BOARD CHARTER

September 2026

Powering Skills Organisation Ltd

Policy # PSO-010	Last edited: September 2026	Policy owner: Company Secretary
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1 Introduction

This Board Charter sets out the role and responsibilities of the Board in achieving Powering Skills Organisation Ltd (PSO)'s purpose and provides the framework for effective, accountable and contemporary corporate governance.

On behalf of stakeholders, especially the Members, the Board is responsible for the stewardship, governance and future wellbeing of PSO, an unlisted public company limited by guarantee.

A term or expression starting with a capital letter:

- which is defined in the Dictionary in section 13, has the meaning given to it in that Dictionary; and
- which is defined in the Constitution, but is not defined in the Dictionary, has the meaning given to it in the Constitution.

As the foundation of its governance framework, PSO's governance is grounded primarily in the Australian Charities and Not-for-profits Commission (ACNC) Governance Standards, reflecting PSO's registration as a charity with the ACNC. PSO also has regard to the Australian Institute of Company Directors' (AICD) Not-for-Profit Governance Principles (3rd edition).

2 Role, objectives and responsibilities of the Board

2.1 Role of the Board

(a) The role of the Board is to provide leadership for and supervision over PSO's governance, business and affairs.

(b) 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.

(c) 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, risk appetite and control environment;

(iv) PSO's governance framework;

(v) the powers, functions, delegated authority and reporting obligations of Board Committees, and other committees as may be established from time to time; and

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

2.2 Responsibilities of the Board

The responsibilities of the Board include:

1. reviewing, approving and monitoring the strategic direction of PSO, including its vision, mission and values, in conjunction with senior management;
2. monitoring PSO's performance in achieving its mission and purpose in accordance with PSO's vision and strategy, as well as stakeholder expectations;
3. supervising PSO's framework of control and accountability systems, including to enable strategic, reputational, operational, health and safety, compliance, governance and other material risks to be appropriately identified, assessed, managed, monitored and reported;
4. overseeing the integrity of PSO's accounting and corporate reporting systems;
5. ensuring PSO complies with the Corporations Act, and all other applicable laws including the requirements in the Stage Two Agreement;
6. ensuring PSO is properly managed, for example by:
    (i) appointing and, where appropriate, removing the Chief Executive Officer;
    (ii) approving remuneration for the Chief Executive Officer and reviewing remuneration policies and succession plans for the Chief Executive Officer and senior management;
    (iii) having input into and final approval of management's development of corporate strategy and performance objectives;
    (iv) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
    (v) providing critical and independent judgement regarding matters brought forward by management; and
    (vi) monitoring senior management's performance and implementation of strategy and whenever required, challenging management and holding it to account;
7. approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
8. determining the framework for the policy platform;
9. enhancing and protecting PSO's reputation;
10. approving the annual budget and monitoring the financial performance of PSO;
11. approving and monitoring financial and other reporting;
12. engaging with stakeholders, including members, clients, employees, industry, government and other interest groups;
13. establishing and determining the powers and functions of Board committees;
14. liaising with PSO's external auditors in conjunction with the Audit and Risk Committee;
15. approving and monitoring the achievement of non-financial objectives of PSO;
16. overseeing and supporting a lawful, responsible and ethical culture at PSO that aligns with PSO's purpose, strategy, values, workplace health and safety obligations, psychological safety and inclusion;
17. demonstrating leadership within PSO and supporting management;
18. overseeing and monitoring a framework for the reward and recognition of employees; and
19. providing overall corporate governance of PSO, including conducting regular reviews of the balance of responsibilities within PSO to ensure the division of functions remains appropriate to the needs of PSO.

3 Powers and duties

3.1 General powers

The Board is responsible for the governance, business and affairs of PSO and may exercise all the powers of PSO which are not required by the law or the Constitution to be exercised by the members.

3.2 Duties

The directors must comply with their duties as directors under legislation and common law, and with the duties described below:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of PSO;

(b) to act in good faith in the best interests of PSO and for a proper purpose;

(c) not to misuse their position as a director;

(d) not to misuse information that they gain in their role as a director;

(e) to disclose any actual, potential or perceived conflicts of interest (including material conflicts of interest);

(f) to ensure that the financial affairs of PSO are managed responsibly; and

(g) not to allow PSO to operate while insolvent.

4 Composition and Meetings

4.1 Membership of the Board

(a) The composition of the Board will be reviewed regularly, in accordance with the Constitution, to consider an appropriate mix of expertise, skills and experience to assist with the furtherance of PSO's purpose and the achievement of its strategic direction.

(b) In undertaking the review pursuant to section 4.1(a), the Board will be cognisant of the Governance Principles, which recommend that a board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

(c) In accordance with the Constitution, the minimum number of directors is three.

(d) The size of the Board is determined in accordance with the Constitution and will be comprised of a maximum of 11. The majority of directors on the Board must be independent.

4.2 Meetings

(a) In accordance with the Constitution, the directors will meet as often as required for the proper discharge of their directors' duties and in any event no less than four times per year.

(b) In accordance with the Constitution, a quorum consists of a majority of all current directors.

(c) Directors will receive relevant Board papers at a reasonable time before each meeting with an aim of receiving such Board papers at least one week prior to the relevant meeting.

(d) The Chair may request the attendance of any person at the meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. That person should be noted in the minutes for the meeting as an attendee and can speak at the meeting at the invitation of the Chair but does not have any voting rights.

4.3 Minutes

The Secretary, or another person appointed by the Board, will take minutes of the proceedings of all Board and Board Committee meetings.

5 Appointment of Directors

5.1 Appointment

(a) Directors will be appointed or elected in accordance with the Constitution, having regard to eligibility and fit and proper requirements.

(b) All appointment processes and decisions will be recorded, typically through the Secretary.

(c) To be eligible for appointment as a director a person must satisfy the requirements set out in the Constitution.

(d) Nominated persons applying for PSO directorship will be assessed by the Nominations and Governance Committee, which will make recommendations to the Board or Members, as applicable, in accordance with the Constitution and the Committee's Charter.

5.2 Terms and conditions

(a) All new directors appointed to the Board will be required to complete a Consent to Act as a Director form, including, where applicable, an independence declaration, personal details, work and personal business activities, conflict of interest declaration and fitness and propriety declaration. All new directors will need to undertake a Federal Police check and bankruptcy check, the results of which must be satisfactory.

(b) Confirmation of a Director's appointment will include a copy of all information and documentation relevant to the operations of the Board and that director's role, including this Board Charter and the Constitution.

(c) Directors are subject to ongoing fit and proper requirements throughout their tenure, in accordance with PSO's Fit and Proper Policy, including periodic reassessment and an obligation to disclose any material change in circumstances that may affect their fitness or propriety.

5.3 Induction and briefings

(a) PSO will provide each newly appointed director with a structured induction program and access to ongoing professional development appropriate to the Board's role and the director's duties and responsibilities.

(b) The director induction process will generally involve the following activities:

i. a meeting with the Chair to discuss expectations and responsibilities;

ii. a meeting with the Chief Executive Officer to discuss key personnel and current PSO operations;

iii. such other meetings as the new director reasonably requests;

iv. the provision of a comprehensive package of briefing materials held electronically in relation to PSO; and

v. where applicable, a visit to PSO premises and facilities and meetings with management, as appropriate.

5.4 Continuing education

(a) From time to time the Board will be briefed by management regarding PSO and the factors affecting or likely to affect its activities to provide directors with a broader understanding of PSO.

(b) Directors are expected to keep up to date on relevant topical issues and be committed to their continuing professional development as directors.

(c) Directors will undertake PSO policy training as policies are reviewed or approved.

(d) By Board Resolution passed on 30 October 2023, Directors are encouraged to undertake an AICD Director course if they have not attended such a course in the last five years.

6 Delegations

6.1 Chair

(a) The Chair will be appointed in accordance with the Constitution.

(b) The Chair must be independent.

(c) The Chair has a role as the head of the Board in providing leadership of the Board and in the strategic direction of PSO.

(d) The Chair is responsible for the efficient organisation and conduct of the Board.

(e) The key responsibilities of the Chair are set out in the role description for the Chair as determined by the Board from time to time and included at Annexure A to this Charter.

6.2 Deputy Chair

(a) The Board may appoint a Deputy Chair from among the directors under this Charter. The role of Deputy Chair is a Board-appointed role and is not a role established under the Constitution.

(b) The Deputy Chair must be an Independent Director.

(c) In the absence of the Chair, or where the Chair is unavailable, unable to act or has a conflict of interest, the Deputy Chair will assume the role and responsibilities of the Chair for that purpose.

6.3 Individual directors

(a) Individual directors are responsible for using all reasonable endeavours to ensure that they, and the Board, are performing its duties and responsibilities as set out in this Board Charter, the Constitution and otherwise by law.

(b) The duties and responsibilities of specific directors are more fully set out in the role description for that director as set out in the following annexures to this Board Charter and as otherwise determined or amended by the Board from time to time.

6.4 Chief Executive Officer

(a) The Chief Executive Officer is responsible for running the affairs of PSO under delegated authority of the Board and for implementing the policies and strategies that the Board sets.

(b) The Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board provide a true and fair view of PSO's condition and operating results.

(c) The Chief Executive Officer must ensure that all transactions outside their delegation levels are referred to the Board for approval.

6.5 Secretary

(a) The Secretary is responsible for facilitating and managing PSO's corporate governance processes, with primary responsibility for ensuring the Board and any committee

processes and procedures run efficiently and effectively and supporting the Board on all governance matters.

(b) The duties of the Secretary include:

(i) ensuring that the necessary registers required by the law are established and properly maintained;

(ii) ensuring that any required annual returns and annual reports are lodged with the appropriate regulator on time;

(iii) ensuring the organisation of, and attendance at, meetings of the directors, including the sending out of notices, the preparation of agenda (and papers) and the compilation of Board and Committee minutes;

(iv) monitor whether Board and Committee policies and procedures are followed; and

(v) help to organise and facilitate the induction and professional development of directors.

6.6 Committees

(a) The Board may, in accordance with the Constitution, resolve to establish one or more Board committees consisting of such persons as it determines to assist the Board in the execution of its responsibilities.

(b) The Board may resolve to:

(i) delegate to each committee such authority required for the effective and efficient operation of the committee, while retaining ultimate responsibility for matters reserved to the Board;

(ii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and

(iii) change the membership of a committee at any time or dissolve it altogether.

(c) The Board will adopt committee charters for each Board Committee, addressing the purpose, membership, delegated authority, functions, reporting obligations, review requirements and any other matters the Board determines.

(d) The Board will regularly evaluate the operations and effectiveness of Board Committees, including through annual committee effectiveness reviews and reports to the Board.

(e) The Board may continue to exercise all of its powers despite any delegation made to a Board Committee.

6.7 Delegation to individuals

(a) The directors may, in accordance with the Constitution, resolve to delegate any of their powers to such individual or individuals as they so determine including:

(i) to one or more directors;

(ii) to one or more members; or

(iii) to one or more employees, including management of PSO.

(b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.

(c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors.

(d) The Board may continue to exercise all of its powers despite any delegation made under the Constitution or this Charter.

(e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position.

6.8 Review of delegations

The Board should review PSO delegations at least once each year and at any time there is a material change to the governance, operations or external regulatory environment of PSO.

7 Access of information

7.1 Directors' access to senior management

(a) Where a director considers it necessary to access senior management in order to properly discharge their duties, they must seek the approval of the Chair, which will not be unreasonably withheld.

(b) The chair of any committee may access the senior executive to whom that committee relates without prior approval of the Chair.

7.2 Directors' access to information

In addition to any access granted under the Corporations Act or the Constitution, PSO will, in accordance with any deed of access and indemnity entered into with a director:

(a) maintain records of all Board documents, PSO books and financial records securely at suitable premises; and

(b) as soon as reasonably practicable after receiving a written request from a director, allow the director or the director's legal representatives to access, and to make copies of, Board documents, PSO books and financial records during business hours.

7.3 Independent professional advice

(a) Subject to clause 7.3(b), if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of the office as a director then, provided the director first obtains approval for incurring such expense from the Chair, PSO will pay the reasonable expenses associated with obtaining such advice.

(b) If the Chair has a conflict of interest in relation to a request under clause 7.3(a), the matter should be referred to the Board or an appropriate committee of the Board for consideration.

7.4 Confidentiality

(a) Directors must preserve the confidentiality of all Board and Committee discussions, papers, deliberations, decisions and other information received in their capacity as directors, except where disclosure is authorised or required by law.

(b) Any confidential information received by a director in their position as director must not be disclosed to any third party, unless authorised by the Board or required by law.

8 Indemnity and insurance

(a) In accordance with rule 12 of the Constitution, to the extent permitted by law, directors are indemnified by PSO for all losses or liabilities incurred by the director as a director of PSO including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

(b) This indemnity:

(i) may only be for losses or liabilities incurred as an Officer of PSO;

(ii) does not cover any loss or liability of an Officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct, fraud or conduct involving a lack of good faith; and

(iii) operates only to the extent that the loss or liability is not paid by insurance.

(c) In accordance with rule 12.2 and 12.3 of the Constitution, to the extent permitted by law, PSO may take out and pay for insurance for the benefit of its Officers (both current and past) against any liability incurred by the person as an Officer of PSO including, but not limited to, a liability for negligence or for legal costs.

9 Remuneration and expenses

(a) In accordance with rule 11 of the Constitution, directors are to be remunerated for their services as Directors at a daily fee detailed in the Stage Two Grant Agreement. Further PSO must ensure that where director remuneration is paid using grant funding provided by the Commonwealth of Australia that such remuneration will comply with any contractual obligations regarding the use of the relevant grant funding.

(b) Subject to the requirements set out in rule 10.4 of the Constitution, directors are entitled to:

(i) be reimbursed for reasonable authorised expenses properly incurred by them in connection with the affairs of PSO; and

(ii) receive reasonable and proper payment for any goods supplied or services rendered to PSO, other than in their role as a director.

10 Conflicts of Interest

(a) Directors must identify, disclose and manage conflicts of interest in accordance with rule 10.3 of the Constitution and PSO's Conflicts of Interest Policy and related procedures. All disclosures of actual,

(b) potential, or perceived conflicts of interest, together with any resulting management actions, must be recorded in the minutes of the relevant meeting, and where applicable, in the Conflicts of Interest register.

(c) Directors must disclose all personal information and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the directors.

(d) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution that:

(i) identifies the director, the nature and the extent of the director's interest in the matter and its relation to the affairs of PSO; and

(ii) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

(e) Directors are required to sign a declaration which includes an undertaking to disclose conflicts of interest in a timely and appropriate manner.

(f) Directors are 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.

11 Assessment of performance

(a) At least once each year, the performance and effectiveness of the Board, the committees of the Board and individual directors will be assessed against the requirements of this Board Charter, the Constitution and relevant standards of corporate governance.

(b) The evaluation will include assessment of:

(i) financial and non-financial results against budgets and external benchmarks;

(ii) the quality and effectiveness of information made available to the Board;

(iii) the effectiveness and composition of the Board;

(iv) the strategic direction and objectives of the Board;

(v) whether the expectations of members, Division Councils and stakeholders have been achieved; and

(vi) the contribution by the Board to the furtherance of the purpose.

(c) The Board may engage an independent expert to facilitate the evaluation and assessment process.

12 Review of Board Charter and other governance documents

The Board must regularly, and in any event no less than once every two years, review the Board Charter and any other charters, guidelines and related governance documents of PSO as may be in place from time to time and make any changes it determines to be necessary or desirable. At all times, this Board Charter must remain consistent with applicable law, the Constitution and relevant standards of corporate governance.

13 Dictionary

13.1 Dictionary

In this Board Charter:

(a) Board means the Board of Directors of PSO;

(b) Chair means a person appointed to the position of chair of the Board in accordance with rule 13.5 of the Constitution;

(c) Constitution means the constitution of PSO; and

(d) Corporations Act means the *Corporations Act 2001 (Cth)*.

14 Interpretation

In this Board Charter the following rules of interpretation apply unless the contrary intention appears:

(a) the words ‘such as’, ‘including’, ‘particularly’ and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;

(b) headings are for convenience only and do not affect the interpretation of this Board Charter;

(c) the singular includes the plural and vice versa;

(d) words that are gender neutral or gender specific include each gender;

(e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(f) a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law, judgment, rule of common law or equity and is a reference to that law as amended, consolidated or replaced; and

(g) if there is any conflict between this Board Charter and the Constitution, the terms of the Constitution will prevail.

15 Document Control Table

Version	Description	Date
V.1.0	Creation of first draft	18/09/2022
V.1.1	Compliance review	10/08/2023
V.1.2	Update Director Education section and Board adoption	30/10/2023
V.1.3	Review with amendments to align with Board-approved Committee Charters and the PSO Constitution	29/09/2026

Annexure A – Chair Position Description

1. Role of the Chair

The Chair's role is key within PSO. The Chair is considered the "lead" director and utilises their experience, skills and leadership abilities to facilitate the governance processes.

The Chair's primary function is to ensure that the Board accomplishes its role as expressed in the Constitution and to be the major point of contact between the Board and Management.

The Chair is expected to display personal integrity at all times.

2. Appointment

The Board appoints the Chair as required from among the directors. As a general rule, the Chair is appointed for an initial term of two years, renewable biannually by the Board, and may hold office as Chair for a maximum of six consecutive years and as a director for a maximum of six years.

The Deputy Chair is a Board-appointed role under this Charter and is not a role established under the Constitution. The Deputy Chair is expected to assume the role and responsibilities of the Chair when the Chair is absent, unavailable, unable to act or has a conflict of interest.

3. Specific responsibilities

The specific roles of the Chair are to:

(a) ensure the Board operates as an inclusive, well-functioning team;

(b) provide guidance to directors on what is expected of them in their capacity as directors;

(c) set the tone and foster an ethical Board culture;

(d) monitor whether all directors behave in accordance with the Code of Conduct and take appropriate action in cases of non-compliance;

(e) ensure the Board has fully considered and approved an effective corporate strategy for PSO;

(f) ex officio, sit on any Board committees;

(g) ensure that all new directors undergo an appropriate induction program; and

(h) review with directors on a continuing basis their development needs and ensure that appropriate development occurs.

4. Ensuring Effective Board Meetings

In managing the Board, the Chair will:

(a) together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year;

(b) establish the agenda for Board meetings in consultation with the CEO;

(c) together with the CEO, ensure that appropriate Board papers are prepared on all matters for decision at Board meetings and that such papers are circulated in advance;

(d) chair all Board meetings; in the absence of the Chair, the Deputy Chair will chair the meeting on that occasion;

(e) decide on any question of procedure not provided for in the Constitution or by previous resolution of PSO;

(f) convene Board meetings at least four times per year;

(g) ensure the effectiveness of Board meetings, so that:

(i) time is allocated effectively;

(ii) the right matters are considered during the meeting;

(iii) matters are considered carefully and thoroughly;

(iv) all directors are given the opportunity to effectively contribute; and

(v) the Board comes to clear decisions and resolutions are noted;

(h) together with the CEO, brief all directors in relation to issues arising at Board meetings;

(i) ensure Board decisions are properly implemented; and

(j) can choose to be an ex officio member of all committees.

5. Management Relations

The Chair will:

(a) be the principal point of contact between the Board and Management, in particular the CEO;

(b) communicate with the CEO to ensure the Board is kept up to date on all relevant matters;

(c) represent stakeholders' views to Management;

(d) regularly review, with the CEO and such other senior managers as appropriate, progress on important initiatives and significant issues facing PSO;

(e) provide mentoring for the CEO; and

(f) initiate and oversee the annual CEO evaluation process.

6. Stakeholder and member relations

The Chair will:

(a) chair Annual General Meetings (AGM) and special meetings of stakeholders/members;

(b) be the spokesperson for PSO at AGMs and in the reporting of performance and budget figures;

(c) communicate with stakeholders and members on matters which relate to the governance of PSO;

(d) be the spokesperson for PSO on all governance matters; and

(e) while the CEO is the primary contact for operational matters, the CEO may call upon the Chair to use their contacts where appropriate to assist PSO in dealings with:

(i) the general public, customers, suppliers and employees;

(ii) Government and regulatory authorities; and

(iii) other key industry stakeholders.

7. Delegations

The Chair is “first among equals” on the Board and as such has no additional power or authority above that of any other director. The exceptions to this are the specific responsibilities listed above and the following delegations:

(a) the Board delegates to the Chair the right to make any reasonable interpretation of the Board’s words and intentions in dealings with staff, members, suppliers and other stakeholders; and

(b) the Board delegates to the Chair the approval of the CEO’s leave and any international travel for PSO’s purposes.

8. Role of the Deputy Chair

In the absence of the Chair, or where the Chair is unavailable, unable to act or has a conflict of interest, including at any Board or associated meeting or during periods of leave, the Deputy Chair will assume the role and responsibilities of the Chair for that purpose.

Annexure B – Deputy Chair Position Description

1. Role of the Deputy Chair

The Deputy Chair supports the Chair and acts as Chair when the Chair is absent, unavailable, unable to act or has a conflict of interest. The Deputy Chair is also a point of contact for directors who wish to discuss matters on a sounding basis before raising them with the Chair, or matters relating to the performance or conduct of the Chair.

The Deputy Chair is expected to display personal integrity at all times.

2. Appointment

The Board appoints the Deputy Chair as required from among the directors under this Charter. The role of Deputy Chair is a Board-appointed role and is not a role established under the Constitution. The Deputy Chair must be an Independent Director. The Deputy Chair holds office for any period the Board resolves, or if no period is specified, for a term of the lesser of three years or until the relevant person ceases to be a director.

Should any vacancy occur in the position of Deputy Chair, the Chair will consult with the Board to determine the process for appointing a replacement.

3. Specific responsibilities

The specific roles of the Deputy Chair are to:

(a) support the Chair in the leadership of the Board by:

  (i) working closely with the Chair to ensure organisational objectives are met; and

  (ii) assist the Chair with their duties as and when required;

(b) be equipped to assume the role and responsibilities of the Chair when the Chair is absent, unavailable, unable to act or has a conflict of interest;

(c) act as Chair during a meeting if the Chair has a conflict of interest;

(d) assist the Chair in mentoring directors;

(e) undertaking representational activities on behalf of PSO at the request of the Chair or the CEO; and

(f) being a point of contact for directors, particularly on a sounding basis or for performance or other issues involving the Chair.

4. Delegations

The Deputy Chair has no additional power or authority above that of any other director, except when acting as Chair in the circumstances referred to above. In those circumstances, the Deputy Chair assumes the role, responsibilities and delegations of the Chair for that purpose.