Nominations and Governance Charter

June 2026

Powering Skills Organisation Ltd

Policy # PSO-014	Last edited: August 2025	Policy owner: Company Secretary
Effective date: June 2026	Next review date: June 2027	Approved by: Board Directors 30 June 2026

1. Purpose

The Nominations and Governance Committee (Committee) is a Board Committee which also has certain reporting functions to the Members in accordance with the Powering Skills Organisation Ltd (PSO) constitution.

The purpose of the Committee is to support and strengthen the governance of PSO by:

a) overseeing the nomination, appointment, election and succession of Directors through a transparent, merit-based process;

b) evaluating candidates against eligibility, independence and skills-based criteria set out in the Constitution and Board-approved Skills Matrix;

c) supporting the ongoing development and performance of the Board;

d) reviewing and making recommendations regarding the effectiveness of PSO's governance framework, including Board composition, remuneration, diversity and committee structure.

2. Roles and Responsibilities

The Committee supports the Board by providing focused oversight, advice and recommendations on Director nominations, Board composition, succession planning, Board performance and the effectiveness of PSO's governance framework.

The Committee is not a decision-making body. It operates within the authority delegated by the Board, implements Board-approved policy where relevant, and makes recommendations for Board or Member approval as required under the Constitution.

2.1. Board Composition and Director Appointments/Elections

e) Review Board composition against the independence requirements in the Constitution and any applicable fit and proper requirements.

f) Review nominations for Appointed and Elected Directors against the eligibility criteria in the Constitution.

g) Assess candidates using the Board-approved Skills Matrix, including consideration of experience, diversity and cultural fit, independence requirements under the Constitution, and fit and proper assessments.

h) Inform DEWR before recommending any appointment, ensuring constitutional, independence and other applicable requirements have been met.

i) Make formal recommendations:

   a. to Members regarding Elected Directors;

   b. to the Board regarding Appointed Directors.

j) Conduct Director recruitment processes aligned with strategic succession and competency needs.

2.2. Succession Planning

a) Review and recommend to the Board the competency, skill, knowledge and attribute requirements for an effective Board;

b) Periodically assess the extent to which current Directors meet those requirements and recommend actions to address identified gaps;

c) Develop, for Board approval, succession plans to maintain or enhance the required competencies over time;

d) Identify and oversee recruitment processes consistent with succession plans and competency requirements;

e) Develop and recommend to the Board policies relating to the ongoing education, development and competency maintenance of Directors, including tailored continuing education;

f) Review and oversee the orientation and onboarding of new Directors to support early effectiveness and alignment with governance responsibilities.

2.3. Board Performance and Director Remuneration

a) Recommending and overseeing a regular process for evaluating the performance of the Board, its committees, and individual Directors.

b) Determine the scope, frequency and methodology for evaluations, including whether peer review or external facilitation is appropriate.

c) Reviewing outcomes and recommending follow-up actions, including training or changes in Board composition.

d) Make recommendations on induction, training and ongoing professional development for Directors, ensuring governance training aligns with performance reviews and strategic goals.

e) Review and make recommendations regarding Director remuneration and related policy, including oversight of compliance with grant agreement requirements and any public disclosures.

2.4. Governance Framework

a) Recommending to the Board:

a. the structure and mix of Board committees based on PSO’s size, complexity and needs;

b. updates to the Constitution, Board Charter, and key governance policies (e.g., conflict of interest, code of conduct).

b) Monitoring compliance with governance standards and regulator expectations.

c) Recommending the Annual Corporate Governance Statement to the Board.

2.5. Member Engagement and Policy

a) Advising the Board and Chair on matters related to Company Members.

b) Recommending relevant member-related policies to the Board.

3. Membership

The membership of the Committee is set out below:

3.1. The Committee is comprised of four (4) Directors**:**

- the Chair of the Board;
- one (1) Independent Director (who is not the Chair of the Board);
- one (1) Employee Representative Director; and
- one (1) Employer Representative Director.

3.2. The Chair of the Committee will be the Chairperson of the Board, who is an Independent Director. If the Chair of the Committee is not present, the Directors present must elect one of themselves who is also an Independent Director to chair the meeting.

3.3. The Chair of the Committee has a casting vote.

3.4. Rights of Access and Authority.

The Committee can seek any relevant information it requires from employees and management in order to perform its duties.

4. Reporting and Referrals

4.1. The Board must publicly disclose to the Voting Members of the Company:

4.1.1. The nature and purpose of the Committee;

4.1.2. Whether the Committee is a board Committee or Advisory Committee; and

4.1.3. The members of the Committee, including details of the relevant qualifications and experience of the members of the Committee.

4.2. The Committee Chair will report to the next Board meeting on any matters under consideration.

5. Conflict of Interest

If any Committee Member has a material personal interest in, or an interest by way of a personal or other relationship to, any matter being considered by the Committee, then that Committee Member must give the Committee and the Committee Members notice of that interest as soon as that

Committee Member becomes aware of the interest.

A Committee Member who has a material interest in a matter being considered at a Committee meeting must otherwise act in accordance with the PSO Conflict of Interest Policy.

6. Confidentiality

Committee Members are required to keep Committee discussions, papers and deliberations confidential.

7. Code of Conduct

Each Committee Member has an obligation to comply with the spirit, as well as the letter of the law, the Constitution, and the principles set out in the Code of Conduct.

8. Administrative Matters and Procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Appendix 1.

9. Review

At least once each year, the Board will review the Charter of the Committee to determine its adequacy for current circumstances. The Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

At all times, the Charter should be consistent with applicable law, the Constitution, and relevant standards of corporate governance.

10. Definitions

Appointed Directors: are persons nominated by either Employer Representative or Employee Representative Members of PSO. In accordance with the Constitution:

(i) Up to two Directors nominated by the MEA, one of which must be an Independent Director;

(ii) Up to two Directors nominated by the NECA, one of which must be an independent Director;

(iii) Up to four Directors nominated by the ETU, two of which must be independent Directors;

(iv) Up to one Director nominated by the AWU.

Elected Directors: are persons who have nominated to become a Director and completed a consent to act as a Director form. Elected Directors must be independent in accordance with the definition in the Constitution. Elected Directors are appointed by PSO Members at a general meeting of the Company.

11. Document Control Table

Version	Description	Date
V.0.1	Creation of first draft	30/03/2023
V.0.2	Updated to align with the executed Constitution	10/05/2023
V.0.3	Compliance review	10/08/2023
V.0.4	Update Committee members	15/6/2024
V.0.5	Updated after 15 August 2024 Board meeting and to align with Constitution.	15/08/2024
V.0.6	Annual review	30/06/2026

Appendix 1 – Administrative matters and procedures

A1. Meeting frequency

The Committee will meet three times per year and additionally as required.

A2. Committee papers

Relevant documents to be considered at Committee meetings shall be compiled and distributed to the Committee Members.

A3. Attendance at Committee Meetings

The Committee may invite any person to attend all or part of a scheduled Committee meeting.

Only Committee Members shall be eligible to vote.

A4. Quorum

A quorum for a meeting of the Committee is 50% of Committee Members.

A5. Voting

Each Committee Member present may vote on any matter raised before the Committee for resolution. In the event of a tied vote, the Chair has a right to a second vote as a casting vote.

A6. Minutes

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by Members of the Committee without a meeting are to be approved by the Committee (or in the case of written resolutions, tabled) at its next meeting.

Minutes of a meeting must be signed by the Chairperson of the meeting or the Chairperson of the next meeting within a reasonable time after the meeting at which the minutes are approved.

A resolution may be made if a document containing the relevant resolution is assented to by all Committee Members eligible and willing to participate in the making of the resolution.

A7. Secretary

The Secretary of the Committee will be the Company Secretary, or their designated representative.

A8. Engage with External Consultants and other Stakeholders

The Committee is authorised by the Board to:

- Communicate and consult with external and internal stakeholders concerning Powering Skills Organisation Ltd's nomination practices.
- Appoint independent advisers and experts to provide advice on Powering Skills Organisation Ltd's nomination practices.