

DIRECTORS' CODE OF CONDUCT AND ETHICS

Preamble

The Board has adopted the Directors' Code of Conduct and Ethics to set high ethical standards for the Directors of Lifeline Australia (*and associated companies*). Directors will act in accordance with this Code of Conduct and Ethics and will pursue the highest standards of professional and ethical conduct in the interests of Lifeline Australia, all Members and all other stakeholders.

This policy should be read in conjunction with the Lifeline Australia Board Charter: <https://www.lifeline.org.au/about-lifeline/corporate-governance/our-corporate-governance>

The Code:

The following principles govern Directors' conduct.

1. Fairness, Honesty and Integrity

- Directors will act with fairness, honesty and integrity in all of their dealings on behalf of the Company.
- Directors will not discriminate on the grounds of people's race, religion, gender, marital status, sexual orientation or disability.
- Directors will not knowingly make promises or commitments that Lifeline Australia does not intend, or is unable, to honour.
- Directors will not act in an unconscionable manner in their dealings on behalf of the Company.
- Directors will not directly or indirectly mislead, make false statements, or mislead by omission.
- Directors will treat all employees, Members, suppliers, funders, competitors, all other stakeholders and their colleagues with courtesy and respect.
- Directors commit to dealing fairly with their colleagues, Members, helpseekers, suppliers, funders, employees and other business associates.
- Directors will require that all employees of the Company act in accordance with these principles of fairness, honesty and integrity.
- Directors will preserve and enhance the good reputation of Lifeline Australia and will avoid behaviour which might damage Lifeline Australia's brand and reputation.
- Directors will act ethically in their approach to business decisions.

2. Personal Transactions

- Directors will keep their personal or other business dealings separate from their dealings as a director of Lifeline Australia.
- Directors will not use the name of Lifeline Australia to further any personal or other business purpose.
- Directors will use goods, services and facilities provided to them by Lifeline Australia for legitimate business purposes and strictly in accordance with the terms on which they are provided.

3. Confidentiality of Information

- Directors will ensure that confidential information relating to Lifeline Australia's business, Members, helpseekers, suppliers, funders and employees is not disclosed to third parties without the consent of Lifeline Australia.
- Directors will not use information obtained by them as a director of Lifeline Australia for personal financial gain or for the financial benefit of any other person or business.
- Directors will respect the privacy of others and will comply with the Privacy Policy adopted by the Company.
- Directors will respect the rights and property of Lifeline Australia and others, including their intellectual property, and only accept their confidential or trade secret information after Lifeline Australia clearly understands our obligations as defined in appropriate documentation.

4. Disclosure of Interests

- Directors must fully and promptly disclose to the Company any private or other business interests and other matters which may lead to potential or actual conflicts of interest. They must do that in accordance with such policies that the Board may adopt from time to time.
- Directors must fully disclose all relationships they have with Lifeline Australia in accordance with the Lifeline Australia's rules on Independence of Directors (see Board Charter)
- Directors dealings with Lifeline Australia will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.

5. Abiding by the Law

- Directors will abide by the law at all times.
- Directors will comply with all policies adopted by the Company from time to time including but not limited to policies relating to corporate governance, privacy, work health & safety, and travel.

6. Payments, Gifts and Travel

- Directors will not use their status as a director to seek personal gain from those doing or seeking to do, business with Lifeline Australia.
- Directors must not accept any material personal gain arising from their position as a director, from those doing, or seeking to do business with Lifeline Australia without referring the matter to the Company Secretary, CEO or the Chairman. Materiality attaching to a personal gain will be considered on a case by case basis.
- Directors must table information concerning any material personal gain arising from the position as a director at the first available Board meeting.
- Directors will actively be mindful of resources which are in their trust on behalf of the Company, and will support policies which ensure the stewardship of resources (E.G. Travel Policy).
- Directors will only be reimbursed for legitimate expenses incurred for the sake of Lifeline Australia. Directors will keep all such expenses reasonable and justifiable

and will discuss expenses which may be in question with the Lifeline Australia Board Chair.

- Directors will protect and preserve Lifeline Australia assets, including Lifeline Australia business opportunities and intellectual property, for Lifeline Australia's benefit and not for personal benefit.

7. Raising Concerns - Whistle Blowing

- Directors will report to the Board, and encourage employees to report to the Board or the Company Secretary, any instances of unlawful and unethical behaviour by Company officers and employees.
- Employees are able to do so in accordance with the Company's Whistle-blower Policy

Interpretation

The Board Chair of Lifeline Australia and the Chair of the Governance Committee shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

Enforcement

The Board Chair is ultimately responsible for immediate interpretation, application and enforcement of the Director's Code of Conduct and Ethics. All complaints concerning a possible code of ethics violation of the code shall be made in writing to or by the Board Chair with a copy provided to the complainant.

The Board Chair shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.

If this initial attempt at resolution is not successful, the Board Chair shall refer the matter to the Governance Committee to investigate the complaint. The Committee is required to investigate as required and submit a written report to the Board Chair within 30 days. The Board Chair will render his/her decision within ten days of receiving the tribunal's report.

The Board Chair's decision may be appealed in writing to the Board of directors for consideration at the Board's next scheduled Lifeline Australia Board meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

Delegation and Penalties

Should the Board Chair be the subject of a written complaint, the Deputy Board Chair shall perform the duties normally assigned to the Board Chair in this matter.

Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:

- Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- censure of the director, in private, in public, or both, and/or

- Removal of the director from office by a resolution passed by a simple majority of the members in meeting and notice of intention to move the resolution is given to the Lifeline network at least 2 months before the meeting is to be held.