
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 20, 2005**

NEWPARK RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-2960
(Commission
File Number)

72-1123385
(IRS Employer
Identification No.)

3850 North Causeway, Suite 1770
Metairie, Louisiana
(Address of principal executive offices)

70002
(Zip Code)

Registrant's telephone number, including area code: **(504) 838-8222**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On April 20, 2005, the Board of Directors, on recommendation from the Nominating and Corporate Governance Committee, adopted a Charter (“Charter”) for the role of the non-executive Chairman of the Board and modified the additional director fees to be paid to David P. Hunt for services in that role. Mr. Hunt is not considered an “officer,” within the definition contained in Rule 3b-2 of the Rules and Regulations under the Securities Exchange Act of 1934.

As set forth in greater detail in the Charter, the principal responsibilities of the non-executive Chairman of the Board are:

- To manage the organization, functioning and affairs of the Board, to enable it to meet its obligations and responsibilities;
- To facilitate the functioning of the Board independently of management and maintain and enhance the quality of the Board’s governance and that of the Company;
- To interact regularly with the Chief Executive Officer and his staff on major strategy issues, handling of major business issues and opportunities, matters of corporate governance and performance issues, including providing feedback of other Board members as well as acting as a ‘sounding board’ for the Chief Executive Officer;
- Together with the Chair of the Compensation Committee, to conduct a formal evaluation of the Chief Executive Officer’s performance at least annually; and
- To lead the Board in the execution of its responsibilities to shareholders.

For his services in the capacity of non-executive Chairman of the Board, Mr. Hunt will receive an additional director fee of \$8,000 per month, which is in addition to the annual director fees of \$70,000 he receives for serving on the Board and for serving on and chairing committees of the Board.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Charter of the Chairman of the Board

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEWPARK RESOURCES, INC.

Dated: April 22, 2005

By: /s/ Matthew W. Hardey
Matthew W. Hardey, Vice President
and Chief Financial Officer

NEWPARK RESOURCES, INC.
CHARTER OF THE CHAIRMAN OF THE BOARD

Qualifications

The Chairman of the Board shall be independent of the Company within the meaning of applicable laws, rules and regulations and any other relevant consideration. The Chairman of the Board shall be appointed by the non-management directors of the Board annually. The Chairman of the Board shall be Chair of the Corporate Governance Committee and shall be a member of the Compensation Committee and an *ex officio* member of all committees of the Board.

Specific Accountabilities

Among other things, the Chairman of the Board shall be accountable for the following:

1. Board Management.

- act as Chairman of meetings of the Board of Directors;
- in conjunction with the Chief Executive Officer and Secretary, develop and approve the schedule of Board meetings and the agendas for the Board meetings;
- conduct regularly scheduled *executive* sessions of the Board and call and conduct additional *executive* sessions as required and/or requested and report the results of such meetings to the Chief Executive Officer as appropriate; and
- in conjunction with the Chief Executive Officer and Secretary, ensure the Board receives adequate and timely information and notice of meetings.

2. Board Independence and Governance.

- be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Company;
 - in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and management;
 - meet proactively with all Board members and seek their feedback on management performance, Board and committee effectiveness and other matters;
 - in conjunction with the Corporate Governance Committee, assess performance of directors collectively and individually and, where applicable, provide individual performance feedback to Board members;
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- in accordance with guidance from the Corporate Governance Committee, approach candidates for Board membership; and
- provide feedback and input to the Committee Chairs on governance and other matters.

3. Interaction with Chief Executive Officer and Management.

- frequently interact with the Chief Executive Officer on governance, performance and other issues;
- provide feedback to the Chief Executive Officer and act as a sounding board with respect to strategies, accountability, relationships and other issues;
- without inhibiting the direct interaction between other members of the Board and management, provide management with a point of contact for the Board;
- in conjunction with the Compensation Committee and the full board, evaluate the performance of the Chief Executive Officer and ensure that there are adequate succession plans in place for key management roles; and
- in conjunction with the Chair of the Compensation Committee, conduct the annual performance appraisal session of the Chief Executive Officer and communicate additional feedback as required.

4. Representation of Shareholders.

- chair the meetings of shareholders, be available for questions and participate in any other manner as required;
- in conjunction with management, respond to shareholder concerns regarding governance issues or other Board related issues; and
- provide leadership to the Board in the execution of its responsibilities to shareholders.

5. Interaction with other Stakeholders.

- at the request of the Board and with the concurrence of the Chief Executive Officer:
 - take on an ambassadorial role with certain external groups including attending public events on behalf of the Company; and
 - meet with institutional shareholders, the media, management and employees and other interested stakeholders on governance related matters but not on operations and results.