

## **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.

### **Director's 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), depending on the activities of the NFP.

In addition, Directors must act in accordance with the Constitution of THNSW, the THNSW Board Charter and THNSW's Code of Conduct and members seeking election should familiarise themselves with these documents which are available on the THNSW website.

As a Director you also:

- are bound by strict rules of common law and the Corporations Act 2001 (Cth) 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;
- must 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 for the newly elected Board will be determined at its first Board Meeting to be held post the Annual General Meeting at which it is conferred.

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.

### **Composition of the THNSW Board**

The THNSW Board is comprised of a total of eight Directors made up by the Chair, four elected Directors and three appointed Directors as per 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. It is important that Directors are elected or chosen such that the THNSW Board includes diverse backgrounds.

The Chair is appointed by the NSW Minister for Transport.

Elected Directors are elected by eligible to vote Members and serve for a term as set out in the THNSW Constitution. Similarly, appointed Directors, i.e., non-elected Directors, are appointed as set out in the THNSW Constitution. The appointed Directors are also carefully chosen to ensure that the THNSW Board has a balanced range of skills and capability bearing in mind the strategy for the development of the Transport Heritage Sector in NSW and the importance of transport heritage assets to the NSW people.

The Board is supported by the Company Secretary. This is a volunteer role and is appointed by the Board. It is important to note that whilst the Volunteer Company Secretary attends Board Meetings and is considered an Officer of the Company, the Volunteer Company Secretary is not a Director and as such has no deliberative vote or casting vote on the Board.

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 betterment 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 compliance with those policies;
- (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 THNSW 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**

All 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 under the terms that were granted and for a proper purpose, exercise due care and diligence in discharging their responsibilities, and demonstrate commercial reasonableness in their decisions;
- (c) not gain personally from being a Director and never act in their private interest nor in the interest of any associated person by not allowing such interest to conflict with or take precedence in any way over the interests of THNSW;
- (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 of 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;
- (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 and contribute their expertise to the effective and efficient governance of THNSW.

## **Expectations of Directors**

All 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, Board Charter 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) and by whatever means they are conducted, i.e., face-to-face and/or virtual meetings, email discussions and/or Circular Resolutions, or other as may be required;
- (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) endeavour to reach consensus decisions; express any dissenting views and have these minuted however in the best interests of the Board 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;
- (m) upon appointment to the Board undertake any induction provided;
- (n) undertake and successfully complete an applicable 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 itself. THNSW will reimburse or pay for any approved training for Directors in accordance with the THNSW Expenses Policy.

## **Review of Nominations for Directors**

The Company Secretary or appointed delegate will convene a Review Panel who will review all nominations received to confirm that the information provided by the individual candidates is complete and the nominee is eligible to stand for election.

For the election of Elected Directors each year, the Chair of the Board and Company Secretary will form the Review Panel to review all nominations received.

Before the review process commences, the list of candidates will be examined to ensure that any actual or potential conflicts of interest can be declared and appropriately addressed prior to the review of individual candidate nominations.

The review process will:

- (a) confirm that each nominee is eligible to hold the position of Elected Director including the requirements of the THNSW Constitution
- (b) confirm that each nominee is not a bankrupt,
- (c) confirm that each nominee has not been disqualified under the Corporations Act,
- (d) confirm that each nominee holds an Australian Director ID. Information about how to obtain a Director ID can be found at [Director identification number | Australian Business Registry Services \(ABRS\)](#)
- (e) confirm that the information provided by each nominee satisfies the nomination requirements, including valid signatures.

All such nominations meeting the nomination requirements will be forwarded for election.

### 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 nominees and collate the supporting evidence provided by these candidates. When the Company Secretary is also an elected Director whose term as a Director is eligible for election, the Company Secretary will appoint an appropriate delegate who is not able to contest election to carry out this role.

If the number of candidates who address the selection criteria is greater than the number of positions 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 eligible to vote member for a ballot at least 21 days before the AGM and in accordance with the Constitution of THNSW.

### Desired Specific Skills for the THNSW Board of Directors

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. It is important that Directors are elected or chosen such that the THNSW Board includes diverse backgrounds and 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 areas of leadership and management skills, experience and expertise required for Directors, aimed at maximising the Board's ability to perform effectively and in the best interests of THNSW, include such areas as:

**Table of Desired Specific Management/Governance Skills/Experience**

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

### **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 the consideration by Voting Members when casting their vote.

All candidates for election will also have the opportunity to provide a short two (2) minute video message to accompany their written message. More detailed guidance can be provided upon request.

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 on or before the date on which the Notice of AGM is published for members on the THNSW website.

## NOMINATION FOR ELECTION AS A THNSW BOARD DIRECTOR

### 1. Personal Information

Include 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, including any experience as a company director.

You may make a written statement of no more the 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.

You may also provide a short two (2) minute video recording.

(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

### Nominee

#### 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 – for the three (3) year term 2024-2027, 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 – for the three (3) year term 2024-2027 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.

<b>Director ID Number (if you already have one)</b>	
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(You will require a Director ID for your nomination to proceed to election)

<b>Signature of Nominee</b>		Dated:     /     /
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### Nominators

By signing this NOMINATION FOR ELECTIONS AS A THNSW BOARD DIRECTOR – for the three (3) year term 2024-2027, **WE CONSENT** to being contacted and asked to provide additional information if required to support the Nominee’s nomination to the position of and appointment, if elected, as a Director of the Company, including the information provided by the Nominee and about us contained in this NOMINATION being made publicly available to THNSW Members and others.

<b>Nominator 1</b>	<i>Signed</i>	Dated:     /     /
	<b>Print Name:</b>	Membership #:

<b>Nominator 2</b>	<i>Signed</i>	Dated:     /     /
	<b>Print Name:</b>	Membership #:

Please note that both Nominators 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.