PEOPLE AND CULTURE COMMITTEE CHARTER

June 2026

Powering Skills Organisation Ltd

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

1. Purpose

The People and Culture Committee (Committee) is a Board Committee of Powering Skills Organisation Ltd (PSO).

The purpose of the Committee is to assist the Board in discharging its responsibilities in relation to:

a) the employment, performance and development of the Chief Executive Officer (CEO); and

b) the oversight of organisational culture, including staff engagement, alignment with PSO's values, safety and workforce retention.

2. Roles and Responsibilities

The Committee supports the Board by providing oversight, review and recommendations on matters within its remit. In fulfilling this role, the Committee assists the Board in relation to the employment, performance, remuneration, development and succession of the Chief Executive Officer, and the governance oversight of organisational culture, workforce capability, engagement, wellbeing, safety, retention and leadership succession. The Committee does not exercise operational management functions and does not make decisions reserved to the Board, except to the extent of any authority expressly delegated by the Board.

2.1 CEO Employment and Performance

a) Developing and reviewing the CEO's position description, and recommending any amendments to the Board for approval;

b) Recommending terms of employment for the CEO, including remuneration, benefits, and contract conditions;

c) Recommending to the Board the CEO's key performance indicators (KPIs), development objectives, and annual performance review framework, including assessment against KPIs, delivery of strategic priorities, and professional development objectives;

d) Monitoring the CEO's performance, progress against development objectives, and achievement of KPIs throughout the year;

e) Recommending annual adjustments to remuneration based on performance and market data;

f) Developing and recommending to the Board an annual training and development plan for the CEO;

g) Conducting CEO recruitment processes when required and recommending preferred candidates to the Board.

2.2 Culture and Workforce

a) Monitoring organisational culture, including staff engagement, alignment with PSO's values,

leadership behaviours, Workplace Health and Safety, psychological safety and inclusion;

b) Reviewing workforce trends including turnover, retention, absenteeism, and insights from staff engagement surveys and exit interviews;

c) Overseeing diversity, equity and inclusion at a governance level, including monitoring progress against objectives and recommending enhancements to leadership and culture strategies;

d) Advising the Board on governance oversight of staff and senior leadership succession planning;

e) Advising the Board on emerging workforce risks, trends, and opportunities relating to culture, wellbeing, and leadership effectiveness.

3. Membership

3.1 The Committee must comprise three (3) Directors and may also include one or more subject matter specialist members who are independent of the Board.

3.2 Each Committee Member must be free from any relationship that could interfere, or reasonably be perceived to interfere, with the independent exercise of their judgement as a Committee Member.

3.3 Committee Member appointments are for an initial term of two (2) years and will be reviewed every two (2) years thereafter, or earlier if circumstances require. The Board will seek to ensure that reappointments or replacement of Committee Members do not occur in the same year.

3.4 The Company Secretary or their delegate is the Committee Secretary.

3.5 The Board Chair is an ex officio member of the Committee.

3.6 The Board Chair will nominate the Committee Chair for approval by the Board. The Committee Chair must not be the Board Chair. If the Committee Chair is absent from a meeting, the Committee Members present, whether in person or by electronic means, must appoint one of the Committee Members present to act as Chair for that meeting, provided that person is not the Board Chair.

3.7 PSO is responsible for providing new Committee Members with an appropriate induction program and ongoing professional development relevant to the Committee's remit. The Board will review the skills and performance of all Committee Members annually.

4. Rights of Access and Authority

The Committee may request from management and employees any information it reasonably requires to perform its functions.

5. Reporting and Referrals

5.1 The Committee reports to the Board following each Committee meeting and will provide recommendations to the Board on matters within its remit that require Board consideration, approval or noting.

5.2 The Committee Chair will report to the next Board meeting on matters considered by the Committee, including any recommendations, decisions made within delegated authority and any significant issues requiring escalation. Matters outside the Committee's delegated

authority, or matters the Committee considers material to PSO's governance, strategy, culture, workforce or risk profile, must be referred to the Board for determination. Minutes of Committee meetings will be made available to the Board, and the Board will ensure any applicable disclosure requirements relating to the Committee are met.

6. Conflict of Interest

6.1 If a Committee Member has a material personal interest in, or an interest arising from a personal or other relationship, in a matter being considered by the Committee, the Committee Member must disclose that interest to the Committee as soon as they become aware of it.

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

7. Confidentiality

Committee Members must preserve the confidentiality of all Committee discussions, papers, deliberations and other information received in their capacity as Committee Members, except where disclosure is authorised or required by law.

8. Code of Conduct

Each Committee Member is required to comply with the law and its intent, the Constitution, the PSO Code of Conduct, and the Jobs and Skills Council Code of Conduct.

9. Administrative Matters and Procedures

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

10. Review

10.1 At least annually, the Board will review this Charter to determine whether it remains adequate for current circumstances. The Committee may recommend to the Board any changes it considers appropriate to its membership responsibilities or functions.

10.2 At all times, this Charter must remain consistent with applicable law, the Constitution, and relevant standards of corporate governance.

11. Related Documents

- Conflict of Interest Policy
- Jobs and Skills Council Code of Conduct
- PSO Code of Conduct
- PSO Constitution

12. Document Control Table

Version	Description	Date
V.0.1	Creation of first draft	2025
V.1.0	Reviewed and submitted to Board for approval	August 2025
V1.1	Reviewed with amendments	30/06/2026

Appendix 1 - Administrative matters and procedures

A1. Annual Workplan

The Committee will establish an annual workplan to inform each meeting agenda. The annual workplan will cover matters aligned to the roles and responsibilities set out in this Charter.

A2 Frequency

The Committee must meet at least three (3) times per year, or more frequently as necessary. Any action required or permitted to be taken at any meeting of the Committee may take place without a meeting, provided written consent is signed by all Committee Members and filed with the minutes of the proceedings of the Committee. Email consent confirmations may be accepted as sufficient signature if unanimously agreed by Committee Members.

The Board Chair, any Committee Member, or the Company Secretary may call a meeting of the Committee. Under such circumstances, the five (5) working day notice period may be waived if agreed by all parties.

A3 Attendance

Any person may be invited by the Committee Chair to attend Committee meetings.

A standing invitation is issued to:

- PSO Directors
- Chief Executive Officer
- Chief Operating Officer

At the discretion of the Committee Chair, private sessions may be held with individual executives or management.

A4 Agenda

Notice of each meeting with a detailed agenda together with supporting documentation must be circulated to Committee Members and other attendees at least five (5) business days before each meeting.

Members must be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

A5 Quorum

A quorum is 50% of Committee Members.

A6 Voting

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

A7 Minutes

The Secretary or delegate must prepare the minutes of the Committee meeting. After the Committee Chair has provided preliminary approval, the draft minutes are circulated to all Committee Members and made available to the Board at the following Board meeting.

The minutes should accurately record the resolutions of the Committee, key reasons for those decisions where appropriate, and actions with accountabilities and timings noted. The minutes of meetings must be confirmed and signed by the Committee Chair at the next Committee meeting.

A8 Secretary

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

A9 Review

Annually, the Committee will undertake a self-evaluation of their performance against this Charter and report the evaluation findings to the Board.

Annually, the Committee will undertake a review of this Charter and make recommendations to the Board regarding any proposed amendments.