

MARCH 2020

TRANSPORT HERITAGE NSW - BOARD OF DIRECTORS

Context

THNSW is a not-for-profit membership and volunteer-based Company limited by Guarantee and also a registered charity.

The THNSW Board is established by the THNSW Constitution and governs the activities of the organisation for the benefit of its stakeholders – its members, volunteers, staff, and its principal funder – and to achieve its vision and objectives.

Directors' Obligations, including under Company Law

Members seeking election as a Director should be aware that there are responsibilities imposed on Company Directors by Legislation and common law, including Commonwealth, state and territory statutes that can impose liabilities on Directors of Not-for-Profits (NFPs).

Directors must act in accordance with the Constitution of THNSW and members seeking election should familiarise themselves with the Constitution of THNSW.

As a Director you:

- are bound by strict rules of statutory and common law including those relating to conflicts of interest;
- are duty bound to protect the members, volunteers and staff as well as the property of, or entrusted to, THNSW;
- have a responsibility to contribute to and ensure the continuing effectiveness and sustainability of THNSW;
- are required to demonstrate critical thinking, proven judgement and objectivity; must act reasonably, prudently and factually in all matters relating to THNSW, and must always consider the interests of THNSW as being first and foremost; and
- must always exercise at least the same degree of care in dealing with THNSW matters as a reasonable and prudent person would exercise in carrying out a business of their own.

The Board of Directors meets regularly throughout each year. The planned timing and location of Meetings are determined at the first Board Meeting held following each Annual General Meeting.

Composition of the THNSW Board

The THNSW Board is comprised of a total of eight Directors made up of the Chair, four elected Directors and three appointed Directors in accordance with the Constitution of THNSW. All Directors should bring to the Board suitable skills, experience and competence to undertake the duties of Directors in furthering the aims and objectives of THNSW.

The current Chair was appointed by the NSW Minister for Transport as the second Chair of THNSW and is currently appointed until 28 February 2022.

Elected Directors are elected by Members eligible to vote and serve for a term as set out in the THNSW Constitution. Similarly, appointed Directors (non-elected Directors) are appointed as set out in the THNSW Constitution. Appointed Directors are chosen to provide the THNSW Board with a balanced range of appropriate skills and capability.

The following paragraphs provide an overview of the role of the Board, and the role and expectations of Directors.

Role of the THNSW Board

The Board is responsible for:

- (a) the strategic direction, and for setting, communicating and actively promoting the vision, mission and values of THNSW. These are documented in THNSW's Strategic Plan;
- (b) compliance with statutory requirements, i.e., both legal and regulatory, and in the case of heritage rail the additional requirements relating to safety and its management under an effective Safety Management System (SMS); plus Workplace Health & Safety (WHS) as a people intensive organisation;
- (c) managing risk through the identification, assessment and appropriate management of risks that face THNSW;
- (d) stakeholder engagement and communications, promoting leadership and the advancement of the transport heritage sector in NSW;
- (e) setting THNSW's policy framework and ensuring that appropriate policies on significant matters and issues are in place and in compliance with the Constitution;
- (f) monitoring organisational performance and facilitating THNSW to deliver on its purpose, including approving annual budgets, and building and enhancing THNSW's capacity and capabilities; and
- (g) fostering, communicating and promoting a strong, positive corporate culture grounded in integrity, ethical and responsible decision-making, merit, accountability, fairness and inclusion, and that is aligned to the achievement of THNSW's vision, mission and values.

Role of Individual Directors

Directors must at all times:

- (a) act honestly, ethically, with integrity, and in good faith in the way that best promotes the interests, confidence in and success of THNSW;
- (b) only exercise their powers for a proper purpose, exercise due care and diligence in discharging their responsibilities, and demonstrate commercial reasonableness in their decisions;
- (c) not improperly use their position to gain an advantage for yourself or someone else, or to cause detriment to the organisation;
- (d) be aware of conflicts of interest by always being open and transparent in fully disclosing actual or potential conflicts and withdrawing from any discussion or decisions where this is an actual or potential issue;
- (e) not divulge any confidential information or commercially sensitive information inappropriately, nor make improper use of information gained through their position as Director;
- (f) undertake diligent analysis of all proposals placed before the Board;
- (g) make reasonable inquiries to ensure that THNSW is operating efficiently, effectively and legally towards achieving its goals and to prevent the organisation trading if it is insolvent;
- (h) act in accordance with their statutory responsibilities and common law; and
- (i) uphold THNSW's Code of Conduct, and the highest standards of ethics, probity and safety.

Directors should also be prepared to serve on Board Subcommittees. Current Subcommittees are as follows:

- Safety and Environment Committee
- Finance, Audit and Risk Committee
- Remuneration Committee
- Collections and Curatorial Committee
- Rail Operations Support Committee
- Fundraising Strategy Development Working Group

Expectations of Directors

Directors are expected to:

- (a) commit to the role of Director and at all times support the Board to perform its functions;
- (b) familiarise themselves with their duties and legal responsibilities, the Constitution of THNSW, and THNSW's responsibilities under Legislation;
- (c) not have the same detailed knowledge of THNSW as the management team, however to familiarise themselves enough with THNSW operations, products, programs and events, and its members, volunteers and staff, to govern effectively in their capacity as a Director;
- (d) regularly attend Board Meetings and participate actively in the Board's decision-making processes (and Committee meetings where applicable);
- (e) make available the necessary time to prepare for Board Meetings; inform themselves fully by reading Minutes, Reports and any other Board Meeting papers; and undertake consultation or research to support and promote discussion of Board Agenda Items;
- (f) always act in the best interests of THNSW, understanding that decisions made by the Board are binding on all Directors collectively and individually as a decision of the Company, including on future Directors of the Board;
- (g) consult together so that individual views may be formed, endeavour to reach consensus decisions while offering the opportunity to express any dissenting views and have these minuted however in the best interests of the Company defer to and support the final decision made;
- (h) demonstrate commitment, loyalty and support to THNSW publicly; be prepared to attend THNSW (and other) events or functions and if necessary publicly represent THNSW;
- (i) support and promote THNSW's Strategic Plan, contributing to the planning and execution of initiatives and activities to deliver the outcomes of the Strategic Plan and the overall success of THNSW;
- (j) perform their duties in a professional manner, including appropriate conduct, acting with honesty, integrity, impartiality, conscientiousness, care, fairness, skill, diligence, and ensuring decisions by the Board are made on the basis of factual information;
- (k) comply with THNSW's Safety Management System (SMS), Work Health Safety (WHS), all other THNSW Policies and Procedures, and applicable legislation and regulations to ensure a safe, healthy and supportive work environment, including having a current Working With Children Check (WWCC) clearance at all times.
- (l) upon election relinquish any voluntary permanent or appointed specific positions held within THNSW's organisation (this does not include regular general volunteering or ad-hoc volunteering roles) to allow another volunteer to undertake that role and remove of any potential for conflict of interest; and
- (m) undertake and successfully complete the applicable Australian Institute of Company Directors (AICD) (or equivalent) Company Director's Course(s) as soon as practical after election (unless recently completed) and also during the term as a Director, plus participate in individual and team development activities to contribute to the continuous improvement of the THNSW Board.

Desired Specific Skills for the THNSW Board of Directors

Directors should bring to the Board suitable skills, experience and competence to undertake the duties of Directors in furthering the aims and objectives of THNSW. It is desirable that the THNSW Board has a diverse and balanced range of skills and capability.

Directors must understand the role of a Board, the role of Management, and the distinction between the two.

Directors must have an appreciation of the collegial nature of the Board, its discussions and its decision-making, including the principle of collective responsibility.

The skills, experience and expertise of Directors will desirably include such areas as:

- Asset management in an asset-intensive organisation or industry
- Commerce, business and/or product development
- Financial and/or legal
- General management in a large, complex organisation (public or private sector)
- Heritage, museum and/or conservation/ preservation
- Key Stakeholder engagement and relationship management
- Not-for-Profit/Charity and/or volunteer organisation
- Private and Corporate Fundraising and In-kind Programs
- Public relations, education, marketing and/or communications
- Safety
- Tourism and/or leisure attractions
- Transport Industry

Election Statement by potential Directors

Prospective Directors will be asked to provide a statement of **no more the two (2) A4 pages** in Arial 11-point font outlining their skills, knowledge and experience for consideration by Voting Members.

All candidates for election will also be given the opportunity to record a short two (2) minute video message to accompany their written message. Candidates will need to make themselves available on the specified date for recording. Candidates will be notified as early as possible as to the set date.

The two-page statement and video message, if the candidate chooses to record one, for each Prospective Director will be made available to the membership on the THNSW website.

The process of review of nominations and the election of Elected Directors

Immediately after nominations have closed (at least 30 days prior to the AGM), the Company Secretary will prepare a list of the names of candidates and collate the supporting information provided by them.

The Company Secretary or appointed delegate will convene a Review Panel. For the 2020 election of Elected Directors, the Chair of the Board and Company Secretary will form the Review Panel.

The Review Panel will review all nominations received to confirm:

- that the information provided by the individual candidates is complete and satisfies the nomination requirements, including valid signatures;
- that the candidate is eligible to stand for election and to hold the position of Elected Director, including meeting the requirements of the THNSW Constitution, is a non-bankrupt and has not been disqualified under the Corporations Act 2001;
- that any actual, potential or perceived conflicts of interests of the candidates are declared and appropriately addressed.

Those candidates meeting the nomination requirements will proceed to the election process.

If the number of candidates who address the selection criteria is greater than the number of Directors required to be elected, then the names and the information provided by these candidates in support of their nominations will be made available via the THNSW website to every member eligible to vote for a postal ballot at least 21 days before the AGM in accordance with s 20.2 of the Constitution.

NOMINATION FOR ELECTION AS A THNSW BOARD DIRECTOR

1. Personal Information

Attach a recent passport-size photograph (approx. 35mm x 35mm)	Full Name	
	Membership #	
	Member since	
	List of recent involvement in THNSW activities (e.g., volunteering, membership of groups, etc..)	

Please note that you must be a current financial member at the time your nomination is received, at the time of the AGM and possible election to the THNSW Board, and once elected at all times whilst you are a Director.

List any current formal qualifications that you hold that are relevant to your nomination for election to the THNSW Board.

You may make a written statement of no more than two (2) A4 pages in Arial 11-point font outlining your skills, knowledge and experience that you would bring to the THNSW Board and why you are seeking election for the consideration by Voting Members when casting their vote.

(Note: This will be published on the THNSW website)

THNSW reserves the right to edit any material which may be offensive or not in accordance with its Code of Conduct. Any editing will be advised prior to publication.

2. Required Signatures

Consent to act as a Director of a Transport Heritage NSW Ltd. (ACN 000 570 463) ("the Company")

By signing this NOMINATION FOR ELECTION AS A THNSW BOARD DIRECTOR – 2020-2023 Form, for the purposes of section 201D of the Corporations Act 2001, **I CONSENT** to my nomination to the position of and appointment, if elected, as a Director of the Company.

By signing this NOMINATION FOR ELECTION AS A THNSW BOARD DIRECTOR – 2020-2023 Form I also acknowledge that I understand that I am bound by the previous decisions made by the Board as a decision of the Company, including the Board's Charter, Code of Conduct, Schedule of Delegations, and all other THNSW Policies and Procedures, and decisions of the Board.

Signature of Nominee		Dated: / /
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Proposed by	<i>Signed</i>	Dated: / /
	Print Name:	Membership #:

Seconded by	<i>Signed</i>	Dated: / /
	Print Name:	Membership #:

Please note that the Proposer and Seconder must be current financial members of THNSW to sign this form, i.e., your membership fees must be up to date as at the date you sign this Nomination Form.