

# **Board Rail Operations Support Committee (ROSC)**

Established as a Board Subcommittee under Clause 22.1(a) of the Constitution of THNSW

Terms of Reference

# As per the Constitution of THNSW

- Clause 22.1(a) provides the Board with the power  
*“to appoint subcommittees for any purpose and to delegate to any such subcommittee such powers as it may think fit and to revoke or alter any such appointment or delegation and to require that committee report to the Board on a regular basis”*
- The Board:
  - Sets and approves the Terms of Reference for any subcommittee that it appoints
  - Retains ultimate responsibility for the functions delegated to the subcommittee
- The Chair of the Board:
  - Appoints the Committee Chair

# ROSC - Purpose & Terms of Reference

- **Purpose:**

- Support the achievement of the goals and objectives for THNSW heritage rail operations as determined by the Board in the strategic plan and annual business plans and budgets;
- Advise the CEO and Board, in matters pertaining to short-, medium- and long-term planning to meet future heritage rail operations delivery.
- Advise the CEO and Board with respect to policy decisions concerning heritage rail operations; and
- Be an exemplar of Board and Management collaborating for the betterment of THNSW in a specialist area.

- **Responsibilities & Authority:**

- The Committee will be authorised by the Board to investigate any activity as set out in its Terms of Reference, including advising the Board on matters associated with:
  - rail operations workforce (volunteer and paid) planning, training and development pathways
  - the rail operations environment, including standards, network access, available infrastructure and their impact on the ability of THNSW and other heritage operators to sustain heritage rail operations;
  - supporting collaboration across heritage operators in areas of common interest such as qualifications and training.
  - reviewing and contributing to the development of medium- and longer-term operating plans and products for train operations.
  - reviewing and contributing to the THNSW Operating Fleet plan to ensure that THNSW can deliver the heritage rail operations program, goals and objectives, short, medium and long term.
  - All matters pertaining to safety and environment are to be addressed by the Board Safety & Environment Committee (SEC)
  - The Committee is also responsible for reviewing and making recommendations to the Board as to THNSW's rail operations policies and procedures as required.

# ROSC - Terms of Reference (continued)

- **Decision Making:**

- All Members of the Committee will be required to provide objective judgements at all times.
- The Committee as a collective is responsible for making sound, appropriate and implementable recommendations for either Board or Management decision, depending on the specific nature/ scope of the recommendation.
- In order to assist the Committee to make fair, transparent and impartial recommendations, the Committee should be familiar with and adhere to all relevant laws, policies, guidelines, procedures and reports.

- **Meetings:**

- Meetings will be held as frequently as required, however not less than 3 times per year.
- Meetings will be held no later than three (3) weeks prior to a Board Meeting when required to enable reporting to the Board to occur.
- Each Meeting must be attended by at least one (1) Board Director.
- The Committee Chair can nominate another Board Director to act as Committee Chair for a specific Meeting.
- A quorum will consist of a minimum of three (3) Members present, which must include at least one (1) Board Director as/acting as Committee Chair.
- If a quorum is not present, that Meeting will be adjourned and either rescheduled or carried over to the next scheduled Meeting.
- Extraordinary meetings may be called, if required.
- From time to time, alternative candidates may be appointed to the Committee on a temporary basis, i.e., as a substitute in the event that a member is unable to attend, or if specific expertise is required.

# ROSC - Terms of Reference (continued)

- **Agendas, Papers & Meeting Records:**

- The Committee Chair and Secretary will circulate the draft agenda and any advance papers or other relevant materials to Members two (2) days prior to the meeting for information,
- The Committee Chair and Secretary will also maintain Minutes of Meetings, keep records of Agendas and Papers, as well as an up-to-date status tracking log of agreed actions, and
- The draft Minutes and updated Actions Log will be distributed to Members within five (5) working days of a meeting taking place to ensure that Members have sufficient time to confirm them prior to the next Meeting and also to progress those Actions for which they are responsible.

- **Reporting:**

- The Committee will regularly prepare its Report for summary/inclusion within Board Papers.

- **Annual Review:**

- The Committee will review its own performance and this Terms of Reference at least annually to ensure that both the Committee remains effective and continues to operate within its objectives, responsibilities, and authority.
- Any proposed significant changes are to be jointly recommended by the Committee Chair and the CEO to the Board for approval.

# ROSC - Membership

## Membership:

- **Committee Chair** – a Board Director, however cannot be the Chair of the Board
- **Other Director(s)** – all Directors to attend at least one (1) Meeting per year
- **Chief Executive Officer (CEO)**
- **Rail Operations Manager (ROM)**
- **Additional Members**
- Flex in terms of membership composition and size in response to the specific scope of works, priorities, etc., and needs for any given 12-month term, and
- May include member representatives and /or independent external representatives with subject matter expertise.

## Overview of Roles & Responsibilities:

- **Committee Chair** –
  - Determined by the Chair of the Board to act as the single point of contact on behalf of the Board for overseeing the Committee.
- **CEO** -
  - The CEO has **overall accountability** for rail operations matters of THNSW, as delegated by the Board.

# ROSC - Membership (continued)

## Overview of Roles & Responsibilities: (continued)

- **Rail Operations Manager (ROM) –**
  - Provides reports as agreed regularly to the Committee's Chair and the CEO,
  - Is the Staff Member who is the Subject Matter Expert (SME) for the topic covered by the Committee and who is **accountable** for delivering the outcomes in that expert area.
  - Undertakes all aspects of administering the Committee on behalf of the Committee Chair.
- **Additional Members –**
  - Can be called in from time-to-time at the discretion of the Committee Chair as needed to give particular input, e.g., SMEs; others who have the appropriate knowledge, skills, or experience that benefit the Committee for the current term of the Committee and who are able to commit to the requirements of the Committee.
- **Other Considerations –**
  - The Committee Chair is a key strategic governance role.
  - The CEO will nominate and provide a person who shall be the Secretary of this Committee.
  - Frequency will be not less than 3 times per year, ideally 4 times in its first year, and no later than 12 days prior to any Board Meeting so as to give a current update to that Board Meeting.
  - The Committee Chair will determine the size of the Committee to meet its needs during any given time period.
  - The Committee Chair may consider appointing an unpaid Independent Member for the Committee who has expert knowledge in rail operations / heritage rail operations.