

Entered by Board Secretary

AGENDA ITEM 19 BOARD DECISION PAPER	
To:	Board
From:	Liza Hayes, Board Secretary
Reviewed:	Andrew Downie, Head of Governance Dean Kimpton, Chief Executive Officer
Date:	19 June 2024
Title:	Board Committee Membership Changes and Charter Review

Aronga / Purpose

1. To provide an update on Board committee membership and seek approval for revisions to the committee charters.

Tuku mana / Delegation

2. N/A.

Ngā tūhonga / Recommendations

That the Auckland Transport Board (board):

- a) Notes changes to the membership of the Design and Delivery Committee, Finance and Assurance Committee and People and Culture Committee following the appointment of Julie Hardaker and Andrew Ritchie to the board.
- b) Approves the establishment of the Transport Safety Committee and disestablishment of the Safety Committee.
- c) Notes that the People and Culture Committee will now provide oversight of health, safety and wellbeing matters as they relate to Auckland Transport and its employees and other Persons Conducting Business or Undertaking (PCBUs) that AT shares overlapping duties with, as far as is reasonably practicable including the Safety Management System.

- d) Approves and adopts the revised Design and Delivery Committee, Finance and Assurance Committee, People and Culture Committee Charters, and new Transport Safety Committee Charter.
- e) Notes the appointment of Richard May as the New Zealand Transport Agency Waka Kotahi non-voting representative on the board, replacing Nicole Rosie.

Te whakarāpopototanga matua / Executive summary

3. The committee charters have been reviewed following the appointments of Julie Hardaker and Andrew Ritchie to the board.
4. At its 28 May 2024 meeting, the board approved the appointment of Julie Hardaker as chair of the People and Culture Committee (PCC) and the appointment of Julie Hardaker and Andrew Ritchie as members of the Design and Delivery Committee (DDC) and Finance and Assurance Committee (FAC).
5. The committee charters have now been revised and updated to reflect these changes and are now in a form ready for approval by the board.
6. Following a review of the roles and responsibilities of the Safety Committee (SC), the PCC will now provide oversight of health, safety and wellbeing matters as they relate to Auckland Transport (AT) and its employees and other Persons Conducting Business or Undertaking (PCBUs) that AT shares overlapping duties with, as far as is reasonably practicable, including the Safety Management System.
7. The SC will be disestablished and replaced with a new Transport Safety Committee (TSC) focussed on providing oversight of safety across the transport network.

Ngā tūhinga ō mua / Previous deliberations

Date	Report Title	Key Outcomes
28 May 2024 Board	Board Tenure and Committee Membership.	The board approved the appointment of new directors Julie Hardaker and Andrew Ritchie to PCC, DDC and FAC.

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Te horopaki / Background

8. The committee charters sets out the role, responsibilities, purpose and Delegated Authority of each committee.
9. The committee charters have been updated to set membership at a minimum and maximum level rather than a prescribed number of members to mitigate having to amend the committee charters should there be a change in the number of board members in future. The previous approach had created challenges in recent months whilst the recruitment process for directors was completed.
10. A letter from the Chair of New Zealand Transport Agency Waka Kotahi (NZTA) to Mayor Brown on 29 May 2024 confirmed the resignation of Nicole Rosie as the non-voting NZTA representative on the board effective 28 May 2024. Richard May has been appointed as the replacement NZTA representative, effective on Ms Rosie's resignation.

Te hononga ki te “Statement of Intent 2023 - 2026”/ Alignment to Statement of Intent 2023 - 2026

11. N/A.

Me mōhio koe / What you need to know

12. The following amendments are proposed for the DDC Charter:
 - a) Set the committee membership to a minimum of five and a maximum of eight members.
 - b) Set the number of meetings to at least six per year.
 - c) Increase the committee meeting quorum from four to five members.
 - d) Amend the expected management meeting attendees to include the Director, Infrastructure & Place, Head of Governance and Board Secretary.
 - e) Update the format of the document with new branding, including a document management and control table and minor formatting changes.

13. The following amendments are proposed for the FAC Charter:

- a) Set the committee membership to a minimum of three and a maximum of five members.
- b) Amend the expected management meeting attendees to include the Chief Financial Officer, Head of Risk & Legal, Head of Governance and Board Secretary.
- c) Update the format of the document with new branding, including a document management and control table and minor formatting changes.

14. The following amendments are proposed for the PCC Charter:

- a) Set the committee membership to a minimum of three to a maximum of four members.
- b) Increase the committee meeting quorum from two to three members.
- c) Amend the purpose and responsibilities to include the governance oversight of the health, safety and wellbeing responsibilities as it relates to AT employees and other Persons Conducting Business or Undertaking (PCBUs) that AT shares overlapping duties with, as far as is reasonably practicable.
- d) Amend the expected management meeting attendees to include Director, People & Performance, Head of Governance and Board Secretary.
- e) Update the format of the document with new branding, including a document management and control table and minor formatting changes.

15. The following elements are proposed for the new TSC Charter:

- a) Set the committee membership to a minimum of three and a maximum of four members.
- b) Amend the expected management meeting attendees to include the Group Manager, Transport Safety, Head of Governance and Board Secretary.
- c) Update the format of the document with new branding, including a document management and control table and minor formatting changes.

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Ngā ritenga-ā-pūtea me ngā rauemi / Financial and resource impacts

16. N/A.

Ka whaiwhakaaro ki te Tiakanga Taiao / Climate change and sustainability considerations

17. N/A.

Ngā whakaaweawe atu anō / Other impacts

Relationship	Consulted Y/N	Views and Perspectives Received
Māori	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	N/A
Elected members	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	N/A
Council Controlled Organisations	Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>	N/A

Ā muri ake nei / Next steps

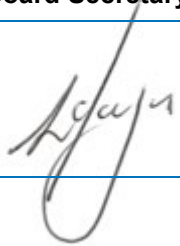


18. Following board approval, the committee charters will be uploaded to the AT intranet and website for access by directors, staff, and the public.

Te whakapiringa / Attachment

Attachment #	Description
1.	Design and Delivery Committee Charter (marked-up and clean versions)
2.	Finance and Assurance Committee Charter (marked-up and clean versions)
3.	People and Culture Committee Charter (marked-up and clean versions)

4.	Transport Safety Committee Charter (marked-up and clean versions based off Safety Committee Charter)
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Te pou whenua tuinga / Document ownership

Submitted by	Recommended by	Approved for submission
Liza Hayes Board Secretary	Andrew T Downie Head of Governance	Dean Kimpton Chief Executive
		

Auckland Transport



Design and Delivery Committee Charter

June 2024

Last Update; March 2023

Next Update: June 2025

Marked up draft for discussion



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1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-002		
Document Title	Auckland Transport Board Design and Delivery Committee Charter		
Effective Date	April 2024		
Document Owner	Auckland Transport Board		
Content Manager	Board Chair		
Review Cycle	Annually		
Next scheduled review	June 2025		
Version History	Version	Approval Date	Key amendment
	1	25 February 2021	N/A
	2	March 2023	<ul style="list-style-type: none"> Membership and quorum changes
	3	June 2024	<ul style="list-style-type: none"> Membership and quorum changes

2. PURPOSE

2.1. The Auckland Transport (AT) Board of Directors (the Board) has established a Design and Delivery Committee (the “Committee”) to monitor the performance of the transport system, provide oversight and direction to strategy and tactical planning of change and development of the system, approval of change and development within Delegated Financial Authorities (DFA) and monitoring of change programmes across the organisation, including benefit realisation.

2.2. Specifically, the Committee will:

- Assist the Board with a governance role in relation to the design of an integrated transport system.
- Review and recommend AT’s position on all regional and national transport system programmes and projects by Waka Kotahi New Zealand Transport Agency (or any other delivery agency) that affect Auckland’s integrated transport system.
- Review and monitor customer experience, service delivery, technology and change programmes and performance; and



- Implementation monitoring of change programmes.

3. AUTHORITY

3.1. The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.

3.2. The Committee has authority to:

- Investigate any matter relevant to its purpose;
- Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors;
- Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

4.1 The Committee will consist of a minimum of five to a maximum of eight members, one of whom will be the Board Chair;

4.2 The Board Chair will be an ex-officio member of the committee and may not be the Committee Chair;

4.3 The Board will appoint and remove the Chair of the Committee;

4.4 If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.

4.5 The Board may remove and appoint members of the Committee at any time.

4.6 Unless otherwise determined by the Board, Committee members will be appointed for a period of up to three years which may be extended by the Board for an additional two years i.e. maximum five years.

5. MEETINGS

5.1 The Committee will meet at least six times a year, with authority to convene additional meetings, as circumstances require.

5.2 Any five members of the Committee may form a quorum.

- 5.3 All Committee members are expected to attend each meeting in person, although in special circumstances members can attend through electronic means.
- 5.4 Directors who are not members of this Committee are entitled to receive copies of the papers and minutes of this Committee and attend any meeting without further invitations (unless they are precluded due to a conflict of interest). They will have no right to vote at these meetings.
- 5.5 The following AT officers (or their nominees) are expected to attend all Committee meetings:
- Chief Executive
 - Director, Infrastructure & Place
 - Head of Governance
 - Board Secretary
- 5.6 Any AT officer or employee may attend a meeting at the invitation of the Committee Chair, and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.
- 5.7 The Board Secretary or their nominee will act as Secretary to the Committee and will attend all meetings.
- 5.8 An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting;
- 5.9 The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

6. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

6.1 Network Performance

- Monitor the performance of AT's transport network, customer experience, reputation, trust and confidence.

6.2. Strategy

Oversee and provide insights and guidance to the development of transport sector strategy policy



6.3. Project Design and Approvals

- In respect of proposed major capital projects, assist the Board in deciding whether to proceed with new major capital projects;
- Monitoring programme and project expenditure relative to budget.

7. REPORT TO THE BOARD

7.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Board meeting.

7.2. Annually the Committee will prepare a report to the Board indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year and including a description of significant issues dealt with by the Committee.

7.3. The Committee will liaise with other Board committees as necessary.

8. PERFORMANCE EVALUATION

8.1. The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.

9. REVIEW OF CHARTER

9.1. The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.

Auckland Transport



Design and Delivery Committee Charter

June 2024

Last Update; March 2023

Next Update: June 2025



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8. PERFORMANCE EVALUATION

8.1. The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.

9. REVIEW OF CHARTER

9.1. The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.

Auckland Transport



Finance and Assurance Committee Charter

June 2024

Last Update: August 2022

Next Update: June 2025

Marked-up draft for discussion



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Marked-up draft for discussion



1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-003		
Document Title	Auckland Transport Board Finance and Assurance Committee Charter		
Effective Date	June 2024		
Document Owner	Auckland Transport Board		
Content Manager	Board Chair		
Review Cycle	Annually		
Next scheduled review	June 2025		
Version History	Version	Approval Date	Key amendment
	1	25 February 2021	N/A
	2	August 2022	4.5, 5.3
	3	June 2024	4.1

2. PURPOSE

2.1 The Auckland Transport (AT) Board of Directors (the Board) has established a Finance and Assurance Committee (the "Committee") to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to:

- The integrity of financial reporting;
- Financial management;
- Internal controls;
- Accounting policy and practice;
- External and Internal Audit;
- The risk management framework and monitoring compliance with the framework; and
- Compliance with applicable laws, regulations and standards.

2.2 It acts in this capacity by monitoring, reviewing, endorsing and advising on the above matters as set out in this charter.

2.3 The Committee has the ability to make recommendations on the above matters to the Board for subsequent approval.



3. AUTHORITY

3.1 The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.

3.2 The Committee has authority to:

- Investigate any matter relevant to its purpose;
- Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors; and
- Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

4.1 The Committee will consist of a minimum of three to a maximum of five members, one of whom will be the Board Chair;

4.2 The Board Chair will be an ex-officio member of the committee and may not be the Committee Chair;

4.3 The Board will appoint and remove the Chair of the Committee;

4.4 If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.

4.5 The Board may remove and appoint members of the Committee at any time.

4.6 Unless otherwise determined by the Board, Committee members will be appointed for a period of up to three years which may be extended by the Board for an additional two years i.e. maximum five years.

5. MEETINGS

5.1 The Committee will meet at least five times a year, with authority to convene additional meetings, as circumstances require.

5.2 Any three members of the Committee may form a quorum.

5.3 All Committee members are expected to attend each meeting in person, although in special circumstances members can attend through electronic means.



5.4 Directors who are not members of this Committee are entitled to receive copies of the papers and minutes of this Committee and attend any meeting without further invitations (unless they are precluded due to a conflict of interest).

5.5 The following AT officers (or their nominees) are expected to attend all Committee meetings:

- Chief Executive
- Chief Financial Officer
- Head of Risk and Head of Legal
- Head of Governance
- Board Secretary

5.6 Any AT officer or employee may attend a meeting at the invitation of the Committee Chair, and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

5.7 The Board Secretary or their nominee will act as Secretary to the Committee and will attend all meetings.

5.8 An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting.

5.9 The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

6. RESPONSIBILITIES

The Committee will carry out the following responsibilities.

6.1 Financial Performance

- Have oversight of AT's financial performance against the Annual Plan; and
- Monitor financial risks and opportunities in relation to delivery of the Annual Plan.

6.2 Financial Strategy

- Oversee and provide insights and guidance to the development of AT's financial strategies and policies including those related to revenue generation and financial management.

6.3 Financial Statements



- At least annually review significant accounting and external reporting issues, including complex or unusual transactions, transactions and balances in areas where judgement is required, changes to accounting policies, recent accounting, professional and regulatory pronouncements and legislative changes, and understand their effect on the annual financial report and the audit thereof;
- Review the annual financial report and consider whether it is complete, consistent with information known to Committee members, reflects appropriate accounting treatments and adequately discloses Auckland Transport's financial performance and position;
- Review other sections of the annual report and related regulatory filings and consider the accuracy and completeness of the information before it is released;
- Review and approve on behalf of the Board when required the submission of quarterly financial reporting to Auckland Council;
- Review and approve on behalf of the Board half year financial statements, prior to submission to Auckland Council;
- Review, approve and execute half year letters of engagement;
- Review and endorse to the Board for approval full year financial statements, prior to submission to Auckland Council;
- Understand strategies, assumptions and estimates that management has made in preparing financial statements;
- Review with management and the external auditors the results of audit engagements, including any difficulties encountered by the auditors and how they were resolved; and
- Recommend the adoption of the annual financial report to the Board.

6.4 Internal Control Environment

- Review the adequacy and effectiveness of key policies, systems and controls for providing a sound internal control environment;
- Review the exercise and use of financial delegations, including award of contracts;
- Review the Delegations Manual, including making recommendations for any proposed changes to the Board;
- Monitor significant changes to systems and controls to assess whether those changes significantly impact AT's risk profile; and
- Ensure that a programme is in place through internal audit or compliance activities to test compliance with systems and controls.

6.5 Risk Management

- Help to set the tone and develop a culture of the enterprise in relation to risk. Promote open discussion regarding risk, integrate risk management into the organisation's strategic objectives and goals and create a corporate culture such that people at all levels manage risk;
- Approve the risk management policy and plan;



- Provide input to management regarding AT's risk appetite and tolerance limit. Approve risk appetite statements and tolerance limits for communication throughout AT;
- Monitor AT's risk profile – its on-going and potential exposure to risks of various types;
- Receive quarterly reports on management's implementation and maintenance of an appropriate enterprise wide risk management process to ensure that appropriate risk management policies and practices are in place to manage the risks considered to be the most material for AT and that regular risk reviews are undertaken by management;
- Review at least annually all insurance cover and make recommendations to the Board having regard to the business needs and insurance risks of the placement of the corporate insurance programme; and
- Review the approach to business continuity planning arrangements, including whether business continuity and disaster recovery plans have been regularly updated and tested.

6.6 Fraud Prevention Systems and Controls

- Review AT's Fraud Prevention policies and controls, including the Fraud Control Plan and fraud awareness programmes; and
- Receive reports from management about actual or suspected instances of fraud or corruption including analysis of the underlying control failures and action taken to address each event.

6.7 Internal Audit

- Review the Internal Audit Charter regularly to determine that it provides an appropriate functional and organisational framework to enable AT's internal audit function to operate effectively and without limitations;
- Review and approve proposed risk based internal audit plans and any significant changes to them and consider the need for other internal audit projects or activities;
- Review a risk-based internal audit programme aligned to the risk register and recommend to the Board for approval.
- Review reports on internal audit reviews and monitor management's actions to implement recommendations for improvement; and
- Oversee the independence and objectivity of the internal audit function and review the effectiveness of the internal audit function and ensure that it has appropriate authority within AT and has no unjustified limitations on its work.

6.8 External Audit

- Annually review and approve the external audit scope and plan proposed by the external auditor;
- Reviewing the half-year and annual audit review and audit reports over the financial statements and other internal controls and regulatory reports issued by the External Auditor,



assessing the findings and recommendations, and seeking confirmation that management has responded appropriately to the findings and recommendations;

- Discuss with the external auditor any audit issues encountered in the normal course of audit work, including any restriction on scope of work or access to information;
- Ensure that significant findings and recommendations made by the external auditor, and management's responses to them, are appropriate and are acted upon in a timely manner;
- Review the effectiveness of the external audit function and ensure that the Office of Auditor-General (OAG) is aware of the Committee's views; and
- Consider the findings and recommendations of any relevant performance audits undertaken by OAG and monitor AT's responses to them.

6.9 Compliance Management

- Review the systems and processes implemented by AT for monitoring compliance with relevant legislation and regulations and the results of management's follow up of any instances of non-compliance; and
- Receive reports from management on the findings of any examinations by regulatory or integrity agencies, such as the Ombudsman, and monitor AT's responses.

6.10 Other Matters

- The Committee will have responsibility for other matters not listed above as delegated from the Board from time to time.

7. REPORT TO THE BOARD

7.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Board meeting.

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8. PERFORMANCE EVALUATION

8.1. The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.



9. REVIEW OF CHARTER

9.1. The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.

Marked-up draft for discussion

Auckland Transport



Finance and Assurance Committee Charter

June 2024

Last Update: August 2022

Next Update: June 2025



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- The integrity of financial reporting;
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- The risk management framework and monitoring compliance with the framework; and
- Compliance with applicable laws, regulations and standards.

2.2 It acts in this capacity by monitoring, reviewing, endorsing and advising on the above matters as set out in this charter.

2.3 The Committee has the ability to make recommendations on the above matters to the Board for subsequent approval.



3. AUTHORITY

- 3.1 The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.
- 3.2 The Committee has authority to:
- Investigate any matter relevant to its purpose;
 - Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors; and
 - Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

- 4.1 The Committee will consist of a minimum of three to a maximum of five members, one of whom will be the Board Chair;
- 4.2 The Board Chair will be an ex-officio member of the committee and may not be the Committee Chair;
- 4.3 The Board will appoint and remove the Chair of the Committee;
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5. MEETINGS

- 5.1 The Committee will meet at least five times a year, with authority to convene additional meetings, as circumstances require.
- 5.2 Any three members of the Committee may form a quorum.
- 5.3 All Committee members are expected to attend each meeting in person, although in special circumstances members can attend through electronic means.



5.4 Directors who are not members of this Committee are entitled to receive copies of the papers and minutes of this Committee and attend any meeting without further invitations (unless they are precluded due to a conflict of interest).

5.5 The following AT officers (or their nominees) are expected to attend all Committee meetings:

- Chief Executive
- Chief Financial Officer
- Head of Risk and Head of Legal
- Head of Governance
- Board Secretary

5.6 Any AT officer or employee may attend a meeting at the invitation of the Committee Chair, and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

5.7 The Board Secretary or their nominee will act as Secretary to the Committee and will attend all meetings.

5.8 An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting.

5.9 The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

6. RESPONSIBILITIES

The Committee will carry out the following responsibilities.

6.1 Financial Performance

- Have oversight of AT's financial performance against the Annual Plan; and
- Monitor financial risks and opportunities in relation to delivery of the Annual Plan.

6.2 Financial Strategy

- Oversee and provide insights and guidance to the development of AT's financial strategies and policies including those related to revenue generation and financial management.

6.3 Financial Statements



- At least annually review significant accounting and external reporting issues, including complex or unusual transactions, transactions and balances in areas where judgement is required, changes to accounting policies, recent accounting, professional and regulatory pronouncements and legislative changes, and understand their effect on the annual financial report and the audit thereof;
- Review the annual financial report and consider whether it is complete, consistent with information known to Committee members, reflects appropriate accounting treatments and adequately discloses Auckland Transport's financial performance and position;
- Review other sections of the annual report and related regulatory filings and consider the accuracy and completeness of the information before it is released;
- Review and approve on behalf of the Board when required the submission of quarterly financial reporting to Auckland Council;
- Review and approve on behalf of the Board half year financial statements, prior to submission to Auckland Council;
- Review, approve and execute half year letters of engagement;
- Review and endorse to the Board for approval full year financial statements, prior to submission to Auckland Council;
- Understand strategies, assumptions and estimates that management has made in preparing financial statements;
- Review with management and the external auditors the results of audit engagements, including any difficulties encountered by the auditors and how they were resolved; and
- Recommend the adoption of the annual financial report to the Board.

6.4 Internal Control Environment

- Review the adequacy and effectiveness of key policies, systems and controls for providing a sound internal control environment;
- Review the exercise and use of financial delegations, including award of contracts;
- Review the Delegations Manual, including making recommendations for any proposed changes to the Board;
- Monitor significant changes to systems and controls to assess whether those changes significantly impact AT's risk profile; and
- Ensure that a programme is in place through internal audit or compliance activities to test compliance with systems and controls.

6.5 Risk Management

- Help to set the tone and develop a culture of the enterprise in relation to risk. Promote open discussion regarding risk, integrate risk management into the organisation's strategic objectives and goals and create a corporate culture such that people at all levels manage risk;
- Approve the risk management policy and plan;



- Provide input to management regarding AT's risk appetite and tolerance limit. Approve risk appetite statements and tolerance limits for communication throughout AT;
- Monitor AT's risk profile – its on-going and potential exposure to risks of various types;
- Receive quarterly reports on management's implementation and maintenance of an appropriate enterprise wide risk management process to ensure that appropriate risk management policies and practices are in place to manage the risks considered to be the most material for AT and that regular risk reviews are undertaken by management;
- Review at least annually all insurance cover and make recommendations to the Board having regard to the business needs and insurance risks of the placement of the corporate insurance programme; and
- Review the approach to business continuity planning arrangements, including whether business continuity and disaster recovery plans have been regularly updated and tested.

6.6 Fraud Prevention Systems and Controls

- Review AT's Fraud Prevention policies and controls, including the Fraud Control Plan and fraud awareness programmes; and
- Receive reports from management about actual or suspected instances of fraud or corruption including analysis of the underlying control failures and action taken to address each event.

6.7 Internal Audit

- Review the Internal Audit Charter regularly to determine that it provides an appropriate functional and organisational framework to enable AT's internal audit function to operate effectively and without limitations;
- Review and approve proposed risk based internal audit plans and any significant changes to them and consider the need for other internal audit projects or activities;
- Review a risk-based internal audit programme aligned to the risk register and recommend to the Board for approval.
- Review reports on internal audit reviews and monitor management's actions to implement recommendations for improvement; and
- Oversee the independence and objectivity of the internal audit function and review the effectiveness of the internal audit function and ensure that it has appropriate authority within AT and has no unjustified limitations on its work.

6.8 External Audit

- Annually review and approve the external audit scope and plan proposed by the external auditor;
- Reviewing the half-year and annual audit review and audit reports over the financial statements and other internal controls and regulatory reports issued by the External Auditor,



assessing the findings and recommendations, and seeking confirmation that management has responded appropriately to the findings and recommendations;

- Discuss with the external auditor any audit issues encountered in the normal course of audit work, including any restriction on scope of work or access to information;
- Ensure that significant findings and recommendations made by the external auditor, and management's responses to them, are appropriate and are acted upon in a timely manner;
- Review the effectiveness of the external audit function and ensure that the Office of Auditor-General (OAG) is aware of the Committee's views; and
- Consider the findings and recommendations of any relevant performance audits undertaken by OAG and monitor AT's responses to them.

6.9 Compliance Management

- Review the systems and processes implemented by AT for monitoring compliance with relevant legislation and regulations and the results of management's follow up of any instances of non-compliance; and
- Receive reports from management on the findings of any examinations by regulatory or integrity agencies, such as the Ombudsman, and monitor AT's responses.

6.10 Other Matters

- The Committee will have responsibility for other matters not listed above as delegated from the Board from time to time.

7. REPORT TO THE BOARD

7.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Board meeting.

7.2 Annually the Committee will prepare a report to the Board indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year and including a describing of significant issues dealt with by the Committee.

7.3 The Committee will liaise with other Board committees as necessary.

8. PERFORMANCE EVALUATION

8.1. The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.



9. REVIEW OF CHARTER

9.1. The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.



Auckland Transport

People and Culture Committee Charter

June 2024

Last Update: February 2021

Next Update: June 2025

Marked up draft for discussion



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1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-005		
Document Title	Auckland Transport Board People and Culture Committee Charter		
Effective Date	June 2024		
Document Owner	Auckland Transport Board		
Content Manager	Board Chair		
Review Cycle	Annually		
Next scheduled review	June 2025		
Version History	Version	Approval Date	Key amendment
	1	25 February 2021	N/A
	2	June 2024	<ul style="list-style-type: none"> • Membership and quorum • Addition of section 5.1 – accountabilities associated with oversight of wellbeing activities transferred from Safety Committee.

2. PURPOSE

The Purpose of the Committee is to:

- 2.1. Assist the Auckland Transport (AT) Board of Directors (Board) to carry out its governance function as it relates to health, safety and wellbeing, remuneration policy leadership and capability, succession, employee development, inclusion and diversity, employee engagement and culture.
- 2.2. Provide support and mentorship for the personal development of the Chief Executive.
- 2.3. Support the Board in ensuring AT's legal obligations in relation to its people and PCBU relationships are met.
- 2.4. Ensure that AT fulfils its Treaty of Waitangi responsibilities through implementation of its Māori Engagement Plan and other related initiatives.

3. AUTHORITY



- 3.1. The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.
- 3.2. The Committee has authority to:
 - Investigate any matter relevant to its purpose;
 - Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors;
 - Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

- 4.1 The Committee will consist of a minimum of three to a maximum of four members one of whom will be the Board Chair.
- 4.2 The Board Chair will be an ex-officio member of the Committee.
- 4.3 The Board will appoint and remove the Chair of the Committee.
- 4.4 If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.
- 4.5 The Board may remove and appoint members of the Committee at any time.

5. MEETINGS

- 5.1. The Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require.
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 - Director, People and Performance
 - Head of Governance
 - Board Secretary



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- 5.8. An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting;
- 5.9. The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

6. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

6.1 Health, Safety and Wellbeing

Policy, Strategy and Planning

- Review and monitor AT's health, safety and wellbeing risk management framework and policies;
- Review AT's safety strategy for achieving health, safety and wellbeing objectives;
- Approve targets for health, safety and wellbeing strategy monitoring.

SMS effectiveness

- Ensure AT develops, implements, audits and regularly reviews and updates an effective health and safety management system;
- Acquire personal knowledge and understanding of hazards, risks and controls;
- Ensure that a safety assurance programme is in place that supports continuous learning and improvement;
- Review Persons Conducting Business or Undertaking (PCBU) on behalf of AT;
- Ensure AT implements procedures to consult, co-ordinate and monitor activities with other Persons Conducting Business or Undertaking (PCBU) that have overlapping responsibilities;
- Ensure AT implements procedures for selection of contractors and monitoring their activities;
- Ensure AT and PCBU's on behalf of AT, implements a worker engagement system that enables workers and their representatives to participate in decision-making, implementation and monitoring of the health and safety management system.

Monitoring

- Monitor health, safety and wellbeing using appropriate techniques.
- Oversight of safety performance and safe systems at work in AT physical works activities;



6.2 Remuneration practices and policies

- Review AT's remuneration practices and policies to ensure they will support AT's business strategies and plan;
- Review AT's remuneration practices to ensure they are consistent with Board policy;
- Approve organisation remuneration budget increases;
- Respond to any request for advice or approve any recommendation of the Chief Executive pertaining to human resources or remuneration matters applying to general staff.

6.3 Chief Executive appointment and performance

- Manage on behalf of the Board the recruitment and employment process for the Chief Executive including interview and recommending to the Board candidates to be appointed as Chief Executive;
- Manage the annual review process and make recommendations to the Board in respect of:
 - Key performance objectives to be set for the Chief Executive;
 - The Chief Executive's performance against the key performance objectives; and
 - Any proposed changes and variations to the Chief Executive's remuneration and employment terms.

6.4 Chief Executive direct reports (Executive Leadership Team)

- Endorse, on the recommendation of the Chief Executive, the appointment or termination of the Chief Executive's direct reports;
- Endorse, on recommendation of the Chief Executive, all employment agreements, remuneration policies, remuneration structures and remuneration changes of the Executive Leadership Team;
- Endorse the Chief Executive's performance evaluation of executive direct reports and work with the Chief Executive and Director, People and Performance to determine the appropriate level and structure of remuneration for the Chief Executive's direct reports based on the guiding principal that executive remuneration is to be set at levels and structured to attract, motivate, reward and retain good performers;
- Endorse management succession planning and development for agreed key roles, including the Chief Executive and the Chief Executive's direct reports.

6.5 Organisational Structure

- Endorse recommendations from the Chief Executive and in consultation with the Chief Executive provide recommendations to the Board on matters relating to:
 - The overall macro structure of the organisation;
 - Any material changes to the responsibilities and accountabilities proposed to any role within the Executive Leadership Team.

6.6 People strategy, culture and human resources practices

- Endorse AT's Culture & Transformation strategy (including desired culture);
- Monitor progress against the strategy and cultural aspirations in the achievement of AT's purpose in alignment with our organisational values;
- As required, receive information on changes in human resource management practices and key matters requiring escalation to the Board.



7 REPORTING TO THE BOARD

- 7.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Committee meeting.
- 7.2 Annually the Committee will prepare a report to the Board indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year and including a describing of significant issues dealt with by the Committee.
- 7.3 The Committee will liaise with other Board committees as necessary.

8 PERFORMANCE EVALUATION

- 8.1 The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.

9 REVIEW OF CHARTER

- 9.1 The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.



Auckland Transport

People and Culture Committee Charter

June 2024

Last Update: February 2021

Next Update: June 2025



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1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-005		
Document Title	Auckland Transport Board People and Culture Committee Charter		
Effective Date	June 2024		
Document Owner	Auckland Transport Board		
Content Manager	Board Chair		
Review Cycle	Annually		
Next scheduled review	June 2025		
Version History	Version	Approval Date	Key amendment
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	2	June 2024	<ul style="list-style-type: none">• Membership and quorum• Addition of section 5.1 – accountabilities associated with oversight of wellbeing activities transferred from Safety Committee.

2. PURPOSE

The Purpose of the Committee is to:

- 2.1. Assist the Auckland Transport (AT) Board of Directors (Board) to carry out its governance function as it relates to health, safety and wellbeing, remuneration policy leadership and capability, succession, employee development, inclusion and diversity, employee engagement and culture.
- 2.2. Provide support and mentorship for the personal development of the Chief Executive.
- 2.3. Support the Board in ensuring AT's legal obligations in relation to its people and PCBU relationships are met.



- 2.4. Ensure that AT fulfils its Treaty of Waitangi responsibilities through implementation of its Māori Engagement Plan and other related initiatives.

3. AUTHORITY

- 3.1. The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.
- 3.2. The Committee has authority to:
 - Investigate any matter relevant to its purpose.
 - Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees, or external advisors.
 - Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

- 4.1. The Committee will consist of a minimum of three to a maximum of four members one of whom will be the Board Chair.
- 4.2. The Board Chair will be an ex-officio member of the Committee.
- 4.3. The Board will appoint and remove the Chair of the Committee.
- 4.4. If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.
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6. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

6.1 **Health, Safety and Wellbeing**

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- Review and monitor AT's health, safety and wellbeing risk management framework and policies.
- Review AT's safety strategy for achieving health, safety, and wellbeing objectives.
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SMS effectiveness



- Ensure AT develops, implements, audits, and regularly reviews and updates an effective health and safety management system.
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- Ensure that a safety assurance programme is in place that supports continuous learning and improvement.
- Review Persons Conducting Business or Undertaking (PCBU) on behalf of AT.
- Ensure AT implements procedures to consult, co-ordinate and monitor activities with other Persons Conducting Business or Undertaking (PCBU) that have overlapping responsibilities.
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- Ensure AT and PCBU's on behalf of AT, implements a worker engagement system that enables workers and their representatives to participate in decision-making, implementation and monitoring of the health and safety management system.

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- Monitor health, safety and wellbeing using appropriate techniques.
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- Review AT's remuneration practices and policies to ensure they will support AT's business strategies and plan.
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 - Key performance objectives to be set for the Chief Executive.
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 - Any proposed changes and variations to the Chief Executive's remuneration and employment terms.



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- Monitor progress against the strategy and cultural aspirations in the achievement of AT's purpose in alignment with our organisational values.
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Auckland Transport

Transport Safety Committee Charter

June 2024

Last Update: February 2023

Next Update: June 2025

Mark up draft for discussion



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Mark up draft for discussion

1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-004		
Document Title	Auckland Transport Board Transport Safety Committee Charter		
Effective Date	June 2024		
Document Owner	Auckland Transport Board		
Content Manager	Board Chair		
Review Cycle	Annually		
Next scheduled review	June 2025		
Version History	Version	Approval Date	Key amendment
	1	25 June 2021	
	2	28 February 2023	<ul style="list-style-type: none"> Sections 4 and 5 – please refer to approval report and minutes (February 2023 board meeting)
	3	June 2024	<ul style="list-style-type: none"> Removal of elements of section 5.2 – accountabilities associated with oversight of wellbeing activities transferred to People and Culture Committee.

2. PURPOSE

- 2.1 The Auckland Transport (AT) Board of Directors (Board) has established a Transport Safety Committee (the Committee) to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to oversight of all matters related to safety. For clarity, this Committee will focus on safety across the transport network and safety in public transport services ..
- 2.2 The Committee acts in this capacity by providing leadership and monitoring, reviewing, endorsing and advising on the above matters as set out in this charter.
- 2.3 The Committee has the ability to make recommendations on the above matters to the Board for subsequent approval.

3. AUTHORITY

- 3.1 The Committee has delegated authority from the Board in respect of the functions and powers set out in this Charter.



3.2 The Committee has authority to:

- Investigate any matter relevant to its purpose;
- Seek any information it requires from the Chief Executive (CE), executive and senior management, any other AT employees or external advisors;
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5.4 All Board members are entitled and able to attend Committee meetings should they desire.

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- Chief Executive
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- Group Manager, Transport Safety
- Head of Governance
- Board Secretary

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6. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

6.1 Safety in operational delivery of AT Activities

- Oversight of safety performance and safe systems at work across the transport network;
- Monitoring of Transport Safety improvement initiatives across the network;
- Oversight of safety performance and safe systems at work in the delivery of AT services including:
 - Public Transport
 - Shared Mobility
 - Parking and Enforcement
 - Special event management
 - Third party activities in the road space
 - Harbourmaster activities
- Ensure 'safety by design' principles are incorporated across the AT network ;
- Review effectiveness of joint-agency collaboration on transport safety initiatives.

To provide governance oversight of Safety across the network, the committee work programme will be inclusive of the following verification aspects related to:

6.2 Review of Safety Systems

- Conduct a formal review of health, safety and wellbeing across the network on a periodic basis to ensure the effectiveness of the health and safety management system;
- Receive timely reviews of serious health and safety related incidents and consider appropriate actions to minimise the risk of recurrence. Consider if external review is required to provide independence;
- Review the health, safety and wellbeing performance of the network including review of audits (internal and external), system reviews, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data;
- Verify the provision and use of resources and processes by reviewing reports on the health and safety management system, including reviews and audits of the systems and control plans.

7. REPORTING TO THE BOARD

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Mark up draft for discussion



Auckland Transport

Transport Safety Committee Charter

June 2024

Last Update: February 2023

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1. DOCUMENT MANAGEMENT AND CONTROL

Document Reference	00-BAC-004		
Document Title	Auckland Transport Board Transport Safety Committee Charter		
Effective Date	June 2024		
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Review Cycle	Annually		
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- 2.2 The Committee acts in this capacity by providing leadership and monitoring, reviewing, endorsing and advising on the above matters as set out in this charter.
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- Obtain, at AT's expense, such outside independent professional advice as it thinks fit to carry out its responsibilities.

4. MEMBERSHIP AND TENURE

4.1 The Committee will consist of a minimum of three to a maximum of four members, one of whom will be the Board Chair.

4.2 The Board Chair will be an ex-officio member of the Committee.

4.3 The Board will appoint and remove the Chair of the Committee.

4.4 If the Committee Chair is unable to attend a meeting, the members present will elect one of themselves to chair the meeting.

4.5 The Board may remove and appoint members of the Committee at any time.

5. MEETINGS

5.1 The Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require.

5.2 Any three members of the Committee may form a quorum.

5.3 All Committee members are expected to attend each meeting in person, although in special circumstances members can attend through electronic means.

5.4 All Board members are entitled and able to attend Committee meetings should they desire.



5.5 The following AT officers are expected to attend all Committee meetings:

- Chief Executive
- Group Manager, Transport Safety
- Head of Governance
- Board Secretary

5.6 Any AT officer or employee may attend a meeting at the invitation of the Committee Chair, and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

5.7 The Board Secretary or their nominee will act as Secretary to the Committee and will attend all meetings.

5.8 An agenda and supporting documentation for each meeting will be prepared and circulated to all members of the Committee and attendees at least five working days before each meeting.

5.9 The Secretary will record the proceedings and decisions of the Committee meetings and the minutes will be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

6. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

6.1 **Safety in operational delivery of AT Activities**

- Oversight of safety performance and safe systems at work across the transport network;
- Monitoring of Transport Safety improvement initiatives across the network;
- Oversight of safety performance and safe systems at work in the delivery of AT services including:
 - Public Transport
 - Shared Mobility
 - Parking and Enforcement
 - Special event management
 - Third party activities in the road space
 - Harbourmaster activities
- Ensure 'safety by design' principles are incorporated across the AT network ;
- Review effectiveness of joint-agency collaboration on transport safety initiatives.



To provide governance oversight of Safety across the network, the committee work programme will be inclusive of the following verification aspects related to:

6.2 Review of Safety Systems

- Conduct a formal review of health, safety and wellbeing across the network on a periodic basis to ensure the effectiveness of the health and safety management system;
- Receive timely reviews of serious health and safety related incidents and consider appropriate actions to minimise the risk of recurrence. Consider if external review is required to provide independence;
- Review the health, safety and wellbeing performance of the network including review of audits (internal and external), system reviews, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data;
- Verify the provision and use of resources and processes by reviewing reports on the health and safety management system, including reviews and audits of the systems and control plans.

7. REPORTING TO THE BOARD

7.1 Minutes of each Committee meeting recording proposals approved, and recommendations will be provided to the following Committee meeting.

7.2 Annually the Committee will prepare a report to the Board indicating how the Committee has discharged its responsibilities as set out in this Charter for the previous year and including a description of significant issues dealt with by the Committee.

7.3 The Committee will liaise with other Board committees as necessary.

8. PERFORMANCE EVALUATION

8.1 The Committee will evaluate its performance annually and report the outcomes of the evaluation process to the Board including recommendations for any opportunities for improvement.

9. REVIEW OF CHARTER

9.1 The Committee will review and assess the adequacy of this Charter annually and recommend revisions and improvements to the Board.