

## Frequently Asked Questions (FAQs) – Becoming an AITPM Board Member

### 1. What positions are open for nomination?

Two Member Elected Director positions are available in 2025:

- One from the WA Region
- One from the VIC/TAS Region

### 2. What is the term of office?

Each position is for a three-year term, commencing at the conclusion of the Annual General Meeting on 28 August 2025.

### 3. When do nominations close?

Nominations are open and will close on 29 July 2025.

### 4. What happens if there are more nominations than vacancies?

A regional ballot election will be held from 6 August to 20 August 2025.

### 5. In general, what are the expectations of Board Directors?

Directors are expected to:

- Attend all board and committee meetings
- Contribute to strategic oversight and governance
- Uphold fiduciary duties under the Corporations Act 2001
- Advocate for Members and the transport community
- Support AITPM's strategic goals: Impact, Technical Excellence, Professionalisation, Outreach, and Engagement

### 6. What is the legal framework of AITPM?

The legal framework is derived from the statutory requirements of the Corporations Act 2001 and the AITPM Constitution. As a non-profit public company limited by guarantee, there are several statutory and regulatory requirements that the Board must ensure oversight of compliance with, simply to operate as a company in Australia.

## 7. What are some of the roles of the Board of Directors?

- Demonstrate strategic leadership
- Define the Institute's purpose
- Establish overall strategic objectives and have oversight of management
- Approve AITPM's statement of values and code of conduct
- Support and provide oversight to management and the operations of the Company
- Financial stewardship
- CEO appointment
- Maintain oversight of risk and compliance
- Representation and advocacy

## 8. What are Directors 'fiduciary duties'?

Directors' fiduciary duties are legal obligations that require company Directors to act in the best interests of the company and its Members. These duties are fundamental to corporate governance and are designed to ensure Directors manage the company responsibly and ethically.

## 9. How does AITPM manage Conflicts of Interest?

AITPM has a formal Conflicts of Interest Policy adopted by the Board. The Board acknowledges its responsibility for identifying, disclosing, and managing conflicts as part of its broader corporate governance duties and has established protocols for conflict resolution and mitigation.

## 10. What mechanisms are in place for evaluating board performance, and what support or ongoing training is offered to new directors?

**Annual Reviews:** The Board has adopted a comprehensive Board Evaluation Framework and performance is assessed annually, focusing on both individual contributions and the board's collective effectiveness. The Board uses the review as an opportunity to improve on governance and relationships.

**Professional Development:** We facilitate access to external governance training and updates on industry best practices. This ensures that each director remains well-informed about wider trends and emerging challenges. Recommendations for individuals to consider advancing their career as a Director are encouraged by enrolling in the Australian Institute of Company Directors (AICD) course and/or the Governance Institute of Australia (GIA) courses.