 3  
International Convention Centre  
14 Darling Drive  
Sydney NSW 2000

RISSB 

RAIL INDUSTRY SAFETY AND STANDARDS BOARD

ABN: 58 105 001 465

 [rissb.com.au](http://rissb.com.au)

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# 1 Notice of Annual General Meeting

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Notice is hereby given that the Fifth Annual General Meeting (AGM) of Rail Industry Safety and Standards Board (RISSB) Limited (the Company) will be held in Room E3.3, Exhibition Centre Level 3, International Convention Centre, 14 Darling Drive, Sydney, NSW on Monday 2 December 2019 at 2:30pm.

## Business

### 1. Minutes of the Fourth Annual General Meeting, 26 November 2018

*To confirm the Minutes of the Fourth Annual General Meeting of Rail Industry Safety and Standards Board Limited held on 26 November 2018.*

### 2. Receipt of Financial Statements and Reports for 2018-19

*To receive and consider the Financial Statements of the Company for the year ended 30 June 2019 together with the Annual Report and the Reports of the Directors and Auditor thereon.*

### 3. Election of Industry Directors

In accordance with the Constitution the Industry Directors representing the sectors set out below are due for election at this AGM. Subject to Clause 11 Full Members from the relevant sector may nominate other candidates for each of the two Industry Director roles. All nominations must be seconded by another Full Member.

#### a. Network Managers/Owners

*To elect a Director representing Network Managers/Owners from the following candidates:*

- *Mr Paul Lowney*
- *Ms Kylie Gallasch*

#### b. Suppliers and Contractors and/or Other Industry Participants

*To elect a Director representing Suppliers and Contractors and/or Other Industry Participants from the following candidates:*

- *Mr Mark Carling is automatically elected as no other candidates were nominated.*

**4. Endorsement of Industry Director, Passenger Operations**

*To endorse the appointment of Mr Scott Cornish as Industry Director – Passenger Operations.*

**5. Appointment of the Auditor for Financial Year 2019-20 and the remuneration payable for that period.**

*To appoint MGI Audit Pty Ltd of Level 1, 200 Mary Street, Brisbane QLD 4000 as Auditor of the Company for the Financial Year ended 30 June 2020 at a remuneration of \$20,000.*

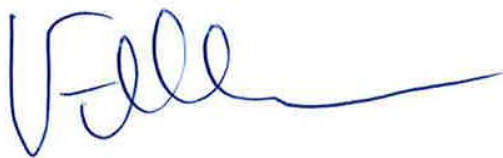
**6. Consider and endorse the Strategic Plan 2017 - 2022**

*To consider, and if thought fit, endorse the Strategic Plan 2017 - 2022 as provided to Members and presented at the meeting.*

**7. Other Business**

*To consider such other business as may be required by law to be transacted at the Annual General Meeting.*

Further information regarding these resolutions is provided in the Information Memorandum on page 8 of this document.



**By Order of the Board  
Kirk Alber FGIA FCIS  
Company Secretary  
Rail Industry Safety and Standards Board Limited  
25 September 2019**

For the Information of Full Members, a Proxy Form is provided with this Notice of Meeting and is an integral part of the Notice. Please refer to page 7 for important information regarding proxy voting. A separate Proxy Form has been attached to the pack for your use should you be unable to attend the meeting.

## 2 Proxy Form

The Secretary  
 Rail Industry Safety and Standards Board Limited  
 Level 4  
 580 Collins Street  
 Melbourne VIC 3000

We (Company Name) .....

being a Full Member of Rail Industry Safety and Standards Board Limited (RISSB), hereby appoint:

(Name of person attending) .....

or the **Chair** of the meeting

☐

as our proxy to vote for and on our behalf at the Annual General Meeting of RISSB to be held at the International Convention Centre, Sydney on Monday 2 December 2019 at 2:30pm and at any adjournment thereof.

Our proxy is hereby instructed to vote on the resolutions to be proposed as follows:

(Voting instructions to be indicated by marking the appropriate box for items 1, 2, 4, 5 & 6. For item 3; Election of Industry Directors, the number 1 or 2 should be inserted in the box next to the candidate according to your preference. Please note, if there is no instruction the proxy may vote as he/she thinks fit or abstain). If appointed proxy the Chair will vote in favour of all resolutions where no instruction is provided.

### 1. Minutes of the Fourth Annual General Meeting (AGM) of RISSB

Confirm the Minutes of the Fourth AGM:

For

☐

Against

☐

Abstain

☐

### 2. Receipt of the Financial Statements and Reports for 2018-19:

Receive the Financial Statements and Reports:

For

☐

Against

☐

Abstain

☐

### 3. Election of Industry Directors

#### a. Network Managers/Owners

Please indicate your preference by inserting the number 1 or 2 in the box next to each candidate.

- i Mr Paul Lowney  or Abstain
- ii Ms Kylie Gallasch

#### b. Suppliers and Contractors

No election is required as only one candidate has been nominated for this sector.

- i Mr Mark Carling is automatically elected to this office.

### 4. Endorsement of Industry Director – Passenger Operations

Mr Scott Cornish For  Against  Abstain

### 5. Appointment of the Auditor for the Financial Year 2019-20 and the remuneration payable for that period.

MGI Audit Pty Ltd (\$20,000): For  Against  Abstain

### 6. Consider and endorse the Strategic Plan 2017 - 2022:

Strategic Plan 2017 – 2022: For  Against  Abstain

**Signed for and on behalf of.....**  
**being a Full Member of RISSB by:** (Company name)

.....  
 Authorised Person in the Presence of

Date.....

### Important Information Concerning your Proxy Vote

A Full Member who is entitled to attend and cast a vote at a meeting of Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. A Full Member may also appoint the Chair of the Meeting as their proxy to vote on their behalf.

Such appointment must be in writing (in a form approved by the Board) and include the name of the Full Member, the name of the proxy and be signed by the Full Member. Scanned copies of originals are acceptable.

The instrument appointing a proxy must be deposited with the Secretary not less than 48 hours before the time for holding the meeting, or the adjourned meeting at which the person named in the instrument proposes to vote. For this meeting, proxies must be received by 5:00pm on Friday 29<sup>th</sup> November 2019.

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- the appointing Member dies; or
- the Member is mentally incapacitated; or
- the Member revokes the proxy's appointment; or
- the Member revokes the authority under which the proxy was appointed by a third party

### Lodging Your Proxy Form

Full Members may lodge their Proxy Form in either of the following ways:

Mail: RISSB, Level 4, 580 Collins Street, Melbourne, 3000

Email: [kalber@rissb.com.au](mailto:kalber@rissb.com.au)

**To be valid Proxy Forms must be received by 5:00pm on Friday 29 November 2019**

### 3 Information Memorandum

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This Information Memorandum has been prepared for Members of Rail Industry Safety and Standards Board Ltd (RISSB) for the Annual General Meeting (AGM) to be held in Sydney on Monday 2 December 2019. In accordance with the Constitution only Full Members of RISSB may vote on the items for decision at this AGM.

#### **Agenda Item 1 – Minutes of the Fourth Annual General Meeting, 26 November 2018**

Members are asked to confirm the minutes of the Fourth Annual General Meeting of RISSB held on 26 November 2018. The minutes are included at page 13 of this document.

#### **Agenda Item 2 – Receipt of Financial Statements and Reports for 2018-19**

The Financial Statements and Reports are included in the RISSB Annual Report for Financial Year 2018-19 which is provided under separate cover with the Member Pack. Members are asked to refer to this document for consideration of this item.

#### **Agenda Item 3 – Election of Industry Directors**

In accordance with the provisions of the Constitution the Industry Directors representing the Network Managers/Owners sector and the Suppliers and Contractors and/or Other Industry Participants (Suppliers and Contractors) sector must seek election at this AGM. In addition, and subject to Clause 11, Full Members may nominate other candidates for each of these Industry Director roles. All nominations must be seconded by another Member.

At the close of nominations, the following candidates have been validly nominated. The term for each of these appointments is three years. Members will be asked to vote for the candidate of their choice at the meeting by secret ballot.

##### **Network Managers/Owners**

The candidates below have been nominated for this sector. The following is provided for the information of Members.

- **Mr Paul Lowney**

Paul Lowney joined Arc Infrastructure in Western Australia in 2008 and led the projects and maintenance delivery area through the growth phase of the business. Currently Paul is the



General Manager for Customer Operations, Asset Management and Project Delivery at Arc which oversees customers and their needs, sets the direction for asset management and expenditure across the network and is responsible for the delivery of the projects portfolio.

Prior to joining Arc Paul worked on a number major infrastructure projects in Australia and internationally both with contracting and client organisations. Paul was appointed an Industry Director of RISSB in January 2018.

### Candidate Statement

I am fortunate to be a current member of the RISSB Board and I am very pleased to accept this nomination to serve on the Board. RISSB plays a key role in setting safety benchmarks and standards for the industry as a whole in addition to enabling productivity and interoperability across the national networks.

I have been fortunate to work for a number of different organisations over the years (network owners, consultants, contractors) and I look forward to using the knowledge I gained to work with RISSB and my fellow Directors to support the vital role that RISSB plays in our industry.

### • **Ms Kylie Gallasch**

Kylie Gallasch is a highly-engaged Group Executive with more than 20 years rail experience, an expansive portfolio, and a strong line-of-sight to customer outcomes. She is a strategic, empathetic people manager who currently leads more than 140 people across ARTC's Corporate Services and Safety division, which includes among other things, engineering services; risk, safety & environment and systems & technology management.

Kylie is a Fellow of CPA Australia, has completed the AICD Company Directors Course and currently serves as a Director of Minda - a South Australian-based non-profit that empowers people with intellectual disability to reach their aspirations while maximising their independence.

### Candidate Statement

I am passionate about rail as the mode of choice in our logistics chain, ensuring the safety and reliability of our nation's rail network. Taking freight off roads which reduces congestion, is good for the environment and improves safety for motorists and communities. I firmly believe we should aspire to provide the transport and logistics industry with a safe, reliable and integrated nationwide rail network that cost effectively supports the many industries that underpin Australia's economy.

I will bring a keen understanding of customer needs and commercial drivers and look forward to developing and implementing strategies which enhance the rail sector in line with RISSB

objectives. As an industry we must continually innovate and adopt new technologies to meet the changing needs of our customers - rail operators, freight forwarders and passengers - through a commitment to the health and safety of our people, the environment and local communities in which rail operates.

It is critical to ensure a competitive environment in which rail is the mode of choice. This can only be achieved with an ongoing focus on the delivery of Standards, Codes of Practice and Guidelines, ARRM and the National Rules project in a nationally applicable, contemporary, consumable and cost-effective manner.

If appointed as a RISSB Director, I will enthusiastically lend my capabilities to ensure delivery of the RISSB 2017-2022 Strategic Plan and embedded strategic pillars.

### **Suppliers and Contractors and Other Industry Participants**

Only one candidate has been nominated for this sector, so no election is required. Mr Mark Carling is automatically elected to this office. The following is provided for the information of Members.

- **Mr Mark Carling**

Mark Carling is the Regional Director of Consulting and Advisory Services for SNC-Lavalin Atkins Engineering, Design and Project Management business in Australasia and South East Asia. Mark leads a multi-disciplinary team of professional consultants providing a range of technical, strategic and project management related services throughout Australasia and South East Asia. Mark and his team provide consulting and advisory services to a diverse range of clients including operators, owners, government agencies, suppliers and contractors.

Prior to joining SNC-Lavalin Mark held executive roles as Regional Managing Director for both Survitec Group and Faiveley Transport, multi-national organisations with activities in Australia and the broader APAC region. Mark is a Chartered Mechanical Engineer, a Fellow of the Institute of Mechanical Engineers (FIMechE) and a GAICD.

#### Candidate Statement

As a currently serving Board Member of RISSB I am pleased to accept this nomination. If I am successful in being reappointed to my role as a Board Member, I look forward to continuing to work with my fellow Board Members and to contributing to the ongoing success of RISSB.

I believe that my extensive industry knowledge and experience will allow me to continue to provide a strong contribution to the development of RISSB. As a member of the ARA's Rail Industry Group, I am able to bring the perspective of rail industry suppliers directly to the RISSB Board, and to provide a valuable connection to that part of the ARA.

#### **Agenda Item 4 – Endorsement of Industry Director, Passenger Operations**

The RISSB Board has nominated Scott Cornish as the Industry Director – Passenger Operations replacing Todd Bentley who has resigned. Mr Cornish will serve out the balance of Dr Bentley's term which concludes at the AGM in 2020. Members are asked to endorse this appointment. The following is provided for the information of Members.

- **Mr Scott Cornish**

Scott Cornish, in his role as Executive General Manager Safety, Risk and Assurance at Queensland Rail, is responsible for workplace health and safety, rail safety assurance and risk and compliance activities across the enterprise. Scott has over 30 years' global experience in the energy, transport and logistics industries holding senior management roles focused on operations, health, safety and environment, risk management, security and the community.

Scott is a highly experienced leader with an outstanding track record of implementing innovative strategies and initiatives that deliver safety outcomes in high risk operating businesses.

#### **Agenda Item 5 - Appointment of the Auditor for Financial Year 2019-20 and the remuneration payable for that period.**

Members are asked to appoint MGI Audit Pty Ltd (MGI) of Level 1, 200 Mary Street, Brisbane, QLD as Auditor of the Company for the Financial Year ended 30 June 2020 at a remuneration of \$20,000. MGI was first appointed Auditor in 2017.

#### **Agenda Item 6 - Consider and endorse the Strategic Plan 2017 - 2022.**

Members are asked to consider and endorse the Strategic Plan 2017 - 2022 an outline of which appears in the Annual Report. The Strategic Plan was first developed by the Board in 2017 and endorsed by Members at the AGMs in 2017 and 2018. The Board has conducted a full review of the Strategic Plan this year and recommends it to Members.

#### **Agenda Item 7 - Other Business**

No other business has been validly proposed for this meeting.

## Meeting Location

The AGM will be held in Room E3.3, on Level 3 of the Exhibition Centre at the International Convention Centre (ICC), 14 Darling Drive, Sydney, NSW. The meeting room is located on the Tumbalong Boulevard side of the ICC and can be accessed via the main Exhibition Centre entrance using either the elevators or lifts up to level 3.

A site map of Level 3 of the ICC showing the location of the AGM is included at Appendix A.



## 4 Minutes of the Fourth Annual General Meeting of RISSB

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Monday 26 November 2018, 14:30 – 15:00.

Derwent Room, First Floor, National Convention Centre, 31 Constitution Avenue, Canberra, ACT

The meeting opened at 14:30 and the Chair welcomed Members to the Fourth Annual General Meeting of RISSB.

### Present

Ms Deborah Spring	Independent Chair
Mr David George	Independent Director
Dr Tim Kuypers	Independent Director
Dr Todd Bentley	Industry Director, Passenger Operations
Mr Paul Lowney	Industry Director, Network Managers/Owners
Mr Paul Daly	CEO, RISSB
Mr Kirk Alber	Company Secretary, RISSB
Arc Infrastructure Pty Ltd	Represented by Mr Paul Lowney
Metro Trains Melbourne	Represented by Dr Todd Bentley
Public Transport Victoria	Represented by Mr Len Neist
Transport for New South Wales	Represented by Mr Graham Jackson
SNC Lavalin Rail & Transit Pty Ltd	Represented by Mr Mark Carling
RGB Assurance Pty Ltd	Represented by Ms Alena Griffiths
Training Ahead Australia Pty Ltd	Represented by Ms Dannielle Duffy

A further 20 Members were represented by the Chair who voted in accordance with the instructions set out in the Proxy Forms as submitted to the Company Secretary.

A number of RISSB staff and visitors were also in attendance.

The Chair introduced the Directors and staff present and welcomed former Director Tim Ryan.

## Apologies

The Chair advised that apologies had been received from Nabeel Sadaka and Kate Bowman who were both unable to attend the meeting.

## Chairs Comments

The Chair briefly outlined the items of business for endorsement at the meeting as described in the Notice of Meeting distributed to Members at the end of October.

Before addressing the items of business, the Chair gave a summary of RISSB's achievements over the previous year and its aim to strengthen its role as the pre-eminent provider of standards, products and services to the Australian Rail Industry to improve safety and promote harmonization and interoperability.

The Chair noted that one area of utmost importance to the Board and the RISSB team was to strengthen RISSB's relationship with Members, Governments and Stakeholders to ensure that RISSB continues to add value to the rail industry and meet its expectations. In developing the 2017 – 2022 Strategic Plan which was first presented at the 2017 AGM, RISSB did so in collaboration with Members, Governments and Key Stakeholders. This was to ensure that RISSB developed a collective plan to go forward. A plan that ensures RISSB continues to shape the rail industry and add value to its members.

The Chair advised that the Board will be undertaking a mid-term health check of the Strategic Plan early next year to ensure it continues to deliver on these vital objectives. The Chair advised if Members have any feedback on any aspects of the plan, the team would be very pleased to receive it.

The Chair highlighted some of RISSB's key achievements during the 2017-18 year which included:

- Exceeding RISSB's work plan by delivering 25 projects against a plan of 20;
- Launching the Australian Rail Risk Model in November 2017
- Developing the world's first Rail Cyber Security Standard.
- Delivering the draft National Rules in May 2018.
- Reducing project development time to 12 months without compromising quality.
- Securing a new five-year funding MoU with the Australian Governments;
- Strengthening RISSB's balance sheet and financial performance;
- Increasing the number of Members to over 50, and
- Maintaining RISSB's accreditation with Standards Australia through successful completion of the annual audit.

The Chair noted that whilst it has been a good year, RISSB was not resting on its laurels. RISSB will be further developing the Risk Model to enhance its capabilities and finalizing the National

Rules which is expected to be completed in early 2019. RISSB is also expanding its training and events program to improve knowledge sharing and provide industry with the skills needed to operate in the co-regulatory environment.

As part of the focus on engagement, RISSB embarked on a program to provide opportunities for Members and Stakeholders to participate in regular events such as Industry Networking Breakfasts and CEO Lunches where RISSB Directors and the CEO will be on hand to outline RISSB's program and how industry can best be involved. RISSB will also be introducing key players and innovators in the industry who will be sharing their ideas about the important trends for the future. A critical part of this expanded effort is the new Horizons Program which has attracted strong support from across industry. 48 young professionals have joined the inaugural program this year and RISSB is very excited about the contributions they will be making both to RISSB and industry more generally.

Importantly, RISSB will also be focusing on the introduction of new technology and innovation and has embarked on a program to identify the barriers that make the take-up of new technology difficult and diminish the opportunities for innovation. This is a key pillar in RISSB's strategic plan.

Importantly, the Chair noted that RISSB's successes in 2017-18 could not have been achieved without the on-going support and involvement of its Members, Governments and Stakeholders. On behalf of the Board, the Chair recognized and thanked them for their efforts which are very much appreciated.

## Business

The Chair then proceeded to the items of business on the Agenda for the meeting. The Chair advised Members present that she was also holding Proxy Forms provided by Members who could not be present at the meeting and would be voting in accordance with their instructions.

## Confirmation of the Minutes of the Third AGM held on 20 November 2017

The Chair moved the following motion which was carried on a show of hands:

"That Members confirm the Minutes of the Third AGM held on 20 November 2017".

## Receipt of Financial Statements and Reports for FY2017-18

Before moving the motion, the Chair advised Members of the circumstances that had resulted in the Auditor providing a qualified audit report. The Chair noted that this was due to the change in Auditor and did not reflect on the accuracy of the company's accounts which the Directors were completely satisfied with.

The Chair moved the following motion which was carried on a show of hands:

“That Members receive and consider the Financial Statements of the Company for the year ended 30 June 2018 together with the Annual Report and the Reports of the Directors and Auditor thereon”.

### **Endorsement of Industry Director – Network Managers/Owners**

The Chair advised Members that the Board had appointed Paul Lowney to fill the casual vacancy caused by the resignation of Tim Ryan. He would serve out the balance of Mr Ryan’s term which ends at the AGM in 2019.

The Chair moved the following motion which was carried on a show of hands:

“That Members endorse Mr Paul Lowney as the Industry Director – Network Managers/Owners”.

The Chair congratulated Mr Lowney.

### **Endorsement of Independent Chair and Independent Director**

The Chair advised Members that the Constitution provides that RISSB’s Independent Directors hold office for three years and being eligible may be nominated by the Board for a second term.

Given the Chair’s interest in this matter she asked Dr Bentley to assume the Chair for this item and the following two items.

Dr Bentley advised that Members were being asked to endorse the appointment of Deborah Spring as Independent Chair and David George as Independent Director for a further term of three years ending at the AGM in 2021.

Dr Bentley moved the following motion which was carried on a show of hands:

“That Members endorse the appointment of Ms Deborah Spring as Independent Chair for a further term of three years.”

Dr Bentley moved the following motion which was carried on a show of hands:

“That Members endorse the appointment of Mr David George as Independent Director for a further term of three years”.

Dr Bentley congratulated Ms Spring and Mr George.



## **Endorsement of New Independent Director**

Dr Bentley advised that Members were being asked to endorse the appointment of Tim Kuypers as the new Independent Director for an initial term of three years ending at the AGM in 2021.

Dr Bentley moved the following motion which was carried on a show of hands:

“That Members endorse the appointment of Dr Tim Kuypers as an Independent Director for a term of three years”.

Dr Bentley congratulated Dr Kuypers.

## **Approval of aggregate amount available for the remuneration of the Independent Chair and Independent Directors**

Dr Bentley advised that Members are being asked to approve an increase in the aggregate amount available for the remuneration of the Independent Chair and Independent Directors from \$100,000 to \$125,000.

Dr Bentley moved the following motion which was carried on a show of hands:

“That Members approve, in aggregate, the sum of \$125,000 to be available for the remuneration of the Independent Chair and the Independent Directors.

Dr Bentley passed the Chair back to Ms Spring.

The Chair thanked Members for their endorsement.

## **Appointment of the Auditor for the Financial Year 2018-19 and the remuneration payable for that period**

The Chair moved the following motion which was carried on a show of hands:

“That Members appoint MGI Audit Pty Ltd as Auditor of the Company at a remuneration of \$20,000 for the financial year ended 30 June 2019”.

## **Consider and Endorse the Strategic Plan 2017-22**

The Chair advised Members that the Strategic Plan was originally endorsed at last year's AGM. The Board would be doing a mid-term health check of the plan in early 2019 and presenting any proposed revisions to the 2019 AGM.

The Chair moved the following motion which was carried on a show of hands:

“That the meeting consider and endorse the Strategic Plan 2017-22 as presented to Members”.

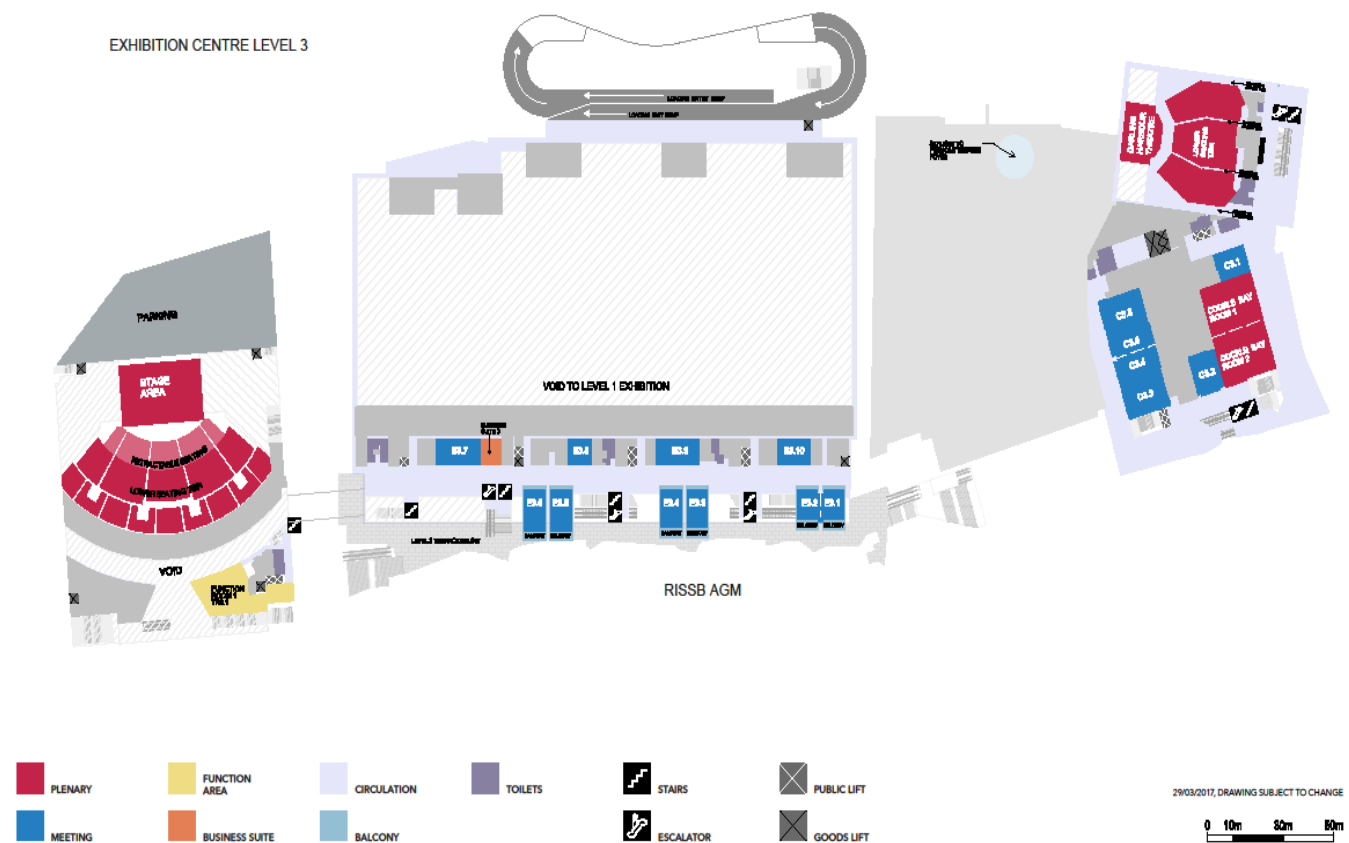
## Concluding Remarks

There being no further business the Chair thanked everyone for their attendance.

The meeting closed at 15:00.

.....  
Chair / /2019

## 5 Appendix A: International Convention Centre





RAIL INDUSTRY SAFETY AND STANDARDS BOARD

ABN 58 105 001 465

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