

Nominations Committee Terms of Reference

Background

The Public Skills Australia Board (the Board) establishes Board Committees and Governance Groups with specific delegated functions to achieve the strategic objectives of Public Skills Australia. Each group has a Terms of Reference, agreed by the Board, which clarifies roles and responsibilities, how members will be appointed and how (using governance processes) it will support the Board's decision making.

When establishing groups, the Board (or a Board delegated committee) could consider:

- how the needs and views of diverse industry-sectors and stakeholders will be sought, considered and balanced
- how memberships reflect appropriate expertise, experience and skills, industry-sector insights and geographic participation
- how actual, potential or perceived conflicts of interest will be managed
- the extent to which membership will facilitate tripartism and fairly and equitably balance industry-sector and stakeholder interests
- an appointment process that is transparent.

Public Skills Australia staff will:

- facilitate group meetings by providing administrative and logistical support, briefing group Chairs and preparing papers
- manage group correspondence and mail-outs
- maintain minutes, records and document management systems
- share information relevant to groups
- coordinate members' input on work and deliverables and seek group input
- coordinate endorsement and governance outcomes from the Industry Advisory Group for presentation to the Board.

The Board has established the Nominations Committee (Committee) for a period of 12 months (commencing 1 July 2025), after which the effectiveness and efficiency of this Committee and other governance and consultation groups will be reviewed.

Purpose

This is the Terms of Reference (ToR) for the Committee. This ToR describes the Committee's remit, role, composition, responsibilities, membership and other important matters. The purpose of the Committee is to ensure the integrity of Public Skills Australia is demonstrated through good and proper governance, and recognise and advance tripartism, gender balance, diversity, equity and inclusion in the composition of the Industry Advisory Committee (IAG), Subcommittees and Networks.

Remit

The Committee will assist the Board of Directors in fulfilling the Board's oversight responsibility and will monitor the establishment and maintenance of the Public Skills Australia governance and consultation committee structure. It will achieve this by ensuring that the IAG, Subcommittees and Networks operate in accordance with the requirements and expectations outlined in key program documentation, including but not limited to the:

- Public Skills Australia Stage 2 Grant Agreement
- Jobs Skills Councils (JSC) Code of Conduct
- JSC Program Guidelines
- Training Package Products Development and Endorsement Process Policy (TPPDEPP).
- The Committee's remit must align with the broader strategic goals of Public Skills Australia.

Role and Responsibilities

The Committee has the following responsibilities:

- manage and oversight the membership of the IAG, Subcommittees and Networks on behalf of the Board.
- make decisions on the acceptance of applications for membership on the IAG, Subcommittees and Networks on behalf of the Board.
- ensure Public Skills Australia governance and consultation committee structure aligns with the intent and spirit of the JSC Program Guidelines and the JSC Code of Conduct.
- ensure Public Skills Australia governance and consultation committee composition adheres to the requirements of the Public Skills Australia Company Constitution and the DEWR Grant Agreement.

The Committee will undertake the following roles in support of its responsibilities:

- oversee the nomination process and assessment of nominations for membership of groups within the Public Skills Australia governance¹ and consultation² committee structure including terms of references, representational requirements, skills and expertise.
- oversee the implementation and maintenance of governance arrangements for the Public Skills Australia governance and consultation committee structure, such as reporting structures
- monitor and advise on ongoing compliance by governance and consultation groups with regard to the company Conflict of Interest Policy.

Role of the Chair

In addition to the leadership role on the Chair of the Committee, and the ordinary duties and obligations of a Board Director, this role is responsible for the efficient functioning of the Committee and must:

- Brief the Chair of the Board on activities of the Committee and provide updates in session to the Public Skills Australia Board where required.

Role of other members

Members must:

- Maintain the ordinary duties and obligations of a Board Director.

Membership

The Committee will comprise of three (3) positions that includes:

- An Independent Board Director³
- two additional Board Directors.

The Committee will be supported by two (2) positions:

- Public Skills Australia Executive Advisor
- Company Secretary.

Directors' positions will be rotated on an annual basis to balance continuity with fresh perspectives. Succession planning is intended to ensure a continuity of business.

¹ For the purpose of these terms of reference, governance groups refer specifically to the Public Skills Australia Industry Advisory Group and Subcommittees.

² For the purpose of these terms of reference, consultation groups refer specifically to the Public Skills Australia Networks.

³ This term is defined in the company's Constitution and in the JSC Code of Conduct.

Meetings

Meeting Frequency

The Committee will hold meetings during the course of the year to meet business requirements. Additional ad hoc meetings may also be called by the Chair of the Committee. The agenda and supporting papers must be distributed at least five working days prior to each meeting.

Meeting Papers

Public Skills Australia staff will be responsible for managing the:

- administration related to the nomination process for Public Skills Australia governance and consultation groups
- preparation of papers that support the nominations process and recommendations on outcomes
- provision of advice on application of relevant documents including but not limited to JSC Code of Conduct and JSC Program Guidelines in regard to Public Skills Australia governance and consultation groups.

Minutes

Public Skills Australia staff will be responsible for keeping the Minutes of Committee meetings. Draft minutes will be prepared and sent to the Chair within seven (7) days of a meeting. Minutes of any meeting held will be tabled at the next meeting of the Public Skills Australia Board for noting.

Observers

The Committee may, at its discretion, permit observers to attend meetings of the Nominations Committee. An observer will not be counted in constituting a quorum or be permitted to vote on any decision of the Committee.

Quorum

Quorum is at least two Committee members and must include an independent Board Director. Where the Chair is absent from a meeting, the Committee must nominate a member to Chair that meeting.

Absence from Meetings

Where possible, absences should be advised in advance and agreed with the Chair prior to the meeting or as soon as practical following the meeting where circumstances did not allow prior notice.

Conflicts of Interest

The Chair will remind members at the start of each meeting of their obligation to declare any conflicts of interest in relation to matters being dealt with by the Committee. Any relevant conflicts of interest will be recorded and managed in accordance with the company's Conflict of Interest Policy.

General Provisions

Review Process

A review of the ToR will be undertaken after 12-months of operations to ensure the ToR remain aligned with the latest guidance and obligations from DEWR.

Performance Evaluation

The Committee's effectiveness will be assessed after 12-months of operations.