

DIRECTOR ELIGIBILITY AND BOARD COMPOSITION POLICY

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REVISION STATUS								
Rev No	Date	Revision Description	Initial	Sign	Initial	Sign	Intl	Sign
			Prepared		Checked		Approved	
V1	01 August 2024	Original draft	Company Secretary					
V2	01 August 2024	Approved by Board	Company Secretary					

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1. Purpose

The purpose of this policy is to outline the criteria for eligibility, nomination and election or appointment of Directors to the Transport Professionals Association (TPA) Board and to establish guidelines for the review and assessment the TPA Board and Committee's composition. This policy aims to ensure that the Board comprises of individuals with diverse backgrounds, skills, and experiences necessary to effectively govern the Institute and fulfill its fiduciary duties to Members, employees and TPA's broader stakeholder group.

2. Policy Statement

The role of a Director comes with significant commitments and important responsibilities to the Institute and its Members. As a Director of a Public Company Limited by Guarantee, Directors must comply strictly with legal, statutory, and fiduciary duties as an officer of the Company in accordance with the Constitution and the Corporations Act 2001 (Cth).

3. TPA Board of Directors

The TPA Board comprises of:

- a. Five (5) Members Elected Directors; and
- b. Up to Four (4) Board Appointed Directors on an as needed basis.

This policy will assist the Board in determining the size (number of Directors) of the Board in the best interest of the Institute as a whole.

4. Director Eligibility Criteria

To be eligible to be a Director under the Corporations Act 2001 a candidate must;

- a. not been disqualified or suspended from managing corporations in Australia and must otherwise be permitted by law to act as a Director of a Company.
- b. provide or apply for a Directors Identification Number (Director ID) enforceable by ASIC prior to an appointment. The Commonwealth initiative and purpose of the Director ID is to help to prevent the use of false or fraudulent director identities and can be applied for on the Australian Business Registry Services website [Director identification number | Australian Business Registry Services \(ABRS\)](#).
- c. provide a Consent to Act declaration in accordance with the Corporations Act 2001

4.1 Member Elected Director

To be eligible to hold a position of Elected Director, a person must:

- a. be, or be eligible to be, a Full Member of TPA;
- b. at the time of nomination and election, reside in the Region required to ensure the composition of the Board resides in each of the following Regions:
 - i. Queensland
 - ii. either Victoria or Tasmania
 - iii. either New South Wales or the Australian Capital Territory
 - iv. Western Australia; and
 - v. South Australia

- c. not hold a Member position on any TPA Branch, TMN and/or EPN Committee, or agrees to relinquish, said position(s), at the latest, within 14 days after election;
- d. be determined by the Board Nominations Committee to meet the eligibility requirements for appointment as an Elected Director

4.2 Board Appointed Director

To be eligible to hold a position of Board Appointed Director, a person must:

- a. be, or be eligible to be, a Member of TPA;
- b. not hold a Member position on any TPA Branch, TMN and/or EPN Committee, or agrees to relinquish, said position(s), at the latest, within 14 days after election;
- c. be determined by the Board Nominations Committee to meet the eligibility requirements for appointment as a Board Appointed Director.

At times the Board may determine the need to broaden the skills and capability requirements to ensure that the composition, expertise and experience of the Board is enabled to discharge its legal obligations and ensure the necessary diverse 'skills set' to drive TPA's strategic goals.

The option to recruit to fill a vacant Board Appointed Director position will be assessed from time to time by the Nominations Committee and recommended to the Board. If the Board determines the need for a specific 'skill set' (**Addendum A**), the Nominations Committee will develop specific capability requirements for a targeted approach to Board Appointed Director recruitment within the broader Member and Industry sector.

Capability requirements will likely be derived from a review of the TPA Board Skills Matrix that has been specifically developed for the interests of Transport Professionals Association. For the purpose of the Nominations Committee periodic review, the below general capability considerations have been grouped into several categories as a guidance tool:

Note: The Nominations Committee will consider the capability categories (refer 4.2.1 to 4.2.8) as a thought-provoking tool during times of periodic review of TPA's Skills Matrix, prior to an Election and when vacancies arise on the Board.

4.2.1 Professional Expertise and Experience

- i. **Industry Knowledge:** Experience in the specific industry in which the organization operates.
- ii. **Functional Expertise:** Skills in key areas such as finance, marketing, operations, legal, technology, education, communications, membership and human resources.
- iii. **Leadership Experience:** Proven leadership experience, such as prior board service, executive roles, or commercial or industry success.

4.2.2 Personal Attributes

- i. **Integrity and Ethical Standards:** A strong reputation for honesty, integrity, and adherence to ethical standards.
- ii. **Judgment and Decision-Making:** Demonstrated ability to make sound, informed decisions.
- iii. **Independence:** Ability to exercise independent judgment and provide objective oversight.

4.2.3 Diversity

- i. **Gender:** Striving for gender balance to enhance diverse perspectives.
- ii. **Ethnicity:** Ensuring a mix of ethnic backgrounds to bring varied cultural insights.
- iii. **Age:** Including members of different age groups to blend experience with fresh perspectives.

4.2.4 Governance and Regulatory Requirements

- i. **Compliance Knowledge:** Understanding of regulatory and compliance issues relevant to TPA.
- ii. **Risk Management:** Experience in identifying, assessing, and managing risks.
- iii. **Corporate Governance:** Familiarity with best practices in corporate governance and board operations.

4.2.5 Strategic Alignment

- i. **Vision and Strategic Thinking:** Ability to contribute to the long-term strategic direction.
- ii. **Innovation and Technology:** Skills in areas such as digital transformation, innovation, and emerging technologies.
- iii. **Global Perspective:** Experience in the transport industry and global business practices.

4.2.6 Commitment and Availability

- i. **Time Commitment:** Willingness and ability to dedicate sufficient time to board duties, including meetings and committee work.
- ii. **Engagement:** Active participation and engagement in board activities and discussions.
- iii. **Availability:** Geographic location and availability for in-person or virtual meetings.

4.2.7 Networking and Influence

- i. **Network:** A strong professional network that can benefit TPA through partnerships, collaborations, and opportunities.
- ii. **Influence:** Ability to influence key stakeholders, including government, regulatory bodies, general community and emerging professionals.

4.2.8 Educational Background

- i. **Relevant Education:** Academic qualifications relevant to the traffic and transport industry, business, management, education and/ or governance.

5. Skills Matrix review

TPA Board Skills Matrix (**Addendum B**) will be reviewed annually by the Nominations Committee in line with this policy review.

A Skills Matrix helps identify gaps in the current Board's skills and experience. This ensures the Board can make informed decisions about recruiting new members who bring the needed expertise. It is used to align the Board's composition with TPA's strategic goals, ensures a mix of skills and experience promoting diverse perspectives and is a critical Board assessment tool in succession planning.

6. Nomination process

6.1 Member Elected Director

In accordance with the Constitution, nominations are called for candidates to self-nominate for a Member Elected Director position on the TPA Board prior to the Annual General Meeting (AGM). The Member Elected Director - Call for Nominations and Position Description (**Addendum C**) will be reviewed and amended annually by the Nominations Committee.

Nominations will be sought from each Region where a vacancy applies in line with the Director Tenure Register and in accordance with the Constitution. The Member Elected Director - Nomination Form (**Addendum D**) will be updated and added to the website.

Where more than one nomination from candidates is received and satisfying the eligibility criteria, then a ballot will be held online.

The Nominations Committee will be responsible for the assessment, confirmation of eligibility and recommendation of candidates to the Board (**Addendum E**), for the Board to then assess and recommend to Voting Members.

6.2 Board Appointed Director

An expression of interest (EOI) may be called for candidates to apply for a Board Appointed Director position at any time. The Board Appointed Director – Expression of interest and Position Description (**Addendum F**) will be reviewed and amended by the Nominations Committee when required.

TPA Members including Full Members, Associate Members and Non-voting Members can submit an EOI as well as individuals who are eligible to become a Member and have the requisite professional experience and/or academic qualifications as recommended by the Nomination Committee and determined by the Board.

The term of office for a Board Appointed Director Position will be determined by the Board from one (1) to three (3) years and dependent on the requirements of the Board at the time.

The Board Appointed Director – Expression of interest Form (**Addendum G**) will be updated and added to the website.

The Board may determine to advertise the position on various external sites such as Partner and Members websites and communiques, LinkedIn, Australian Institute of Company Directors online recruitment board or the Governance Institute of Australia online recruitment board.

Where more than one EOI is received and satisfy the capability requirements, the Committee may determine to conduct an interview process and will use the Capability Rubrics Assessment (**Addendum I**).

The Nominations Committee will be responsible for the assessment (**Addendum I**), confirmation of eligibility (**Addendum H**) and recommendation of candidates to the Board for appointment at the next Board Meeting or as determined by the Board.

7. Policy Review

The Board will review this Policy annually in advance of the Annual General Meeting or at a time that the Board determines to ensure that it meet the needs of the Institute and the Board. Any discrepancies between this document and the Constitution, the Constitution will prevail.

8. Addendums (templates to be reviewed in line with this policy review)

- 8.1 Addendum A - Board Skills and Competencies**
- 8.2 Addendum B - TPA Board Skills Matrix**
- 8.3 Addendum C - Member Elected Directors - Call for Nominations and Position Description**
- 8.4 Addendum D - Member Elected Director - Nominations Form**
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Addendum A

Transport Professionals Association Board Skills and Competencies

The Director position is entirely voluntary, and applicants should consider obtaining their employers approval (if appropriate) before nominating, as meetings will be held during business hours. Some travel can be expected.

Members of the Institute who are considering nominating should familiarise themselves with the following documents which are available on the TPA website:

- a. Board Charter
- b. Constitution
- c. Strategic Plan
- d. Annual Report

The Board have assessed that the following skills and competencies will be beneficial to the TPA Board and its activities going forward:

a. Governance and Leadership

- Knowledge and experience in best practice governance structures, policies and processes.
- The ability to identify and oversee mitigation strategies and compliance issues in the organisation.

b. Core Business – Industry Expertise

- Expertise and experience in the field of transport and traffic planning / engineering and related industries and a comprehensive understanding of sector challenges in Australia.
- Understanding of the principles of continuous professional development (this is TPA's core business).

c. Strategic Focus

- Experience in defining strategic objectives, assessing business plans and driving execution. Ability to think strategically and identify and critically assess opportunities and threats.
- Strategic leadership in addressing challenges and opportunities for members, delivering effective outcomes to promote beneficial traffic and transport outcomes for the community.

d. Financial Literacy

- The ability to analyse financial statements and reporting, critically assess the financial performance, contribute to budget planning and efficient use of capital and resources.

e. Risk and Compliance

- Experience in the identification, monitoring and management of material financial and non financial risks.
- Experience to identify strategic opportunities and possible revenue opportunities arising from managing risks.
- The ability to identify and oversee mitigation strategies and strategic opportunities for emerging risks.
- An understanding of determining and implementing risk appetite on emerging risks and opportunities.

f. People Remuneration and Culture

- Board, Committee or senior executive equivalent experience relating to people management and human resources, corporate culture and/or remuneration.
- Experience and/or understanding of volunteer management.

g. Business Development & Stakeholder Management

- Understanding of the sector stakeholders and strategic approaches to advocacy to influence better traffic and transport outcomes for the community.
- Strategic understanding of marketing and business development principles to drive growth and influence.

h. Crisis Management

- Experience in crisis management and navigating responses to matters including to reputational, operational, people or technology risks arising by internal or external disruptions.