



Will be considered for release in full

MIN-4295 Waka Kotahi board members and committees

13 September 2023

Provide Board member biographies and a brief summary of what each Board Committee deals with.

Waka Kotahi NZ Transport Agency's response:

Board members

Dr Paul Reynolds – Chair



Board member and Board Chair since 1 February 2023.

Paul is an experienced Chair, public sector leader and strategist. He has held a range of senior positions in the public sector including as Chief Executive of the Ministry for the Environment, Deputy Director General (Policy) at the Ministry of Agriculture and Forestry and Chief Policy Adviser at the Ministry of Research, Science and Technology.

Paul is currently Chair of AgResearch and Deputy Chair of Manaaki Whenua–Landcare Research. He is a Director of OSPRI Limited and the former Chair of the Student Volunteer Army Foundation.

Paul was made Companion of the Queen's Service Order in 2018 and has a PhD in Biochemistry from the University of Otago.

Cassandra Crowley – Deputy Chair



Board member since 23 September 2019.

Cassandra is a chartered accountant (Fellow), barrister and solicitor of the High Court of New Zealand and a member of the Institute of Directors.

In addition to her commercial advisory work, she holds non-executive directorship roles across several sectors of the New Zealand economy. These roles include chairing several audit, finance and risk committees and overseeing digital transformation. She is a past president of Chartered Accountants Australia and New Zealand and has been recognised for her leadership and governance contributions with the Supreme Award for Excellence in Governance from Women on Boards.

Cassandra chairs our Risk and Assurance Committee and is a member of our Investment and Delivery Committee.



Will be considered for release in full

David Smol



Board member since 1 February 2019.

David has over 35 years' experience in New Zealand and the United Kingdom in both the public and private sectors. He has worked in the energy sector in both countries, including as director of an Oxford-based energy consulting firm with clients in the United Kingdom and Europe, large energy utilities and transmission companies, renewable energy generators, regulatory bodies and government departments.

In 2008, David was appointed Chief Executive of the Ministry of Economic Development. From 2012 to 2017, he was the inaugural Chief Executive of the Ministry of Business, Innovation and Employment, where he was responsible for the stewardship of multiple regulatory systems.

David is currently chair of the GNS Science Board, and Wellington UniVentures (the commercialisation subsidiary of Victoria University of Wellington). He is also a director of Contact Energy and the Cooperative Bank. David was made a Companion of the Queen's Service Order in 2018.

David is a member of our Regulatory Committee.

Catherine Taylor



Board member since 23 September 2019.

Catherine is a chartered accountant and has held senior management positions in the public and private sectors, including five years as director and Chief Executive of Maritime New Zealand. Catherine understands transport sector regulatory issues and has always been interested in how regulatory tools can be used to achieve safety outcomes.

Catherine's current governance roles include deputy chair of the Energy Efficiency and Conservation Authority, chair of Diabetes New Zealand, trustee of the John Nesfield Trust and trustee of the New Zealand Law Foundation.

Her past roles include deputy chair of Nelson Airport Limited, director of the New Zealand Institute for Crop and Food Research (now Plant and Food Research), member of the Civil Aviation Authority, member of the Building Practitioners Board, member of the Biosecurity Ministerial Advisory Committee and trustee of the Life Flight Trust.

Catherine chairs our Regulatory Committee and is a member of our People, Culture and Safety Committee.



Will be considered for release in full

Patrick Reynolds



Board member since 23 September 2019.

Patrick brings extensive expertise in urban form and transport analysis and advocacy, along with public sector governance experience to Waka Kotahi.

He has lectured in urban design at the University of Auckland and written about transport and the urban realm in books and magazines and online, most prominently at Greater Auckland. Patrick is a recipient of the New Zealand Institute of Architects President's Award for his contributions to debates on

Auckland's urban issues.

He has served on boards for Auckland Council, Auckland Transport, and Rotorua Lakes Council. Patrick is a member of our Investment and Delivery and Regulatory Committees.

Victoria Carter



Board member since 23 September 2019.

Victoria has over 25 years' experience as a director on the boards of NZX, private companies and council entities in the transport, tourism, education, property and arts sectors.

Founder of Cityhop, New Zealand's first and largest carshare business, Victoria is a known expert on mobility as a service.

Victoria is a former Auckland City councillor and an accredited Fellow of the Institute of Directors. In 2016, she was awarded the New Zealand Order of Merit for services to the arts, business and community. She holds a bachelor of laws from the University of Auckland.

Victoria chairs our People, Culture and Safety Committee and is a member of our Risk and Assurance Committee.

John Bridgman



Board member since 1 July 2020.

John has over 35 years' experience in engineering and project management roles across Australasia and Asia.

John is the Chair of City Rail Link and a director of Kāinga Ora. He has held a variety of senior leadership positions and governance roles including as Chief Executive of Ōtākaro Limited, and at AECOM (including as industry director – civil infrastructure in Australia with responsibility for the company's involvement in several of Australia's largest infrastructure projects and as managing director for the New Zealand



Will be considered for release in full

business), as well as governance roles on major infrastructure projects in New Zealand, Australia, Asia and the United Kingdom.

John chairs our Investment and Delivery Committee.

Hon. Tracey Martin



Board member since 12 November 2021.

Hon Tracey Martin was the Minister for Children in the previous Government, as well as Minister for Seniors, Associate Minister of Education and Minister of Internal Affairs. She was a Member of Parliament for nine years between 2011 and 2020.

Tracey is currently the Chair of the New Zealand Qualifications Authority, and the former Chair of the Strong Public Media Business Case Governance Group and the Wellington Regional Leadership Committee.

Tracey is a member of our Investment and Delivery Committee and our Risk and Assurance Committee.

Ngarimu Blair



Board member since 12 November 2021.

Ngarimu has strong Māori governance experience including leading the restructuring of the Ngāti Whātua Ōrākei Group into a modern post-settlement governance entity in 2012.

Ngarimu is currently a director of Kāinga Ora, Ngāti Whātua Ōrākei Whai Rawa Limited, a large property company responsible for the protection and growth of the tribe's commercial assets, and co-chair of the Tāmaki Makaurau Mana Whenua Forum.

Ngarimu is a member of our People, Culture and Safety Committee and our Regulatory Committee.

Board Committees

The Board has established the following standing committees:

- Risk and Assurance Committee
- People, Culture and Safety Committee
- Investment and Delivery Committee
- Regulatory Committee.

The Board may also establish ad-hoc board committees from time to time.



Will be considered for release in full

Risk and Assurance Committee

Members: Cassandra Crowley (Chair), Victoria Carter, Hon Tracey Martin

The Risk and Assurances Committee assists the Board:

- in discharging its duty to ensure Waka Kotahi operates in a financially responsible manner
- in discharging its responsibility to:
 - exercise due care and diligence in relation to Waka Kotahi financial reporting
 - establish and maintain a system of internal control designed to provide reasonable assurance as to the integrity and reliability of Waka Kotahi financial reporting
- by providing independent advice and assurance in relation to the integrity and efficacy of Waka Kotahi risk, assurance and audit frameworks.

The Committee's responsibilities include:

- general oversight and monitoring of audit, risk management and assurance activities
- reporting on accounts, financial planning and financial activities
- overseeing and monitoring internal and external audit functions, and providing advice to the Board on significant issues identified in audit reports
- risk management
- and overseeing compliance and performance measures.

People, Culture and Safety Committee

Members: Victoria Carter (Chair), Catherine Taylor, Ngarimu Blair

The People, Culture and Safety Committee assists the Board by providing advice and assurance and, where authorised by the Board, performs or exercises Waka Kotahi functions and powers, in relation to people policies, practices and strategies (including remuneration and human resources); health, safety and wellbeing; and stakeholder engagement and perceptions.

The Committee's responsibilities are to:

- maintain oversight and provide guidance to the Board in relation to human resources strategies, frameworks, and policies, including monitoring and reporting on key employee risk metrics such as staff turnover and engagement
- establish the job description and the performance standards for the Chief Executive, including negotiating their terms of employment with the Public Service Commission and reviewing the Chief Executive's performance
- oversee stakeholder engagement and perceptions.

Investment and Delivery Committee

Members: John Bridgman (Chair), Cassandra Crowley, Patrick Reynolds, Hon. Tracey Martin

The Investment and Delivery Committee assists the Board by providing advice and assurance and, where authorised by the Board, performs or exercises Waka Kotahi functions and powers, in relation to significant investment and operational matters, including policy and project development, and asset management.



Will be considered for release in full

The Committee's responsibilities are to oversee and make recommendations in relation to:

- strategy for funding applications, investment decisions and procurement proposals across all modes of transport
- the delivery of the National Land Transport Programme (NLTP) by approved organisations
- the development and implementation of asset management strategies, risk assessment, environmental audit and performance monitoring in respect of state highways
- the strategy for procurement, tendering and commencement of state highway or other projects (including approved organisation projects) approved for funding
- the development of tolling operations, integrated ticketing systems, registry operations and the delivery of legislative compliance and regulated safety regimes
- property management and tendering processes, leases, and contracts
- regulatory governance and monitoring arrangements for transport initiatives
- significant procurement, business case and investment decisions
- the potential reputational, environmental, social and cultural impacts of Waka Kotahi activities and decisions.

Regulatory Committee

Members: Catherine Taylor (Chair), David Smol, Patrick Reynolds, Ngarimu Blair

The Regulatory Committee assists the Board by providing advice and assurance and, where authorised by the Board, performs or exercises Waka Kotahi functions and powers, in relation to Waka Kotahi regulatory responsibilities and road safety.

The Committee's responsibilities are to:

- review and provide advice to the Board on Waka Kotahi regulatory strategy, annual regulatory plan and regulatory fees and funding reviews
- maintain oversight of, and provide advice and guidance to the Board in relation to, the Waka Kotahi regulatory approach, frameworks and policies
- provide assurance to the Board that Waka Kotahi regulatory processes are effective, and advise the Board of any significant issues
- provide general oversight and monitoring of Waka Kotahi regulatory activities, including monitoring the resourcing of the regulatory function and advising the Board of any significant regulatory matters
- oversee and monitor the Waka Kotahi road safety programme and its effectiveness.