

Proposed changes to the governing body of AITPM



Discussion paper

August 2023



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EXECUTIVE SUMMARY

The AITPM Ltd Board of Directors (the Board) is proposing changes to its current structure and governance. The proposed changes are driven by the Board's overarching objectives to:

1. maintain and strengthen the Institute's relevance to its members, its partners and the transport industry;
2. respect and maintain the volunteer culture that has underpinned the success of the Institute and
3. raise the profile of the professions it represents.

The Board has prepared this discussion paper to provide AITPM members with a clear overview of the proposed changes, the thinking that has informed the proposed changes and the journey AITPM, and the Board, has undertaken to arrive at this point.

What are the proposed changes to the Board?

- **Size and composition of the Board** – The Board will be changed from five member-elected, and five state branch-appointed directors to five member-elected directors (one from each region) with the option for the Board to appoint up to four additional directors. The appointment of Board directors will be driven by the need at various intervals to complement and enrich the Board's skills and experience.
- **Length of office** – The terms of office for the five elected directors will increase from two years to three years.
- **Eligibility** – An easing of the eligibility criteria for members to serve as a director.

Why is the Board proposing these changes?

Fundamentally, the proposed changes are driven by the Board's commitment to continually improve its performance and governance, meet the Institute's vision and mission, and deliver its Strategic Plan. All of these are underpinned by the desire to better represent its members.

Individual key drivers:

1. **A more strategic focus** – Adopting the new model means the Board will be less concerned with operational matters, ensuring AITPM remains strategically focused.
2. **Maintaining relevance** – The Board responds to, and is informed by, federal and state government policies on transport and planning. A member-elected director from each region will ensure the Board remains relevant and understands the political environment/climate in each state as well as nationwide.
3. **Democratic regional representation** – The proposed change to have members from each region democratically elect a director empowers our member base, and aligns with broader democratic practices.



4. **The inclusion of a broader, more diverse set of skills and knowledge** – Easing the eligibility criteria will broaden the pool of candidates and enable members with complementary skills, capabilities and fresh perspectives to serve as directors, especially in the instance of Board-appointed directors. This in turn will enrich the quality and performance of the Board.
5. **Delivering on our six-year plan** – These proposed changes represent the final recommendations from an eight-year, three-stage transformational process, starting in 2015, and undertaken by the Board to deliver a stronger focus on governance and strategic direction.

What are the benefits to AITPM and its members?

- A Board with a strong focus on strategy and governance will lead AITPM to deliver operational outcomes that are more relevant and of greater value to members.
- The easing of eligibility criteria means more members will be eligible to nominate for a role as director on the Board.
- Members are assured there will be a democratically elected director from their region, representing their interests, on the Board.

When is it proposed these changes would take place?

There would be a gradual transition over two to three years starting from when the proposed changes are adopted. As members of the current Board finish their terms, the election and appointment of new Board members would follow the proposed model based on the revised eligibility criteria.

What are the next steps?

September – November 2023: Distribution of the Discussion Paper and engagement with members

October – December 2023: Draft the changes to the Constitution arising from Discussion Paper

January – February 2024: Issue Notice of a General Meeting

February - March 2024: Ratification of new Constitution via Special Resolution at General Meeting

The Board is available to discuss the proposal during these periods.



THE EVOLUTION: A TIMELINE SUMMARY

- 2018**
 - Governed by the National Council.
 - The National Council comprises five nationally elected office bearers and five State Branch Presidents.
- 2018 & 2019**
 - AITPM is established as a company limited by guarantee.
 - New Constitution is formed and the National Council transitions to a 10-member Board of Directors.
 - Board Charter created and sub-committees formed.
 - Board increases focus on strategic direction and governance, while still responsible for operations.
- 2020 & 2021**
 - Full time CEO appointed to manage AITPM operations.
 - Board releases a five-year strategic plan (2021-2025).
- 2022 & 2023**
 - The Board focuses more acutely on governance and providing strategic direction.
 - Branch Charter widens eligibility for committee and office bearer positions.
 - The Board conducts member surveys and conducts a series of facilitated Board workshops to continue AITPM's governance evolution.
- August 2023**
 - Board proposes changes to Board size, structure and eligibility and defines a series of recommendations to support a stronger focus on governance and strategic direction to ensure AITPM maintains relevance.



INTRODUCTION & PURPOSE

The proposal to change the structure and governance of the current AITPM Board is the outcome of a Board initiated review in 2022. This review comprised a series of facilitated Board workshops and the surveying of Branch committees and members.

The 2022 review represents the third and final stage in the transformational process commenced in 2015. The proposal detailed in this Discussion Paper, prepared by the AITPM Board, is in response to the recommendation to establish a Board structure and composition that supports a stronger focus on governance and strategic direction.

To achieve this objective, the following changes are proposed:

1. **Size and composition of the Board** – The Board will be changed from five member-elected, and five State-Branch appointed directors to five member-elected directors (one from each region) with the option for the Board to appoint up to four additional directors. The appointment of Board directors will be driven by the need at various intervals to complement and enrich the Board's skills and experience.
2. **Length of office** – The terms of office for the five elected directors will increase from two years to three years.
3. **Eligibility** – An easing of the eligibility criteria for members to serve as a director

This purpose of this discussion paper is to:

- provide the historic context and reasons for the proposed changes,
- provide a detailed description of the various elements and benefits of the proposal,
- provide an outline of the process for enacting the changes; and
- set out the program for implementation, starting in 2024.

After presentation of this proposal to inform members, the final proposal will be enacted through amendments to the Constitution (and other related documents). This requires the passing of a special resolution by voting members.



WHY IS THE BOARD PROPOSING THESE CHANGES?

Fundamentally, the proposed changes are driven by the Board's commitment to continually improve its performance and governance, meet the Institute's vision and mission, and deliver against its Strategic Plan. All of these are underpinned by the desire to better represent members.

Individual key drivers:

1. **A more strategic focus** – Adopting the new model means the Board will be less concerned with operational matters, ensuring AITPM remains strategically focused.
2. **Maintaining relevance** – The Board responds to, and is informed by, federal and state government policies on transport and planning. A member-elected director from each region will ensure the Board remains relevant and understands the political environment/climate in each state as well as nationwide.
3. **Democratic regional representation** – The proposed change to have members from each region democratically elect a director empowers our member base, and aligns with broader democratic practices.
4. **The inclusion of a broader, more diverse set of skills and knowledge** – Easing the eligibility criteria will broaden the pool of candidates and enable members with complementary skills, capabilities and fresh perspectives to serve as directors, especially in the instance of Board-appointed directors. This in turn will enrich the quality and performance of the Board.
5. **Delivering on our six-year plan** – These proposed changes represent the final recommendations from an eight-year, three-stage transformational process, starting in 2015, and undertaken by the Board to deliver a stronger focus on governance and strategic direction.

WHAT ARE THE BENEFITS TO AITPM AND ITS MEMBERS?

- A Board with a strong focus on strategy and governance will lead AITPM to deliver operational outcomes that are more relevant and of greater value to members.
- With the easing of eligibility criteria, more members will be eligible to nominate for a role as director on the Board.
- Members are assured there will be a democratically elected director from their region, representing their interests, on the Board.



THE HISTORY

In 2015 the National Council of AITPM Inc commissioned *Associations Forum* to conduct an independent review of the Institute's legal form and management structure with the objectives of maintaining the Institute's relevance to the transport industry and improving its professionalism whilst harnessing its strong volunteer culture.

The review made several recommendations including:

- establishing the Institute as a company limited by guarantee (enacted in 2018)
- the appointment of a paid executive officer (CEO appointed in 2019); and
- restructuring and reducing the size of the governing body (then a 10-member National Council) to a Board of Directors focused on providing strong governance and strategic direction.

The staged implementation of these key recommendations has enabled the Board to manage the structural changes to the governing body and the handover of operational responsibilities to the CEO while still maintaining services to members and partners.

The retention of the 10-member Board (replicating the previous National Council) and particularly the retention of the five State Branch Committee representatives was considered important during the transition period to encourage succession planning (for office bearers) and to allow state branch operational matters to be raised at Board level (in the absence of a CEO).

The current proposed changes to the structure of the Board represent the final phase in the implementation of all recommendations.

The evolution of AITPM's governance structure

Pre-2018

- The Institute is an incorporated body in NSW only and consists of five State Branch Committees. Governance of the Institute is provided by the National Council which also manages the "business affairs" (the operations) of the Institute in accordance with the Constitution of the AITPM Inc and with the support of a paid parttime administration officer.
- The National Council comprises five nationally elected office bearers (President, Vice President, Secretary, Treasurer and Immediate Past President) and five State Branch Presidents (elected by members in each state). By intent, the elected office bearers provide governance and limited strategic direction and the state branch presidents report on operational matters. All members of National Council have an equal vote.



- The Company Secretary is a member of the National Council appointed by its members. All 10 members of the National Council are volunteers and there is a heavy burden placed on the nationally elected office bearers (and particularly the president, secretary and treasurer) to undertake activities outside of formal meetings.
- The National Council meets four times a year and the agenda is dominated by operational matters. National Council releases an ambitious strategic plan in 2016 following consultation with members on an earlier draft.

2018-2019

- The Institute is established as a company limited by guarantee which formalises the five branch committees as a single national entity. A new Constitution is formed and the National Council transitions to a Board of Directors.
- The 10-member Board essentially replicates the structure of the National Council. It comprises 5 nationally-elected directors (from which the Board elects the National President and National Vice President) and 5 state-elected directors (either the State Branch President or an eligible branch committee appointed representative).
- Each member of the Board assumes the full responsibilities of a company director. The Company Secretary is an appointed member of the Board. The Board establishes a Board Charter which allows the formation of sub-committees each chaired by a nationally elected Board director and supported as appropriate by the administration and finance officers. The sub-committees, operating in accordance with their own Terms of Reference (and having delegated authorities approved by the Board), manage various operational aspects of the Institute and may make recommendations to the Board. The activities of each sub-committee (including a State Presidents sub-committee) allow the Board meetings to focus more on providing strategic direction and governance.
- The Board meets face-to-face four times a year with other interim meetings conducted via webinar as required. The Board agenda is rationalised and includes papers prepared by sub-committees.
- There is heavy reliance on nationally elected (volunteer) directors to manage the operations of the Institute.
- The Board appoints a paid part-time finance officer (qualified accountant) to manage the financial affairs of the Institute and commence the transition from cash-based accounting to accrual accounting.



- The Board releases a simple Strategic Directions document to replace the lapsed strategic plan, which supports a “business-as-usual” approach allowing the Board to focus on progressing the continued transformational change within its limited resources.

2020-2021

- A part-time CEO and a volunteer Company Secretary are appointed. Both attend Board meetings.
- The Company Secretary has specific obligations in accordance with s188 (1) of the Corporations Act regarding regulatory obligations. The Company Secretary is appointed by the Board of Directors (in accordance with the Board Charter). The CEO assumes many of the operational responsibilities of the Board and the number and composition of sub-committees are rationalised.
- The Governance and Strategy Committee, comprising the five nationally elected directors, is retained to ensure a focus on governance and strategy, recognising the full Board is still operating in a hybrid manner.
- The CEO meets regularly with State Branch Presidents while retaining an operational focus.
- CEO is made full time (2021) and an additional part-time resource (membership officer) is employed (2023) to assist in servicing a growing membership with the delivery of an increasing number of events.
- In 2021 the Board releases a five-year strategic plan (2021-2025) – the first formal plan since 2016.

2022-2023

- The Board reviews the ‘delegations of authority’ to define the accountabilities of the Board and the CEO, reinforcing the CEO’s operational role.
- The Board focuses more acutely on governance and providing strategic direction. Only two sub committees remain – the Governance and Strategy Committee and the Finance and Risk Committee.
- Branch Charter is adopted in 2022 to support and guide the governance and operation of Branches. Branch Charter is further refined in 2023 to widen eligibility for committee and office bearer positions, and to incorporate a governance structure for the Young Professional Network committees in branches.
- Most of the recommendations of the 2015 independent review have been implemented, with the exception of the recommendation concerning the restructuring and size of the Board.

August 2023

- After a series of facilitated workshops and member surveys in 2022, the Board addresses the final recommendation concerning Board size, structure and eligibility and defines a series of recommendations to support a stronger focus on governance and strategic direction.



THE 2022 BOARD REVIEW

In 2022, to further the outcomes of the previous review and continue AITPM's evolution, the Board commissioned *Board Matters* to conduct a series of facilitated workshops and member surveys to:

1. Review, refine and seek alignment on the vision, mission and purpose of the Institute
2. Explore opportunities to extend our offerings to, and broaden our reach within the transport industry
3. Develop a Board structure and determine the essential competencies of Board directors to continue strong governance and leadership and to reflect diversity and inclusivity
4. Review the eligibility criteria for members desiring to serve on the Board

The outcomes of the workshops and surveys are discussed and detailed below:

1. Vision, mission and purpose

The overall intent of the Institute's existence has been clear since its inception in 1965. However, there are inconsistencies in how this is presented in various documents and consequently, there may be some uncertainty around its overall purpose.

Statements were developed to clarify the AITPM vision, mission and purpose and to define who the Institute represents, its activities and the benefits for members. The following statements are being incorporated into all channels.

Vision: *A sustainable, efficient, safe multimodal transport system that is accessible by all communities*

Mission: *We collaborate, share knowledge, grow capability, and build capacity with the transport community.*

Purpose: *To raise the profile of the transport community.*

2. Offerings to members and reach

The Board reviewed the extent to which the current offerings to members and reach into the industry are contributing to the achievement of the Institute's mission and vision. The Board acknowledged that prior to 2019, the Institute's heavy reliance on volunteers with only moderate paid administrative support may have limited its offerings to members. Despite this, it was noted that the Institute had delivered regular technical and networking events in each state as well as several high-quality and well-attended annual conferences.

It is acknowledged that there has been, and continues to be, a strong desire by members to have the opportunity to volunteer their time to provide a range of services. With the employment of a full time CEO and additional paid resources, the Institute should now have the capacity to deliver much more while still maintaining the volunteer model.



The Institute is committed to continuing to deliver high-quality technical forums, webinars, seminars and conferences (National Conference and Online Conference Series). These events will be delivered predominantly by the State Branch Committees under the leadership of the State Presidents and are entirely consistent with the Objects stated in the Constitution:

Objects

3.1. The Objects of the Company are to promote beneficial traffic and transport outcomes for the community and to provide leadership for Members and the profession.

3.2. The Company pursues these Objects through a range of activities and services including but not limited to a focus on:

- a. providing professional development events and training to those working in the field of transport planning and traffic management;*
- b. advocating for better traffic and transport outcomes for the community;*
- c. promoting collegiality amongst Members;*
- d. facilitating the sharing of information and knowledge amongst those working in the field of transport planning and traffic management;*
- e. all other things lawful or incidental to the activities and Objects above.*

The Board discussed the Institute's position on *advocacy*. The Institute has always taken opportunities to underline the value that people working as transport professionals bring to the transport needs of the community. It has advocated to industry audiences and stakeholders through presentations at events including at the National Conference.

The Institute has never commented publicly on government policy. This respects the diversity of our membership and the potential conflicts of interest that may arise.

Through recent industry briefings in each state facilitated by the CEO and National President, the Institute's current partners expressed a strong desire for AITPM to more actively and openly raise the profile of the professions working in the sector. This more overt approach will be achieved through the CEO and State Presidents engaging and re-engaging with government departments to raise awareness of the Institute's purpose and the mutual benefits of working together. The Board directors will drive this and actively engage, whenever possible, with key stakeholders. The ability to engage is likely to become a highly desirable personal attribute of future directors.



3. Board structure

Current structure

The current Board structure has served the Institute well. The directors are volunteers and are generally employed fulltime outside of AITPM. They bring passion and commitment to their Board roles. The current Board structure is determined by the following clauses of the Constitution:

32. Number of Directors

32.1. The Board will comprise a minimum of 3 or such other minimum number as prescribed by the Act and a maximum of 10.

32.2. The Board will comprise:

a. Branch Appointed Directors - Each of up to 5 Branch Committees may appoint 1 Director, subject to clause 56.5; and

b. Up to 5 Elected Directors

In the past two years, the SA and Queensland state branches have at times appointed a director from its committees to represent the branch rather than the State Branch President. In 2023, the Board comprises:

- the nationally elected directors (one each from Queensland, Victoria, and NSW serving the second of their two-year terms of office and one each from Victoria and Western Australia serving the first of their two-year terms)
- Four State Branch Presidents (WA, and Queensland serving the second of their two-year terms of office and NSW and Victoria serving the first)
- One branch appointed director (SA).

Five of the 10 Board director roles become vacant each year - either three nationally elected and two state branch-appointed or two nationally elected and three state branch-appointed. This process ensures continuity of Board experience while also adding fresh perspectives to the Board each year.

Proposed structure

The review undertaken by *Associations Forum* suggested that the governing body, i.e., the Board, should be reduced in size and should focus on providing strong governance and leadership. It noted the conflict between the State President's operational role and the strategic role of a director on the Board. The current Board Review agreed the following:

- Collectively, the Board shall have the appropriate skills, competencies, experience and geographic diversity to provide strong governance and develop, review and lead the strategic direction of the Institute.

Why? *Until recently the call for nominations for the appointment of office bearers on National Council and the Board of Directors has not specifically sought candidates*



having any specific skills, competencies or personal attributes (other than those listed in the Constitution and Board Charter). The call has generally attracted members from both the public and private sector (including universities), having 15 or more years of experience, a demonstrated history of having served AITPM, a reasonable national profile in the industry and a willingness and passion to “give back” to the industry. With the changing role of the Board, these attributes alone may not be sufficient and limit the pool of eligible and willing people to serve on the Board. Essential and desirable skills and competencies will be identified to attract candidates that can effectively contribute to the Board’s responsibilities and enhance its performance.

- The Board shall comprise a core membership of five member elected directors each residing in and representing one region. Terms of office to be extended to three years.

Why? *The State Branch President and region-based Board director roles will be separated allowing the State Branch President to focus on delivering services to members and the director to focus on the Board role. Each regional representative will be responsible for gaining insights into State specific challenges facing the transport industry and how these might influence AITPM policy and strategic direction. Extending the term of office to three years will provide for greater continuity of Board personnel in overseeing the implementation of the strategic plan.*

- Up to four directors may be appointed by the Board. These discretionary appointments will focus on complementing and filling gaps in the Board’s collective skills and competencies, when necessary. Terms of office will vary between one and three years depending on need. The Board will identify required skills and competencies to supplement their own, then call for expressions of interest from the membership.

Why? *There may be times when a special skill set is required to advise and assist the Board on leading the Institute through a unique event or strategic endeavour. The Board Charter presently gives authority to the Board to engage independent advisors, however the appointment of a director having these skills is anticipated and will encourage some buy-in from the appointed candidate. Term of office will be one to three years.*

- The National President (and Vice President) will be re-titled “Chair” (and Deputy Chair) of the Board to reflect their current roles on the Board. The role of the National President has changed significantly with the engagement of the CEO who is now the national “face” of AITPM.
- No change to status of the Company Secretary who will continue to be appointed by the Board.

4. Eligibility criteria: What will change?



The proposed eligibility criteria will broaden the pool of candidates and encourage nominations based more on skills and competency rather than history of involvement alone.

Current eligibility criteria

The current eligibility criteria for directors are stated in Clause 33 of the Constitution.

33. Director eligibility

33.1. A Director must:

- a. be a Full Member;*
- b. have previously served on a Branch Committee for at least one full term; and*
- c. have previously been elected as an office bearer on the Branch Committee.*

33.2. A person is not eligible to be a Director if they are ineligible to be a director under the Act.

Proposed eligibility criteria

- Elected directors be full members of AITPM or eligible for full membership.
- Appointed directors be eligible for financial membership, which can include belonging to an organisational subscription such as Government Subscriber or being an Affiliate member.
- A person elected to the Board shall not have any conflicting interests and must resign their role on a State Branch Committee, Emerging Professional Network Committee, and/or Transport Modelling Networking Committee.

Why? *These criteria are proposed to remove the prerequisite for having served on a branch committee and been an office bearer on a branch committee (clauses 33.1 b and c). Clause 33.1c in the current eligibility criteria is particularly limiting. The proposed changes will reduce eligibility barriers and increase the opportunity for a stronger and more strategic decision-making Board, comprised of greater diversity.*

Note: Candidates for elected director roles will be encouraged to present to members a succinct statement of their skills and experience (including any previous involvement in any AITPM committees) and demonstrate how these will benefit the Institute. Members will have the right to vote for eligible candidates (one in each region where there is vacancy) who they consider will best serve the Institute.



Election process and Terms of Office

The terms of office for nationally elected directors will increase from two to three years. This will provide for a more stable Board and better continuity.

Directors appointed by the Board shall have terms of office from between 1 and 3 years. The term will depend on the requirements for the specific skills. The Board discussed the relative merits of simply engaging someone to provide specialist advice (as is permitted now by the Board Charter) and appointing a director who will have presence on the Board and can vote on all matters. On balance the Board considered that appointing a director would encourage greater “buy-in” and bring a broader set of viewpoints to decision making.

The election and appointment process may include two phases:

Phase 1 – Member elected directors

- Annual call for nominations
- Eligible members in each region nominate for a vacant regional director role
- National membership votes for candidates to fill vacancies in one or more regions
- The core Board membership of five elected directors is ratified at the AGM

Phase 2 – Board appointed directors

- The Board (five elected directors and any appointed directors serving a term of office) convene post AGM to assess their combined skills/competencies, determine any gaps and prioritise skills required (and term) to supplement the current Board
- A call for expressions of interest to fill vacancies for defined terms of office may be issued, if required
- The Board review nominations received, select and appoint additional directors.
- In the absence of any suitable responses to the EOI, the Board may approach and invite a suitable candidate to accept a director role.



WHEN IS IT PROPOSED THESE CHANGES WOULD TAKE PLACE?

There would be a gradual transition over a two to three-year period starting from when the proposed changes are adopted.

As members of the current Board finish their term, the election and appointment of new Board members would follow the proposed model based on the revised eligibility criteria.

The transition will respect the terms of office and appointment of the nationally elected directors at the time.

WHAT ARE THE NEXT STEPS?

September – November 2023: Distribution of the Discussion Paper and engagement with members

October – December 2023: Draft the changes to the Constitution arising from Discussion Paper

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Comparison showing current Board structure versus proposed Board structure

EXISTING			
10 member Board: <ul style="list-style-type: none"> • 5 elected nationally • 5 appointed from state branches. • Term – 2 years, staggered 			
Role	Source	Election/appointment process	Comments
Elected directors	National membership Nominations from any state (x 5)	A national election is held if there are more nominations than vacancies. Members may vote for candidates to fill 1 or more vacancies. Directors can seek re-election at conclusion of term of office Appointment ratified at the AGM	Directors are democratically elected by AITPM members Elected directors may reside in any state. The terms of office of the 5 directors are staggered. 2 director positions are declared vacant every 2 years and 3 every other year
State appointed director	State Branch Committees Branch President or eligible delegate from each state (x 5)	Members in each state vote for candidates to serve on the branch committee Committee elects an eligible State Branch President Elected Branch President has the right to represent the state on the Board of Directors. Alternatively, the right may pass to an	Members have no direct input to who represents them on the Board Holding both the Branch President and Board Director role increases demands on time, and raises a potential conflict of interest. Term of office 2 years but must be seek re-election (or alternate nomination)



		<p>eligible committee member.</p> <p>Appointment ratified at the AGM</p>	<p>each year from the Branch Committee.</p>
<p>National President and Vice President</p>	<p>Board of Directors</p>	<p>Elected by the 10 Board Directors following the AGM</p>	<p>President/Vice President is elected by the Board for 1 year term. Can seek re-election</p>
<p>Governance and Strategy Committee</p>	<p>Elected Directors x 5</p>	<p>Each of the 5 elected directors becomes a member of the committee</p>	<p>Committee established to provide a focus on governance and lead strategy development. Meets outside of Board Meetings</p>



PROPOSED

5 – 9 member Board:

- 5 member-elected Directors – one from each jurisdiction. Term: 3 years
- Up to 4 Board-appointed Directors. Term: 1-3 years

Role	Source	Election/appointment process	Comments
Elected directors	AITPM membership One director from each jurisdiction (x 5)	National membership may vote for one candidate in each jurisdiction for which a vacancy has been declared. To ensure separation of operations and governance/strategy, the elected director cannot sit on any AITPM operational committee	Ensures each jurisdiction is represented on the Board. Voting members may choose to: <ul style="list-style-type: none"> • only vote for a candidate to fill a vacancy in their own jurisdiction • choose to also vote for candidates to fill vacancies in other jurisdictions.
Chair and Deputy Chair	Board of Directors	Elected by Board Directors immediately after the AGM	Chair/Deputy Chair is elected by the Board for 1 year term. Can seek re-election
Appointed directors	National membership; or Persons from within the industry who are eligible for financial membership)	Elected Board to identify possible candidates based on skills gaps. Candidates invited to respond to Expressions of Interest Terms 1-3 years	May complement the collective skills of the Board. Specific skills sought to respond to a particular short-medium term need. Appointed directors would bring a new



	(Up to 4)		<p>perspective to the outlook of the Board.</p> <p>Appointment follows the AGM and ratification of the newly elected board – 2 stage process</p> <p>Members have no input to the appointments. The appointments are made by the Board.</p>
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