

CORPORATE GOVERNANCE CHARTER

**Apprenticeships
R US**



Honesty, Integrity & Reliability

SUITE 401 LEVEL 4, 1
WENTWORTH STREET
PARRAMATTA NSW 2150
(02) 9891 6900

LEVEL 3, 10/10
NORTHUMBERLAND ST
SOUTH MELBOURNE VIC 3205
(03) 9898 2887

UNIT 4, 38 TENNYSON
MEMORIAL AVENUE
YEERONGPILLY QLD 4001

 www.apprus.com.au

 (02) 9891 6900



1. PURPOSE

1.1. As a Charity to assist all young people from various backgrounds into apprenticeships or traineeships in the Automotive Industry. Apprenticeships Are Us Ltd as a Charity plays an important role in assisting:

- To employ and train individuals as trainees and apprentices whilst arranging for their placement with host employers.

Apprenticeships Are Us Ltd works with young people whilst they are in school to prepare them for an automotive apprenticeship. An apprenticeship is a great way of building a sustainable and secure career pathway. Not only does the apprentice obtain employment but they also combine formal study with their progression in the trade. The added benefit is that they will be getting paid to do it. Employment within the automotive industry is consistent and strong. There are always more positions on offer in the automotive industry than qualified tradespeople to fill them. Unlike other industries, the automotive industry is not reliant on economic conditions to drive growth. The number of registered vehicles on the roads provides security throughout the industry.

We daily work towards introducing new young people to our team, being a part of the team and working with them to provide support throughout their apprenticeship so that they may complete and progress to become a successfully qualified tradesperson. Each apprentice is allocated an Apprentice Employment Manager to manage their apprenticeship. As opposed to a normal Labour Hire Company Apprenticeships Are Us Ltd as a GTO adheres to the National Standards for Group Training Organisations, which provide rigorous processes for the benefit of apprentices. All of our Apprentice Employment Managers have completed a Working with Children's Check, are automotive trade qualified, have extensive experience in the automotive industry, hold a Certificate 4 in Workplace Training, Assessment and Evaluation and have undertaken additional training in:

- Building mentoring relationships with young people. Building Self Esteem and resilience.
- Active listening and communication. Adolescent Issues.
- Conflict Management and Problem Solving. Duty of Care.
- Working with young people from a refugee or migrant background. The Strengths-Based Approach.
- Mental Health and Well Being.
- Alcohol and other drug issues with young people. Suicide Awareness and Prevention.
- Applied First Aid.
- Risk and Hazard Identification.

1.2. A confidence that providing young people with a structured career pathways such as an automotive apprenticeship opens up new options for them and enriches their families and communities.

1.3. A commitment to respect, promote and protect the rights of Aboriginal and Torres Strait Islander people, and particularly their rights to health and life expectancy on a par with other Australians.

1.4. A determination to contribute in a meaningful way to a more equitable world where high Employment and career pathways are available to all.

1.5. A conviction that our goals can only be achieved if we work in true partnership with the automotive industry and the young people we work with and support them to find their career calling.

1.6. A belief that the best path forward is always found through openness and collaboration, and through forging effective partnerships with the automotive industry, schools, stakeholders, and agencies of like mind who share those values.



2. DEFINITIONS

Director means a director who sits on the Board of directors of national registered Group Training Organisation, Apprenticeships Are Us Ltd.

Personnel - A person who carries out work in any capacity for Apprenticeships Are Us Ltd which includes paid employees, contractors, sub-contractors, consultants, work experience students or volunteers.

Terms of Reference or *ToR* means the terms of reference approved by the Board for each of its Board Committees, if any as reviewed annually and as amended from time to time.

ACNC – Australian Charities and Not-for-Profits Commission.

3. BACKGROUND

Apprenticeships Are Us Ltd is a Group Training Organisation (GTO) that has been supplying quality Automotive Apprentices to the industry for over 15 years. We specialise in providing young people and those in the wider community with pathways to Mechanical Apprenticeships for Light and Heavy Vehicles, Accident Repair trades such as Panel Beating and Spray Painting.

Apprenticeships Are Us Ltd is a not-for-profit organisation where all profits are applied in furtherance of the objects of the organisation in providing quality opportunities and support for its apprentices.

Apprenticeships Are Us Ltd is constituted as an unlisted public company limited by guarantee under Australian law. It is a membership-based, not-for-profit, non-government organisation. It is governed by the relevant provisions of the Corporations Act 2001, the Australian Charities and Not-for-profits Commission Act and its own Constitution adopted by the members in 2016, as subsequently amended. Apprenticeships Are Us Ltd is registered as a charity with the Australian Not-for-profit Charities Commission and must meet its requirements including certain governance standards.

Apprenticeships Are Us Ltd is registered under the National Standards for Group Training Organisations – a status that must be reviewed and renewed every Three years.

Responsibility for ensuring the good governance of the organisation rests with the Board of voluntary Directors comprised of a minimum of three and a maximum of eight people.

The Chair is appointed by the Board from amongst the full pool of Directors.

4. GUIDING PRINCIPLES

Adherence with the guiding principles ensures that all strategic decisions are supported by and reflect the desired governance framework of Apprenticeships Are Us Ltd. The Board will fulfil these objectives by implementing the principles that are summarised in brief as follows.

These Principles are supplemented elsewhere by specific policies, procedures, and guidance documents on key elements.

**PRINCIPLE 1 – PROVIDE LEADERSHIP AND ADD VALUE**

The Board will provide leadership through informed deliberation that sets the organisation's vision, values, broad policies and strategic plans. We take ultimate responsibility for the effective functioning of the organisation, its sustainability, and the protection of the Apprenticeships Are Us Ltd.'s name and brand.

PRINCIPLE 2 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Apprenticeships Are Us Ltd will ensure organisational clarity about the respective roles and responsibilities of Board and Management and the interface between the two. The Board will always seek to establish and maintain positive relationships with the CEO and, through him or her, with other managers of Apprenticeships Are Us Ltd. We will provide honest, direct, and timely feedback to the CEO on the performance of the Management but will not seek to directly intrude on or supplant the CEO's responsibility to manage the organisation.

PRINCIPLE 3 – STRUCTURE THE BOARD TO ACHIEVE THE BEST OUTCOMES

We will organise the business of the Board and utilise our skills and expertise as individuals in the most effective ways to discharge the Board's duties and to advance the goals of Apprenticeships Are Us Ltd.

PRINCIPLE 4 – BE ACCOUNTABLE TO OUR MEMBERS AND RESPECT THEIR RIGHTS

We acknowledge the trust our members have placed in us, respect their rights to hold us to account, and pledge transparency in our relationship with them.

PRINCIPLE 5 – MAKE PARTNERSHIP AND COLLABORATION THE HALLMARKS OF OUR WORK

Recognising our commitment to collaboration in our work, and our determination to mobilise resources efficiently through cooperation, we will work through strong partnerships at both the governance and operational levels, emphasising cooperation and collaboration as central to the way we plan and work.

PRINCIPLE 6 – BUILD RESOURCES AND A CULTURE OF FINANCIAL TRANSPARENCY

We are committed to ensuring Apprenticeships Are Us Ltd has the resources to achieve agreed strategic objectives and to making full and accurate information available about Apprenticeships Are Us Ltd financial position.

PRINCIPLE 7 – IDENTIFY AND MANAGE RISK WITHOUT BEING RISK-AVERSE

We are willing to take risks to achieve results but do so only with open eyes and when confident they can be satisfactorily managed.

PRINCIPLE 8 – STRIVE FOR GOVERNANCE EXCELLENCE AND CONTINUAL IMPROVEMENT

We will challenge ourselves to achieve excellence in governance and will take active steps to enhance our performance as a Board.

PRINCIPLE 9 – NO WELFARE, EVANGELISM OR PARTISAN POLITICS

Apprenticeships Are Us Ltd principles of independence and self-sufficiency mean that we do not engage in or support welfare programs, evangelism, or partisan politics either in our own work or the activities and strategies we support and fund.

5. COMMITMENTS UNDER THIS POLICY

5.1. This Charter outlines the ways in which Directors will:

5.1.1. Be accountable to all members, stakeholders, and regulators.



5.1.2. Ensure that Apprenticeships Are Us Ltd is well-governed and well-managed and hence capable of achieving good outcomes.

5.1.3. Protect and enhance Apprenticeships Are Us Ltd.'s legacy and reputation and the value and standing of the Apprenticeships Are Us Ltd.'s brand and respect the concerns and interests of beneficiaries.

5.1.4. Strive for excellence in governance and provide responsible, ethical, and creative leadership.

5.1.5. Implement effective financial and risk management oversight to ensure continued organisational viability and sustainability.

5.1.6. Assist Apprenticeships Are Us Ltd.'s Management team as requested to nurture and develop critical relationships and partnerships to progress the vision and work of the organisation.

5.1.7. Ensure transparency and integrity of information to members and other stakeholders, concerning operations, challenges, and achievements.

PRINCIPLE 1 – PROVIDE LEADERSHIP AND ADD VALUE

5.2. The Board will provide leadership through informed deliberation that sets the organisation's vision, values, broad policies, and strategic plans. We take ultimate responsibility for the effective functioning of the organisation, its sustainability, and the protection of the Apprenticeships Are Us Ltd.'s name and brand.

5.3. In accepting this responsibility for leadership and good outcomes, the Board will:

5.3.1. Ensure that Apprenticeships Are Us Ltd.'s vision informs strategic and operational planning and decision making.

5.3.2. Determine the broad policies and the strategic plan that will further the vision, values, principles, and objectives of Apprenticeships Are Us Ltd and enable the achievement of agreed key objectives.

5.3.3. Establish financial and risk management policies that support Apprenticeships Are Us Ltd.'s strategic plans and protect the organisation's current and future viability and the Apprenticeships Are Us Ltd.'s brand.

5.3.4. Approve an annual business plan and budget that is developed and implemented by Management and consistent with the strategic framework.

5.3.5. Ensure there are adequate resources to meet the organisation's approved annual business plan and budget, as well as reasonable prospects of being able to meet the requirements of the agreed multi-year strategic framework and an adequate level of reserves in the event the organisation is wound up.

5.3.6. Ensure Management implements appropriate management, compliance, information and control systems for monitoring organisational performance and to ensure integrity, accuracy and timeliness in terms of financial reporting to the Board and full compliance with statutory and regulatory obligations and any applicable codes of practice.

5.3.7. Build the membership of the organisation, respect the rights of members, be accountable to them and work with Management to ensure the value of their expertise is realised to further the goals of Apprenticeships Are Us Ltd.

5.3.8. Recruit, encourage and support the CEO, monitoring and evaluating his or her performance and, through the Chair, providing timely, constructive feedback and mentoring and, if necessary, terminating the employment contract.

5.3.9. Constructively test and, if necessary, challenge key assumptions and strategies proposed by Management to ensure robust planning and risk management are built into Apprenticeships Are Us Ltd.'s way of working.

5.3.10. Perform its functions to enhance the public standing of Apprenticeships Are Us Ltd.



- 5.3.11.** Maintain oversight and governance of (including appointments to) Apprenticeships Are Us Ltd.'s subsidiaries and significant partnerships as determined by the Board.
- 5.3.12.** Develop the collective capacities of the Board and regularly evaluate Board performance.
- 5.3.13.** Renew and evolve the composition of the Board and its complement of skills through good succession planning so as to support the strategy of Apprenticeships Are Us Ltd.'s over the long term.
- 5.4.** To contribute to the fulfilment of these collective responsibilities, each Director will:
- 5.4.1.** Become knowledgeable about Apprenticeships Are Us Ltd – its history, vision, programs, principles, strengths, and challenges.
- 5.4.2.** Apply her or his skills, attributes, networks, and expertise to advancing the objects and work of Apprenticeships Are Us Ltd.
- 5.4.3.** Allocate sufficient time to understand and discharge his or her duties as a director, and beyond the statutory duties, allocate time and effort to be involved in and connected with the community of stakeholders (internal and external), partners and supporters of Apprenticeships Are Us Ltd.
- 5.4.4.** Act in good faith and in the best interests of the organisation and declare any actual or potential conflicts of interests annually and also at the commencement of each Board and/or Committee meeting in accordance with Apprenticeship Are Us Ltd.'s *Management of Conflicts of Interest policy*.
- 5.4.5.** Understand the distinction between the respective roles of Board and Management and be respectful of those distinctions while seeking to build and maintain positive, constructive engagement with the CEO and her or his management team.
- 5.4.6.** Contribute informed views, judgment, and discernment to the Board's deliberations and decision-making, questioning and challenging as appropriate in a constructive way that focuses on outcomes and on identifying optimal paths to achieve agreed strategic goals.
- 5.4.7.** Adhere to the principle of Board solidarity and be supportive of all decisions properly made by the Board.
- 5.4.8.** Be willing to serve on Board committees or to take on specific responsibilities within the Board or on related international entity boards as requested by the Board and/or the Chair, where this is practicable.
- 5.4.9.** Not use information gained as a director for any purpose other than to further the goals and objectives of Apprenticeships Are Us Ltd.
- 5.4.10.** Take no personal advantage from the role as a director, and neither accept nor offer any gifts or favours from or to any individual or entity which does business with the organisation beyond small tokens of appreciation where this is culturally appropriate.
- 5.4.11.** Exercise the same degree of care, diligence, and skill that a reasonably prudent person would exhibit in comparable circumstances.
- 5.5.** These duties are set out in a formal Letter of Appointment which is signed by all Directors and in accordance with ACNC requirements.

PRINCIPLE 2 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

- 5.6.** Apprenticeships Are Us Ltd will ensure organisational clarity about the respective roles and responsibilities of Board and Management and the interface between the two. The Board will always seek to establish and maintain positive relationships with the Chief Executive Officer (CEO) and, through him or her, with other managers of Apprenticeships Are Us Ltd. We will provide honest, direct, and timely feedback to the CEO on the performance of



the Management but will not seek to directly intrude on or supplant the CEO's responsibility to manage the organisation.

5.7. Apprenticeships Are Us Ltd.'s goal is to ensure that the relationship between the Board and Management team is open, honest, good-natured, and constructive, and grounded in mutual respect so as to advance the vision and objects of the organisation.

5.8. The board of Apprenticeships Are Us Ltd is in agreement that, while existing along a continuum, the respective roles and responsibilities are best viewed in the following way:

Board role Management role

- Be custodians of the Apprenticeships Are Us Ltd.'s legacy and brand.
- Implement measures to protect and enhance the brand and build on Apprenticeships Are Us Ltd.'s legacy, to continue to support the automotive industry and apprentices.
- Ensure there is a business in the long-term.
- Manage the business today and for tomorrow.
- Recruit, support, and monitor the performance of and (through the Chair) provide guidance and coaching to the CEO.
- Recruit, support and monitor the performance of senior managers and the broader management team.
- Debate, consider and determine broad strategic directions and policies, always considering the expertise and advice of Management.
- Provide information, advice, and recommendations to inform strategic decision-making.
- Monitor the performance of the organisation Implement the broad strategic directions and policies established by the Board and provide information so the Board can carry out its monitoring role.
- Monitor the adequacy of and outcomes from risk management processes.
- Design and implement risk management processes.
- Review the budget to ensure it is aligned to the strategy and affordable, approve it and monitor its implementation.
- Propose the budget, work to it and report on progress against it.

5.8.1. The management of Apprenticeships Are Us Ltd is entrusted to the CEO – a position which the Board is responsible for recruiting and managing. Our approach is to set parameters for the CEO rather than to rigidly prescribe or limit his or her actions. The CEO presents a budget and operating plan to the Board each year. The Board reviews and approves these (either with or without amendment) and, having done so, then delegates responsibility to the CEO to implement the plan and manage the budget.

5.8.2. The CEO is authorised to amend any element of the operating plan and expenditure allocations within tolerances set from time to time by the Board. However, any substantial change in the profile of Apprenticeships Are Us Ltd.'s or the nature of its business would only be possible after substantive discussion with the Board including a review of the strategic framework.

5.8.3. The CEO is the conduit between the Board – both as a whole and as individual Directors – and the staff. He or she works with the Chair to ensure the information interchange between the Board and the Management team is open, transparent, and effective, and to build and maintain a Board/Management relationship that is honest, good-natured and constructive. Management information is the property of Apprenticeships Are Us Ltd.'s, and The Board has the right to access any information it may feel is necessary or desirable for it to carry out its functions.

5.8.4. The CEO and Chair develop agendas for Board meetings and strategic planning meetings. The CEO is responsible for ensuring the Board receives high quality, timely reports from Management and relevant information to enable the Board to make informed judgments and decisions concerning matters dealt with in Board meetings and other matters of strategy, and regarding progress against agreed organisational Strategic



Goals. The CEO, in consultation with the Chair, provides the Board with sound and timely advice on key strategic and operational matters and relationships, and ensures there is an effective Management team in place.

5.8.5. Directors are responsible for supporting and encouraging the CEO. Care is taken not to undermine his or her authority and standing with staff, including through ensuring that any direct contact we have with staff is with his or her knowledge and consent. However, consistent with the principle of openness and honesty, a member of staff who believes misconduct has occurred on the part of the CEO has the right to discuss the matter directly and confidentially with the Chair of the Board. Directors are to fulfil this support role in a manner consistent with their duties as directors.

5.8.6. Directors will, as their schedules permit, provide advice and assist the work of the organisation where the CEO believes this would be valuable. This includes supporting governance, capability building, and information sharing between directors and management.

5.8.7. Annually the Chair undertakes a formal review of the performance of the CEO and reports to the Board's in-camera session on the results and the proposed remuneration package in accordance with the agreed employment contract. This decision is taken by the Board.

PRINCIPLE 3 – STRUCTURE THE BOARD TO ACHIEVE THE BEST OUTCOMES

5.9. We will organise the business of the Board and utilise our skills and expertise as individuals in the most effective ways to discharge the Board's duties and to advance the goals of Apprenticeships Are Us Ltd.

5.10. Managing the work of a Board is a complex task and requires Directors to work well together to make the Board function effectively.

5.11. Effective functioning requires agreement as to how business will be done and for specific tasks to be allocated to particular Directors or committees, while not detracting from the Board's shared responsibility for Apprenticeships Are Us Ltd as a whole. This is particularly true in organisations such as Apprenticeships Are Us Ltd that are comprised solely of voluntary Directors.

5.12. Role of the Chair

5.12.1. Apprenticeships Are Us Ltd has paid particular attention to the role of the Chair of the Board. While it includes all duties prescribed by the Constitution and the Corporations Act, the responsibilities of the Chair in Apprenticeships Are Us Ltd goes well beyond this.

5.12.2. The Chair leads the Board and Apprenticeships Are Us Ltd through promoting a culture of excellence, integrity, respect, transparency, action, collaboration, empowerment and compliance with both organisational vision and relevant laws.

5.12.3. In particular, the Chair:

- (a) develops meeting agendas with the CEO that focus Board attention on its strategic stewardship, financial stewardship, policy formation, decision-making and oversight roles.
- (b) facilitates a proper flow of communication and information to assist the Board to fulfil its functions, both during and between Board meetings.
- (c) chairs Board meetings and ensures they are conducted in a way that promotes engagement, understanding, effectiveness, efficiency, and ethical behaviour and decision-making.
- (d) ensures and participates in an induction process for new Directors, and in the ongoing process of Board and director development.
- (e) ensures succession planning is informed and ongoing.



- (f) takes the lead role in CEO succession planning, recruitment, and performance assessment.
- (g) establishes a productive working relationship with the CEO that is open, honest, good natured and constructive and grounded in mutual respect, and provides the CEO with specific support and guidance without interfering in operational matters.
- (h) sets the “tone at the top”, that is, the values and culture within the Board.
- (i) represents the views of the Board to reports for members at the AGM and is always open to communication with members; and
- (k) as appropriate and in consultation with the CEO, represents Apprenticeships Are Us Ltd externally as agreed with the CEO.

The Chair may call on one or more Deputy-Chair(s) with some or all these functions.

5.13. Role and operation of Committees

5.13.1. The Board, acting as a whole, is responsible for Apprenticeships Are Us Ltd overall. Committees advise and make recommendations to the Board.

5.13.2. The Board in consultation with the CEO:

- (a) determines the Terms of Reference (ToRs) for Committees, including their roles, responsibilities and composition and how they will operate and report to the Board.
- (b) appoints the members of Committees upon approval of the board, who are not Directors but have specific skills or expertise that is relevant to the ToR of that Committee; and
- (c) reviews the performance and effectiveness of Committees, the appropriateness of ToRs and membership annually, usually at the first meeting held after the AGM.

5.13.3. Committees do not have authority to speak, act for the Board or make any decision except when formally given such authority in the ToR or by specific resolution of the Board. The Chair of each Committee carries responsibility for ensuring that the principles outlined in this Charter are observed in the way that each Committee operates and performs its functions.

5.13.4. The Chair of each Committee ensures that minutes of meetings are kept and are circulated to all Directors at the following Board meeting. Each Board meeting is provided with the minutes of Committee meetings. Chairs of Committees must ensure the Board is informed about key issues arising from the Committee’s deliberations and, either personally or by delegation, ensure the Committee is represented at the Board meeting and able to elaborate as required on issues of interest to the Board.

5.13.5. The ToRs of all Committees are provided to Directors upon their appointment as part of induction. ToRs are also available to all Directors at any time. Each Director will ensure he or she is familiar with the role and functions of the Committees and with the membership of each Committee.

5.14. Experience and skill mix of Directors

5.14.1. Apprenticeships Are Us Ltd seeks to ensure that the Board as a whole contains the appropriate expertise, knowledge, experience and competence to support the strategic plans of the organisation in the near and longer terms, and to provide sound governance and stewardship for the organisation overall.

5.14.2. As an organisation inspired by and committed to further the work of Apprenticeships Are Us Ltd.’s and for the purposes of good governance, we also seek to ensure wherever possible that the experience and skills of the Board and Committees meet the current needs of Apprenticeships Are Us Ltd, and may include:



(a) people who are directly involved with the automotive industry, the vocational education sector and/or the worked in large charities and not-for-profits and worked with Apprenticeships Are Us Ltd and/or have a long association with the organisation.

(b) people with skills and experience in strategic partnerships and advocacy.

(c) people with experience in growing organisations profitably, ethically, and sustainably, and with specific skills in resource mobilisation, business and commerce and financial management.

(d) people with strong strategic capabilities and experience.

(e) people with strong governance experience; and

(f) a balance of men and women and a mix of life experience.

5.14.3. Each Director recognises and embraces the fact that the complement of skills within the Board will need to change over time as the organisation grows and evolves. Directors will monitor their own contribution to the Board to ensure their contribution remains relevant and active and will proactively consult with the Chair about their own role and contribution to assist with succession planning.

5.14.4. Apprenticeships Are Us Ltd.'s board may choose to implement a Governance and Nominations Committee in the future. The Governance and Nominations Committee is explicitly charged with advising the Board to ensure it reflects appropriate diversity and is comprised of the skills and expertise needed to guide the organisation in the realisation of Apprenticeships Are Us Ltd.'s vision in the near and longer terms.

5.15. Gender mix of Directors

5.15.1. Apprenticeships Are Us Ltd is strongly committed to gender equality in every aspect of its work and understands that gender equality can contribute to achieving its vision. Apprenticeships Are Us Ltd has an *Affirmative Action Policy*.

5.15.2. The Board recognises its key role in the realisation of gender equality at Apprenticeships Are Us Ltd. Specifically, the Board understands that:

(a) the 'tone from the top' heavily influences the culture of the organisation; and

(b) the different perspectives that gender diversity presents may lead to increased Board effectiveness.

5.15.3. The Board has therefore adopted the principle of seeking equal representation of men and women in its board membership, with a target to be determined of achieving gender equality in Board composition.

5.15.4. In order to achieve this objective, the Board will ensure all relevant policies and processes support this principle, including but not limited to, the *Board's director recruitment and selection guidelines*.

PRINCIPLE 4 – BE ACCOUNTABLE TO OUR MEMBERS AND RESPECT THEIR RIGHTS

5.16. We acknowledge the trust our members have placed in us, respect their rights to hold us to account, and pledge transparency in our relationship with them.

5.17. Apprenticeships Are Us Ltd is a membership-based organisation. Building this base is one of our important functions as Directors for three reasons:

5.17.1. The willingness of people to become members demonstrates that there is public support for the charter and work of Apprenticeships Are Us Ltd, and ongoing commitment to our vision and work.

5.17.2. Apprenticeships Are Us Ltd recognises that membership base potentially provides an important "pool" for future Board members.



5.17.3. People who consciously choose to become members are likely to be willing to assist Apprenticeships Are Us Ltd in concrete ways if asked to do so and to be champions of the organisation in their personal and professional lives.

5.18. The Board is committed to developing a diverse membership base so that:

5.18.1. Apprenticeships Are Us Ltd as a whole continues to reflect the ethos of Apprenticeships Are Us Ltd.'s who attracted support from the automotive industry as a whole.

5.18.2. The Board and Management have ready access to the range of skills and experience needed to ensure the organisation remains true to its charter and performs well.

5.18.3. The pool of resources available within the membership base as a catchment for future Board and Committee succession is continually developed and evolves consistent with the Apprenticeships Are Us Ltd.'s strategic direction.

5.19. Given the nature of Apprenticeships Are Us Ltd.'s work, efforts are particularly directed at encouraging membership from amongst the following groups:

5.19.1. people with skills and experience in the automotive sector.

5.19.2. people with experience in "growing" organisations and companies, and with skills in the areas of resource mobilisation, financial management and accountancy.

5.19.3. Aboriginal and Torres Strait Islander and other indigenous peoples, and other people with roots or connections in the communities and countries where Apprenticeships Are Us Ltd works.

5.19.4. people who are influential in relevant fields, or who have a track record in successful public advocacy.

5.19.5. people who have had a significant association with Apprenticeships Are Us Ltd, such as long-term supporters or former staff and consultants.

5.20. Directors will respect the rights of members as set out in both the Corporations Act and the Constitution, including their rights to:

5.20.1. nominate and elect Directors.

5.20.2. receive the Financial Statements, including the annual Director's Report.

5.20.3. call and receive notices of general meetings, and propose resolutions; and

5.20.4. control the Constitution and any amendments to it.

5.21. The Board will also ensure that Apprenticeships Are Us Ltd maintains openness and engagement with members, ensuring that they:

5.21.1. are sent a range of other materials and publications to keep them informed of Apprenticeships Are Us Ltd.'s work and programs.

5.21.2. have opportunities to meet and mix with managers as well as with the Board; and

5.21.3. receive open, honest, and prompt responses to all enquiries or comments.

PRINCIPLE 5 – MAKE PARTNERSHIP AND COLLABORATION THE HALLMARKS OF OUR WORK

5.22. Recognising Apprenticeship Are Us Ltd.'s commitment to collaboration in his work, and their determination to mobilise resources efficiently through cooperation, Apprenticeships Are Us Ltd will work through strong partnerships at both the governance and operational levels, emphasising cooperation and collaboration as central to the way we plan and work.



5.23. Apprenticeship Are Us Ltd.'s ambitious development goals propel and oblige Apprenticeships Are Us Ltd to develop and work through partnerships with people and organisations who share our goals and principles – in Australia, in the countries where we have programs, and globally.

PRINCIPLE 6 – BUILD RESOURCES AND A CULTURE OF FINANCIAL TRANSPARENCY

5.24. We are committed to ensuring Apprenticeships Are Us Ltd has the resources to achieve agreed strategic objectives, and to making full and accurate information available about Apprenticeships Are Us Ltd.'s financial position.

5.25. The Board is responsible for the financial health of the organisation. While the day-to-day work is delegated to the CEO, medium and long-term financial and asset management strategies are developed in consultation with the Board, and it is the Board's responsibility to ensure they support the broader strategic objectives of the organisation. Directors commit to contribute to raising resources wherever their individual skills or contacts can be helpful.

5.26. The Board is responsible for ensuring that Management has implemented processes and systems for the effective monitoring of the organisation's financial position and to ensure members and other stakeholders are able to obtain accurate, timely information in relation to Apprenticeships Are Us Ltd.'s affairs.

5.27. The Board meets these obligations through:

5.27.1. ensuring integrity in all financial reporting by monitoring the systems of financial management and control put in place by Management.

5.27.2. scrutinising and approving annual budgets to ensure they reflect agreed objectives and priorities and are based on realistic assumptions.

5.27.3. approving and regularly reviewing a *Capital & Investment Policy* to ensure future financial sustainability and an ability to meet all debts and obligations in the event the company is wound up.

5.27.4. receiving and reviewing quarterly management accounts to monitor progress against budget.

5.27.5. identifying major financial risks and ensuring they are managed effectively.

5.27.6. engaging external auditors to examine the annual financial accounts in accordance with Australian and International Accounting Standards and ensuring that any recommendations of the auditors are acted upon.

5.27.7. publicly disclosing any loans to or transactions with members of the Board and requiring the CEO to disclose to the Board any loans to staff.

5.27.8. giving our members the full audited accounts as well as a verbal report from the Chair of the Finance and Audit Committee at the AGM where questions can be asked and answered.

5.27.9. publishing the audited accounts and an accessible summary on our website.

5.27.10. lodging the accounts and related reports with the required regulatory authorities within the required timeframes.

5.27.11. declaring any significant changes in the company's state of affairs in the annual Directors' Report which is mailed to members and published on our website; and

5.27.12. reviewing the ACNC standards annually to ensure continuing compliance with its financial management and disclosure requirements.

5.28. The Finance and Audit Committee assists the Board to fulfil its obligations in these matters. It meets at least on a quarterly basis and reports to each Board meeting.



PRINCIPLE 7 – IDENTIFY AND MANAGE RISK WITHOUT BEING RISK-AVERSE

5.29. We are willing to take risks to achieve results but do so only with open eyes and when confident they can be satisfactorily managed.

5.30. The Board sets and monitors the overarching risk appetite, policies and framework for the organisation and appoints and supports the CEO who implements them and reports at least quarterly to the Board.

5.31. The Board's specific risk management responsibilities include:

5.31.1. satisfying ourselves that Management has effective risk identification, disclosure, mitigation, and management systems and practices.

5.31.2. monitoring compliance with all legal, regulatory and code requirements.

5.31.3. establishing key policies in areas such as: safeguarding people including child protection; financial crime including fraud, counter-terrorism and anti-money laundering; limits and delegations of authority; sustainability; and protocols for managing crises.

5.31.4. ensuring that regular strategic planning processes identify any risks and uncertainties in the economic, societal, technological, regulatory, political and industry environments in which we work, and factoring these into our decision-making.

5.31.5. protecting the brand through a satisfactory trademark regime, and our human and physical assets through adequate risk management systems and insurance coverage.

5.31.6. considering the reasonable expectations of all stakeholders when determining what risks should be taken or avoided.

5.31.7. undertaking the financial risk management practices set out in Principle 6; and

5.31.8. ensuring the future viability of the organisation through effective Board, Chair and CEO succession planning.

5.32. Each of the Board Committees has a role to play in risk identification, mitigation and management and in advising the Board in this area.

PRINCIPLE 8 – STRIVE FOR GOVERNANCE EXCELLENCE AND CONTINUAL IMPROVEMENT

5.33. We will challenge ourselves to achieve excellence in governance and will take active steps to enhance our performance as a Board.

5.34. Ultimately, we are collectively accountable to ourselves as a Board and individually to each other as Directors, and we take this accountability seriously. We are committed to understanding the factors that most affect quality in governance and to continually improving our performance.

5.35. The Board employs the following mechanisms and processes to help with ensuring effective performance:

5.35.1. Wherever possible, interaction with Apprenticeship Are Us Ltd.'s managers, advisers and other field staff to deepen our understanding and keep us focused on their needs, operating environment and local challenges.

5.35.2. Meeting agendas that are carefully structured and timed to ensure we focus on policy and strategic matters and avoid crossing over into operational matters.

5.35.3. Regular skill and competency audits of the current Directors to identify gaps and weaknesses and how they can be addressed.



5.35.4. Annual review of any Board Committees.

5.35.5. A specific line item in the annual budget for the Board and its work, and specific staff allocated to act as secretariats for the Board and each of its Committees.

5.35.6. Development of multi-year Strategic Plans.

5.35.7. Chair approval of all Board development initiatives.

5.35.8. Individual Board development initiatives will be signalled as an outcome of an annual performance discussion between the Chair and the Board member.

5.35.9. A full induction program for new Board members including the provision of a comprehensive Board Kit containing the Constitution, this Policy and history of the organisation, significant developments, organisation chart and staffing structure, all policies and other information relevant to the work and travel of directors and resumes of all directors and senior executives.

5.35.10. At the time of the preparation of the annual budget, the Chair will indicate the nature of the proposed Board development activities required to be included for Board development in the coming year.

5.35.11. All Board members will be encouraged to undertake an Australian Institute of Company Directors Course, or equivalent, within the first 12 months of their appointment. At the discretion of the Board, financial support will be provided by Apprenticeships Are Us Ltd where necessary.

5.35.12 All expenditures on Board activities will be disclosed in Apprenticeships Are Us Ltd.'s accounts and reported at Board meetings.

5.36. This will continue to remain an area of focus and continuing quality improvement.

PRINCIPLE 9 – NO WELFARE, EVANGELISM OR PARTISAN POLITICS

5.37. Apprenticeships Are Us Ltd.'s principles of independence and self-sufficiency mean that we do not engage in or support welfare programs, evangelism, or partisan politics either in our own work or the activities and strategies we support and fund. Apprenticeships Are Us Ltd.'s funds and other resources designated are for the purposes of aid and development of our beneficiaries and will be used only for those purposes and will not be used to promote a particular religious adherence or to support a political party, or to promote a candidate or organisation affiliated to a political party.

WELFARE

5.38. Welfare programs are typically:

5.38.1. run independently of other sustainable community development programs.

5.38.2. externally designed and directed by the donor rather than controlled by local agencies and service providers; and

5.38.3. long-term programs with no clear strategy for exiting.

5.39. Apprenticeships Are Us Ltd does not engage in or fund welfare programs of this type. While Apprenticeships Are Us Ltd may sometimes provide emergency relief in a disaster situation, this is a short-term response and is thus fundamentally different to long-term welfare interventions.

EVANGALISM

5.40. Evangelism or evangelical purposes are activities or actions with the intention of promoting a particular religious adherence or converting individuals or groups from one faith and/or denominational affiliation to another.



Apprenticeships Are Us Ltd upholding the right of any individual to choose and practice their religious faith or philosophy of life. This includes our own staff or others who form part of our organisation.

5.41. However, Apprenticeships Are Us Ltd is not associated with any religion or faith. We do not and will not support or implement programs or activities that are religious in nature or that persuade people (whether by design or accident) to join a particular religious faith.

5.42. In the event we engage with a religiously affiliated group, a non-negotiable pre-condition is that the religious activities undertaken by that partner are kept clearly separate from the activities supported by Apprenticeships Are Us Ltd. This pre-condition will be set out in all agreements with our partners and will require financial and program management processes that clearly demonstrate the separation. Any intentional and uncorrected breach of the agreement will result in the cessation of funds and involvement.

POLITICAL ACTIVITIES

5.43. Political activities as activities that could be construed as being political are those that involve 'party' politics or partisanship. Apprenticeships Are Us Ltd upholds the right of any individual to participate in non-violent political activities and promote any political party. This includes our own staff or others who form part of our organisation, with the proviso that such activities must not be undertaken during Apprenticeships Are Us Ltd.'s time, while representing Apprenticeships Are Us Ltd, or using Apprenticeships Are Us Ltd.'s funds or other resources. The employee or associate must maintain a clear distinction between their private political participation and their work with Apprenticeships Are Us Ltd. Staff and partners must exercise care when using social media to make that any political views expressed are personal and are not those of Apprenticeships Are Us Ltd. Apprenticeships Are Us Ltd adhering to the principle of advocating from an evidence-based position and is transparent about the basis for the public positions we take.

5.44. Apprenticeships Are Us Ltd is not aligned with any political party, does not engage in party-political activities, and does not promote any candidate or organisation affiliated to a political party.

5.45. In the event that we engage with a legitimate political party or group, it is to increase the support for well justified positions. A non-negotiable pre-condition is that the political activities undertaken by that partner are kept clearly separate from the activities supported Apprenticeship Are Us Ltd, and that Apprenticeships Are Us Ltd.'s name and logo are not used in association with any partisan political activity. This pre-condition will be set out in all agreements with our partners and will require financial and program management processes that clearly demonstrate the separation. Any intentional and uncorrected breach of the agreement will result in the cessation of funds and involvement.

5.46. Apprenticeships Are Us Ltd also recognises that political processes are often part of the development process, and that policies developed and implemented by political parties can have a major impact. As a Nationally registered Group Training Organisation we are therefore involved education campaigns and alliances around issues relevant to development, and use many forums and opportunities to advocate for better opportunities for apprentices and automotive business dealing with issues relating to skills shortages in the automotive industry.

6. BOARD MEETINGS

6.1. The Board meets at least quarterly for approximately 1,5 hours, usually at Apprenticeships Are Us Ltd.'s head office. Dates for the following year's meetings are agreed by the quarter four Board meeting, with a draft calendar circulated in the July meeting. In addition, there may be at least one Board strategy day each year.

6.2. All meetings are minuted and recorded using software platform, Board Pro. After being formally adopted at the following Board meeting, the minutes are signed by the Chair and placed made available the Board Pro.



6.3. All meetings follow a formal agenda that is a combination of standard core items and specific strategic items for discussion. The precise agenda for each meeting is agreed between the Chair, the CEO and the Company Secretary.

6.4. A set of board papers is produced for each board meeting in support of the agenda.

6.5. All Board Documents, including Board approved policies, meeting papers and minutes will be stored in a protected environment forever and will not be destroyed (Board Pro). In Australia Board documents may be stored electronically. Records in other jurisdictions will be managed as required by local law.

7. ANNUAL GENERAL MEETING (AGM)

7.1. The AGM must be held each year within six months of the end of the financial year and is usually held in late November/early December.

7.2. All Members of Apprenticeships Are Us Ltd must receive at least 21 days' notice of the time and venue of the AGM.

7.3. The following papers and forms must be attached to the notice of meeting:

7.3.1 Agenda

7.3.2 Annual Directors' Report (which includes the Annual Audited Accounts)

7.3.3 Minutes and attachments from the previous year's meeting

7.3.4 Summary Financial Report and Financial overview

7.3.5 Nomination Form for vacant board positions (if any)

7.3.6 Proxy Form

7.3.7 Practical information (e.g., venue map, parking, and the dinner venue).

7.4 Nominations for vacant Board positions must be lodged with the Company Secretary no later than 15 days before the AGM and they must be posted at Apprenticeships Are Us Ltd.'s registered office no later than seven days before the AGM.

7.5 In the event that there are more nominations than vacancies and hence an election is required, a Returning Officer must be appointed by the Company Secretary and ballot papers prepared before the meeting.

8. MEMBERSHIP NOMINATIONS AND RENEWALS

8.1 MEMBERSHIP

8.1.1 The applicant, together with their proposer and seconder, must fill in and sign the Member Nomination Form.

8.1.2 The application is reviewed by the board. The board decides as to acceptance or rejection.

8.1.3 The application must be determined at the next Board meeting after the application has been received.

8.1.4 If the Board approves the application, a letter must be written to the new member advising him or her of the acceptance. This letter is signed by the Chair of the Board. A range of background information on Apprenticeships Are Us Ltd is also included with this letter.



9. RESPONSIBILITIES & ACCOUNTABILITIES

9.1 Chairman and Board Directors

9.1.1 The Chairman is responsible for ensuring this Policy is upheld and will inform the Board of Apprenticeships Are Us Ltd.'s of any concerns relating to corporate governance that may present risk to Apprenticeships Are Us Ltd, its Personnel, beneficiaries, partners, reputation, operations or other activities.

9.1.2 The Chairman will hold Directors accountable to this Policy.

9.1.3 The Directors are responsible for upholding this Policy.

9.2 Chief Executive Officer

9.2.1. The CEO is responsible to inform the Board of Apprenticeships Are Us Ltd.'s of any concerns relating to corporate governance that may present risk to Apprenticeships Are Us Ltd, its Personnel, beneficiaries, partners, reputation, operations or other activities.

9.2.2. will promote the existence of this Policy to all Personnel.

9.2.3. is responsible for monitoring and responding to any corporate governance risk or concerns arising within Apprenticeships Are Us Ltd.'s business activities.

9.2.4. is responsible to ensure the Policy complies with Apprenticeships Are Us Ltd.'s obligations and contemporary practice and will update this Policy as required.

9.2.5. will be responsible for addressing any issues arising in relation to this Policy and will be or arrange a point of contact for all Personnel for any issue of contention.

9.2.6. will inform the CEO of any key risk to Apprenticeships Are Us Ltd regarding corporate governance and will record risks and incidents in the risk register.

10. MONITORING

10.1 This Policy will be reviewed every three years and the Policy Owner is responsible to undertake this review.

10.2 The board has oversight for all Governance and Operational Policy and will ensure the Policy is listed on the Policy Register and provide support to Policy Owner to ensure monitoring and reporting.



ANNEXURE 1 – ENTITY LIST

- **Aperus Investments Pty Ltd**

ANNEXURE 2 – COMMITTEE TORS

TERMS OF REFERENCE

GOVERNANCE AND NOMINATIONS COMMITTEE

Role and Responsibilities

The Committee has 3 main functions:

1. to ensure that Apprenticeships Are Us Ltd has effective governance structures and arrangements.
2. to build a strong membership base that contributes to achieving The Foundation's strategic goals; and
3. to provide oversight of corporate compliance, organisational culture and safeguarding in its areas of responsibility.

Its governance responsibilities include:

- Analysing Board membership needs in the context of the organisation's current operations and planned future directions, increased diversity and ensuring that an appropriate succession plan is developed through discussion with the Board.
- Directing the induction and continuing development of Board members.
- Assisting the Board to regularly review both its performance and that of its committees and providing guidance on quality improvement strategies.
- Reviewing, seeking, and providing advice and making recommendations to the Board on matters such as:
 - a. Board size, composition, and succession planning.
 - b. Structure, terms of reference and membership of Board Committees.
 - c. Relations, governance, and operating mechanisms with any Apprenticeships Are Us Ltd.'s entities including as member, shareholder, partner or other relationship.
 - d. Governance arrangements (such as licenses, structures and forums including compliance with applicable legal and regulatory advice). This includes approval, where permitted by local law, of the appointment of Board directors and equivalent positions for related entities of Apprenticeships Are Us Ltd (where the decision of the Committee is not unanimous it will be referred to the full Board for decision).
 - e. The performance and effectiveness of the Board performance and development plans for individual Board Directors.
 - f. Board budget including oversight of budget relating to Board and Committees.

Its membership responsibilities include:

- Overseeing development and implementation of strategies to expand the membership base of the Apprenticeships Are Us Ltd in the context of the agreed Strategy and the attached Guiding Framework for Membership Development.
- Reviewing all nominations for membership and making recommendations to the Board regarding acceptance or rejection.
- Considering the demographics and skills of the membership base and taking steps to ensure that there is a good fit with the vision, strategic goals and needs of Apprenticeships Are Us Ltd.
- Ensuring steps are taken to engage members with the work of the organisation, finding ways they can contribute to the agreed strategic goals, and building their relationships with the Board, staff, and each other.

**Its corporate compliance, organisational culture and safeguarding responsibilities include:**

- Identifying the need for and proposing any necessary changes to the Constitution.
- Working with Management to ensure the Annual General Meeting and Board elections are conducted properly and well.
- Overseeing compliance with the Corporations Act, state/territory fundraising regulations, the Australian Charities and Not-for-profits Commission (ACNC) standards and any other material compliance requirements applicable from time to time.
- Supporting management to maintain full accreditation with ACNC.
- Supporting the Board Chair in his/her annual review of the CEO's performance and contract and making recommendations to the Board in relation to this.
- Providing a reference group for the CEO in relation to the remuneration of senior executives, and such other advice in this area as he/she may request.
- Supporting the Board Chair in his/her annual review of the Board's performance and effectiveness, and making recommendations to the Board in relation to this.
- Creating a culture of safeguarding at Apprenticeships Are Us Ltd and providing governance guidance for Apprenticeships Are Us Ltd in relation to safeguarding.

In relation to all three areas, the Committee will consider and raise with the Board any other significant matters that are relevant to its general brief including matters relating to identifying and managing risk.

Committee Membership

The Committee will be convened and chaired by the Chair of the Board. The Board will appoint up to four other Directors to the Committee. While most of the Committee should always be Directors, the Board may also appoint up to two members of Apprenticeships Are Us Ltd.'s if this is considered desirable. Members of Apprenticeships Are Us Ltd.'s who are appointed in this capacity must sign a confidentiality agreement with Apprenticeships Are Us Ltd and must disclose all (actual and potential) conflicts of interest prior to appointment.

The Board will annually review the membership of the Committee following the AGM, and either confirm or change its membership.

Practicalities

The Committee will meet at least quarterly, preferably around two weeks before each Board meeting. The quorum for meetings will be at least two Board members who are members of the Committee. As a committee of the Board, non-board members who are appointed to the Committee can speak to agenda items but do not have a vote in relation to them. All committee members are obliged to disclose any conflicts of interest at the beginning of each Committee meeting and absent themselves from any Committee discussions in which they have such a conflict of interest and comply with any directions of the board.

Chair of the Committee.

All Board members, the CEO and the Company Secretary are invited to attend any / all Committee meetings at their own discretion. Any Board member, who is not a member of the Committee, wishing to attend a committee meeting must notify the Committee Chair no later than 1 week prior to the scheduled meeting.

Minutes will be produced of all meetings and will be tabled for information at each Board meeting, noting that the Committee may conduct some of its business in camera. The Chair of the Committee will direct who will be excluded from in camera portions of the Committee meeting.

Secretariat support for the Committee will be provided by the Company Secretary, the Legal, Governance, Risk & Compliance team and assisted as necessary by other managers. The CEO will attend meetings as and when possible.

GUIDING FRAMEWORK FOR MEMBERSHIP DEVELOPMENT



In developing and supporting the membership base of Apprenticeships Are Us Ltd, the Committee will be guided by the following understandings.

1. Building the membership base of Apprenticeships Are Us Ltd is an important function of the Board for three main reasons:

- a. The willingness of people to become members demonstrates that there is public support for the charter and work of Apprenticeships Are Us Ltd. Membership complements the key indicator of industry support and commitment to the automotive industry and the development of apprentices in a skills shortage industry.
- b. People who consciously choose to become members are likely to be willing to assist Apprenticeships Are Us Ltd in concrete ways if asked to do so.

2. Conscious efforts should be made to ensure a diverse membership base so that:

- The Board and Management have ready access to the range of skills and experience needed to ensure the organisation remains true to its charter and performs well.

3. Given the nature of Apprenticeships Are Us Ltd work, and our needs in terms of resource mobilisation, efforts should be particularly directed at encouraging membership from amongst the following groups:

- a. people with skills and experience in the automotive industry.
- b. people with experience in “growing” organisations and companies, and with resource mobilization.
- c. financial management and IT/e-learning skills.
- d. indigenous people, and other people in Australia.
- e. where Apprenticeships Are Us Ltd works.
- f. people who are influential in relevant fields, or who have a track record in successful public.
- g. advocacy; and
- h. people who have had a significant association with Apprenticeships Are Us Ltd, such as long-term supporters or former staff and consultants.

4. The right balance has to be found between a culture of openness towards new people and new ideas, and preserving the original spirit of Apprenticeships Are Us Ltd and protecting its core work from unproductive disruption or distraction.

The Constitution has a number of protective safeguards such as:

- limiting the total number of members to a minimum of 1 member.

APPRENTICESHIPS ARE US LIMITED

TERMS OF REFERENCE

FINANCE AND AUDIT COMMITTEE (FAC) – Proposed Committee.

Role of the Committee

The Finance and Audit Committee (FAC or the Committee) supports the Board of Apprenticeships Are Us Ltd with the organisation’s governance and exercise of due care and diligence, in relation to its responsibilities in monitoring the Apprenticeships Are Us Ltd.’s financial performance. The Committee provides technical and management expertise to allow the regular review and monitoring of the Apprenticeships Are Us Ltd.’s financial position and the policies, systems and controls that support the management of the Foundation’s finances.



Authority and Accountability

The Committee is a committee of the Board. It is established pursuant Apprenticeships Are Us Ltd.'s Constitution.

The Committee has no general authority to make decisions on behalf of the Board, to approve expenditure or commit the organisation to activities or undertakings not otherwise approved by the Board. However, the Board authorises the Committee to:

1. Oversee the appointment, compensation and work of any registered company auditor engaged by Apprenticeships Are Us Ltd.
2. Resolve any disagreements between management and the auditor on financial reporting.
3. Pre-approve all audit and non-audit services prior to seeking Board approval.
4. Seek any information it requires from employees directed to cooperate with the audit committee's requests.
5. Oversee the appointment, review and monitor the performance of any investment advisor under the terms of the Investment Planning Policy.
6. Seek any information it requires from external parties to advise on any matter within the Committee's responsibilities.

Responsibilities

The Committee's specific responsibilities are set out below. These are not exclusive and the Committee should ensure that any other matters required in order to fulfill their responsibilities to Apprenticeships Are Us Ltd are identified and managed as appropriate.

1. Financial status of the Apprenticeships Are Us Ltd.

The Committee will advise the Board on financial management and reporting matters and make recommendations to the Board as required. These matters will include:

- a. policies relating to financial management.
- b. the draft annual budget, including the appropriateness of underlying assumptions.
- c. Apprenticeships Are Us Ltd.'s regular financial reports including the internal processes, procedures and systems on which they depend; and
- d. the solvency of Apprenticeships Are Us Ltd.

Any concerns should be advised to the Board for their immediate attention.

2. External Audit

The Committee will:

- a) monitor the independence of the external auditor.
- b) periodically review the appointment, terms of engagement and remuneration of the external auditor.
- c) meet with the external auditors to review the results of their audit work, including the adequacy and effectiveness of accounting and financial controls, the disclosures made in the notes to the accounts, and any issues identified by the external auditors regarding the Foundation's management, systems and controls; and
- d) review the audited annual financial statements before they are presented to the Board, to monitor that they represent a true and fair view of the Apprenticeships Are Us Ltd.'s financial position and performance.

3. Internal Audit

The Committee will:

- a) monitor the independence of the internal auditor.



- b) provide a structural reporting line for the internal auditor.
- c) review the internal audit plans, the results of those plans and the recommendations of the internal auditor.
- d) recommend matters to the Board for decision where required; and
- e) monitor that the internal auditor is adequately resourced to undertake a strong and effective internal audit process.

4. Risk Management

The Committee will:

- a) monitor and assess the risk management system and its effectiveness, to ensure currency and its appropriateness for the Foundation.
- b) monitor and assess the strategies to address all risks outside of the risk appetite settings, recommend strategies to the Board to manage identified risks within the risk domains of Financial Crime and Financial Management and support the Board and other committees in assessing the mitigation approach to risks.
- c) monitor compliance with applicable laws, regulations, standards, contracts and best practice guidelines in relation to financial management.
- d) monitor that the financial management, controls and reporting of Apprenticeships Are Us Ltd meet all legal and regulatory requirements; and
- e) review the type and level of insurance coverage for Apprenticeships Are Us Ltd and make recommendations to the Board as required.

5. Capital, Reserves and Investments

The Committee will advise the Board on:

- a) appropriate capital and liquidity management policies and procedures to enable the Apprenticeships Are Us Ltd to meet its commitments and implement the strategic plan; and
- b) appropriate investment strategies to protect Apprenticeships Are Us Ltd against unexpected events, economic downturns and other matters that could damage the Foundation's operations.

Committee Membership

The Committee is appointed by the Board and will be chaired by an appropriately qualified and experienced member of the Board.

The Committee will consist of at least three directors, or up to eight, if the Board believes that is necessary. The Committee Chair may recommend additional non-director members to the Board to strengthen the Committee's skills and experience.

The Board will review the membership of the Committee annually, following the Annual General Meeting, and either confirm or change its membership.

The term of appointment of the Committee members who are directors will coincide with their board tenure. The tenure of any other Committee members will be two years, with a maximum of three terms, at the discretion of the Board.

Other Attendees

The Committee will invite any person to attend its meetings. The Chief Executive Officer, Finance Manager and Company Secretary will have standing invitations to meetings of the Committee. The Committee will extend other invitations as it requires. Management and other people attending Committee meetings may take part in the business and discussions including making recommendations to the Committee, but they have no right to vote on any matter. All other Board directors have standing invitations to attend the Committee's meetings.



Meetings and Administration

The Committee will meet at least four times in each calendar year preferably around two weeks before each Board meeting and hold additional meetings as required.

The quorum will be more than half of the director members of the Committee. Matters before the Committee will generally be decided by unanimous agreement, or, if there is any disagreement, by a majority of the director members present.

Conflicts of interest will be subject to Apprenticeships Are Us Ltd.'s policy.

The Committee meeting agenda will include an optional in-camera session to facilitate any discussions for directors only or with specific members of the management team. The Chair of the Committee will direct who will be included for the in-camera portions of the Committee meeting.

Minutes must be prepared, approved by the Chair and circulated to the members within two weeks of a committee meeting and presented to the next full Board meeting.

Reporting to the Board

The Chair of the Committee will report to the Board at the next Board meeting, or sooner to the Chair of the Board, if the Committee identifies matters that it wishes to be brought to the immediate attention of the Board.

Review

The Committee will review its performance annually, as either a self-assessment coordinated by the Chair or as otherwise directed by the Board.

Training for members of the Committee should be identified and organised by the Chair of the Committee. The Committee should review these Terms of Reference and the composition of the Committee annually to ensure that the Board's objectives are fulfilled. The Board should consider the Committee's review and recommendations relating to the composition and performance of the Committee.

AUTHORISATION

Michael Wentworth

A handwritten signature in black ink, appearing to read 'Michael Wentworth'.

Chief Executive Officer

Apprenticeships Are Us Limited

DOCUMENT CONTROL

Version	Authorized by	Authorization Date	Sections	Amendment
1.1	M Wentworth	27/12/2022	All	N/A