



# Lifeline Australia Group Board Charter

## 8.0

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## Related Documents

| Document                | Name                                   |
|-------------------------|--|
| Policy                  | Lifeline Australia Constitution        |
|                         | Terms of Reference of Board Committees |
| Procedures, Manuals etc |  |

## Document history

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# 1. Defining Governance Roles

## 1.1 Governance Philosophy and Approach

The Board will govern Lifeline with an emphasis on:

1. A future focus rather than a preoccupation with the present or past;
2. Strategic issues rather than administrative detail;
3. Pro-activity rather than reactivity;
4. Encouraging a diversity of opinions and views;
5. The development and expression of a collective responsibility for all aspects of the Board's performance;
6. Continuing improvement in Board and individual Board member effectiveness; and
7. The interests of Lifeline as a whole.

If something is not understood, directors are duty bound to question it until it is understood.

## 1.2 Role of the Board

On behalf of the stakeholders, especially the Members and clients, the Board is responsible for the stewardship and future well-being of the Lifeline Australia Group, a company limited by guarantee.

The Board's job on behalf of its Members is to ensure Lifeline achieves its Mission and strategic goals and objectives and, in doing so, meets all the legal and moral responsibilities and requirements accompanying 'best practice' corporate governance.

The Board bears ultimate responsibility for the Lifeline Australia Group achieving the purposes for which it exists. In providing leadership and strategic governance, the Board must:

1. Establish the organisation's mission, values, goals and objectives;
2. Identify and monitor the management of corporate risks;
3. Establish, monitor and review the strategic direction for the Lifeline Australia Group including review and approval of the strategic plans, annual budgets, financial objectives, significant capital allocations and expenditures and major initiatives;
4. Monitor Lifeline Australia Group's performance against policies and other criteria that have been set by the Board;
5. Ensure there are adequate resources to realise Lifeline Australia Group's mission, values, goals and objectives and that these are managed effectively through reliable financial systems;
6. Ensure the maintenance of Lifeline Australia Group's status as a not-for-profit entity and registered charity with deductible gift recipient endorsement;
7. Recruit and support the Chief Executive Officer (CEO), and constructively monitor and assess his or her performance;

8. Determine the terms of employment and remuneration of the CEO and Senior Management Team;
9. Ensure that there are processes in place to identify, manage and monitor risks;
10. Ensure the Lifeline Australia Group's compliance with applicable laws and regulations, including ensuring its ability to meet its debts as they fall due;
11. Ensure there are mechanisms for consultation with key stakeholders, and continuing accountability to them; and
12. Ensure it is itself comprised of persons who have the skills and qualities to effectively realise Lifeline Australia Group's mission, values, goals and objectives.

The Board will perform such other functions as are prescribed by law or assigned to the Board under Lifeline's governing documents.

Board members should be future oriented, demonstrating vision and foresight. They are expected to think conceptually, taking a 'helicopter' or 'big picture' perspective. They should be able to synthesise and simplify complex information and ideas. Their focus should be on strategic goals and policy implications rather than operational detail. They need to understand and focus on issues that are central to the success of Lifeline.

### **1.3 Role of Individual Directors**

When serving as Board members, members' first duty and loyalty must be to Lifeline Australia rather than any constituency or nominating or appointing body.

Board members will be appointed to the Board in accordance with Lifeline Australia's Constitution.

### **1.4 Role of the Chair**

The Chair

1. Presides over general meetings of Members and Board meetings and ensure the effective conduct of these meetings;
2. In conjunction with the Chair of the Governance Committee, appoints the Chair of each of the Committees and co-opted Committee members;
3. Provides the CEO with regular opportunities to discuss ideas, check directions and act as a supportive sounding board for the CEO;
4. Manages the performance of the CEO;
5. Ensures that decisions taken by the Board take into account:
  - a. Any resolutions of the Members from General Meetings
  - b. Advice from the Lifeline Australia Management (including that arising from the consultation it undertakes with Lifeline Centres)
  - c. Management of risk to Members
  - d. The duties directors of Lifeline Australia have to responsibly work for the interests of the national body and its Members.
6. Ensures appropriate governance of 'In Camera' Board meetings is adhered to;

7. Contributes to advocacy activities such as in the areas of government relations, Member engagement and fundraising, and act as a spokesperson for Lifeline Australia in the media and at significant events; and
8. Ensures consultation with key stakeholders, and accountability to them is met.

The Board of directors are responsible for annually electing the Chair, as provided for in the Lifeline Australia Constitution.

## 1.5 Board Composition

Within the constraints created by the Board ballot process and taking into account the needs of the organisation, the Board is committed to ensuring an appropriate balance of independent and non-independent directors on the Board. To this end, wherever possible, the Board will ensure that:

1. The Board considers director independence when making Board appointments;
2. The Chair of the Board is an independent director;
3. The Chair of the Audit & Risk Committee is an independent director, who is not Chair of the Board; and
4. The Chair of the Governance Committee and Chairs of all other Board Committees are independent directors, respectively.

A formal process is to be used for determining the independent status of a director based on consideration of whether the director or potential director:

1. Is a director, officer, employee or volunteer of, or otherwise associated directly with, a Member of Lifeline Australia;
2. Is employed, or has previously been employed in an executive capacity by Lifeline Australia or a Member, and there has not been a period of at least three (3) years between ceasing such employment and serving on the Board;
3. Has within the past three (3) years been a material professional adviser or a material consultant to Lifeline Australia, or an employee materially associated with the service provided;
4. Is a material supplier of Lifeline Australia or Member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
5. Has a material contractual relationship with Lifeline Australia or Member other than as a director.
6. The above process sets out key elements for consideration in relation to assessing independence, however the Board (with assistance from the Governance Committee) has final determination on independence related issues with regard to the factors outlined above.

## 1.6 Board Conduct

Directors and Committee Members must perform their roles and responsibilities with honesty, integrity and respect. Recognising the different nature of their duties they must:

1. Act in good faith (in the interests of Lifeline);

2. Exercise their powers for a proper purpose;
3. Not fetter their own future discretion;
4. Avoid conflicts of interests or duties;
5. Act honestly;
6. Act with reasonable care, skill and diligence;
7. Not make improper use of either their position on the Board or information gained from that role;
8. Not take unauthorised remuneration or other benefits; and
9. Not exceed or abuse their powers.

### **1.7 Role of the Company Secretary**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and all governance matters. The Company Secretary is accountable to the CEO for all other matters.

The role of the Company Secretary is to:

1. advise the Board and its Committees on governance matters;
2. monitor that Board and Committee policies and procedures are followed;
3. coordinate the timely completion and despatch of Board and Committee papers;
4. ensure that the business at Board and Committee meetings is accurately captured in the minutes; and
5. help to organise and facilitate the induction and professional development of directors.

Directors are free to communicate directly with the Company Secretary and vice versa.

### **1.8 Role of the CEO**

Through the Board's delegation of authority to the CEO, is responsible for the day to day management of the business and operations of Lifeline Australia Group.

1. The Board has delegated authority to the CEO for the business and affairs of the Lifeline Australia Group. That delegation is subject to and limited by, the terms of this Charter including matters reserved for decision by the Board in accordance with the Lifeline Australia Group Delegations Policy and any specific limitations on authority imposed by the Board from time to time.
2. The responsibilities of the CEO and other Executive Key Management Personnel should be stated in an agreed job description.
3. The CEO is responsible for making recommendations and reporting to the Board regarding the development of strategies for and the management and performance of the business and operations of the Lifeline Australia Group.
4. The CEO is responsible for managing the Lifeline Australia Group in accordance with the strategy, business plans and policies approved by the Board.

## **2. Key Board Functions**

### **2.1 The Board and Strategy**

The Board will:

1. Provide input that assists in identifying and understanding emerging trends and issues likely to affect the wellbeing of Lifeline, Member Centres, stakeholders and clients.
2. Review Lifeline's situation and agree the broad framework within which the strategic and business plans will be prepared each year.
3. Establish, monitor and review the strategic direction for the organisation.
4. Ensure the development of medium-term and annual business plans.
5. Review and approve Lifeline's financial objectives, plans and actions, including significant capital allocations and expenditures.

### **2.2 The Board and the CEO**

The Board will:

1. Select, monitor and in necessary, replace the CEO.
2. Maintain an up to date framework for defining the Board's expectations of the CEO's performance including the setting of a clear, annual performance agreement.
3. Provide regular, honest and rigorous performance feedback to the CEO on the achievement of such expectations.
4. Ensure there are positive conditions for the motivation of the CEO and ensure that there is adequate training systems and support mechanisms to support her/him in their role.

### **2.3 Board Chair and CEO Relationship**

The Board Chair shall provide the CEO with regular opportunities to discuss ideas, check directions and act as a supportive sounding Board for the CEO.

A professional working relationship between the Board Chair and CEO is essential. It is incumbent on both the Board Chair and CEO to raise with each other in a professional and constructive manner any concerns they have about their relationship. Where a CEO feels he/she is unable to do so, they should refer the matter to the Chair of the Governance Committee.

### **2.4 Delegation to the CEO**

The Board delegates to the CEO responsibility for implementation of its strategic direction/strategic plan while complying with the CEO delegation policies.

1. The directors may delegate their powers, as they consider appropriate. Ultimate responsibility for strategy and control and oversight of sound and prudent management of the Company rests with the directors.
2. The CEO is responsible for the development of strategic objectives for the business and the achievement of the planned results for the Lifeline Australia Group.



3. Management of the Lifeline Australia Group's day to day operations is delegated to the CEO, subject to those matters specifically reserved to the Board pursuant to clause 1.2 of this Charter and specified delegations of authority approved by the Board.
4. Any matters or transactions outside the delegations of authority must be referred to the Lifeline Australia Group Board for approval.
5. Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.
6. Always with the proviso that the CEO's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, he/she is authorised to establish all operational policies, make all operational decisions and design and implement and management all operational practices and activities.
7. Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to the organisation, the CEO may defer instructions or requests from individual Board members or from unofficial groups of Board members if, in his/her opinion, such requests or instructions are:
  - a. Inconsistent with the Board's policies;
  - b. Are deemed to make unjustifiable intrusions into the CEO's or other staff members time; or
  - c. Are an unjustifiable cost to the organisation.

The CEO must notify the Chair in the event clause 7 is enacted.

## **2.5 CEO Performance Assessment**

The CEO's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with CEO Delegation policies. The Board will provide regular performance feedback to the CEO.

1. The Board's assessment of the CEO's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
2. The standard applied to all facets of the performance assessment shall be that the CEO has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.

### ***Review process***

1. Following the first Board meeting after the AGM and prior to the next scheduled Board meeting the Chair and member of the Governance Committee and such other appointed person pursuant to the terms of reference, meet with the CEO for the purposes of setting agreed KPI's for the ensuing period.
  - a. Those agreed KPI's are then provided to the Board for approval at the next Board meeting.
  - b. Within six months after the AGM the Chair and such other persons as

referred to above, meet again with the CEO to discuss and agree progress in respect of the KPI's.

- c. A report jointly from the CEO and the persons conducting the review is then provided to the Board for comment.
  - d. The process (of review and reporting) to the Board, is repeated prior to the next AGM.
2. The timing of this process be amended from time to time at the discretion of the Board to meet the needs of the time of CEO appointment and any strategic review, or other major change to the business of Lifeline.

## **2.6 Monitoring, Risk Management and Compliance**

With the support of its Board Committees, the Board monitors the performance of the business. If something is not understood they are duty bound to question it until it is understood. The Board also reviews, challenges and provides oversight of the Company's risk management framework and internal compliance and control systems. The Board reviews Management's implementation of those frameworks and systems in accordance with regulatory requirements. This includes approving the Group's risk appetite statement and risk management strategy and reviewing, and where necessary approving, particular risks or risk management practices beyond the authority of management.

## **2.7 Policy Framework**

The Board is committed to governing through policies, enabling it to speak with one voice on critical issues and core values. The Board will carry out its governance responsibilities based on the following four groups of policies:

1. Strategic direction policies; describing the strategic outcomes the Board wants to be achieved. These policies will include the organisation's Purpose or Mission statement, a Statement of Core Values, a set of Key Result Area statements (KRAs) defining the benefit provided, beneficiaries and the cost or worth of the benefit and Key Performance Indicators (KPIs) defining the next level of outcomes detail. These are located in the Business Plan.
2. Board Processes policies; describing the way the Board carries out its governing role.
3. Board-CEO Interrelationship policies; defining the Board's relationship with, and the nature of its delegation to the CEO.
4. CEO Delegation policies; making clear constraints or limits on the choice of operational means available to the CEO for the achievement of organisational outcomes or results.

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority and act in accordance with the Board Ethical Guidelines which can be found on the Lifeline Australia website ([www.lifeline.org.au](http://www.lifeline.org.au)).

## **2.8 Stakeholder Relations**

The Board is committed to an open, effective and transparent policy in respect of its relationship with Lifeline Australia's Members and Stakeholders.

The Board will:

1. Serve the legitimate collective interests of the present Members and stakeholders of Lifeline and account to them fully.
2. Remain up to date in terms of Members and stakeholders' concerns, needs and aspirations.
3. Ensure the timely release of corporate information to provide Members and relevant stakeholders with an overview of the Company's performance and operations.
4. Identify Lifeline's other internal and external stakeholders determining how Lifeline should relate to them and report to them on the performance of the organisation.

The Board places a high emphasis on high quality ethical relationships with its members and stakeholders.

### **3. Improving Board Processes**

#### **3.1 Board Meetings**

The Chair leads the Board in its performance of its roles and responsibilities, guides the directors and the CEO, and represents the Board to stakeholders.

The Chair in conjunction with the CEO will establish the agenda for each Board meeting and will work with the CEO to prepare for meetings of the Board.

The Board will ensure that reports and proposals for the Board are timely and contain the information and content required for the Board to perform its duties.

Board members are expected to attend all Board and Committee Meetings. Members must notify the Board Chair or Committee Chair prior to the meeting if they are unable to attend a meeting.

Board members must seek the Board's approval for a leave of absence. Board Members must understand that failure to attend all meetings of the Board for a period of six (6) months without the prior consent of the Board automatically creates a vacancy on the Board under Clause 21 of the Constitution.

All Board Committee meetings are to be scheduled no less than three (3) weeks prior to each Board meeting.

Minutes of Board and Committee meetings must be approved within one month of meetings and be kept at Lifeline Australia's principle place of business.

#### **3.2 'In Camera' Meetings**

Decisions made during in camera meetings and, where appropriate, the factors considered in determining to hold the Meeting in camera should be recorded in separate set of minutes. In the absence of the Company Secretary from such a meeting, the Chair of the meeting is responsible for ensuring that decisions, important factors and action items arising are minuted appropriately. It is in the best interest of the directors to maintain an appropriate record of the meeting should this information become necessary at a later date.

Minutes of an in-camera Meeting should be circulated to those who participated in the Meeting and following their approval of the same the minutes should be kept

confidential. In the interest of good corporate governance practice, the Company Secretary should maintain a separate list of in camera minutes.

At the start of each in camera meeting, the Chair of the meeting must appoint a director to be responsible for recording the minutes of the meeting. Subsequently, the Chair must ensure that minutes are provided to the Company Secretary for inclusion in the minute books as is required under the Act.

### **3.3 Board Meeting Agenda**

1. Agendas are to be prepared in consultation with the Committee Chairs, CEO.
2. Agendas of Committee meetings are to be approved by the Committee Chair prior to circulation
3. The minutes of Committee meetings are to be approved by Committee Chair within two (2) weeks post meeting.
4. Agendas for Board meetings are to be agreed with the Board Chair (with input from CEO) two weeks prior to the Board meeting.
5. Draft Board minutes are to be distributed to the Chair no later than one (1) week after the Board meeting, and to the Board within two (2) weeks of the meeting.
6. Inclusion of additional items outside of these timeframes may only occur with the permission of the Board Chair or Committee Chairs.

### **3.4 Board Papers**

All Board papers are to be distributed no later than one week prior to the Board meeting.

### **3.5 Board Calendar**

To meet standards of good governance, the Board will follow a one-year agenda that

1. regularly reviews strategic achievements and relevant strategic issues
2. provides assurance that all relevant compliance requirements are addressed, and
3. improves Board performance through education and continuous focus on its governance effectiveness.

The Board will develop an annual agenda setting out a framework for its year's work. Examples of recurring and once-off agenda items include:

1. Scheduled review of the Board's stated results as indicated in the Board's strategic planning statements, e.g. via CEO reports and presentations.
2. Scheduled time for strategic planning.
3. Scheduled assessment of organisational risk.
4. Consultations with key stakeholders as appropriate.
5. Governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business.
6. Other policy compliance monitoring both in respect of the CEO delegation and

- other Board policies, e.g. regular financial and non- financial reporting.
7. Board Effectiveness review.
  8. CEO performance appraisal review meetings (setting up and reporting) and remuneration review.
  9. Preparation for or review of AGM matters.
  10. Meeting with the external auditor.
  11. Scheduled reporting by the Audit Committee or other Board Committees.
  12. Specific Board discussion relating to projects currently underway, e.g. buildings, change programmes etc.
  13. All other matters that the Board can plan for.

### 3.6 Committees

The Board will establish Committees and working parties to support it in its own work.

1. Committees and working parties shall have Terms of Reference or Role Definition clearly defining their role, life span, procedures and functions, and the boundaries of their authority, reviewed every three years to coincide with the external Board Effectiveness Review.
2. A decision of a Committee or working party exercising delegated authority is a decision of the Board and should be treated by the CEO accordingly. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
3. Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.
4. Unless explicitly empowered by the full Board, committees or working parties cannot make binding Board decisions or speak for the Board. For the most part the function of Committees and working parties, in fulfilling their role, is to make recommendations to the Board.
  - a. Committees and working parties will not mirror operational divisions, departments or staff functions.

The Terms of Reference for each individual Committee can be found on Lifeline's website ([www.lifeline.org.au](http://www.lifeline.org.au)).

The general principles concerning Board Committees are that:

1. The Chair in conjunction with the Governance Committee appoints the Chair of each of the Committees.
2. The Chair of the Committee shall determine the frequency and method of Committee meetings.
3. The Chair of the Committee shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members.
4. The Chair of the Committee shall be responsible for the effective conduct of Committee meetings.

5. The Chair, in consultation with the Board as required shall appoint a maximum of four Board members to each Committee, based on individual skills, insights and expertise.
6. The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist it in its work. The Chair in conjunction with the Governance Committee Chair shall grant approval for the appointment of co-opted members.
7. A quorum for Committee meetings shall be one half of membership.
8. The Minutes from the previous Committee meeting form the report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval.
9. The Committee must report both majority and minority (or dissenting) views relating to its advice or recommendations.
10. The Lifeline Australia Board must approve any changes to Committee Terms of Reference.
11. All Committee papers, including agendas, minutes, reports, discussion documents and data reports are to be considered as working papers of the Board and should not normally be tabled at Board Meetings, but should be available for any Board Member to review upon request.
12. All Committee papers are to be regarded as confidential documents.
13. Disclosure of documents or their contents to external parties must not occur without Committee Chair approval.
14. Committee members are expected to be mindful of commercial in confidence, privacy and confidentiality considerations in the exercise of their work.
15. Committee members are to declare any actual or perceived conflicts of interest they may have with any matter before the Committee and all conflicts of interest will be addressed in accordance with 4.1 of this Charter.
16. The Committee should not make any determinations regarding its policy advice and recommendations to the Board without consultation with the CEO.
17. The CEO is to arrange for information, reports, advice and comment as required by the Committee in undertaking its role.

## **4. Board Effectiveness**

### **4.1 Conflicts of Interest**

The Board places great importance on making clear any existing or potential conflicts of interest for Board members. Conflicts of interest may occur:

1. When a Board member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to Lifeline even where those dealings are of benefit to Lifeline.
2. When a Board member offers a professional service to Lifeline for remuneration.

3. When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
4. Where a competing duty is also owed to a third person or organisation.

Any business or personal matter which could lead directly or indirectly to a conflict of interest of a material nature involving a Board member and his role and relationship with Lifeline, must be promptly and fully disclosed and declared at a Board meeting and registered in the Register of Interest.

All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the records. Requirements around conflicts of interest are as follows:

1. All conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified.
2. The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
3. Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the organisation, the Board member concerned shall not vote on any resolution relating to that conflict or issue.
4. The Board member shall remain in the Board room during any related discussion only with Board approval.
5. The Board will determine what records and other documentation relating to the matter will be available to the Board member.
6. All such occurrences will be minuted.
7. Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board.

## **4.2 Board Evaluation**

The Board will assess its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Board members. To achieve this, an independent external review is to be undertaken on a triennial basis, with an internally coordinated approach to be undertaken in every other year.

## **4.3 Director Remuneration**

Lifeline Australia director roles do not have any compensation attached to them. All reasonable expenses incurred in the carrying out of the role are covered by Lifeline Australia.

## **4.4 Director Selection**

The Board will:

1. Ensure that there is an effective process for appointments to the Board to provide a mix of proficient Board members, each of whom is able to add value and to bring independent judgement to bear on the decision-making process. The process must include external advertising for Board appointments and

appointed directors would normally be expected to serve at least two years.

2. Assist Lifeline to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work program and performance of the Board and its members.
3. Provide a thorough orientation process for new Board members.

#### **4.5 Board Succession Planning**

The Board recognises that the skills, knowledge and experience required to effectively steer an organisation will change over time and in response to changes to Lifeline Australia Group's internal and external environment. Proactive succession planning allows the Board to match Lifeline Australia Group's current and future needs with the best qualified directors available. The aim of succession planning is 'to have the right person able to fill the vacancy at the right time'. To this end the Board:

1. Has entrusted the Governance Committee to oversee all matters concerning the Board's skills requirements, succession planning, director recruitment and Board appointments.
2. Conducts a skills audit of the current Board and reviews the Board's skills matrix against the needs of the organisation on an annual basis.
3. Maintains a Board renewal and recruitment plan (for the next 12 to 24 months) which includes monitoring each director's current length of tenure and how much longer they plan to service.
4. Maintains a documented Board recruitment process.
5. Is committed to cultivating a pool of potential candidates through the co-option of several skills/independent professionals to support Board Committees.

#### **4.6 Director Induction**

The Board will provide all new directors a thorough induction into the affairs of both the Board and Lifeline at large.

1. All prospective directors will be provided with all relevant information.
2. Prior to attendance at their first Board meeting, new directors will:
  - a. Receive the Lifeline Australia Board Induction Manual which includes Governance policies, Articles/Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other directors and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule, the annual agenda, details of all insurances held, last audited accounts and annual report and current financial statements, details of secured and unsecured borrowings, and minutes of the previous three (3) Board meetings.
  - b. Meet with the Chair for a governance familiarisation. This meeting may be held as a group session or with individuals.
  - c. Meet with the CEO for an operational familiarisation.



## **4.7 Director Development**

The Board's value-adding role requires that all directors must have access to professional development relevant to their duties as a director. The Board will make every reasonable effort to facilitate training for all directors and for the Board as a whole to maximise the value-adding contribution to the organisation. To the end;

1. The Board has agreed to commit resources to facilitate training and professional development for Board members.
2. The Company Secretary will assist to organise and facilitate the induction and professional development of directors.
3. The Governance Committee in conjunction with the Chair will review and approve Board training and development requests.

## **5. Review and Amendments to Charter**

The Board Charter and Committee Terms of Reference will be reviewed every two (2) to three (3) years or as required.