
Irene Ghobreal

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BACKGROUND

Irene is a highly regarded Australia Government lawyer with broad commercial and procurement expertise gained over 15 years of practice. Irene has a strong focus on advising agencies on contracting and procurement issues across a wide spectrum of projects and transactions. Irene also has extensive experience providing onsite services.

Irene has significant expertise to handle all phases of procurement and related activities. Irene has advised on literally hundreds of tenders and contracts throughout her career. This includes providing her clients with insightful advice, correctly identifying all options and suggesting practical solutions for the many complex procurement, legal and probity issues that can come up during a procurement process.

In particular, Irene has assisted many Commonwealth agencies to prepare request for tender documentation and negotiate contracts with successful tenderers. Irene also advises on contractual risks, including in relation to warranties, indemnities and limitations of liability, and assists her clients determine who is best placed to manage that risk and how it interacts with insurance.

Irene is a solutions focused advisor who has a reputation for quickly turning around high quality work. Clients note her ability to identify issues beyond the specific advice sought and provide timely, practical and technically sound recommendations.

Irene has strong interpersonal skills and is very good at adapting to a variety of team environments. On secondment, Irene has taken on a role of supervisor to more junior staff including legal officers and senior legal officers. Her success as a supervisor is not simply about technical skills but her ability to create trust and confidence.

Prior to joining Proximity, Irene was a senior lawyer at AGS in the Canberra Commercial Team. Irene has also worked as a lawyer in private practice.

Irene has a current NV1 security clearance with AGSVA.

EXPERTISE

- › Contracting and procurement
- › Probity Advisory
- › Onsite specialist
- › Information technology

Contracting and Procurement

Irene has extensive experience in advising the Commonwealth on complex and high-risk procurements and contracting arrangements. Her experience has included drafting, reviewing, advising and negotiating numerous commercial agreements (including cloud computing services contracts, general services contracts, deeds of standing offer, MOUs, third-party cost-sharing agreements, data-licence agreements, deeds of release, deeds of novation, deeds of variation and funding agreements).

Irene has also drafted and advised on procurement documents and assisted with the procurement process for a variety of Commonwealth departments. This has included assisting with developing evaluation criteria, advising on tender process requirements, evaluation of tenders, including developing statements of compliance and conducting contract negotiations.

Irene has also developed client specific precedent documents for numerous Commonwealth departments. Irene has also advised clients on issues arising under the FMA Act, the Commonwealth Procurement Rules and more recently conducted a number of client training sessions on the PGPA Act.

- › Provided advice to the **Australian Office of Financial Management** in relation to a tender for internal audit and associated services.
- › Reviewed and revised the **National Capital Authority's** high profile request for tender and services contract documentation in relation to the cash collection procurement for pay parking ticket machines.
- › Prepared tender documentation for the provision of cleaning services for the **Old Parliament House**.
- › Prepared contract documentation and request for tender documentation in respect of the procurement of banking and related services for the **National Capital Authority**. Also negotiated the contract with the successful service provider.
- › Provided advice in relation to a tender for cleaning services for the **Department of Health**.
- › Advised the **Defence Abuse Response Taskforce** on contract interpretation and the ongoing management of a number of deeds and contracts. Advised on options to terminate and associated risks and drafted notice of termination. Also prepared a contract management manual and conducted contract management training to the Taskforce.
- › Provided advice on the contract documentation and request for tender documentation in respect of the procurement of banking and related services for the **Therapeutic Goods Administration**.

Probity Advisory

As probity advisor, Irene works with clients to ensure their process is defensible and can withstand internal and external scrutiny, as well as achieving value for money and optimum outcomes for her clients.

- › As part of Irene's recent secondment to **Grains Research Development Corporation**, Irene was often required to provide probity briefing and training to project teams; provide advice on conflicts of interest; draft probity protocols and advising and managing issues such as contact with an incumbent providers.
- › **Australian Taxation Office (Smarter Data Program)**: conducted probity and evaluation briefings, attended and advised on industry briefing; advised on probity issues pre, during and post evaluation process, reviewing assessments of applicants to ensure consistency of evaluation and adherence to the published documentation; drafted the evaluation report.
- › Irene was a probity adviser for the **Department of Defence** on the procurement of Strategic Industry Partnership services. This role involved providing probity briefings, managing and advising on conflicts of interest, drafting protocols re: pre-RFT workshops and site visits and advising on security and confidentiality issues concerning the procurement process.

Onsite specialist – Commonwealth Secondments

Irene is an onsite specialist who has worked onsite with a number of government in-house teams and is aware of the dynamics of working in a challenging environment. A summary of Irene's recent secondments are outlined below:

- › **National Disability Insurance Agency** (May 2016- current): Drafted, advised and negotiated a wide variety of agreements. Prepared and advised on Agency templates as well as procurement and grant documents for the Agency. Provided advice on a broad range of commercial law issues. Prepared, advised and negotiated numerous property leases using the CNL suite of documents.
- › **Murray Darling Basin Authority** (February 2016-March 2016): advised on the termination of variation of numerous high risk, high profile contracts (including draft and negotiation the deed of termination). General commercial law advice and second counselling senior legal officer's and legal officer's work.
- › **Grain Research and Development Corporation** (August 2015- March 2016): Drafted contracts and procurement documentation (research agreements, collaboration agreements, commercialisation agreements, state and territory bilateral agreements, material transfer agreements, licence agreements). Advised on procurement and probity matters. Also advised on and negotiated a range of contracts with a focus on ICT, IP, indemnity and general commercial issues.
- › **Department of Health and Aged Care** (April 2013- June 2013): Drafted, reviewed and advised on a variety of contracts (including services, ICT and funding agreements). Negotiated a variety of contracts, drafted and developed precedent documents for the department and advised on issues arising under the FMA Act. Advised on the department's rights to terminate a services contract. Advised on issue of novation and drafted deed of novation. Supervised and mentored junior lawyers.
- › **Department of Human Services** (Nov 2012– Feb 2013): Provided legal advice on various issues arising under DHS's ICT Contractor Services Panel, including extensions, variations and novation of contracts. Advised on dispute with Optus on IP issues. Advice on procurement of ICT services (e.g. advice on the data-centre migration services panel and the installation of network cabling). Advice, review and negotiation of IT consultancy service deeds and SourceIT contracts. Advised, reviewed and negotiated a range of MOUs between DHS and other departments. Provided advice on Centrepay and termination of a deed. Drafted a notice of termination and drafted and reviewed the transition notice for Centrepay Special Conditions. Advised on the BasicsCard Terms and Conditions, Merchant Approval Framework and Merchant Approval Policy. Advised on branding and trade mark issues. Second counselled senior legal officer's and legal officer's work.
- › **Department of The Treasury** (2012): Advised on commercial law issues including drafting, reviewing and negotiating a variety of legal documents. Reviewed and negotiated a variety of on-line terms & conditions relating to the Treasury's use of online products, data and websites. Advised on IP, trademark and registration and use of domain names by the Treasury. Reviewed and negotiated ICT services and hardware agreement with Optus.
- › **Department of Climate Change and Energy Efficiency** (2011-2012): Provided legal advice on the application and interpretation of contracts and in particular on the application of termination clauses and provided options/making recommendations on the best way forward for the client. Reviewed and drafted the department's terms and conditions (including

disclaimers and privacy statements etc) for their website. Provided contract and contract management training to the procurement area within the Department. Provided advice on procurement matters and probity issues. Provided general legal advice on commercial matters such as advice on indemnity, liability cap, IP, and insurance clauses in contracts.

- › **Attorney-General's Department (2009-2011):** As Principal Legal Officer managed the Significant Legal Issues Team who monitored and reviewed all significant issues as reported by agencies under the Legal Services Directions. The role included developing policy relevant to whole-of-government issues. The role also included keeping the Secretary of the Department up-to-date on significant matters and setting the agenda for the Significant Issues Committee Meeting (members of the Committee included the Solicitor-General, CEO of AGS and the Secretary of AGD). During this secondment, Irene also acted as SES and was required to manage the Office of Legal Services Branch, which at the time consisted of over 40 staff.
- › **Department of Immigration and Citizenship (2008):** Drafted and reviewed business rules with a view to automating DIAC's legislation, policies and procedures, using their business rules engine and analysis tool called Haley. Irene also provided legislative interpretation to the project manager, business rules developers, business rules analysts and IT testers.
- › **Commonwealth Scientific and Industrial Research Organisation (2007):** Advised on commercial law issues including drafting, reviewing and advising on a variety of legal documents such as grant agreements, research agreements, service agreements, employment contracts, collaboration agreements, subcontracts and licence agreements. Also provided advice on the interpretation of a number of contracts.

Information Technology

Irene has assisted and advised government agencies during contract negotiations, with a focus on IT issues including dealing with liability, indemnity and risk issues.

- › **Australian Taxation Office (Smarter Data Program):** drafted the data analytics multi-use list (DA-MUL) approach to market documentation, worked with ATO's technical experts to determine specifications and business outcomes. Also advised on DA-MUL process and use of documentation. Drafted a guidance manual to assist the ATO in entering into and managing contracts under the Deed. Estimated value of procurement in the millions.
- › **Department of Communications:** advised on the procurement process for a number of ICT projects re: cloud computing services. Including advice on the procurement approach, preparing contracts, RFTs and tender evaluation plans. Also, reviewing and advising on the risk assessment process and documentation. Value of procurement was in the millions.
- › **Migration Review Tribunal:** advised on a variety of software licence and support agreements and maintenance and support agreements.
- › **Department of Human Services:** advised on the risks associated with the use of cloud computing and other ICT solutions such as confidentiality, privacy, security, business continuity, and audit and access risks.
- › Reviewed and advised on a master license and maintenance agreement for the **Bureau of Meteorology (BoM)**.

- › Advised the **Department of Communications** on the legal issues regarding the use of cloud computing solutions, specifically on the access to and use of government data stored by cloud computing solutions.
- › Advised **BoM** on legal issues associated with the procurement of software and ICT professional consultancy services. This included reviewing tenderers' compliance with the RFT's proposed draft contract and advising on the various risks of non-compliance for BoM.

QUALIFICATIONS

- › Bachelor of Laws (Hons) (University of Canberra).
- › Bachelor of Arts in Social Sciences (University of Canberra).
- › Graduate Diploma in Legal Practice (Australian National University).
- › Admitted as a lawyer of the Supreme Court of the ACT (1999).
- › Admitted as a lawyer of the High Court of Australia.