



Lifeline Australia

Board Charter

Executive Director, Governance, Legal and Risk

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1 Purpose

This Charter sets out the roles, functions, responsibilities and processes of the board of directors of Lifeline Australia (**Board**).

2 Scope

This Charter applies to the Board of Lifeline Australia ACN 081 031 263 (**Lifeline Australia**), a company limited by guarantee subject to the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**).

3 Related documents

Related resource	Context
Lifeline Australia Constitution Terms of Reference of Board Committees	Governance
Delegations of Authority Conflict of interest Policy (to be developed) LLA/LLD Governance Matrix Code of Conduct	Policies, Procedures, Manuals etc.

4 Roles and Responsibilities of the Board

- 4.1 The Board derives its authority from, and is accountable to, the members of Lifeline Australia (**Members**) for achieving the objectives as set out in Lifeline Australia's constitution (**Constitution**) and the Board Charter should be read in conjunction with the Constitution. In the event of any inconsistency between this Charter and the Constitution, the Constitution will prevail.
- 4.2 The Board is responsible for the stewardship and future well-being of Lifeline Australia on behalf of its stakeholders, especially the Members and help seekers.
- 4.3 The Board is responsible for the overall corporate governance and operation of Lifeline Australia and bears ultimate responsibility for the Lifeline Australia network achieving the purposes for which it exists.

5 Functions of the Board

- 5.1 The Board is ultimately accountable for the governance of Lifeline Australia, including the quality and safety of its digital mental health services. The Board ensures that effective clinical and technical governance systems are established, monitored and continually improved to support safe, effective, person-centred, culturally responsive

and evidence-based care. To demonstrate their accountability for quality and safety, the Board will:

- a) set the strategic direction and risk appetite for clinical quality and safety;
- b) provide leadership to develop a culture of safety and quality improvement, and satisfies itself that this culture exists within Lifeline;
- c) promote meaningful partnership with consumers and people with lived experience in governance, service design, evaluation and continuous improvement;
- d) foster a strong culture of quality and safety, continuous learning, transparency and improvement, ensuring that key risks, incidents, consumer feedback, audits and evaluation findings inform service redesign and organisational learning;
- e) cultivate a shared commitment and collective responsibility for quality and safety across the Members; and
- f) empower management to implement and maintain effective quality, safety and clinical and technical governance systems across Lifeline Australia and the Members and receive regular assurance over those systems.

5.2 In providing governance leadership, the Board must:

- a) establish, monitor and regularly review Lifeline Australia's mission, values, goals and objectives including strategic plans;
- b) monitor Lifeline Australia's finances including to review, approve and monitor annual budgets, financial objectives, significant capital allocations, expenditures and major initiatives and ensure Lifeline Australia's ability to meet its debts as they fall due and payable;
- c) ensure that Lifeline Australia has in place an appropriate and effective risk management framework to identify, manage and monitor risks (for both financial and non-financial risks) including adequate insurance coverage and set the risk appetite within which the Board expects management to operate;
- d) ensure the maintenance of Lifeline Australia's status as a not-for-profit entity and registered charity with deductible gift recipient endorsement;
- e) recruit and support the Chief Executive Officer (**CEO**), and constructively monitor and assess his or her performance;
- f) determine the terms of employment and remuneration of the CEO and oversight of terms of employment and remuneration of Executive Leadership Team (**ELT**) (noting that ELT terms of employment and remuneration are delegated to the CEO);
- g) establish delegation policies with clear constraints or limits to enable effective decision making by ELT;
- h) oversee Lifeline Australia's approach to sustainability and its environmental, social and governance activities;
- i) ensure that Lifeline Australia maintains effective workplace health and safety practices, an equitable and inclusive workplace culture and that there are robust anti-discrimination, harassment and bullying policies in place;
- j) oversee Lifeline Australia's cybersecurity arrangements, including data governance and privacy requirements;
- k) oversee Lifeline Australia's clinical governance accountabilities and alignment with the expectations of grant funders including, but not limited to, accreditation to the

National Safety and Quality Digital Mental Health Standards and compliance with the National Principles for Child Safe Organisations;

- l) ensure Lifeline Australia's compliance with applicable laws and regulations;
 - m) ensure there are mechanisms for consultation with key stakeholders including Members, and continuing accountability to them, noting that the Board is committed to an open, effective and transparent relationship with Members;
 - n) oversee the operations of its wholly owned subsidiary, Lifeline Direct Limited (LLD) in accordance with the Constitution and the governance matrix (as varied from time to time) which has been established to record how governance is to operate between Lifeline Australia and LLD; and
 - o) ensure the Board is comprised of persons who have the skills and qualities to effectively realise Lifeline Australia's mission, values, goals and objectives.
- 5.3 The Board will perform such other functions as are prescribed by law or assigned to the Board under Lifeline Australia's governing documents.
- 5.4 The Board may delegate various matters to a committee of the Board specifically constituted for the relevant purpose and will set out the role and responsibilities of that committee in the committee's terms of reference.

6 Board Committees

- 6.1 The Board has established the following Committees:
- a) Audit and Risk Committee (renamed Finance, Risk and Audit Committee in March 2026);
 - b) Service Committee; and
 - c) Governance and People Committee.
- 6.2 The Board may, from time to time, establish other committees and working parties to support it in its own work.
- 6.3 Committees and working parties shall have Terms of Reference which clearly defining their role, life span, procedures and functions, and the boundaries of their authority which are to be reviewed every three years.
- 6.4 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.
- 6.5 The general principles for Board Committee Terms of Reference are specified in Annexure 1.
- 6.6 The Terms of Reference for each Board Committee can be found on Lifeline Australia's website (www.lifeline.org.au).

7 Role of the Chair

- 7.1 The Board is responsible for electing the Chair in accordance with the Constitution.
- 7.2 The Chair has the following functions:

- a) provide leadership to the Board by guiding directors, ensuring a high level of morale and commitment;
- b) chair Board meetings and general meetings of Members (General Meetings) and ensure the effective conduct of these meetings;
- c) facilitate a professional environment and open communication between the Board, its committees and management to support an effective decision-making process;
- d) ensure that the strategic direction of Lifeline Australia is maintained as the focus of Board discussions;
- e) in conjunction with the Chair of the Governance and People Committee, appoint the Chair of each of the Board Committees and co-opted Committee members;
- f) provide the CEO with regular opportunities to discuss ideas, check directions and act as a supportive sounding board for the CEO;
- g) manage the performance of the CEO;
- h) ensure that decisions taken by the Board take into account:
 - i. advice from Lifeline Australia management (including advice arising from the consultation it undertakes with Lifeline Centres)
 - ii. Lifeline Australia's duties to responsibly work in the interests of the national body and its Members and to manage risk to Members;
- i) ensure appropriate governance of Board meetings including 'In Camera' sessions is adhered to and manage conflicts of interest that arise;
- j) work with the CEO and Company Secretary to set board agendas; and
- k) contribute 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.

8 Board Composition

- 8.1 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:
 - a) the Board considers director independence when making Board appointments;
 - b) the Chair of the Board is an independent director;
 - c) the Chair of the Audit & Risk Committee is an independent director, who is not Chair of the Board; and
 - d) the Chairs of the Governance and People Committee, Service Committee and all other Board Committees are independent directors.
- 8.2 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:
 - a) is a director, officer, employee or volunteer of, or otherwise associated directly with, a Member of Lifeline Australia;

- b) 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;
 - c) 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;
 - d) is a material supplier to Lifeline Australia or Member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer; or
 - e) has a material contractual relationship with Lifeline Australia or Member other than as a director.
- 8.3 The above process sets out key elements for consideration in relation to assessing independence, however the Board (with assistance from the Governance and People Committee) has final determination on independence related issues with regard to the factors outlined above.
- 8.4 The Board is committed to appointing directors with appropriate skills and experience to assist with its decision making and which include a mix of diversity having regard but not limited to gender, culture, ethnicity, age, race, sexual orientation, physical ability and geographic location persons.
- 8.5 The Board may from time to time appoint one or more individuals as Board observers by Board resolution. Board observers may attend Board meetings as an observer (and to contribute expertise and opinions) but will not have any voting rights.

9 Board and Committee Member Conduct

- 9.1 Board and Committee members must perform their roles and responsibilities in the best interests of Lifeline Australia with honesty, integrity and respect and they must:
- a) act in accordance with the duties set out in the Corporations Act including they must:
 - i. act in good faith, in the best interests of Lifeline Australia and for a proper purpose;
 - ii. ensure the company does not trade while insolvent;
 - iii. not fetter their own future discretion;
 - iv. avoid conflicts of interests or duties;
 - v. act with reasonable care, skill and diligence;
 - vi. not make improper use of either their position on the Board or information gained from that role;
 - vii. not take unauthorised remuneration or other benefits; and
 - viii. not exceed or abuse their powers;
 - b) ensure that the company adopts the highest standards of behaviour and accountability and complies with all of its contractual, statutory and other legal and regulatory obligations, and
 - c) comply with other regulator requirements including Australian Security and Investment Commission (**ASIC**), Australian Charities and Not for Profits Commission (**ACNC**) and Registered Training Organisation (**RTO**) requirements.

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

10 Role of the Company Secretary

- 10.1 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 corporate governance matters.

The role of the Company Secretary is to:

- a) advise the Board and its Committees on governance matters;
 - b) monitor compliance with Board and Committee policies and procedures;
 - c) coordinate the timely completion and despatch of Board and Committee papers;
 - d) ensure that the business at Board and Committee meetings is accurately captured in the minutes;
 - e) help to organise and facilitate the induction and professional development of directors; and
 - f) assist the Board with compliance with regulator requirements including ASIC, ACNC and RTO requirements.
- 10.2 Directors are free to communicate directly with the Company Secretary and vice versa.

11 Role of the CEO

- 11.1 The Board has delegated authority and power to the CEO for the day-to day management of the business affairs and operations of Lifeline Australia. 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 Delegations Policy and any specific limitations on authority imposed by the Board from time to time.
- 11.2 Any matters or transactions outside the delegations of authority must be referred to the Lifeline Australia Board for consideration and, if appropriate, for approval.
- 11.3 The CEO may delegate aspects of his or her authority and power but remains accountable to the Board for Lifeline Australia's performance and must report regularly to the Board.
- 11.4 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 Lifeline Australia.
- 11.5 The CEO is responsible for managing Lifeline Australia in accordance with the strategy, business plans and policies approved by the Board.
- 11.6 The CEO's performance will be regularly assessed by the Board and feedback will be provided to the CEO.
- 11.7 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.

- 11.8 At the first Board meeting following the end of each financial year, the Chair and a member of the Governance and People Committee, and or any other appointed person pursuant to the terms of reference of the Governance and People Committee, will meet with the CEO for the purposes of setting agreed KPI's or other performance indicators for the following year.
- 11.9 The timing of the CEO assessment process may be amended from time to time at the discretion of the Board to meet the needs at the time of CEO appointment and any strategic review, or other major change to the business of Lifeline Australia.

12 Conflicts of Interest

- 12.1 Directors must keep the Board advised about any existing or potential interests that may conflict with the interests of Lifeline Australia and must appropriately manage such conflicts of interest.
- 12.2 Examples of where conflicts of interest may arise include:
- a) 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 Australia even where those dealings are of benefit to Lifeline Australia;
 - b) when a Board member offers a professional service to Lifeline Australia for remuneration;
 - c) when a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage; and
 - d) where a competing duty is also owed to a third person or organisation.
- 12.3 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 their role and relationship with Lifeline Australia, must be promptly and fully disclosed and declared at a Board meeting and registered in the register of interest (Register).
- 12.4 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:
- a) all conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified;
 - b) the Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly;
 - c) 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;
 - d) the Board member shall remain in the Board room during any related discussion only with Board approval;
 - e) the Board will determine what records and other documentation relating to the matter will be available to the Board member;
 - f) all such occurrences will be minuted; and

- g) 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.

13 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 review to be undertaken in every other year.

14 Director Remuneration

The circumstances in where remuneration may be payable to a director of Lifeline Australia is set out in the Constitution. All reasonable expenses incurred in the carrying out of the role are paid by Lifeline Australia.

15 Board Succession Planning

- 15.1 The Board will ensure that there is an effective process for appointments to the Board, in accordance with the Board composition requirements set out in the Constitution, 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.
- 15.2 The director recruitment process may include external advertising and appointed directors would normally be expected to serve at least two years.
- 15.3 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's internal and external environment. Proactive succession planning allows the Board to match Lifeline Australia'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:
- a) has entrusted the Governance and People Committee to oversee all matters concerning the Board's skills requirements, succession planning, director recruitment and Board appointments;
 - b) 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;
 - c) monitors each director's current length of tenure and how much longer they plan to serve with a view to Board recruitment requirements; and
 - d) may elect to cultivate a pool of potential candidates through the co-option of several skills/independent professionals to support Board Committees.

16 Director Induction

- 16.1 The Board will provide all new directors with a thorough induction into the affairs of both the Board and Lifeline Australia.

- 16.2 Prior to attendance at their first Board meeting, the Company Secretary will ensure that new directors:
- a) receive the Lifeline Australia Board Induction Manual which includes Governance policies, 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 Board Chair for a governance familiarisation. This meeting may be held as a group session with other directors or with individuals;
 - c) meet with the CEO and key senior management for an operational familiarisation; and
 - d) are provided any other relevant information.

17 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 this end;

- a) the Board has agreed to commit resources to facilitate training and professional development for Board members;
- b) the Company Secretary will assist to organise and facilitate the induction and professional development of directors; and
- c) the Governance and People Committee in conjunction with the Chair will review and approve Board training and development requests.

18 Review and Amendments to Charter

The Board Charter will be reviewed at least once every two years by the Company Secretary and any recommendations for amendments will be made to the Board for approval.

19 Document history

Version	Author	Date	Change Description
1.3	Lifeline Australia	September 2007	
2.0	Lifeline Australia	October 2011	Substantially revised in accordance with Board's direction from its 16-17 July 2010 meeting (re: Board professional development) and 9 September 2011 meeting (governance reform).

Version	Author	Date	Change Description
3.0	Lifeline Australia	November 2012	Revised in accordance with the Board's direction from its 1 November 2012 meeting.
4.0	Lifeline Australia	May 2015	Revised in accordance with the Board's direction from its 1 May 2015 meeting and in accordance with the Governance Committee direction from its 17 April 2015 meeting.
5.0	Lifeline Australia	December 2016	Revised in accordance with the Governance Committee guidance and approval in October 2016 and Board approval on 16 December 2016.
6.0	Lifeline Australia	December 2017	Minor amendments relating to the Code of Conduct.
7.0	Lifeline Australia	February 2019	Revised in accordance with the Board's direction from its 19 October 2018 meeting in relation to director independence and 14 December 2018 meeting to include content on Board succession planning.
8.0	Company Secretary	December 2019	Full review and reformatting.
9.0	Company Secretary	December 2021	No changes
10.0	Executive Director, Governance, Legal, and Risk	Jun 2025	Substantial revision to make corrections and simplify the document in accordance with guidance from the Governance & People Committee
10.1	Executive Director, Governance, Legal, and Risk	Mar 2026	Minor revision to add clinical governance, accreditation for NSQDMHS, and compliance with the National Principles for Child Safe Organisations to the list of functions.
10.2	Risk & Assurance Manager	Aug 2026	Revisions to state ultimate accountability for quality and safety of the services is with the Board

Annexure 1 - General principles for Board Committee Terms of Reference

1. The Chair in conjunction with the Governance and People 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 and People 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 Lifeline Australia Board must approve any changes to Committee Terms of Reference.
10. 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.
11. All Committee papers are to be regarded as confidential documents.
12. Disclosure of documents or their contents to external parties must not occur without Committee Chair approval.
13. Committee members are expected to be mindful of commercial in confidence, privacy and confidentiality considerations in the exercise of their work.
14. 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 section 11 of this Charter.
15. Committees should not make any determinations regarding its policy advice and recommendations to the Board without consultation with the CEO.
16. The CEO is to arrange for information, reports, advice and comment as required by the Committee in undertaking its role.

Annexure 2 - Board Processes

1. Board and Committee Meetings

- a) All reports and proposals for the Board and Committees should be provided by the CEO and Management in a timely manner and contain the information and content required for the Board to perform its duties.
- b) Board members are expected to attend all Board and Committee Meetings. Board members must notify the Board Chair or Committee Chair prior to the meeting if they are unable to attend a meeting.
- c) Board members must seek the Board's approval for a leave of absence. If a director is absent for all Board meetings for a period of six (6) months without the prior consent of the Board a vacancy will be created under Clause 22(g) of the Constitution.
- d) Where possible, all Board Committee meetings are to be scheduled no less than three (3) weeks prior to each Board meeting.
- e) The Company Secretary will endeavour to distribute draft Board and Committee minutes to the relevant chair no later than one (1) week after the Board or Committee meeting and, after the review of the relevant chair, to the Board directors or Committee members within one calendar month of the meeting.
- f) Minutes must be approved at the next meeting, signed by the relevant chair and be kept at Lifeline Australia's principal place of business.
- g) A quorum for meetings of the Board is six directors or as otherwise specified in the Constitution.
- h) The Chair is entitled to one vote and in the event of an equality of votes the Chair may exercise a second or casting vote.

2. 'In Camera' Meetings

- a) The Board may hold an 'in camera' session at any time it considers it necessary or appropriate to do so. An in camera session may be called by the Chair or may be a standing Board agenda item for use where necessary or appropriate.
- b) The relevant Board or committee chair should determine whether 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, the Chair of the meeting is responsible for ensuring that decisions, important factors and action items arising are minuted appropriately. 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 required under legislation.
- c) It is in the best interest of the directors to maintain an appropriate record of the meeting should this information be required at a later date.
- d) 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.

3. Board Meeting Agenda

- a) Agendas are to be prepared by the Company Secretary in consultation with the Board or Committee Chair and with input from the CEO (unless otherwise agreed) two weeks prior to the relevant meeting.
- b) Agendas for Board and Committee meetings are to be approved by the relevant Chair prior to circulation.
- c) Inclusion of additional agenda items outside of these timeframes may only occur with the permission of the Board or Committee Chair.

4. Board Papers

All Board papers are to be distributed no later than one week prior to the Board meeting (unless otherwise agree with the Board or Committee Chair).

5. Board Calendar

- 1. To meet standards of good governance, the Board will follow a one-year agenda that:
 - i. regularly reviews strategic achievements and relevant strategic issues;
 - ii. provides assurance that all relevant compliance requirements are addressed; and
 - iii. improves Board performance through education and continuous focus on its governance effectiveness.
- 2. The Board will develop an annual work plan setting out a framework for its year's work. Examples of recurring and one-off agenda items include:
 - i. scheduled review of the Board's stated results as indicated in the Board's strategic planning statements, e.g. via CEO reports and presentations;
 - ii. scheduled time for strategic planning;
 - iii. scheduled assessment of organisational risk;
 - iv. consultations with key stakeholders as appropriate;
 - v. governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business;
 - vi. other policy compliance monitoring both in respect of the CEO delegation and other Board policies, e.g. regular financial and non- financial reporting;
 - vii. Board Effectiveness review;
 - viii. CEO performance appraisal review meetings (setting up and reporting) and remuneration review;
 - ix. preparation for or review of AGM matters;
 - x. meeting with the external auditor;
 - xi. scheduled reporting by the Board Committees;
 - xii. specific Board discussion relating to major projects currently on foot; and
 - xiii. any other matters that the Board can plan for.