

BOARD RECRUITMENT POLICY



Honesty, Integrity & Accountability



INTRODUCTION

As a registered Group Training Organisation (GTO), *Apprenticeships Are Us Ltd* adheres to the *National Standards for Group Training Organisations*, which emphasize effective governance and management. Board recruitment is crucial in ensuring that the Apprenticeships Are Us Ltd Board (ARU Board) has the necessary skills, expertise, and perspectives to guide the organisation in meeting the needs of apprentices, trainees, and host employers. This policy aligns with *National Standard 1 – Effective Governance and Management*, which mandates that GTOs have a governance framework that supports sound decision-making, accountability, and compliance.

The nomination and selection of ARU Board members is the prerogative of the members of Apprenticeships Are Us Ltd in line with section 17 of the constitution of Apprenticeships Are Us Ltd. Given the responsibilities of the ARU Board, there is a need for the ARU Board to have an appropriate mix of expertise and experience. Accordingly, policies and procedures must facilitate the election of those people who best meet the needs of Apprenticeships Are Us Ltd.

A successful, well-functioning Board is crucial for an organisation to achieve its strategic goals efficiently. Such a Board usually has the right mix of skill sets, expertise, connections and diverse perspectives. An exceptional Board does not happen organically, rather it is dependent on an effective recruitment process.

ARU Board recruitment needs to be guided by policy, as the success of Apprenticeships Are Us Ltd is dependent on the effective stewardship of its board.

Building a Board is more than just filling a director vacancy. It is about finding the right board members with the relevant mix of skillsets, expertise, connections and diverse perspectives that can work together to help Apprenticeships Are Us Ltd achieve its strategic goals.

Apprenticeships Are Us Ltd acknowledges that recruitment of suitable Board members has been found to be a challenge in the Not-for-Profit sector.

LEGISLATIVE & GOVERNANCE FRAMEWORK

This policy is governed by the following legislative and governance requirements:

- **Corporations Act 2001 (Cth)**
- **Australian Charities and Not-for-profits Commission Act 2012 (Cth)**
- **ACNC Governance Standards**, particularly:
 - i. *Standard 4: Suitability of Responsible Persons*
 - ii. *Standard 5: Duties of Responsible Persons*
- **National Standards for Group Training Organisations (2017)**
- **Privacy Act 1988 (Cth)**
- **Cybersecurity Standards Act 2023 (Cth)**
- **Apprenticeships Are Us Ltd Constitution**
- **ARU Governance Charter & Code of Conduct**

ARU commits to recruiting only individuals who are fit, proper, suitable, and capable of fulfilling their obligations as Responsible Persons.

DEFINITIONS

Responsible Person

A person responsible for governing ARU, as defined by the ACNC Act.

Board Skills Matrix

A structured tool used to assess the Board's collective capabilities and identify skill, experience, diversity and governance gaps.

Due Diligence

The verification processes undertaken to ensure that a Board candidate is suitable, not disqualified, and capable of fulfilling the role.

Disqualified Person

A person disqualified from managing a corporation under the Corporations Act or from being a Responsible Person under ACNC rules.

Nomination

The formal process by which an individual is proposed for election or appointment to the Board.

CHALLENGES AND SOLUTIONS

CHALLENGES	SOLUTIONS
1) Attracting board members on a voluntary basis.	✓ Scoping for suitable candidates that are passionate about giving back to the community. Recruitment by invitation based on qualities that add value to the board.
2) Limited financial resources to compete for talent (as compared to for-profit companies).	✓ Emphasis on the non-financial advantages of being a Not-for-Profit board member.
3) Recruiting and retaining fully committed, qualified, and diverse board directors.	✓ Advertising for board positions with community-based services.
4) Governance procedures that restrict how suitable board directors are recruited.	✓ Regular assessment and reform of board recruitment processes and procedures.
5) Finding quality directors with the level of commitment required for a board position.	✓ Recruiting younger professionals looking to develop their directorship experience and that might have less established external commitments.
6) Personal liability of being a board director, including a Not-for-Profit director.	✓ Providing training on board compliance and due diligence such as the Company Directors Course with the Australian Institute of Company Directors. ✓ Having current Directors & Officers Insurance.

PURPOSE

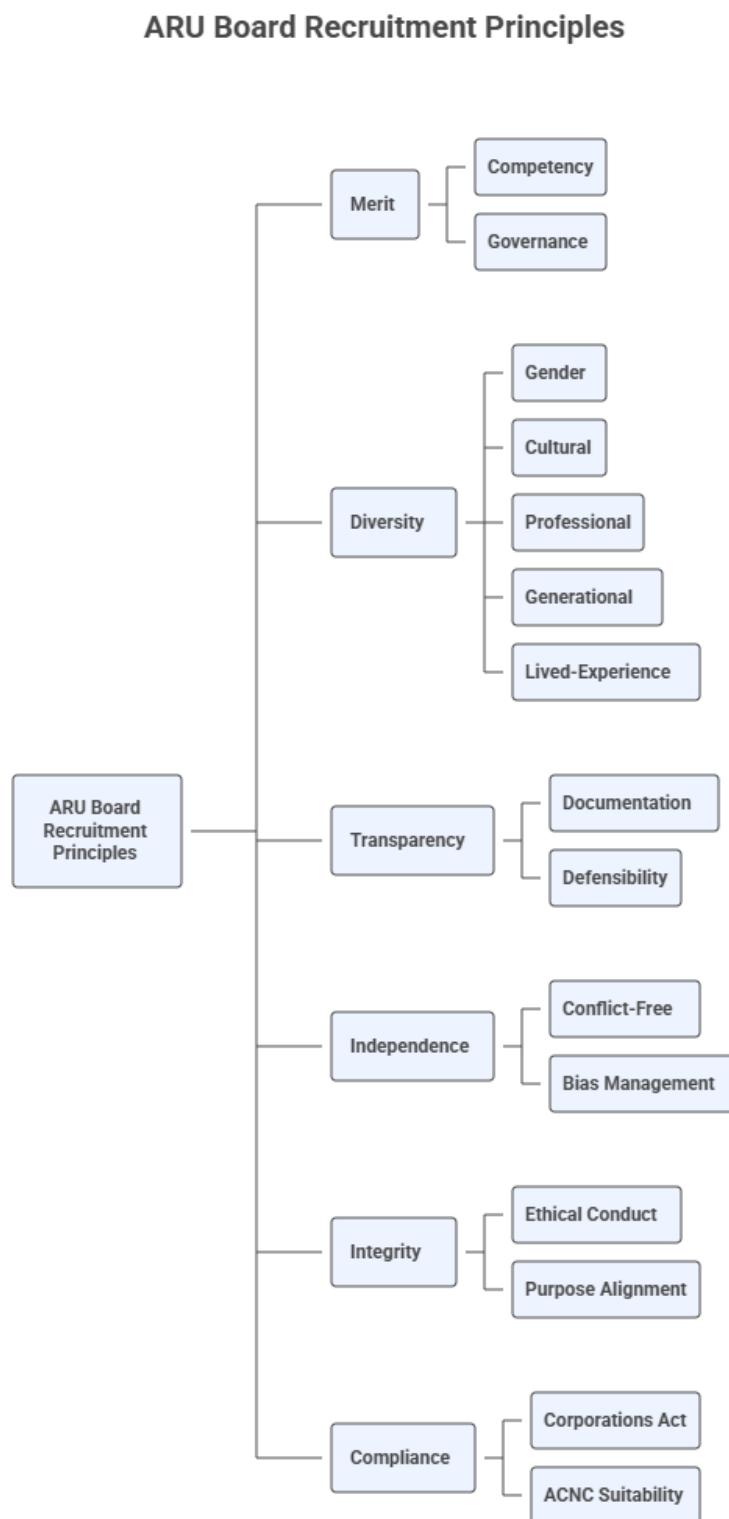
The purpose of this ARU Board Recruitment Policy is to act as a reference point to ensure consistency, transparency and accountability in the process of recruiting potential ARU Board members.

Directors should have an appropriate mix of skills to provide the necessary breadth and depth of knowledge and experience to meet the ARU Board's responsibilities and objectives. The ARU Board also aims for a composition which will appropriately represent the interests of the various groups contained within the organisation's common bond and which will include a diversity of Australia's peoples.

This policy complies with the *Corporations Act 2001 (Cth)*, which outlines the legal responsibilities of directors, including acting in good faith, avoiding conflicts of interest, and exercising care and diligence. ARU Board recruitment must ensure that all potential candidates are aware of these obligations and that they are fully qualified to uphold their duties under the Act. Candidates will be required to confirm that they are not disqualified from managing a corporation under the *Corporations Act* before their nomination is accepted.

RECRUITMENT PRINCIPLES

The ARU Board Recruitment Process of ARU is guided by the following principles:



POLICY

The ARU Board should attempt, using its network of contacts within and external to the organisation's membership, to identify appropriate individuals with needed skills and interests as potential ARU Board members. When vacancies arise among the ARU Board, such individuals should be encouraged to nominate for election. Such individuals may also be appointed by the ARU Board, where the Constitution provides, to vacant ARU Board positions.

It is the preference of the ARU Board that the professional networks of the ARU Board members be explored as a first step to recruitment, prior to general advertising of ARU Board position in the not-for-profit marketplace. It is intended that recruitment from professional networks will foster greater interest and commitment of potential ARU Board candidates, and more reliable screening of skillsets and suitability to the role.

ARU Board candidates and existing members must disclose any actual, potential, or perceived conflicts of interest during the recruitment process and throughout their tenure. The *Corporations Act 2001 (Cth)* and *ACNC Governance Standards* require that ARU Board members avoid conflicts of interest and, where they arise, manage them transparently. ARU will maintain a register of conflicts, and Board members are required to update this register regularly and declare conflicts at the start of any Board meeting where relevant matters are discussed.

CONFLICT OF INTEREST DOCUMENTATION & MANAGEMENT

ARU will:

- document all disclosed conflicts
- maintain an up-to-date Conflict of Interest Register
- require candidates to complete a written Conflict Disclosure Form
- assess whether any disclosed conflict is:
 - i. manageable
 - ii. manageable with conditions
 - iii. unmanageable (and therefore disqualifying)

Conflicts must also be reassessed at the time of election and at each ARU Board meeting.

STAGES IN BOARD RECRUITMENT

There are different stages in the recruitment process of Apprenticeships Are Us Ltd board members. These generally being:

➤ Identifying the gaps – Board Skills Matrix

Apprenticeships Are Us Ltd acknowledges that board memberships are about governing and providing strategic direction to the organisation. Where significant decisions must be made, it is optimal to have a good mix of skills, competencies and backgrounds. This provides different perspectives and a wider world view which in turn benefits

Apprenticeships Are Us Ltd with progressive and dynamic ideas to achieve the best results. Apprenticeships Are Us Ltd is committed to ongoing assessment of the ARU Board and identifying the strengths that each ARU Board member brings and any gaps that may exist.

As ARU Board will also analyse and forecast any upcoming retirements within the ARU board and forecast retirements which will serve the ARU Board well in the long run. The ARU Board will undertake annual comprehensive board assessment matrix reviews. ARU Board skills matrix is a good starting point to identify diversity, board skills, knowledge, personality and competency gaps and determine what the board needs to look for when recruiting its new board member.

ARU Board members will utilise the Board Skills Matrix to self-assess and use the results to measure the collective qualities of the ARU Board. The exercise will serve the dual purpose of determining what is lacking on the ARU's Board and giving each board member an opportunity to reflect on their role on the ARU Board and to consider the Board's future needs.

ARU is committed to fostering diversity on its Board, not only in terms of professional skills but also in terms of gender, ethnicity, age, and experience. This diversity ensures that the ARU Board benefits from a wide range of perspectives, which is essential for sound decision-making. The ARU Board Skills Matrix will include diversity as a key metric when identifying potential gaps, ensuring that ARU's Board reflects the diversity of the communities it serves.

MAINTENANCE, REVIEW & REPORTING OF THE BOARD SKILLS MATRIX

- The Board Skills Matrix must be reviewed annually.
- Results must inform recruitment, succession planning, and committee composition.
- Identified gaps must be incorporated into the Board's annual recruitment plan.
- Diversity indicators must be monitored and reported.
- Any significant governance gap must trigger immediate targeted recruitment.

➤ Identifying the personal attributes of potential board members

Four key attributes will be in focus when recruiting for a potential board member. These being:

1. *Passion*
2. *Culture*
3. *Character*
4. *Connections*

1. Passion – When recruiting for a board candidate Apprenticeships Are Us Ltd wants candidates for the board to have passion for the work Apprenticeships Are Us Ltd does in pursuit of its charitable purpose “*to employ and train individuals as trainees and apprentices whilst arranging for their placement with host employers*”.

2. Culture – The culture of the board is important. Apprenticeship Are Us Ltd is aware that it takes more than just skills, competence and diversity for a board member to be the right fit. We are committed to having board members who can maintain common courtesy and respect. Board members might disagree at times, and it requires the utmost professionalism for directors in that position to come to a common understanding and to continue making decisions that are required to keep the organisation running. The board must maintain and perpetuate the unique culture of Apprenticeship Are Us Ltd in seeking to serve the charitable purpose of the organisation.
3. Character – To be a board member of Apprenticeships Are Us Ltd, we are seeking candidates with the following essential personal qualities:
 - Dedication and commitment.
 - Proactiveness.
 - The ability to listen, analyse and be creative.
 - The ability to lead and influence.
 - The ability to ask challenging questions.
 - Willingness to undertake skills development in any gap areas.
4. Connections – Board members must have the potential to hit the ground running and add tangible value to Apprenticeships Are Us Ltd in addressing youth employment, training and education, youth work and finding employers willing to provide opportunities for young people in the automotive industry. Board members ideally will have connections through life experience or professional experience in the automotive industry and/or youth education which is central to the work of Apprenticeships Are Us Ltd.

Once a potential candidate has been identified through the Board's network or external advertising, the recruitment process will include comprehensive background checks to ensure the candidate's suitability. These checks will include verification of qualifications, professional references, and a criminal background check. This is to ensure compliance with both the *Corporations Act 2001 (Cth)* and the *ACNC Governance Standards*, which require that Board members are fit and proper persons capable of fulfilling their governance obligations.

CANDIDATE SCREENING PROCEDURES

Once a candidate is identified via networks, advertising or expression of interest, ARU will:

1. Conduct a preliminary fit & proper assessment.
2. Request a completed Candidate Application Pack, including:
 - i. CV
 - ii. Director ID
 - iii. Conflict of Interest Disclosure
 - iv. Responsible Person Declaration
3. Perform mandatory legal checks.

4. Evaluate the candidate against the Board Skills Matrix.
5. Assess the candidate's capacity to commit time, attend meetings, and comply with governance expectations.

Candidates who successfully pass screening will be offered a formal interview with the ARU Board.

EXTERNAL GOVERNANCE REQUIREMENTS

Apprenticeships Are Us Ltd is a registered charity and Not-for-Profit registered with the Australian Charities and Not-for-Profits. As a registered charity Apprenticeships Are Us Ltd is committed to adhering to the ACNC standards by ensuring that candidates to become directors or committee members of Apprenticeships Are Us Ltd.'s are not disqualified from:

- Managing a corporation under the Corporations Act 2001 (Cth) (the Corporations Act); or
- Being a Responsible Person by the ACNC Commissioner with the previous 12 months.

If during the recruitment process for a new board member Apprenticeships Are Us Ltd is not satisfied that the candidate is not disqualified under the Corporation Act or the ACNC, the recruitment process for the candidate will not continue. All candidates for the Apprenticeships Are Us Ltd board will need to sign a Declaration for Responsible Persons form confirming they are not disqualified under Governance Standard 4. Additionally, Board members must adhere to the *ACNC Governance Standards*, which require directors to act with integrity, avoid conflicts of interest, and ensure that the charity operates in a manner that is consistent with its charitable purpose.

Once the ARU Board has identified a potential candidate to join the board of Apprenticeships Are Us Ltd the candidate will be interviewed by the ARU's Board to identify if he or she meets the above criteria and is suitable to continue with the process of recruiting a new director in line with Apprenticeships Are Us Ltd.'s Governing Document (Constitution).

FINAL SELECTION, VOTING & APPOINTMENT

After the interview and assessment:

- The full ARU Board will vote on whether the candidate is suitable for nomination or appointment.
- Recommendations must be minuted.
- Where the Constitution requires election by members, the ARU Board will prepare a nomination report outlining:
 - i. candidate suitability
 - ii. skills matrix alignment
 - iii. due diligence results
- Candidates must not participate in any discussion or vote concerning their own appointment.

Appointment is not final until:

- members vote (if required), and

- ASIC and ACNC registers are updated, and
- Induction documentation is completed.

DIRECTOR EDUCATION POLICY

Prior to nomination

Prior to nomination and before the first interview with the board, the candidate would need to complete the following two short courses of The Australian Charities and Not-For-Profits Commission's "The Governing Charities online learning program":

- **ACNC Course: 'Becoming a charity board member: What you should know'** (this can be accessed at <https://www.acnc.gov.au/tools/online-learning>); [link available as of 30 March 2023].
- **ACNC Course: 'Governing a Registered Charity in Australia'** (this can be accessed at <https://www.acnc.gov.au/tools/online-learning>); [link available as of 30 March 2023].

On-boarding education

Within two weeks of their appointment, newly appointed directors will participate in an onboarding program that includes reviewing key documents such as the Board's code of conduct, ARU's constitution, and the current strategic plan. Additionally, Board members are required to complete the *Governing Charities* program with the ACNC and are encouraged to pursue ongoing professional development, including governance training through the Australian Institute of Company Directors or equivalent programs. This ensures that Board members are equipped with the knowledge and skills necessary to fulfil their governance responsibilities:

- (a) The 'Governance for Good – the ACNC guide for charity board members'
- (b) The 'Managing conflicts of interest – guide for charity board members' ACNC resource
- (c) The 'Managing charity money – guide for board members' ACNC resource
- (d) The ACNC guidance on related party transactions has been reviewed
- (e) The 'Welcome to the Board' ACNC Webinar has been completed by the New Director

Ongoing education policy

If appointed as a director, the appointed director must complete the balance of The Governing Charities online learning program (currently 12 modules) with the ACNC within the first 12 months.

Directors who have not undertaken the Australian Institute of Company Directors course will also be provided with the opportunity to undertake the course within 12 months of them becoming directors.

It is intended that the outcome of the Director Education Policy is that it will boost the skills and expertise required to effectively perform the role.

AUTHORISATION

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DOCUMENT CONTROL

Version	Authorised by	Authorisation Date	Sections	Amendment
1.1	M. Wentworth	21/04/2023	All	N/A
1.2	M. Wentworth	30/10/2024	All	Cover page, information update
1.3	M. Wentworth	27/11/2025	All	Information update