



**Lifeline Australia**  
**Terms of Reference**  
**Service Committee**

**Version 2.0**

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# 1 Purpose and Scope

The Lifeline Australia Service Committee (**Committee**) is broadly responsible for review, oversight, risk, and reporting to the Lifeline Australia Board (**Board**) on service strategy and policy, design and delivery of services, research relevant to Lifeline's services, help seeker and crisis supporter feedback, and exploration of strategic business opportunities. Responsibilities are set out in more detail in clause 3 of these Terms of Reference (**TOR**).

## 2 Principles

In the conduct of its duties and responsibilities, the Committee must have regard to:

- (a) the objects of Lifeline Australia as set out in the Lifeline Australia Constitution (**Constitution**);
- (b) the principles, governance philosophy, and approach, set out in the Lifeline Australia Group Board Charter (**Board Charter**);
- (c) the mission and vision of Lifeline Australia;
- (d) Lifeline Australia's Lived Experience Framework (subject to its approval by the Board); and
- (e) relevant laws, regulations, industry standards and codes of conduct, and contractual obligations to which Lifeline Australia is bound.

## 3 Committee Responsibilities and Objectives

The Committee is responsible for the following matters.

### 3.1 Service Strategy and Policy

- (a) Review of crisis support service channels and approach to market.
- (b) Review of proposed changes to operating model.
- (c) Oversight of clinical governance, technology, security and other policies assigned to the Committee, and their application to Lifeline's services.
- (d) Ongoing oversight of strategic risks assigned to the Committee.
- (e) Ensure any new identified risks are also tabled at the Audit and Risk Committee level.

### 3.2 Service Design

- (a) Review of proposed crisis support service designs raised via project initiatives as required.

- (b) Insight into help seeker and crisis supporter user journeys and user experience as required.

### **3.3 Research and Consumer Inputs:**

- (a) Support and inform the Committee recommendation making framework through consumer input.
- (b) Support the Committee to keep abreast of the emerging evidence base and sector trends.

### **3.4 Service Delivery:**

- (a) Oversight of crisis support services' operational performance.
- (b) Oversight of performance measures and agreed methodologies.
- (c) Ongoing monitoring of service delivery risks and escalation of risks falling outside of the Risk Appetite Statement.

### **3.5 New Business Opportunities:**

- (a) Review of new business opportunities as they arise.

## **4 Authority and Power**

### **4.1 Committee Recommendations and Board Delegation**

- (a) The Committee will generally make recommendations to the Board and will not make any decisions unless specifically delegated by the Board and recorded in the Minutes of the Board.
- (b) The Board is not bound by Committee recommendations.

### **4.2 Consultation with CEO of Lifeline Australia (CEO)**

The Committee should consult the CEO when determining its advice and recommendations to the Board.

### **4.3 Interaction with Constitution and Board Charter**

The Committee's scope is set by this TOR, the Constitution and the Board Charter. If the Board Charter or Constitution conflict with this TOR, then the Board Charter or Constitution will prevail to the extent of the conflict.

## **5 Composition of Committee**

## 5.1 Number of Members

- (a) The Committee shall be made up of:
  - (i) maximum of four members of the Board (**Directors**); and
  - (ii) persons who are not Directors but are co-opted as additional members (**Co-opted Members**), but the number of Co-opted Members must be fewer than the Directors appointed to the Committee unless otherwise agreed by the Board.
- (b) The CEO of Lifeline Australia and the Executive Director of Service Design & Delivery are invited to attend meetings of the Committee.
- (c) The Company Secretary (or their delegate) of Lifeline Australia will attend all meetings of the Committee.

## 5.2 Suitability of Appointees

All appointments must be based on individual skills, insights, and expertise relevant to the Committee's work.

## 5.3 Requirements for Appointments

- (a) The Board shall approve all appointments of Directors to the Committee.
- (b) The Board Chair, in consultation with the Chair of the Governance and People Committee, may approve appointments of Co-opted Members to the Committee.

# 6 Chair

## 6.1 Appointment

The Board appoints the Committee Chair.

## 6.2 Duties of the Chair

The Committee Chair is responsible for:

- (a) determining the frequency and method of Committee meetings;
- (b) setting the meeting agendas and the annual work plan for the Committee, in consultation with Committee Members;
- (c) the effective conduct of Committee meetings; and
- (d) reporting to the Board on the Committee's activities.

## 7 Tenure

- (a) The Committee is a standing Board committee.
- (b) The Board reviews Committee composition annually.
- (c) Notwithstanding clause 7(a), the total cumulative term of any Committee Member's appointment(s) must not exceed 10 years. In this regard:
  - (i) the total cumulative term includes any periods served as a Co-opted Member of the Committee;
  - (ii) the Board may extend the maximum limit of 10 years by up to a further 2 years; and
  - (iii) in relation to Co-opted Members, the Guideline for Co-opted Members of Lifeline Australia Board Committees will prevail to the extent of any conflict with this TOR.

## 8 Conduct of Meetings

### 8.1 Frequency of Meetings

The Committee will meet 4 times a year or as otherwise determined by the Committee Chair or specified in the Board Charter.

### 8.2 Quorum

- (a) A quorum for Committee meetings shall be at least one half of the Committee Members (whether they are Directors or Co-opted Members) but must include at least 2 Directors.
- (b) If a quorum is not formed within 15 minutes of the scheduled commencement time, the Committee Chair may, at their discretion:
  - (i) adjourn the meeting to a later date and time; or
  - (ii) proceed with the meeting, but its outcomes and resolutions must be later ratified by a majority of Committee Members.

### 8.3 Conflicts of Interest

Committee Members are to declare any actual or perceived conflicts of interest they may have with any matter before the Committee. The Committee Chair, in consultation with other Committee Members, will determine how conflicts are addressed.

### 8.4 Resolutions

In the event the Committee cannot reach consensus on a course of action and a vote is to be taken, each Committee Member will have one vote and the Committee may pass any resolution by a simple majority.

## 9 Reporting to the Board

- (a) The Committee is to provide a verbal report for each Board meeting detailing Committee activities, and any advice or recommendations for the Board's endorsement or approval.
- (b) The minutes of Committee meetings may be provided to the Directors upon request.

## 10 Resources and Information

### 10.1 CEO to Assist the Committee

The CEO (or their delegate) is to arrange for any information, reports, advice, and comment as required by the Committee in undertaking its role.

### 10.2 Assistance by the Company Secretary and Management

- (a) The Company Secretary and the executives and managers of Lifeline Australia (**Management**) must provide assistance as required by the Committee in undertaking its role.
- (b) The Company Secretary will support the Committee, the CEO, and Management in the preparation of papers; and maintain the minutes and other records of the Committee.

### 10.3 Confidentiality

- (a) All Committee papers are to be regarded as confidential documents. Disclosure of documents or their contents to external parties must not occur without approval of the Committee Chair.
- (b) Committee Members are expected to be mindful of privacy and confidentiality considerations in the exercise of their work.

## 11 Version History

Version	Date	Approved by	Owner	Change Description	Next review date
1.0	May 2021	LLA Board	Company Secretary	Initial document	May 2024

2.0	Mar 2025	LLA Board	General Counsel & Company Secretary	Reviewed and updated following external Board Effective Review	Mar 2028
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