



Annual General Meeting of Members

Monday 30 November, 2020
at 2:30pm AEST

Virtually Delivered

RISSB
RAIL INDUSTRY SAFETY AND STANDARDS BOARD

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1 Notice of Annual General Meeting

Notice is hereby given that the Sixth Annual General Meeting (AGM) of Rail Industry Safety and Standards Board (RISSB) Limited (the Company) will be held as a virtual meeting on Monday 30 November 2020 at 2:30pm AEST. Members may attend the virtual meeting via a computer or tablet using the link that will be provided by email.

Business

1. Minutes of the Fifth Annual General Meeting, 2 December 2019

To confirm the Minutes of the Fifth Annual General Meeting of Rail Industry Safety and Standards Board Limited held on 2 December 2019.

2. Receipt of Financial Statements and Reports for 2019-20

To receive and consider the Financial Statements of the Company for the year ended 30 June 2020 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. Passenger Operations

To elect a Director representing Passenger Operations from the following candidates:

- *Mr Scott Cornish is automatically elected as no other candidates were nominated.*

b. Freight Operations

To elect a Director representing Freight Operations from the following candidates:

- *Ms Kate Bowman is automatically elected as no other candidates were nominated.*

4. Endorsement of Industry Director, Suppliers and Contractors and/or Other Industry Participants

To endorse the appointment of Mr Mark Carling as Industry Director – Suppliers and Contractors and/or Other Industry Participants.

5. Appointment of the Auditor for Financial Year 2020-21 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 2021 at a remuneration of \$20,000.

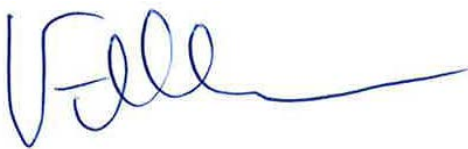
6. Consider and endorse the Strategic Plan 2017 - 2022

To consider, and if thought fit, endorse the Strategic Plan 2017 - 2022 as outlined to Members in the Annual Report and tabled 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 FCG
Company Secretary
Rail Industry Safety and Standards Board Limited**

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 the Proxy Form on page 4 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 as a virtual meeting on Monday 30 November 2020 at 2:30pm AEST 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 ticking the appropriate box for items 1 to 6.

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 Fifth Annual General Meeting (AGM) of RISSB

Confirm the Minutes of the Fifth AGM: For Against Abstain

2. Receipt of the Financial Statements and Reports for 2019-20

Receive the Financial Statements and Reports: For Against Abstain

3. Election of Industry Directors

a. Passenger Operations

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

- i. Mr Scott Cornish is automatically elected to this office.

b. Freight Operations

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

- i. Ms Kate Bowman is automatically elected to this office.

4. Endorsement of Industry Director – Suppliers and Contractors and/or Other Industry Participants

Mr Mark Carling

For Against Abstain

5. Appointment of the Auditor for the Financial Year 2020-21 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 27th November 2020.

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

Due to the restrictions resulting from the COVID-19 pandemic Full Members are asked to lodge their proxies by email only.

Email: kalber@rissb.com.au

To be valid Proxy Forms must be received by 5:00pm on Friday 27 November 2020

3 Information Memorandum

This Information Memorandum has been prepared for Members of Rail Industry Safety and Standards Board (RISSB) Limited for the Annual General Meeting (AGM) to be held as a virtual meeting on Monday 30 November 2020. 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 Fifth Annual General Meeting, 2 December 2019

Members are asked to confirm the minutes of the Fifth Annual General Meeting of RISSB held on 2 December 2019. The minutes are included at page 12 of this document.

Agenda Item 2 – Receipt of Financial Statements and Reports for 2019-20

The Financial Statements and Reports are included in the RISSB Annual Report for Financial Year 2019-20 which is provided under separate cover along 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 Passenger Operations sector and the Freight Operations 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.

Passenger Operations

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

- **Mr Scott Cornish**

Scott Cornish has over 30 years' experience in the oil and gas, transport and logistics industries for major producers and railway operators across the globe.

He has held 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.

As Group Executive Safety, Risk and Assurance, Scott is responsible for workplace health and safety, rail safety assurance and risk and compliance activities across Queensland Rail.

Candidate Statement

To support the continued development of collaboration and harmonisation of Safety and Engineering Standards within the Rail Industry in Australia. A component of this is to continue to build and refine RISSB's relationship and engagement with the broader rail sector and in particular passenger railways.

Freight Operations

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

- **Ms Kate Bowman**

Kate Bowman is the Chief Corporate Services Officer, Group General Counsel and Company Secretary at Pacific National leading a multi-disciplinary team across a range of areas including legal, company secretarial, corporate governance and ESG, government relations and external affairs, internal communications, human resources and workplace relations, organisation development and talent and workers compensation.

Kate is passionate about developing high performing teams and delivering commercial, focussed and high quality services to businesses to drive them forward. Kate has 10 years' experience in transport and logistics in senior management roles and has extensive experience working in regulated industries, including rail and ports.

Candidate Statement

I am very pleased and grateful to accept the nomination for Industry Director – Freight Operations. Having held this role for the last few years I have seen the development within RISSB and the important role it plays in the co-regulation regulatory model for the rail industry. I welcome the opportunity to continue to work with RISSB and the rail industry, on behalf of Freight Operations, as RISSB continues its journey.

Agenda Item 4 – Endorsement of Industry Director, Suppliers and Contractors and Other Industry Participants

The RISSB Board has nominated Mr Mark Carling as the Industry Director – Suppliers and Contractors and Other Industry Participants. Mr Carling was originally elected in 2019 for a three year term but resigned in February 2020. Mr Carling will serve out the balance of the term which concludes at the AGM in 2022. Members are asked to endorse this appointment. The following is provided for the information of Members.

- **Mark Carling**

Mark Carling is the Director for Transport (North) for KBR. Mark leads KBR's Transport business in NSW, ACT and QLD providing a range of engineering services across complex rail, road and maritime projects for a range of clients including government agencies and contractors.

Prior to joining KBR Mark held executive roles as Regional Director of Consulting and Advisory for SNC-Lavalin Atkins in Australasia and South East Asia and prior to that 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 Fellow of the Institute of Mechanical Engineers (FIMechE), a Fellow and Engineering Executive of Engineers Australia (FIEAust, EngExec) and a Graduate of the Australian Institute of Company Directors (GAICD).

Agenda Item 5 - Appointment of the Auditor for Financial Year 2020-21 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 2021 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 was included in the Annual Report. The Strategic Plan was first developed by the Board in 2017 and endorsed by Members at the AGMs in 2017, 2018 and 2019. The Board has conducted a review of the progress against 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 Attendance

Due to the restrictions resulting from the COVID-19 pandemic the AGM this year will be held as a virtual meeting with Members attending over the internet by computer or other electronic device. Members will receive an email with a link to register for the AGM. Should you not receive this email please contact the Company Secretary (Kirk Alber) at: kalber@rissb.com.au and he will provide you with the registration link.

For those Full Members unable to attend a Proxy Form is included with the AGM Pack so that you can appoint a proxy (such as the Chair of the meeting) to vote on the resolutions before the meeting.

Even if you intend to attend the meeting you are encouraged to lodge the Proxy Form to ensure that your vote on the resolutions before the meeting can be recorded in advance.

4 Minutes of the Fifth Annual General Meeting of RISSB

Monday 2 December 2019, 14:30 – 15:00.

Room E3.5, Exhibition Centre Level 3, International Convention Centre, 14 Darling Drive, Sydney, NSW

The meeting opened at 14:30 and the Chair welcomed Members, guests and staff to the Fifth Annual General Meeting of RISSB.

Present

Ms Deborah Spring	Independent Chair
Mr David George	Independent Director
Dr Tim Kuypers	Independent Director
Ms Kate Bowman	Industry Director, Freight Operations
Mr Scott Cornish	Industry Director, Passenger Operations
Mr Mark Carling	Industry Director, Suppliers & Contractors
Mr Kirk Alber	Company Secretary, RISSB
Avantgard Pty Ltd	Represented by Mr Andrew Cox
Institute of Railway Technology	Represented by Mr Ravi Ravitharan
Key Source Rail Pty Ltd	Represented by Mr Allen Edwards
Pacific National Pty Ltd	Represented by Ms Kate Bowman
Queensland Rail Limited	Represented by Mr Scott Cornish
Rail Tram and Bus Union	Represented by Mr Gary Talbot
SNC Lavalin Rail & Transit Pty Ltd	Represented by Mr Mark Carling
Sydney Trains	Represented by Mr Nev Nichols

A further 18 Full 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 guests were also in attendance.

Introductions

The Chair introduced the Directors and staff present and welcomed former Director Tim Ryan. The Chair also welcomed Kylie Gallasch as the candidate for the role of Industry Director – Network Owners / Managers.

Apologies

The Chair advised that an apology had been received from Paul Lowney who was 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 beginning of November.

Before addressing the items of business, the Chair outlined the focus of RISSB's activities over the 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 in a co-regulatory environment.

The Chair advised that as part of the ongoing commitment to add value to the rail industry RISSB conducted its first customer survey in the first half of 2019. The Chair noted RISSB got a strong response to this survey and thanked everyone for taking the time to participate.

The Chair noted that there were two key take-outs from the survey:

- RISSB pays an important role in the co-regulatory environment, and
- RISSB needs to be more pro-active in influencing the future direction of the rail industry;

She emphasized that RISSB had heard our members loud and clear and has developed an action plan based on this survey.

The Chair provided an overview of several of these key actions:

- The first regarding RISSB's Work Plan. RISSB currently has over 200 Standards, Codes of Practices and guidelines. However, RISSB is revising how the Work Plan is developed to include input from a wider range of sources while still meeting our accreditation requirements. This is to ensure that RISSB is blending business and technical imperatives. Some of the changes include meeting with CEOs/COOs/EGMs Safety.
- RISSB is also willing to tackle the harder issues that face the rail industry.
- RISSB has been revising its training program to focus on technical training and training around standards as they are released to facilitate up-take and implementation. RISSB is

also now offering tailored in-house company-wide training courses with fees that recognize the membership class and number of participants.

- Development of a knowledge hub on the RISSB website has commenced. This is so that RISSB can be a one stop shop for researching a technical issue and to further promote the sharing of knowledge. For instance, at the 29th IRSC conference held in Perth in October, RISSB videoed all the presentations and these are being turned into Webinars with the presenters' permission and together with the papers and presentations are now being loaded onto the RISSB website.
- RISSB is also reviewing its fee structure both in the short and longer term.

It was noted that these are just a few of the items of work that RISSB is undertaking based on the feedback from the customer survey and how we are re-positioning RISSB to be:

- The Voice for Industry, and
- Industry's partner in a co-regulatory environment.

The Chair noted that RISSB's successes in 2018-19 could not have been achieved without the on-going support and involvement of our Members, Governments and Stakeholders. RISSB appreciates all of your efforts and on behalf of the Board, the Chair thanked everyone for their support.

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 Fourth AGM held on 26 November 2018

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

"That Members confirm the Minutes of the Fourth AGM held on 26 November 2018".

Receipt of Financial Statements and Reports for FY2018-19

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 2019 together with the Annual Report and the Reports of the Directors and Auditor thereon".

Election of Industry Directors

The Chair advised members that the Constitution provides that RISSB Directors hold office for a term of 3 years.

Accordingly the Industry Directors representing the sectors of:

- Network Managers/ Owners; and,
- Suppliers and Contractors;

who were elected at the AGM in 2016 retire at this AGM.

It was noted that RISSB called for the nomination of candidates for Industry Directors to represent each of these sectors. As set out in the Notice of Meeting two candidates were nominated for the Network Managers/Owners sector, however Paul Lowney has since advised that he will not be seeking election due to his increased commitments at Arc Infrastructure. With only one candidate no election is required.

The Chair declared Ms Kylie Gallasch from ARTC elected to the office of Industry Director – Network Managers/ Owners.

It was noted that only one candidate was also nominated to represent the Suppliers and Contractors sector so again no election was required.

The Chair declared Mr Mark Carling from SNC Lavalin elected to the office of Industry Director – Suppliers and Contractors.

The Chair congratulated Ms Gallasch and Mr Carling and welcomed Ms Gallasch to the Board.

Endorsement of Industry Director - Passenger Operations

The Chair advised that Members were being asked to endorse the appointment of Scott Cornish from Queensland Rail as Industry Director – Passenger Operations.

In accordance with Section 12.2 of the Constitution, Scott was appointed by the Board following the resignation of Todd Bentley at the beginning of 2019. Scott will serve for the remainder of Todd's term which ends at the AGM in 2020.

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

“That the endorse Mr Scott Cornish as the Industry Director – Passenger Operations.

The Chair congratulated Mr Cornish.

Appointment of the Auditor for the Financial Year 2019-20 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 2020”.

Consider and Endorse the Strategic Plan 2017-22

The Chair advised that RISSB’s Strategic Plan 2017-22 was first published in 2017 and noted that a summary of the plan was included in the Annual Report. Briefly the plan sets out the strategy the Board has adopted that will enable RISSB to achieve its goals. The Annual Report outlined some of the key initiatives and achievements that have occurred since 2017. It also noted the ongoing work the Board has undertaken to ensure the plan delivers on the expectations of members and stakeholders.

The Chair advised that the Board was confident that RISSB is well on the way to meeting the objectives of the plan and was pleased to recommend it to members.

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

Before closing the meeting, the Chair thanked Paul Lowney for his service on the Board over the last two years. She noted that during this time Paul has made a very significant contribution both to the Board and the Remuneration & People Committee which was greatly appreciated.

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

The meeting closed at 15:00.

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Chair / /2020