

2024

Public Skills Australia

BOARD CHARTER

Board Charter¹

Purpose

1. To promote high standards of corporate governance, clarify the role and responsibilities of the Board and enable the Board to provide the Company with strategic guidance and effective oversight, noting the Boards 'responsibilities related to corporate governance.

Objective

2. To provide Public Skills Australia Company office holders, staff, contractors, and subcontractors with a charter that outlines the corporate governance provided by the Board.

Scope

3. This policy is to be read in conjunction with the Constitution of Public Safety Skills Australia Limited and all Public Skills Australia policies; no policy is a standalone document.
4. All Public Skills Australia policies are to be read in conjunction with following Australian Government Department of Employment and Workplace Relations (DEWR) documents:

Jobs and Skills Councils Code of Conduct

Jobs and Skills Councils Integrity Framework

Jobs and Skills Councils Performance Framework

Jobs and Skills Councils Program Guidelines

Performance and Monitoring Framework (under development)

Training Package Organising Framework (TPOF).

Board size, composition, and independence

5. The Board must comprise a minimum of 3 and maximum of 9 Board Directors.
6. The Board should comprise:
 - a majority of independent non-executive directors
 - directors with an appropriate range of skills, experience, and qualities
 - directors who can understand and competently manage current and emerging business issues

¹ This is the charter of the Board Directors (Board) of Public Safety Skills Australia, trading as Public Skills Australia (the Company).

- directors who can effectively support, review, and challenge the performance of management and exercise independent judgement.
7. The Board will apply the Board Recruitment Policy to govern the eligibility of individuals to nominate as a director.
 8. An independent non-executive director is one who is free of any interest, position, or relationship that might influence, or be reasonably perceived to influence in a material respect, their capacity to bring an independent judgement to bear on issues before the Board, and who acts in the best interests of the Company as a whole rather than in the interests of an individual member owner organisation or other party.
 9. The Board will regularly assess whether each non-executive director is independent, and each non-executive director must provide to the Board all information relevant for assessment in this regard. If a director's independent status changes, it must be immediately disclosed and any conflicts of interest declared.

Board role and responsibilities

10. The Board must act in the best interests of the Company and is accountable for upholding the Company's constitution.
11. The Board must monitor the operational and financial position and performance of the Company and oversee its strategic direction. In conducting business with these objectives in mind, it is the role of the Board to seek to ensure that the Company is properly managed, and that the Company and its executive team and staff operate in an appropriate environment of corporate governance.
12. The Board must adopt relevant internal controls, risk management processes, and corporate governance policies and practices appropriate for the Company that promote the responsible management and conduct of the Company.
13. The Board's responsibilities include:
 - overseeing the Company, including providing strategic leadership, defining the Company's purpose, and setting its strategic objectives
 - approving the Company's policies
 - appointing a Chair and CEO
 - appointing Board Directors as outlined in the criteria above (see Board Size, Composition, and Independence)

- promoting engagement with and the rights of First Nations peoples within the industry sectors in which the Company operates
- promoting diversity and inclusion practices
- approving the appointment and replacement of the Company Secretary
- where appropriate, ratifying organisational changes and practices in order to ensure that they are aligned with the Company's purpose, values, strategic objectives, and risk appetite
- monitoring the performance of the CEO
- approving relevant organisational plans and budgets for submission to DEWR
- approving and monitoring corporate, financial, and other reporting systems, and overseeing their integrity through the establishment of an Audit, Risk and Finance Committee
- overseeing yearly financial reporting
- evaluating the performance of the Board and the Company's management
- approving the terms of references for Board committees, subcommittees and networks
- monitoring and ensuring compliance with all legal and regulatory requirements and ethical standards and policies
- undertaking any other responsibilities as prescribed by law or determined by the Board from time to time.

14. In carrying out its responsibilities and functions, the Board may delegate any of its powers, other than those powers and functions required by law to be dealt with by Board Directors.

Board committees

15. The Board may establish committees to assist it in carrying out its responsibilities, to share detailed work, and to consider certain issues and functions in detail.

16. The Terms of Reference of Board committees, subcommittees and networks will consider composition, responsibilities, and administration.

17. The Board may also delegate, at its absolute discretion, specific functions to any Board committee, subcommittee or network as it deems fit.

Board committee chair

18. The Board will appoint one of its members to be Board Chair.

19. The Chair will generally be an independent non-executive director.

20. The Chair is responsible for leading the Board and for promoting constructive and respectful relationships between Board Directors and the executive team of the Company. The Chair will

also be responsible for liaising with and communicating the Board's position to both DEWR and the public, together with the CEO.

CEO and executive team

21. Responsibility for day-to-day management and administration of the Company is delegated by the Board to the CEO and executive team.
22. The CEO manages the Company in accordance with the strategic direction of the Board and the policies approved by the Board.
23. The CEO is appointed by the Board.
24. The primary responsibilities of the CEO include:
 - developing strategies, plans, and annual budgets for the Company and implementing these as adopted by the Board
 - approving the appointment and replacement of the executive team and other staff
 - providing effective leadership, direction, and supervision of Company staff
 - ensuring compliance with relevant laws and regulations
 - ensuring that the Board is given sufficient information in a form, timeframe, and quality that will allow it to be effective in performing its functions and in discharging its duties
 - acting within authority delegated by the Board.
25. The Board, through its Chair, will regularly assess the performance of the CEO.

Conflicts

26. Board Directors must:
 - regularly disclose to the Board as soon as the situation arises any actual, potential, or perceived conflict of interest or duty, or matter that may bear on their independence, that might reasonably be thought to exist
 - take all necessary and reasonable action to resolve or avoid any actual, potential, or perceived conflict of interest or duty
 - comply with all applicable law and the Company's constitution in relation to disclosing material personal interests and restrictions on voting.
27. If a conflict exists, it is expected that any Board Director to whom the conflict relates will recuse themselves when the Board is discussing any matter to which the conflict relates.
28. Board Directors are expected to inform the Chair as soon as practicable of any proposed appointment to the board or executive of another company.

Access to information and independent advice by Board Directors

29. Board Directors have access to any information that they consider necessary to fulfil their responsibilities and exercise independent judgement when making decisions.
30. Board Directors have access to:
- the CEO and executive team to seek explanations and information
 - auditors (if appointed) to seek explanations and information from them.
31. At the expense of the Company, and with the approval of the Chair, Board Directors may seek any independent professional advice that they consider necessary to fulfil their responsibilities and exercise independent judgement when making decisions. As appropriate, any such advice received will be provided to the whole Board.

Disclosure

32. The Company must make information regarding Board appointments publicly available, including:
- Board Director identification
 - selection and appointment processes
 - terms of engagement, including specifying the length of appointments and remuneration
 - representative substitution procedures.

Reviewing this policy

33. This policy will be reviewed when applicable and within 3 years.