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Powering Skills Organisation Ltd

Annual Corporate Governance Statement
// 2025

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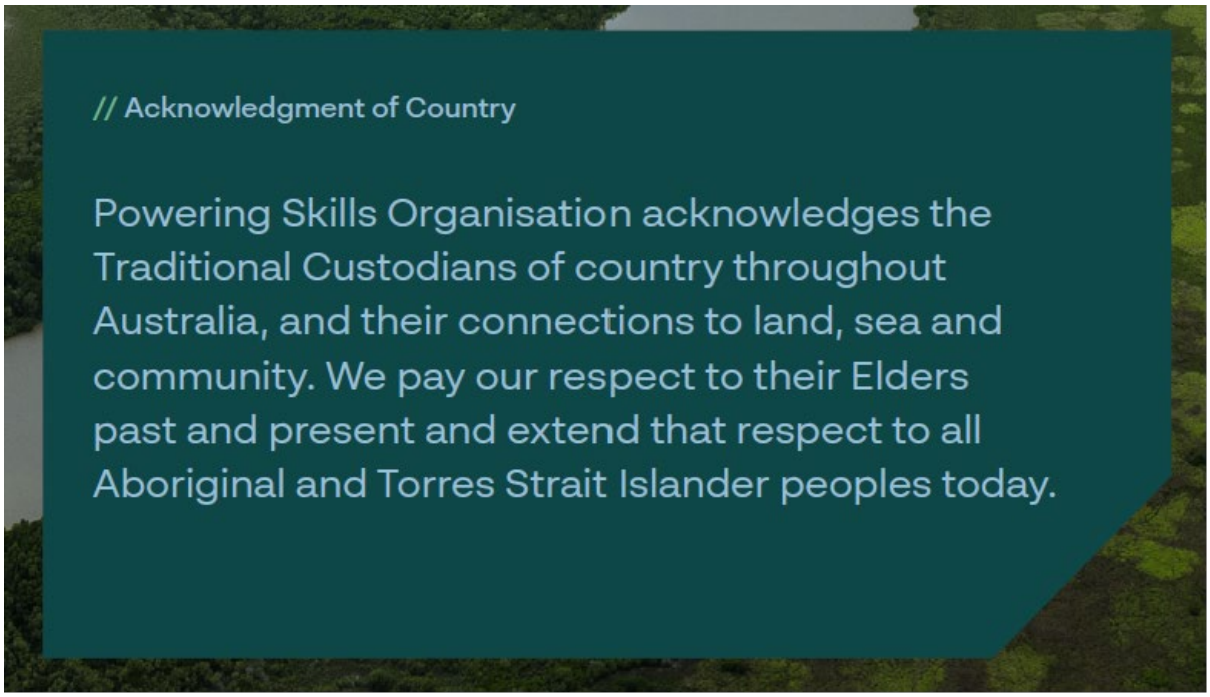
Acknowledgment of Country



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Summary of Governance Practices

Who We Are

Powering Skills Organisation (PSO) is one of ten Jobs and Skills Councils established by the Federal Government to provide industry with a stronger voice. PSO brings together employers, unions and governments in a tripartite arrangement to find solutions to skills and workforce challenges. We ensure Australia's Vocational Education and Training (VET) sector delivers industry led outcomes for learners and employers. PSO works to find solutions to skills and workforce challenges of our diverse stakeholder network, utilising strong collaboration between industry and training providers.

Our Purpose
Empowering the energy sector to develop skills for a net zero future.

Our Vision
Australians powering the nation.

Our Values
We have safety and belonging at the heart of everything we do.
We are collaborative and connected.
We are ethical and responsible.
We are accountable and trusted.
We are dynamic and embrace informed change.
We are always evidence based.
We are committed to our purpose and vision, and our need for impact

Roles and Responsibilities of the Board

The Board of Directors' primary role is provide leadership for and supervision over PSO's governance, business and affairs. The Board's key objectives are to:

(i) advance PSO's purpose and mission;

(ii) ensure PSO is properly governed;

(iii) develop PSO's strategic goals; and

(iv) increase PSO's value to members, stakeholders and society more broadly, in accordance with and furtherance of its purpose.

In fulfilling its objectives, the Board will determine and monitor:

(i) PSO's strategic framework and its short, medium, and long-term strategic goals;

(ii) policies governing the operations of PSO and the conduct of its members;

(iii) PSO's risk management framework and risk appetite;

(iv) powers and functions of Board Committees, and other committees as may be established from time-to-time; and

(v) annual progress and performance of PSO in implementing its strategic goals and objectives.

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The Board has set itself several key responsibilities which are included in the Board Charter available on PSO's website: https://poweringskills.com.au/wp-content/uploads/2025/05/PSO-010-Board-Charter.pdf

Board Structure, Composition, Skills and Experience

The Board of Directors is comprised of people with a broad range of skills and who individually and collectively exercise their judgment to achieve optimum results for the organisation.

PSO's constitution defines the criteria and eligibility of persons who can be Directors of the organisation. PSO must have at least three Directors, and no more than eleven Directors and a majority must be independent. Subject to the constitution, the Board is to comprise of:

- up to two Directors who are Independent Directors elected by the Ordinary Members,
- up to two Directors appointed by the MEA, one of which must be an Independent Director,
- up to two Directors appointed by the NECA, one of which must be an Independent Director,
- up to four Directors appointed by the ETU, two of which must be Independent Directors; and
- up to one Director appointed by the AWU.

The term of office is for an initial period of two years with ability to be re-appointed or stand for election for another term. PSO Board Directors. Information regarding the PSO Board Directors is made publicly available on PSO's website:
https://poweringskills.com.au/about-us/who-we-are/

PSO has developed a Board Skills Matrix to guarantee a blend of various skills and attributes specific to overseeing the functions of PSO. The Board Skills Matrix identifies gaps in collective skills that should be addressed by providing professional development to our existing directors and when assessing new directors. The Skills Matrix is also used by the board in its succession planning. The board regularly reviews the skills matrix to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to PSO.

Board Skills Matrix

Skill/experience	Number of Directors with the requisite skill	Skill/experience	Number of Directors with the requisite skill
Business/ Management	9	Finance/ Accounting	2
Strategic Planning & Leadership	8	Industry Experience	9
Stakeholder Management	10	Board & Committee Experience	8
Legal	5	Knowledge of VET System	3
Corporate Governance	7	Training and Assessment Experience	1
Risk Management & Audit	5	Information Security / Technology	0

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Budgeting	5	Industry Safety or Regulatory Experience	4

PSO Board also undertakes succession planning using the Board skills matrix to address current and future skills needs in alignment with the purpose and the strategy. Board succession planning considers the following:

- The current composition of the board, each member's skills and their individual strengths and weaknesses, including identified gaps within the current skills matrix.
- The qualities and skills the organisation needs on its board to deliver the strategic plan, including varied experience of industries and professional disciplines as well as personal qualities.
- The expected pattern of retirements.

For Board Committees if identified skills gaps are found, the appointment of an external Subject Matter Expert (SME) can be undertaken to ensure the gap is addressed.

Board Committees

The respective roles and responsibilities of the Board, and those matters that are specifically reserved to the Board or its Committees, are set out in the Board and Committee Charters, which are reviewed annually.

PSO has published the committee charters on its website:
https://poweringskills.com.au/policies/

Nominations and Governance Committee

As set out in PSO's constitution the Nominations and Governance Committee must have at least four members, comprising of the Chair of the Board, an Independent Director (who is not the Chair of the Board), an Employee Representative Director and an Employer Representative Director and otherwise, be comprised of a majority of Independent Directors.

The Nominations and Governance Committee is to assist and advise the PSO Board of Director in fulfilling its responsibilities on:

- the appointment, election, composition, and succession of Directors;
- the assessment of candidates against eligibility, independence, and skills requirements;
- governance frameworks, including Board performance, remuneration and development;
- overseeing compliance with the PSO Constitution, governance standards and relevant regulatory requirements

Nominations and Governance Committee composition

Members	Independent/ Representative/SME
Stuart Snell	Independent Chair
Dr Anita Talberg	Independent Director
Michael Wright	Employee Representative Director

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Fiona Scott	Employer Representative Director

Audit and Risk Committee (ARC)

As set out in our constitution, the Audit and Risk Committee (ARC) must have at least three members, all of whom are Independent Directors, and otherwise be comprised of a majority of Independent Directors, with the Chair being an Independent Director, who is not the Chair of the Board.

Members of the Committee between them should have the accounting and financial expertise, and sufficient understanding of the industry in which the PSO operates, to be able to effectively discharge the Committee's responsibilities. Core requirements of the ARC:

- Reviewing the Organisations risk management framework at least annually for recommendation to the Board, including satisfying itself that the risk management framework continues to be sound, and that the Organisation is operating with due regard to the risk appetite set by the Board.
- Overseeing the effectiveness of the systems of internal controls and the risk management framework, including monitoring risk appetite for both financial and nonfinancial risks.
- Reviewing and assessing the Organisations processes to verify the integrity of financial statements and reporting, and compliance with legal and regulatory requirements (including accounting standards) and reviewing the process to verify the integrity of periodic board reports that are not audited or reviewed by the external auditor.
- Review and make recommendations to the Board in relation to Investment Policy and report the financial performance of investments against the investment policy.

Audit and Risk Committee composition

Members	Independent/ Representative/SME
Adj. Professor John Kelly	Independent Chair
Dr Anita Talberg	Independent Director
Fiona Scott	Appointed Director
Scott Olsen	Independent Director
Stuart Snell	Independent Director, ex officio as Chairperson
Kathryn Hester	Independent External Subject Matter Expert Note: Not a committee member.

People and Culture Committee

Subsequent to 30 June 2025, the Board established a People and Culture Committee to assist in discharging its obligations with respect to the employment, performance, and development of the Chief Executive Officer (CEO); and the oversight of workplace culture, including staff engagement, values alignment, safety, and workforce retention,

People and Culture Committee composition

Scott Olsen	Independent Chair

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Mick Cullen	Independent Director
Kate Raymond	Appointed Director
Stuart Snell	Independent Director, ex officio as Chairperson

Membership Arrangements

List of Members, including Class

Founding Members

- Master Electrician Association (MEA)
- National Electrical and Communications Association (NECA)
- Electrical Trade Union (ETU)

Ordinary Members

- APPEA
- Australian Hydrogen Council
- Australian Pipeline and Gas Association APGA
- Australian Refrigeration Council Ltd
- Australian Workers Union
- Clean Energy Council
- Energy Skills Australia
- CITT
- Electrical and Communications Association of Western Australia

Non-Voting Members (Associate Members)

There are 203 non-voting members. Details of this list can be attained by request from contacting PSO.

PSO publishes information about its members on its website: https://poweringskills.com.au/about-us/who-we-are/

Governance Policies

PSO maintains open and transparent governance through a comprehensive framework of publicly accessible policies. These include a formal Board Charter and detailed accountability mechanisms such as a Code of Conduct, Conflict of Interest and Protected Disclosure policies. Transparency is further supported the Code of Conduct, Conflict of Interest Policy, and a Complaints Management framework, which promote ethical conduct and provide safe channels for raising concerns. Oversight is reinforced through conflict management processes and risk management that monitor and mitigate potential governance issues.

Together, these policies create a governance environment that upholds integrity, encourages stakeholder confidence, and ensures decisions are made in a fair, inclusive, and responsible way:

1. PSO's Board Charter formalise roles, responsibilities, and decision-making processes. It articulates how the board oversees policy implementation, financial transparency, and governance integrity, aligning actions with organisational values.
2. A suite of policies, including Code of Conduct, Conflict of Interest Policy, Complaints Management and Dispute Resolution Policy, and Protected Disclosure Policy

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establish robust internal controls. These mechanisms ensure PSO acts ethically and transparently.

3. PSO ensures its oversight mechanisms are both rigorous and transparent, safeguarding against misconduct and promoting accountability through policies such as the risk management framework and maintained registers of relevant interests.
4. Policies including Procurement Policy and Framework, Information Security Policy, and Modern Slavery Statement reflect PSO's adherence to ethical procurement, data integrity, and human rights compliance.

PSO publishes its key governance documents on its website: https://poweringskills.com.au/policies/ . These are:

- Board Charter
- Code of Conduct
- Complaints Management and Disputes Resolution Policy
- Conflict of Interest Policy
- Corporate Governance Statement
- Information Security Policy
- Modern Slavery Statement
- Procurement Policy and Framework
- Protected Disclosure Policy
- PSO Constitution
- Director Remuneration schedule
- Committee Code of Conduct
- Register of Relevant Interests and Duties
- Audit and Risk Committee Charter

Promoting Ethical and Responsible Behaviour

Conduct and Ethics

The Board expects the organisation (all Director's and employees) to conduct themselves with the highest ethical standards. PSO has a Code of Conduct which outlines expectations and enables all to share a common understanding regarding how to conduct themselves in a manner that upholds and maintains PSO's Values. Understanding our Code of Conduct and Values is an integral part of induction programs for Directors and employees.

PSO has a Protected Disclosure Policy designed to reinforce a culture in which honesty, integrity and business ethics are part of our everyday behaviour. The policy applies to, and the mechanism it establishes, allows Directors, employees, contractors, and the public to report improper conduct including matters pertaining to governance. PSO is committed to protecting and respecting the rights of any person who reports improper conduct in good faith and will not take or tolerate any retaliatory action or threats of retaliatory action against such a person.

Responsible Decision Making

With PSO's Values and Code of Conduct as the abiding framework, PSO aims to place decision-making authority and the related accountability as close to those affected by the decision as possible. Decisions on matters involving highest risk and broadest scope are made by the Board or CEO following the appropriate consultative and informative process.

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Transparency, Openness and Accountability

PSO sees transparent disclosure as inextricably linked with accountability to all our stakeholders. The Company Secretary assists the Board Chair, CEO and leadership team in setting the agenda for Board and Board Committee meetings and in providing information on important issues to Directors in a timely and appropriate manner. PSO prepares and makes available a variety of reports, including the Annual Report, each aimed at providing the information necessary to improve accountability and transparency to all our stakeholders.

Safeguarding Integrity in Financial Reporting

The Audit and Risk Committee is comprised of a select number of Directors with the requisite formal qualifications and experience to assists the Board to fulfill its responsibilities in overseeing PSO's processes which ensure the integrity of financial statements and reporting, compliance with legal and regulatory requirements, review of material changes in accounting or reporting requirements and assessment of subsequent effects on our policies and practices. The Organisation's external auditor is responsible for auditing PSO Financial Report.

PSO's external auditor is SRJ Walker Wayland (Audit) Pty Ltd. The Audit and Risk Committee is responsible for reviewing and approving the terms and scope of the external auditor's engagement and making recommendations to the Board regarding the appointment, re-appointment, rotation and removal of the external auditor.

Diversity, Inclusion and Wellbeing

PSO is a safe, respectful, and inclusive workplace where diversity is valued. We provide a foundation where people can fully contribute, realise their potential, and succeed in their work and life goals and responsibilities. By creating a culture that values inclusion and diversity we can attract and retain top talent to meet PSO's business objectives and goals.

- PSO fosters individual wellbeing, promotes, and supports individual health and wellbeing by: offering a free Employee Assistance Program support to all staff; sending regular pulse surveys to monitor employee engagement and wellbeing; and regular one on one meetings with managers where wellbeing is checked each time.
- PSO promotes a people-centred culture where people feel safe, respected, included, and valued. We create a positive and productive workplace, where people are set up for success. We do this by: holding twice-yearly all-ins where all staff members come together to increase bonding and check-in with each other; offering paid-for maternity leave to financially support staff when taking leave; and marking culturally important events.
- PSO offers flexible working conditions including remote and hybrid working arrangements with flexible hours, to helps accommodate the diverse needs of our workforce.
  PSO empowers a diverse workforce, leveraging our internal capability to lead the energy, gas and renewable sector in advocating for equity, inclusion, and diversity. We do this by using diversity images in internal and external content; By pointing out we support diversity when advertising for job vacancies; and by holding acknowledgement of Country speeches in all meetings.

The Board of Directors provided guidance on Board gender balance (target) to assist the Nominations and Governance Committee in making determinations and recommendations, including guidance that the gender balance target on the Board should be more than 30% with the optimal gender balance being between 45% to 50%.

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During the selection process for our SIAB, TAG's, and Technical Committees wherever possible we adhere to the guidance from our Board that the gender balance target should be more than 30% with the optimal gender balance being between 45% to 50%.

Demographic Balance (Age)

PSO understands that age diversity brings different skills, experiences, and viewpoints to the table, helping to increase innovation and creative problem-solving meaning this demographic is considered as important as the Skills Matrix and the gender balance target.

Key performance and delivery

Governance ensures PSO is aligned, accountable, and delivery-focused. The framework of systems, processes, rules, and relationships ensures that authority is well-defined, decisions are transparent, and actions are purpose-driven. As set out in the Board Charter, the Board oversees PSO's mission and long-term viability. It shapes strategic direction, ensures fiduciary responsibility, and acts on behalf of Members and stakeholders.

Rigour and clarity is reinforced through:

- The Board Committee structure and charters
- The Code of Conduct, which outlines expected behaviour and ethical standards;
- The Register of Relevant Interests and Duties, Director Remuneration schedule, and Procurement Policy and Framework further embed transparency and compliance.
- A Protected Disclosure Policy plus Complaints Management and Disputes Resolution Policy give stakeholders mechanisms to raise issues.

These governance systems support delivery of PSO's objectives:

- Board and Committee Charters set direction and accountability.
- Board Committees support the Board and enhance oversight in key areas.
- Whistleblower and complaints channels hold leadership accountable.
- Procurement processes and Modern Slavery ensure transparency, fiscal credibility and ethical alignment.
- Information security policy preserve organisational integrity.

Approach to risk management

PSO is committed to the following risk management approaches:

- Continual improvement in risk management and organisation performance
- Full accountability of risk controls and risk treatment
- Application of risk management in decision-making
- Full integration of risk management in PSO's governance structure and decision-making

Risk management is incorporated into PSO's strategic and business planning process, strengthening planning by:

- Enabling better decision-making
- Building confidence through a considered risk approach
- Supporting improved performance outcomes
- Establishing clear accountabilities

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PSO is committed to maintaining adequate skills and capabilities to ensure that risk management functions effectively through the Internal Controls Framework.

PSOs External Industry Advisory Groups

Strategic Industry Advisory Body (SIAB)

The Strategic Industry Advisory Body (SIAB) members are leaders from across the energy sectors who can provide insight into current and emerging workforce skilling and employment priorities. The SIAB provides advice to PSO leadership team and board of directors on strategic priority areas. Nominations and appointments of members to a PSO SIAB panel are conducted in line with the JSC Code of Conduct, specifically clause 7.3, which requires that any process is both open and transparent.

Membership of the SIAB and its Terms and References are published on the PSO website: https://poweringskills.com.au/get-involved/strategic-industry-advisory-body/

The primary purpose and function of the Strategic Industry Advisory Body is to inform PSO's Board and Leadership team with advice relating to:

- Insights, perspectives, and recommendations on key industry, employment and training trends, challenges, and opportunities.
- Workforce planning, skilling initiatives and Industry trends impacting the Energy workforce.
- Provide guidance on PSO's workforce planning, training product programs, initiatives, and services.
- Identify potential areas for collaboration, partnerships, and research opportunities between PSO and industry stakeholders.
- Provide direction to a Technical Advisory Group on issues of strategic importance.

Technical Advisory Groups (TAGs)

The Technical Advisory Groups (TAG's) will consist of a diverse group of training and industry experts, thought leaders, and representatives from relevant sectors. PSO will act as secretary to the Groups, with the composition including:

- Training Package Champion/s (TPC): Individuals selected by the Committee Members for their expertise in the technical training packages in PSO's remit. The position will be selected through a nomination and voting process, and the Training Package Champion/s will oversee the Sub-committees for a specific Training Package.
- TAG Sub-Committees: Any individual or organisation who has a particular interest in a specific training package within PSO's remit. This is where issues will be explored, and resolutions sought for PSO to action/address.

PSO publishes information regarding the TAGs on its website: https://poweringskills.com.au/get-involved/technical-advisory-groups/

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Formal Declaration

Powering Skills Organisation Ltd declares that it has been compliant with the *JSC Code of Conduct* for the preceding year *01 07 2024 to 30 06 2025.*

The JSC declares that the information contained in this Statement is (to the best of its knowledge) accurate, complete and not misleading and that the JSC understands that giving of false or misleading information is a serious offence under the *Criminal Code Act 1995* (Cth).

Full Name: Stuart Snell	Position Title: Director
Signature: Signed by: Stuart Snell 6A3F5FD4B592491...	Date: 13-Oct-25 | 11:09 PM PDT

Full Name: John Gerard Kelly	Position Title: Director
Signature: DocuSigned by: John Gerard Kelly D98F03F478D0472...	Date: 16-Oct-25 | 4:24 PM AEDT