

The Treasury

Letters of Expectations Information Release

September 2020

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- [23] 9(2)(a) - to protect the privacy of natural persons, including deceased people
- [25] 9(2)(b)(ii) - to protect the commercial position of the person who supplied the information or who is the subject of the information
- [31] 9(2)(f)(ii) - to maintain the current constitutional conventions protecting collective and individual ministerial responsibility
- [33] 9(2)(f)(iv) - to maintain the current constitutional conventions protecting the confidentiality of advice tendered by ministers and officials
- [34] 9(2)(g)(i) - to maintain the effective conduct of public affairs through the free and frank expression of opinions
- [35] 9(2)(g)(ii) - to maintain the effective conduct of public affairs through protecting ministers, members of government organisations, officers and employees from improper pressure or harassment;
- [37] 9(2)(i) - to enable the Crown to carry out commercial activities without disadvantage or prejudice
- [38] 9(2)(j) - to enable the Crown to negotiate without disadvantage or prejudice
- [39] 9(2)(k) - to prevent the disclosure of official information for improper gain or improper advantage

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Deputy Prime Minister

Minister of Foreign Affairs

Minister for Disarmament and Arms Control

Minister for State Owned Enterprises

Minister for Racing



04 DEC 2019

Mr Brian Corban
Chair
New Zealand Railways Corporation
[23]

Dear Brian

2020/21 SHAREHOLDER EXPECTATIONS FOR NEW ZEALAND RAILWAYS CORPORATION

I am writing on behalf of shareholding Ministers to outline the matters that we expect the Board of New Zealand Railways Corporation (NZRC) to address in the business planning process for the 2020/21 financial year.

The Government remains committed to resolving key long term challenges facing the country including sustainable and inclusive economic development, supporting thriving and sustainable regions, preserving our natural capital, particularly in view of climate change, leveraging technology to boost productivity and a fair society for all New Zealanders.

Ministers expect that the Boards of entities that comprise the Crown's Commercial Portfolio will support the Government to resolve these challenges by continuing to maximise the value of the portfolio through improved financial performance and effective capital management.

This letter contains the following information:

- Ministers' specific expectations for NZRC; and
- general expectations for the Crown's Commercial Portfolio.

Entity specific expectations

Ministers' expectations of NZRC are framed by the significant investments that the Government is making to ensure a reliable and resilient rail system. As a result of the Government's investments in rail, NZRC will be a net purchaser of railway land with significant land acquisitions forecast, currently estimated^[37] over four years.

Provide effective oversight of railway land purchases

We expect the Board of NZRC to support the Crown's long term stewardship objectives by providing effective oversight of land purchases transacted by KiwiRail Holding Ltd (KiwiRail) on its behalf. The Board should meet at least quarterly, and more often as necessary, to ensure land purchases are properly transacted and recorded in accordance with the relevant statutory requirements and with the provisions of the Lease between NZRC and KiwiRail.

Maintain relationships for KiwiRail's ability to make commercial benefit from railway land

Ministers expect NZRC to maintain its cooperative relationship with KiwiRail to ensure KiwiRail continues to enjoy the commercial benefit of the railway land owned by NZRC, and that duplication between the two organisations continues to be avoided through the cooperative management agreement with KiwiRail. NZRC should also cooperate with the Ministry of Transport and the Treasury to ensure appropriations and associated budget information is in place to provide for land purchased with funding from the Crown.

General expectations

Although some of the general expectations are highlighted below, the full expectations for the Crown's Commercial Portfolio companies are contained in the Owner's Expectations Manual (OEM). The OEM, including updates, can be found on the Treasury's website: <https://treasury.govt.nz/publications/guide/owners-expectations-manual>.

Ministers expect that both directors and management of the Crown companies will be familiar with the OEM to ensure shareholder expectations are being met. Attached to this letter (Annex 1), is the timeline for the 2020/21 business planning process and key milestones.

Wellbeing focus

Ministers expect entities to be cognisant of the government's focus on wellbeing. We are supportive of the reporting frameworks being adopted, to varying degrees, across the Crown's commercial entities (such as Integrated Reporting), which are increasingly being used by companies internationally.

Executive pay

Ministers acknowledge that it is the Board's role to set the executive team's remuneration. We expect that the remuneration will be appropriately linked to performance, and set at a level sufficient to attract and retain the necessary skills to enable Crown owned companies to operate as successful businesses and to be as profitable and efficient as comparable businesses that are not owned by the Crown.

Ministers are, however, also mindful of the government's focus on raising pay levels for those on low and middle incomes. To this end, we expect Boards to take a conservative approach with respect to executive remuneration and to have robust processes in place to support, and publicly justify, the decisions made.

Shareholding Ministers are focused on the transparency of executive remuneration, and we expect to see this reflected in your entity's upcoming half-year report (if applicable), and then in your annual report thereafter. Further disclosure in subsequent half-year reports is not required. If you have not already, you will shortly receive a letter outlining these expectations.

Support diversity

Consistent with government support for increased diversity and gender balance on Boards, entities are encouraged to support diversity and inclusion in the workplace and in leadership.

Governance – Board evaluations

Board evaluations help Boards improve performance and contribute to advice to shareholding Ministers on board composition. A full, independent Board evaluation is expected to be undertaken at least every three years, with a more limited interim evaluation between those times. Information should also be provided on investment in director development.

No surprises

Ministers expect to be informed well in advance of any material or significant events relating to the entity, whether positive or negative. Examples of matters that could fall within the 'no surprises' policy could include, but are not limited to: any risk to financial forecasts, imminent media coverage of any activities that could attract critical media comment or on which shareholding Ministers could be asked to express a view.

In particular, companies should inform Ministers' offices before the announcement of all financial results, and before companies appear in front of select committees.

Engagement

Your Treasury relationship managers will be in contact shortly after you receive this letter to discuss Ministers' expectations in more detail. If you have any questions please contact Ann Webster (on ^[39]). Alternatively you can contact Maureena van der Lem, Manager Commercial Performance, (on ^[39]).

On behalf of shareholding Ministers, I would like to thank you and the Board for your work to support KiwiRail. We look forward to NZRC's continued contribution in 2020/21.

Yours sincerely



Rt Hon Winston Peters
Minister for State Owned Enterprises
on behalf of shareholding Ministers

cc: Jonathan Earl, General Manger, NZRC, ^[39]

Annex 1

Timetable for the Business Planning Process for 2020/21

Table 1: Summary timetable for the Business Planning Process

<i>Due by</i>	<i>Key Action</i>
January / February	The Treasury to discuss the Letter of Expectations with the Chair
Friday, 28 February	Board sends Strategic Issues letter to Ministers
Friday, 28 February	Board provides Post Investment Reviews to the Treasury
Thursday, 30 April	Board submits draft SCI and business plan
Friday, 29 May	Board provides advice on: <ul style="list-style-type: none">• whether special fees are sought for 2020/21;• the professional development spend in 2019/20 and the proposed professional development budget for 2020/21; and• whether an evaluation of its performance in the past 12 months has taken place, what process was used and the outcomes of the evaluation.
Tuesday, 30 June	Board delivers final SCI to shareholding Ministers
As soon as practicable after delivery of the final SCI to Ministers	Company to publish SCI on its website

All entities are expected to provide shareholding Ministers with a **Strategic Issues letter**, by **Friday, 28 February 2020** in response to the Letter of Expectations. Should your company wish to engage with shareholding Ministers to seek clarification around their expectations, we would ask that you advise the Treasury as early as possible of such intentions.

Entities are expected to provide shareholding Ministers with a draft SCI and Business Plan, consistent with the expectations as detailed in this letter, by no later than **Thursday, 30 April 2020**.

The final SCI should be delivered to shareholding Ministers on or before **Tuesday, 30 June 2020**.

Shareholding Ministers should be alerted as soon as possible if any of these deadlines cannot be met.

Further guidance on the timetable is contained in section 5.6.4 of the OEM. The OEM is available from the Treasury's website.