

# SkillsEquipped Limited trading as Service and Creative Skills Australia (SaCSA)

## Board Charter

Adopted by the SaCSA Board on 15 February 2024

Last modified: 27 November 2025

### 1. Introduction

1.1. This Board Charter sets out the duties and responsibilities of the Directors of SaCSA having regard to the principles of good corporate governance as set out in:

- the Australian Institute of Company Directors (AICD) Not-for-Profit Governance Principles 2019 (the Principles)
- the SaCSA Code of Conduct; and
- applicable laws and regulations.

The Board Charter also assists the Directors in understanding their role, Board processes and their relationship with Management, Members of the Company and key stakeholders.

1.2. SaCSA is a charity registered with the Australian Charities and Not-for-Profits Commission (ACNC). SaCSA is formed for the charitable purpose of advancing education in the Arts, Personal Services, Retail, Tourism and Hospitality sectors. The details on how SaCSA will fulfill this purpose are as set out in the Company Constitution.

### 2. Role of the Board

2.1. The Board is responsible for the overall strategy, governance and performance of the Company. The Board provides strategic governance and direction for SaCSA and effective oversight of management of the company.

2.2. The Board must act to ensure that the activities of SaCSA are consistent with the Company Objects and comply with the Constitution. The Board must also ensure that SaCSA and its subcontractors can demonstrate that they are able to meet the performance and reporting requirements of the Grant Agreement between SaCSA and the Department of Employment and Workplace Relations (**Grant Agreement**).

### 3. Power and Delegation of the Board

3.1. The following powers and functions are reserved for the Board:

- approval of;
  - the Company's strategy and annual budget;
  - significant changes to the organisational structure of the Company; and

- the acquisition, establishment, disposal or cessation of any significant assets of the Company;
  - the appointment, reappointment or replacement of the:
    - Chief Executive Officer; and
    - Company Secretary.
- 3.2. The Board has power under the Constitution to manage the business of SaCSA and may delegate its powers to the Chief Executive Officer, subject to the powers and functions which are reserved for the Board (as set out above or those as required by law) or decisions that SaCSA must take at a general meeting of voting members;
- 3.3. The Delegations of Authority policy sets out the powers that can be delegated, with applicable threshold limits. The Board may, by resolution, change any delegated power by increasing, reducing, adding or removing specific powers and authorities. Records of Delegations of Authority are maintained by the Company Secretary.
- 3.4. The Board also has the power under the Constitution to establish Board Committees and delegate powers to these Committees (refer to Committees below).

## 4. Duties

- 4.1. Directors of SaCSA are *Responsible People* for the purposes of the ACNC Governance Standards and ACNC requirements. Under Governance Standard 5 (Duties of Responsible People), SaCSA must take reasonable steps to ensure that its Responsible People comply with the following duties:
- 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 SaCSA;
  - act honestly and fairly in the best interests of SaCSA and for its charitable purposes;
  - not misuse their position as a Responsible Person;
  - not misuse information obtained in the performance of their role and duties as a Responsible Person;
  - disclose any actual or perceived conflicts of interest including any related party transactions;
  - ensure that the financial affairs of SaCSA are managed responsibly; and
  - not allow SaCSA to trade while it is insolvent.
- 4.2. In addition to the ACNC Governance Standards, directors are also subject to fiduciary duties under the common law (such as acting in good faith, for proper purposes, and avoiding conflicts of interest), as well as statutory duties that continue to apply under the Corporations Act 2001 (Cth) and other legislation (such as the duty to prevent insolvent trading and the duty to keep proper financial records). Directors are expected to be aware of, and comply with, all of these obligations.

## 5. Board Responsibilities

5.1. The key responsibilities of the Board are as follows:

- a) overseeing the management and operations of SaCSA;
- b) providing strategic direction through the development of the strategic plan (in collaboration with Management) and approving and periodically reviewing the Strategic Plan;
- c) overseeing the policies, strategy and performance objectives proposed by Management;
- d) reviewing and approving the annual budget including any surplus or deficit and cash flows proposed by Management;
- e) appointing and, where necessary, removing the Chief Executive Officer, and determining the terms and conditions of appointment, including the remuneration package within the parameters set by the funding body;
- f) agreeing on performance targets with, and monitoring the performance of, the Chief Executive Officer;
- g) appointing and removing the Company Secretary;
- h) reviewing succession plans for the Executive Leadership Team;
- i) monitoring Management's performance, implementation of strategy, and allocation of resources to achieve the business policies, strategies, objectives and budgets;
- j) determining and approving the levels of authority delegated to the Chief Executive Officer in relation to operational expenditures, contracts (including employment contracts) and the operation of banking and credit facilities, and authorising any further delegations of those authorities by the Chief Executive Officer to other senior employees of SaCSA;
- k) providing guidance on parameters for executive remuneration levels;
- l) recommending the appointment of the external auditor to Members;
- m) approving Charters and Terms of Reference of the Board, Audit and Risk Committee, Nominations Committee and Advisory Committees;
- n) approving the SaCSA Financial Statements and other statutory reports, and monitoring financial performance against the approved annual budget;
- o) approving the admission of voting and non-voting members;
- p) advocating for and promoting the interests of SaCSA in its relations with members and other stakeholders;
- q) establishing and monitoring the performance of SaCSA risk management, compliance and control systems, and ensuring these are appropriate and operating effectively;
- r) providing leadership, and collaborating with executive management to develop and articulate SaCSA's vision, purpose and values, fostering a culture that underpins the Company's strategic success, and overseeing this on an ongoing basis;
- s) monitoring compliance with best practice corporate governance requirements; and

- t) ensuring SaCSA complies with the *Corporations Act 2001* the *Australian Charities and Not-for-profits Commission Act 2012*, where relevant, and all other applicable laws.

## 6. Individual Directors including Board Chair

### 6.1. Decision Making

Directors should bring an independent judgment to bear on Board decisions and question, request information or raise any issue which is of concern to them so as to fully canvas all aspects of any issue confronting SaCSA. Directors cast their vote on any resolution according to their own judgment. Outside the Boardroom, Directors support the letter and spirit of Board decisions.

### 6.2. Confidentiality

Directors will keep confidential all Board discussions, deliberations and decisions which are not publicly known. Confidential information received by Directors in the course of the exercise of their duties remains the property of SaCSA unless that disclosure has been properly authorised or is required by law.

### 6.3. Code of Conduct

Directors will comply with SaCSA's Code of Conduct and Ethics policy and any other behavioural codes that bind SaCSA. Directors are expected to act ethically at all times.

### 6.4. Conflict of Interest

- a) Directors are expected to appropriately identify, disclose and manage conflicts of interest in accordance with rule 10.3 of the Constitution and comply with SaCSA's Conflicts of Interest Policy and related procedures;
- b) Directors must disclose all personal information and other matters that could, or do, give rise to a real or perceived conflict of interest in relation to a matter or decision being considered by the Directors;
- c) Such conflicts will be recorded in the minutes of the meeting and be added to the Interests Register kept by the Company Secretary;
- 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 and must not 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 SaCSA; and
  - ii. states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

### 6.5. Independent Advice

Directors, with agreement of the Chair, may seek independent advice at the expense of SaCSA if such advice is deemed necessary in order for directors to discharge their responsibilities.

**6.6. Communication with Senior Management**

Directors may communicate directly with senior management in instances where they need to do so to properly discharge their duties. Directors should exercise appropriate consideration and judgement when communicating with senior management to ensure that they are not infringing the day-to-day management of the company.

**6.7. Board Chair**

The Board will appoint a Chair in accordance with the Constitution. If the Chair is absent from a meeting, the Directors present must elect a Director present to act as Chair.

**6.8. Board Chair - Representation**

The Chair represents the Board to members of SaCSA and where appropriate communicates the Board's position.

**6.9. Deputy Chair**

The Board may appoint one of its members to be the Deputy Chair who will, in the absence of the Chair, undertake the functions of the Chair.

**6.10. Role of the Chair**

The Role of the Chair is to facilitate the effective contribution of all Directors and promote constructive and respectful relations between Directors, and between the Board and management. In particular, the Chair:

- a) provides leadership to the Board enabling efficient organisation and conduct of the Board's processes;
- b) manages the relationship between the Chief Executive Officer and the Board;
- c) oversees the Board agenda and provision to Directors of timely, relevant information they require to fully participate in Board activities so as to discharge their duties and responsibilities;
- d) manages the business of the Board by presiding over meetings, facilitating discussions and effective contribution of all directors, resolving differences between Directors and seeing that decisions are reached promptly;
- e) recommends to the Board for its consideration the membership, chair and functions of Board sub-committees;
- f) guides and promotes the ongoing effectiveness and development of the Board and individual Directors;
- g) monitors Board performance and ensuring the membership of the Board provides the right balance of skills and is appropriate for the needs of SaCSA.

## **7. Committees**

**7.1. Establishment of Committees**

The Board may establish:

- Board committees to which it may delegate any of its powers in accordance with SaCSA's Constitution. The Board will appoint the members and Chair of each committee; and
- Advisory Committees, with no delegated powers of the Board, to advise the Board on specified matters.

#### 7.2. **Board Committees**

The Board will establish the following Board Committees, with Board Directors appointed as Committee Members:

- an Audit and Risk Committee to assist and support the Board in fulfilling its governance and oversight responsibilities, including overseeing SaCSA's:
  - financial reporting and financial management;
  - external audit and any internal assurance functions;
  - systems of risk management and internal control; and
  - compliance management framework.
- a Nominations Committee to assist and support the Board in fulfilling its responsibilities including matters relating to:
  - the composition, structure and effectiveness of the Board;
  - the nomination, election and succession of Directors; and
  - the performance, remuneration and succession planning of the CEO, and the remuneration and succession of the ELT.

#### 7.3. **Advisory Committees**

The Board may also establish Advisory Committees in relation to the following sectors:

- a. Arts
- b. Personal Services
- c. Retail
- d. Tourism
- e. Hospitality

#### 7.4. **Committee Charters**

The Audit and Risk, Nominations and Advisory Committees operate in accordance with Board-approved charters/terms of reference and the SaCSA's Constitution.

## 8. Composition of the Board

8.1. The Board is responsible for the following:

- a) terms and conditions of Directors' appointments;
- b) appointment of one Independent Director and the Board Chair;
- c) filling casual vacancies on the Board;
- d) managing the succession of Board members; and

- e) ensuring compliance with the JSC Code of Conduct requirements relating to Board composition including that SaCSA must have a majority independent Board
- 8.2. SaCSA's Constitution provides for:
- a minimum of three Directors and not more than nine Directors;
  - up to two Employer Representative Directors, up to two Employee Representative Directors and up to five Independent Directors.
- 8.3. In considering the filling of positions the board will consider staggering appointments in order to avoid any risk of mass churn in its membership.
- 8.4. SaCSA will publicly:
- a) disclose to the Members the names of the Directors; and
  - b) identify those Directors who the Board considers to be Independent Directors.

## 9. Diversity Policy

- 9.1. Directors are expected to comply with any Diversity Policy adopted by the Board.

## 10. The Company Secretary

- 10.1. The Company Secretary is responsible to the Board through the Chair on all governance matters. The Company Secretary will support the effectiveness of the Board by monitoring that Board policy and procedures are followed and coordinating completion and distribution of Board agendas and briefing papers.
- 10.2. The Company Secretary will prepare minutes and resolutions of the Board. Draft minutes will be provided to the Chair for review prior to being provided to the Board for approval.

## 11. Board Meetings and Procedures

- 11.1. The Board should meet as often as the Directors consider necessary to discharge their duties as set out in this Charter and should meet at a minimum four times a year.
- 11.2. A Board meeting may be held by the Board using any technological means which allows all Directors reasonable opportunity to participate in the meeting.
- 11.3. The Chair may arrange for Board members to meet without any management representatives present.
- 11.4. Any director may convene a meeting of the Board, provided that reasonable notice is given to all directors.
- 11.5. A detailed agenda together with supporting documentation must be circulated to Board Members and other attendees no less than five (5) working days prior to each meeting. Board Members should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion.
- 11.6. A quorum for a meeting of Directors is a majority of the Board, unless otherwise decided by the Board. The quorum must be present at all times during the meeting.

- 11.7. Directors must attend all scheduled meetings of the Board including meetings called on an ad-hoc basis for special matters, unless prior apology has been submitted to the Chair or Company Secretary.
- 11.8. Members of senior management and professional advisors may attend meetings by invitation. The Chief Executive Officer, Director of Operations and the Chief Financial Officer have a standing invitation to attend, except where expressly excluded, for example during *in camera* sessions.

## 12. Voting

- 12.1. Each Director present may vote on any matter raised before the Board for resolution.
- 12.2. The Chair of a Board meeting does not have a casting vote.
- 12.3. If an equal number of votes is cast for and against a resolution of the Board, the matter is decided in the negative.

## 13. Chief Executive Officer

### 13.1. Role of Chief Executive Officer

The Chief Executive Officer is responsible for:

- a) the development (with input from the Board) and pursuit of the strategic objectives of SaCSA within the parameters established by the Board;
- b) the effective operational and strategic leadership of the company; and
- c) achievement of the DEWR grant agreement, performance targets and delivery within budget. .

### 13.2. Responsibilities

Management of SaCSA's day-to-day operations is undertaken by the Chief Executive Officer, subject to specified delegations of authority approved by the Board, and includes the following:

- a) exercising leadership and executive stewardship of SaCSA's resources in a transparent, sustainable, socially and environmentally responsible manner;
- b) developing, proposing, executing and delivering the strategic objectives agreed with the Board;
- c) reporting regularly to the Board with appropriate, timely and quality information so the Board can discharge its responsibilities effectively;
- d) recommending to the Board significant operational changes and major expenditures where these are beyond delegated thresholds;
- e) assigning responsibilities clearly to senior management and overseeing establishment of effective risk management and internal control systems;
- f) recruiting, developing and retaining talented people to work in SaCSA and establishing a strong executive management team which is fairly and fully evaluated; and

- g) communicating the strategic objectives, vision and values and ensuring these are achieved in practice to staff, stakeholders and industry.

**13.3. Referral to Board**

Any matters or transactions outside the Delegations of Authority must be referred to SaCSA's Board for approval.

**13.4. Senior Executive Management**

The role of the Senior Executives is to support the Chief Executive Officer in managing the administration and operations of SaCSA within their respective areas of responsibility. Their duties are set out in formal position descriptions. The Chief Executive Officer reports the outcome of the annual performance reviews of the Executive leadership Team to the Board annually.

## 14. Evaluation, Induction and Review

**14.1. Mix of Experience and Skills**

Collectively, Board members should have a broad range of financial and other skills, experience, and knowledge necessary to discharge their duties and fulfil their responsibilities.

**14.2. Review**

The Board, with the assistance of the Nominations Committee, will determine and regularly review the composition of the Board, having regard to the mix of skills and experience of individual Directors and duration of the terms served by Directors.

**14.3. Induction & Education**

New Directors will undertake an induction program to familiarise themselves with SaCSA's activities. Continuing education and mentorship are available to ensure that Directors can maximise their contribution to the strategic direction and successful operation of the company.

**14.4. Evaluation**

SaCSA is committed to ensuring that it supports Directors and Committees to fulfil their duties and responsibilities. An evaluation of the Board, its committees and individual Directors, including the Chair, will be performed at regular intervals with individual evaluations conducted ahead of any new nomination cycle. Evaluation tools will be prepared by the Company Secretary or a third party where appropriate.

## 15. Review of Charter

- 15.1. The Board will review this Charter every two years.