National Road Carriers (NRC) Board Charter – Updated June 2025

1. Purpose & Scope

This Board Charter sets out the governance framework, responsibilities, and principles guiding the Board of National Road Carriers (NRC). It complements the NRC Constitution by focusing on board leadership, strategic oversight, and governance best practices.

2. Board Responsibilities

The NRC Board is responsible for overseeing and directing the organisation to ensure it operates efficiently and in the best interests of its members.

Key responsibilities include:

- Setting the organisation's strategic direction and objectives.
- Ensuring financial sustainability and risk management.
- Approving and monitoring key policies, budgets, and performance indicators.
- Appointing, evaluating, and (if necessary) removing the Chief Executive Officer (CEO).
- Upholding high standards of governance, ethics, and compliance.
- Overseeing stakeholder engagement and advocacy efforts.
- Building non-operational working relationships with the NRC team to provide leadership, development, mentoring, and support, including regional and sector support.
- Promoting NRC, including supporting membership acquisition.

3. Board Structure & Composition

3.1 Board Size & Membership

- The Board consists of a maximum of 9 and a minimum of 5 Officers (as defined by the Constitution).
- Board Members must:
  - Be a Full Member or Delegate of a Full Member for at least three years (the Board can waive this requirement unanimously).
  - Be natural persons and meet all eligibility criteria as per the Constitution and the Incorporated Societies Act 2022.
- Secondees may be appointed for succession planning and capability support but are not considered Officers or Appointees and therefore do not contribute to the quorum and cannot vote.

3.2 Board Appointment & Terms

- One third of members or if their number is not a multiple of three, then the number nearest to one third, shall retire from office by rotation at the AGM.

- The rotation will be determined by the time since the members last election. Members who were elected first since their last election shall retire first.
- To achieve the annual rotation when there are several Board Members that were elected during the same year, the longest serving Board Member shall retire by rotation.
- In case of a Board member resigning and/or retiring prior to an AGM, then that member shall constitute one of the required retirements for the purposes of (a) above. That member shall not be entitled for re-election in the next AGM after retirement or resignation.

3.3 Chairperson & Deputy Chairperson

- Elected by the Board after each AGM.
- The Chairperson leads governance and represents NRC publicly.
- The Deputy Chairperson assumes Chair duties in the Chair's absence.
- No Chairperson shall serve more than three consecutive years, unless extended for one year under extraordinary circumstances by Board resolution.

4. CEO & Management Oversight

4.1 Role of the CEO

- Leads day-to-day operations and implements strategy.
- Reports directly to the Board and operates within delegated authority.

4.2 CEO Appointment & Evaluation

- Appointed by the Board with clear performance expectations.
- Reviewed annually against strategic goals.
- Can be removed following due process.

5. Board Committees

- Committees are confirmed at the first meeting following the AGM.

5.1 Governance Sub-committee

- Oversees governance frameworks, policies, and legal compliance.
- Facilitates Board evaluations and training.

5.2 Management & Finance Sub-committee

- Oversees financial reporting, risk management, compliance.
- Supports budget development and external audit process.

5.3 Remuneration and Performance Committee

- Reviews CEO performance.
- Sets remuneration for all NRC staff.

5.4 Property Sub-committee

- Manages the Property Strategy: maintenance, tenancy, acquisition, and disposal.
- Recommends property-related decisions aligned with strategic and financial goals.

6. Sector Groups

- Board members may lead sector-specific engagement groups (e.g., Port, Livestock, Intermodal Safety).
- These groups are not governance bodies but support industry representation.

7. Board Meetings & Decision-Making

- Held 10 times per year.
- Quorum: 5 Officers present.
- May be in person or via audio/visual communication.
- Resolutions passed by the majority vote. The chair does not have a casting vote.
- Interim decisions may be made electronically and recorded in the next meeting minutes.

8. Conflicts of Interest

- All Officers must disclose any interest in matters being considered by the Board.
- Interested Officers:
  - Must disclose to the Board and record in the Interests Register.
  - Must not vote or sign related documents unless consent is given by all non-interested Officers.
  - May attend discussions only with Board consent.
  - If 50% or more of the Board is conflicted, a Special General Meeting must resolve the matter unless non-conflicted Officers agree otherwise.

9. Board Evaluations & Member Development

- Annual self-assessment of Board performance.
- Peer reviews and feedback conducted by the Chair.
- Inform ongoing governance improvements and training.

10. Induction & Development

- New Board Members undergo induction on NRC operations and governance.
- Members are encouraged to pursue professional development (e.g., IoD courses).

11. Code of Conduct & Ethics

- Board Members agree to:
  - Act in good faith and in the best interests of NRC and its members
  - Maintain confidentiality
  - Avoid conflicts and uphold NRC’s reputation
  - Follow governance best practices
  - Board members will act with integrity and respect, ensuring that all decisions and behaviours are free from discrimination, racism, or prejudice, and promote fairness for all.

12. Public Representation

- CEO and authorised employees are primary spokespeople.
- Board Members may represent NRC publicly only with prior vetting.
- Public statements must align with NRC positions and consider sector context.

13. Review & Amendments

- The Charter is reviewed annually at the first Board meeting after the AGM.
- It is available to members via the member portal.

Approved and adopted by the National Road Carriers Board, whose members understand and commit to upholding the principles and obligations of this Charter.

Date: [Insert Date]

Name	Position	Signature	Date
Ian Newey	Chairperson		
Glen McKay	Deputy Chairperson		
John Baillie	Board Member		
Corey Burnett	Board Member		
Pamela Bonney	Board Member		
Nikki Ellis	Board Member		
Kieran Carr	Board Member		
Kyle Wilson	Board Member		
Simon Mulligan	Board Member		

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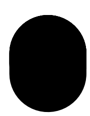

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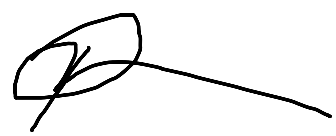

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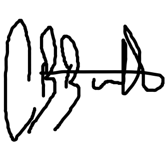

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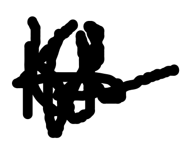

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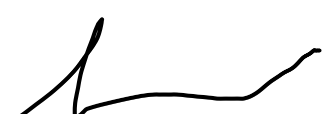

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