

Board Appointed Director

POSITION DESCRIPTION

Organisation	Transport Professionals Association (TPA)
Role	Board Appointed Director
Accountable to	The Board collectively and TPA Members
Appointment term	Initial two-year term, with the option of a further one-year extension, subject to Board approval and ongoing eligibility
Remuneration	Voluntary. Approved out-of-pocket expenses may be reimbursed in accordance with TPA policy and the Constitution.

1. About TPA

The Transport Professionals Association is a not-for-profit public company limited by guarantee. TPA promotes beneficial transport outcomes for the community and provides leadership for its members and the transport profession.

TPA pursues this purpose through professional development and training, advocacy, collegiality, knowledge sharing and services that support the career advancement of transport professionals.

Strategic focus

Impact | Technical excellence | Professionalisation | Outreach | Engagement

2. Role purpose

The Board Appointed Director contributes to the collective leadership and governance of TPA. Working with fellow Directors, the role helps set strategic and policy direction, oversees organisational performance and sustainability, and supports TPA to deliver its purpose for members and the broader transport community.

The position is a volunteer governance role. The Board does not manage TPA's day-to-day operations, which are delegated to the Chief Executive Officer. Individual Directors do not exercise authority independently.

3. Board composition and appointment

- TPA's Board comprises five Member Elected Directors and up to four Board Appointed Directors.
- Board Appointed Directors are appointed by the Board to help it discharge its legal obligations and achieve the preferred composition identified through TPA's Director Eligibility and Board Composition Policy and skills and capability matrix.
- Candidates are assessed by the Board Nominations Committee, which recommends suitable candidates to the Board.
- A Board Appointed Director may be appointed for a term of between one and three years. For this vacancy, the proposed initial term is two years, with the option of a further one-year extension.
- Re-appointment is subject to continued eligibility, Board approval and the term limits in the Constitution.

4. Key responsibilities

Strategy and organisational performance

- Contribute to the development, approval and periodic review of TPA's purpose, strategic direction, priorities and annual budget.
- Monitor management's implementation of the strategic plan and progress against agreed objectives and performance measures.
- Bring independent, future-focused judgement to Board deliberations and constructively test assumptions, proposals and emerging opportunities.
- Help identify and address strategic, structural or capability barriers that may impede delivery of TPA's objectives.

Governance, legal compliance and ethics

- Act in good faith, for a proper purpose and in the best interests of TPA, with the care and diligence expected of a company director.
- Understand and comply with the Corporations Act 2001 (Cth), TPA's Constitution, Board Charter, governance policies and applicable legal and regulatory requirements.
- Promote ethical and responsible decision-making, accountability, transparency and a culture consistent with TPA's values.
- Maintain the confidentiality of Board information, discussions and decisions.
- Disclose and appropriately manage actual, potential and perceived conflicts of interest.

Financial oversight, risk and assurance

- Critically review financial reports, budgets, forecasts and other information provided to the Board.
- Satisfy yourself that financial and other reporting is reliable and that appropriate internal controls, delegations and financial safeguards are in place.
- Contribute to oversight of material financial and non-financial risks, TPA's risk appetite and the effectiveness of risk management and compliance systems.
- Ensure that material issues are appropriately escalated, considered and monitored by the Board.

CEO and organisational oversight

- Support the Board's oversight of the Chief Executive Officer.

- Provide constructive support, guidance and challenge to the Chief Executive Officer through appropriate Board processes.
- Contribute to setting Chief Executive Officer performance expectations and reviewing performance through the Board's agreed process.
- Ensure TPA has appropriate capability and resources to pursue its strategic objectives.

Members, stakeholders and the profession

- Promote effective engagement and accountability to TPA Members.
- Use relevant experience and networks to strengthen TPA's relationships, influence and contribution across the transport community and aligned sectors.
- Champion TPA's purpose and strategic goals, including impact, technical excellence, professionalisation, outreach and engagement.
- Act as an ambassador for TPA while respecting the role of the Chief Executive Officer as official spokespersons.

5. Director expectations

- Prepare thoroughly for, attend and participate actively in all scheduled Board meetings.
- Participate in at least one Board Committee and attend Committee meetings as required.
- Attend Board strategy workshops, the Annual General Meeting, the annual conference and relevant TPA industry events.
- Build and maintain an informed understanding of TPA, its members, strategic environment, key risks and the transport profession.
- Communicate respectfully, listen to diverse perspectives, support collective decision-making and uphold Board decisions once made.

6. Attendance and time commitment

The current indicative time commitment is set out below. Consistent with the Board's expected behaviours, Directors are expected to prioritise and attend all scheduled Board meetings and to meet the attendance requirements associated with their Committee responsibilities. Meeting frequency and duration may vary, and additional time may be required for preparation, committee work, strategy, professional development and emerging matters. Meetings are generally held during business hours and some interstate travel is expected.

Activity	Indicative commitment
Board meetings	Approximately two (2) full-day in-person meetings and three (3) two-four hour virtual meetings each year.
Board Committee meetings	Approximately six (6) virtual meetings of one to two hours each year.
Annual conference	Attendance over a three-day period.

Activity	Indicative commitment
Meeting preparation	Typically up to 4 hours for full day meetings and one to two times the scheduled length of other virtual meetings.
Other activities	Strategy workshops, Annual General Meeting, TPA events.

7. Appointment conditions

- The appointment is subject to formal Board approval and completion of all required eligibility, consent, disclosure and onboarding requirements.
- The Director must continue to satisfy the eligibility requirements in TPA's Constitution and relevant policies throughout the appointment.
- The role is voluntary. TPA may reimburse approved out-of-pocket expenses incurred in performing Director duties, in accordance with the Constitution and applicable policy.
- TPA will maintain directors' and officers' insurance and provide indemnity to the extent permitted by law and the Constitution.

8. Key governance documents

- TPA Constitution
- Board Charter
- Director Eligibility and Board Composition Policy
- Board and Committee Terms of Reference
- Code of Conduct and governance policies
- Strategic Plan 2025-2028

Document owner	TPA Board
Review	As required and when relevant constitutional, policy or strategic changes occur