

ARA BOARD: CALL FOR GENERAL DIRECTOR NOMINATIONS

In accordance with the Australasian Railway Association Ltd (ARA) Constitution, the ARA is calling for nominations for the following vacancy on the ARA Board:

- General Director – Manufacturer or Supplier of Rail Related Products and Services

This position is for a tenure of three years; November 2020 to November 2023.

In accordance with the Constitution, this vacancy will be formally filled at the ARA Annual General Meeting (AGM).

2020 ARA AGM

The 2020 ARA AGM will take place virtually as follows:

Time: 1430 – 1530 AEDT

Date: Tuesday 24 November 2020

Via videoconference

General Director Nominations

As per the ARA Constitution, nominations for the above-mentioned General Director vacancy must be made in writing to the Company Secretary by 5pm AEDT Friday 23 October 2020.

To nominate, please complete and submit the ARA Board Nomination Form – 2020.

For a nomination to be valid, it must be completed in full and be seconded by another full ARA member. This can be from the same ARA member company.

As per the ARA Constitution, Associate members do not have nomination or voting rights. To be deemed a full ARA member, current membership fees must be paid in full.

ARA Board Composition

According to Clause 9.1 of the ARA Constitution, the ARA Board shall be constituted as follows:

(b) Up to eight (8) General Directors, comprising

- Three (3) Directors drawn from entities performing passenger operations;
- Three (3) Directors drawn from entities performing freight operations;
- One (1) Director drawn from rail related manufacturers and suppliers;
- One (1) Director drawn from rail related contractors;

Up to four (4) Industry Sector Directors comprising

one representative nominated by members of each of the Industry Sectors, namely the Passenger Transport Group, Rail Freight and Ports Group, Rail Industry Group and Rail Contractors Group;

An Independent Chairperson, unless a current Director is appointed to be Chairperson;

The Chief Executive Officer

- (c) The Board may, by ordinary resolution, appoint additional Directors such as persons with special qualifications which the Board considers to be desirable to permit the efficient operation of the Company and/or the achievement of the objects of the Company;

Director Eligibility

According to Clause 9.2 (a), a person is only eligible for nomination as a Director if he or she meets the following criteria:

- (i) the person consents to being appointed a Director of the Company;
- (ii) a Director must be a natural person;
- (iii) the person must be nominated by their employer or sponsoring organisation who is a Full Member; and
- (iv) the person's employer or sponsoring organisation must be a Full Member representing and engaged in one of the four categories:
 - A. Passenger operations;
 - B. Freight operations;
 - C. Manufacturers or suppliers of rail related products and services; or
 - D. Contractors and/or other Industry participants.

It is important to note that becoming a Board Director carries a range of duties including:

- to exercise care and diligence
- to act in good faith in the best interests of the company and for a proper purpose
- to not misuse the position
- to not misuse information
- to avoid conflicts of interest
- to prevent insolvent trading

The Current ARA Board

The current ARA Board is comprised as follows:

- **Independent Chair:** Danny Broad
- **ARA Chief Executive Officer:** Caroline Wilkie

General Directors:

- **Passenger:**
 - o Howard Collins OBE, Chief Executive, Sydney Trains (appointment expires 2022 AGM)
 - o Nick Easy, Chief Executive Officer, Queensland Rail (appointment expires 2022 AGM)
 - o David Franks, Chief Executive Officer, Keolis Downer (appointment expires 2021 AGM)
- **Freight:**
 - o Mark Campbell, Chief Executive Officer, ARTC (appointment expires 2021 AGM)
 - o Murray Cook, Chief Executive Officer, Arc Infrastructure (appointment expires 2021 AGM)
 - o John McArthur, Chief Commercial Officer, One Rail Australia (appointment expires 2022 AGM)
- **Manufacturer or supplier of rail related products and services:**
 - o *Vacancy*
- **Contractors:**
 - o Steve Butcher, Executive General Manager – Rail, John Holland (appointment expired 2022 AGM)

- **Board appointed Directors:**
 - o Anna Squire, Principal, Arup (appointment expires 2022 AGM)
 - o Becky Wood, Managing Director, Aurecon (appointment expires 2022 AGM)

Industry Sector Directors:

- **Freight:** Caryn Anderson, Executive General Manager Port Growth and Planning, Port of Melbourne
- **Manufacturer or supplier of rail related products and services:** Michael McLellan, Managing Director, Knorr-Bremse
- **Passenger:** Raymond O'Flaherty, Chief Executive Officer, Metro Trains Melbourne
- **Contractors:** Julian Sharp, Project Director, CPB Contractors

ARA Board Meetings

The ARA Board meets quarterly. Each meeting runs for approximately four hours.

Pre-COVID, ARA Board meetings occurred in an Australian Capital City and occasionally one meeting per year was held in a New Zealand Capital City. Throughout 2020, all Board meetings have been run virtually.

In addition, out-of-session Board meetings are scheduled from time-to-time as required.

ARA Board Sub-Committees

The ARA Board maintains the following sub-committees, and occasionally establishes an issue-specific Board sub-committee. Directors on these Committees typically meet via video or teleconference two to four times per year.

- Audit and Risk Committee
- Remuneration Committee
- Young Leaders Advisory Board (Y-LAB) Advisory Group

Company Secretary

Emma Woods, Company Secretary is contactable via ewoods@ara.net.au or 0438 209 588.