

Attachment A

Toll Reform: Steering Committee

Terms of Reference

DOCUMENT	STEERING COMMITTEE – TERMS OF REFERENCE
DOCUMENT VERSION	2.0
DOCUMENT DATE	28 JANUARY 2025
DOCUMENT OWNER	NSW TREASURY and TRANSPORT FOR NSW
FOR APPROVAL, DATE	STEERING COMMITTEE, 28 JANUARY 2025

1. Background

The Toll Reform Project (the '**Project**') comprises of two key programs of work:

1. **Toll Reform** – tolling policy reform and its implementation form part of the Government's cost of living support measures. The goal of toll reform is to deliver a new toll road pricing structure to relieve cost of living pressures, make changes to the ongoing toll relief program, improve customer interface with toll roads and optimise the use of the road network. Supported toll reform measures include a new pricing structure, establishment of the NSW Motorways Entity, improving toll relief schemes and the motorist experience; and
2. **Direct Dealing** – to negotiate the concession agreements to implement toll pricing reform (managed under the NSW Government's Direct Dealing Guidelines). This program of work includes drafting the negotiation strategy, consideration of value pools to fund toll reform, negotiations with the concessionaire counterparties (also referred to as '**Proponents**'), evaluation of proposals received from the Proponents. There is an overlap with some of the toll reform measures covered by the Toll Reform Program, in particular pricing structure options and improving toll relief schemes (i.e. cost impact of proposed toll relief schemes). The Governance Plan addresses this overlap.

Together, these are the '**Programs**' of the Project.

In 2023, the NSW Government appointed Professor Allan Fels AO and Dr. David Cousins AM (together the '**Independent Reviewers**') to lead the Independent Toll Review, with NSW Treasury ('**Treasury**') as the responsible agency for delivery of the Project, working in collaboration with Transport for NSW ('**TfNSW**') and the then Department of Premier and Cabinet ('**DPC**').

The Independent Reviewers delivered the Final Report for public on 16 July 2024, providing their findings and recommendations for a significant policy review into motorway pricing reform across NSW.

2. Terms of Reference

This document sets out the Terms of Reference for the Steering Committee ('**SteerCo**') to ensure delivery of the Toll Reform and Direct Deal Negotiations Programs for the Project.

This Terms of Reference document establishes the responsibilities, roles and functions of the SteerCo and sets out the manner in which SteerCo will operate.

These Terms of Reference can only be amended by the SteerCo.

3. Role of the Steering Committee

The role of SteerCo is to ensure delivery of, guide and advise the Toll Reform Project.

The Co-Chairs of the Steering Committee report to the Treasurer and Minister for Roads and their respective Secretaries. Treasury, TfNSW, and The Cabinet Office ('**TCO**') senior executives form the Members of the SteerCo.

The objectives of the SteerCo are to:

- ensure delivery of the Toll Reform Project on behalf of Government, including providing recommendations to Government;
- provide direction to Program Leads to ensure there is appropriate governance of scope, schedule, prioritisation, resourcing and decision making;
- approve key governance documentation, including proposal evaluation plans, a negotiation plan, and any other relevant documents;
- approve, through the governance plan, the roles and membership of the Toll Reform Team, the Negotiation Team, Evaluation Panel, the NSW Motorways Entity Establishment Steering Committee, the Toll Relief Steering Committee and any other groups as required;

- approve the probity plan and ensure that the Project is managed in accordance with the plan;
- review and endorse the recommendations made by the Evaluation Panel on proposals;
- resolve escalated project issues and manage project risks as referred by the Program Leads;
- guide the Toll Reform Team, the Negotiation Team, the Evaluation Panel, the NSW Motorways Entity Establishment Steering Committee, and the Toll Relief Steering Committee as required;
- endorse appointment of project advisers;
- oversee expenditure on Treasury's and TfNSW's budget allocated for the Toll Reform Project; and
- undertake other tasks as requested by the Premier, Treasurer and Minister for Roads.

For further information on the other members of the Toll Reform Governance and their responsibilities, please refer to the Toll Reform – Governance Plan.

4. Steering Committee Members

a. Core Membership

The SteerCo will comprise representatives from the following Departments (**'Member/s'**):

- Sonya Campbell – Deputy Secretary, Commercial (Treasury) (Co-Chair)
- Trudi Mares – Deputy Secretary, Greater Sydney (TfNSW) (Co-Chair)
- Michael Coutts-Trotter – Secretary (Treasury)
- Camilla Drover – Deputy Secretary, Infrastructure and Place (TfNSW)
- Marcus Ray – Deputy Secretary, Economic and Environment Policy (TCO)

Members may appoint a delegate to attend the meeting if they are unavailable. Delegates should be nominated to the Secretariat before the meeting. Additional members, presenters and/or observers may also be invited by the Secretariat or the Co-Chairs as required.

b. Invitees

Following members from Treasury and TfNSW will be invited to attend SteerCo meetings to report to the SteerCo on the progress of the Project (**'Program Leads'**):

- Rachel Simpson - Executive Director Tolling (TfNSW) (Toll Reform Program Lead)
- Donna Awad - Executive Director Toll Reform (Treasury) (Direct Deal Program Lead)
- Alanna Linn – Executive Director Economic and Environmental Policy (TCO)

If invited by Members or Programs, invitees which may attend include (**'Invitees'**):

- Evaluation Panel members
- Negotiation Team members
- Toll Reform Team members
- Advisers (e.g. Financial, Legal, Probity etc.)
- Members of working groups.

c. Secretariat

A representative of TfNSW will act as Secretariat to SteerCo meetings.

d. Chairperson

The Co-Chairs will alternate every SteerCo to act as the Chairperson to lead the SteerCo. If a Co-Chair is absent, that Co-Chair may delegate their authority to another Member or Invitee. An observer cannot act as Chairperson.

e. Frequency of SteerCo Meetings

SteerCo shall meet approximately every monthly or otherwise as determined by the Co-Chairs.

f. Quorum

A quorum is three (3) SteerCo members (or their delegate) where at least one (1) representative from both Treasury and TfNSW.

g. Minutes

The Secretariat will be responsible for maintaining a record of all proceedings.

By agreement of the SteerCo, out-of-session decisions will be acceptable if approved by the Co-Chairs. Where agreed, all out-of-session decisions will be recorded in the minutes of the next scheduled SteerCo meeting. Out-of-session decisions will be handled via email circulation.

h. Distribution of Papers

Papers should be distributed at least 48 hours ahead of a meeting to Members and Invitees. Late papers may be tabled at the meeting as agreed by the Co-Chairs.

Meeting papers will generally be distributed via email. Sensitive or confidential papers will be distributed as links to a secure SharePoint site.

Program Leads will approve the content of the Steering Committee papers prior to distribution of the papers to SteerCo.

i. Probity

If requested by Co-Chairs, the SteerCo should be advised by the Probity Adviser. The SteerCo and its members have the following probity responsibilities:

- monitoring and managing internal and external influences for possible probity impacts;
- endorsing the implementation of the probity plan (if requested by the Co-Chairs);
- receiving advice of major probity risks throughout the project;
- endorsing recommended treatment plans when necessary and/or providing future direction as required; and
- seeking assurance of the probity processes from the probity adviser as required.

j. Dispute Resolution

All attempts should be made in order to achieve consensus in respect of matters considered by the SteerCo. In circumstances where there are dissenting views in relation to a particular matter and the SteerCo is unable to resolve the matter, each of the dissenting views will be recorded in the minutes of the SteerCo meetings.

k. Project management

The SteerCo will delegate responsibility of general project management of the Toll Reform Project to the Program Leads, which comprises of senior executives from Treasury and TfNSW. The SteerCo will maintain ensure the delivery of both Programs.

l. Decision and risk registers

The Secretariat will be responsible for maintaining a register which tracks all decisions made by the SteerCo and risks identified by the SteerCo and the Senior Leadership Team, and their related mitigations.

m. Support

SteerCo will be supported by groups which may change from time to time, including (but not limited to) the Senior Leadership Team, Toll Reform Team, Negotiation Team, Evaluation Panel and workstreams.

5. Role of individual Steering Committee members

Members of the SteerCo will be expected to attend meetings as often as possible and to contribute to the meetings, ensuring that an agency-wide view is brought to the discussions. The responsibilities of SteerCo members are:

- shaping and guiding the delivery of the Project in accordance with the Government's policy priorities and commitments, and the project objectives (as approved over time);
- bringing individual expertise and the expertise of the departments they represent to the deliberations of the SteerCo; and
- for department representatives – keeping senior management and their Ministers appropriately advised (recognising confidentiality restraints and information management protocols).