



Lifeline Australia Board Charter

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1. The Board

1.1 Board Responsibilities

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

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

- establish the organisation's mission, values, goals and objectives;
- identify and monitor the management of corporate risks;
- establish, monitor and review the strategic direction for Lifeline Australia including review and approval of the strategic plans, annual budgets, financial objectives, significant capital allocations and expenditures and major initiatives;
- monitor Lifeline Australia's performance against policies and other criteria that have been set by the Board;
- ensure there are adequate resources to realise Lifeline Australia's mission, values, goals and objectives and that these are managed effectively through reliable financial systems;
- ensure the maintenance of Lifeline Australia's status as a not-for-profit entity and registered charity with deductible gift recipient endorsement
- recruit and support the Chief Executive, and constructively monitor and assess his or her performance;
- determine the terms of employment and remuneration of the Chief Executive and Senior Management Team;
- ensure that there are processes in place to identify, manage and monitor risks;
- ensure Lifeline Australia's compliance with applicable laws and regulations, including ensuring its ability to meet its debts as they fall due;
- ensure there are mechanisms for consultation with key stakeholders, and continuing accountability to them; and
- ensure it is itself comprised of persons who have the skills and qualities to effectively realise the Lifeline Australia's mission, values, goals and objectives.

1.2 Board membership

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

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

1.3 Board Appointments

The Board will:

- a) 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 for at least two years.
- b) Assist Lifeline to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work

- programme and performance of the Board and its members.
- c) Provide a thorough orientation process for new Board members.

1.4 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'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 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) 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.
- d) Maintains a documented Board recruitment process.
- e) Is committed to cultivating a pool of potential candidates through the co-option of several skills/independent professionals to support Board Committees.

1.5 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:

- Act in good faith (in the interests of Lifeline)
- Exercise their powers for a proper purpose
- Not fetter their own future discretion
- Avoid conflicts of interests or duties
- Act honestly
- Act with reasonable care, skill and diligence
- Not make improper use of either their position on the Board or information gained from that role
- Not take unauthorised remuneration or other benefits
- Not exceed or abuse their powers

1.6 Governance philosophy and approach

The Board will govern Lifeline with an emphasis on:

- a future focus rather than a preoccupation with the present or past;
- strategic issues rather than administrative detail;
- pro-activity rather than reactivity;
- encouraging a diversity of opinions and views;
- the development and expression of a collective responsibility for all aspects of the Board's performance;
- continuing improvement in Board and individual Board member effectiveness; and
- the interests of Lifeline as a whole.

1.7 Strategic leadership

The Board will:

- Provide input that assists in identifying and understanding emerging trends and issues likely to affect the wellbeing of Lifeline, Member Centres, stakeholders and clients.
- Review Lifeline's situation and agree the broad framework within which the strategic

and business plans will be prepared each year.

- Establish, monitor and review the strategic direction for the organisation.
- Ensure the development of medium-term and annual business plans.
- Review and approve Lifeline's financial objectives, plans and actions, including significant capital allocations and expenditures.

1.8 Monitoring progress

The Board will monitor corporate performance against the strategic direction, including assessing operating results to evaluate whether the business is being properly managed.

1.9 Risk management

The Board will identify and evaluate the principal risks faced by Lifeline and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital developed with the resources of Lifeline and intrinsic to the value, or potential value, of Lifeline.

1.10 Direction of executive performance

The Board will:

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

1.11 Compliance and integrity

The Board will:

- Ensure ethical behavior and compliance with the Board's Code of Ethics and Conflict of Interests policies, State and Federal laws and regulations, audit and accounting principles and Lifeline's stated values and its governance documents.
- Ensure the integrity of Lifeline's internal control and management information systems so that its decision-making capability and the accuracy of its reporting are maintained at a high level at all times.

1.12 Monitoring and enhancing Board effectiveness

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 survey to be undertaken in every other year.

1.13 Assurance of accountability

The Board will:

- Serve the legitimate collective interests of the present Members and stakeholders of Lifeline and account to them fully.
- Remain up to date in terms of Members' stakeholders' concerns, needs and aspirations.
- Report to an Annual Meeting of the Members on the performance of all Lifeline's entities and account for the Board's stewardship of that performance.
- 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.

1.14 Record Keeping

Records should be kept in accordance with best practice, *ASX Corporate Governance Principles and Recommendations* and legislative requirements.

1.15 Dealing with governance breaches and complaints

The Board will develop and maintain a system for detecting, recording and dealing with governance breaches and complaints including those received from regulatory authorities. All governance breaches will be recorded and fully investigated to determine their cause and to reduce the chance of recurrence. (In accordance with best practice and *ASX Corporate Governance Principles and Recommendations*)

1.16 Other

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

2. Conduct of Board Meetings

The Chairperson leads the Board in its performance of its roles and responsibilities, guides the Directors and the Chief Executive, and represents the Board to stakeholders.

The Chairperson in conjunction with the Chief Executive will establish the agenda for each Board meeting and will work with the Chief Executive 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.

3. Director Independence

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:

- The Board considers director independence when making Board appointments;
- The Chair of the Board is an independent director;
- The Chair of the Audit & Risk Committee is an independent director, who is not Chair of the Board; and
- 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:

- is a director, officer, employee or volunteer of, or otherwise associated directly with, a Member of Lifeline Australia;
- 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 3 years between ceasing such employment and serving on the Board;

- has within the past three years been a material professional adviser or a material consultant to Lifeline Australia, or an employee materially associated with the service provided;
- 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
- has a material contractual relationship with Lifeline Australia or Member other than as a director.

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.

4. Board Committees

4.1 General

The general principles concerning Board Committees are that:

- The Chair in conjunction with the Governance Committee appoints the Chair of each of the Committees.
- The Chair of the Committee shall determine the frequency and method of Committee meetings.
- The Chair of the Committee shall determine the meeting agendas and the business program for the Committee, in consultation with Committeemembers.
- The Chair of the Committee shall be responsible for the effective conduct of Committee meetings.
- 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.
- 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.
- A quorum for Committee meetings shall be one half of membership.
- The Chair of the Committee shall be responsible for the preparation of reports to the Board.
- 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.
- The Committee must report both majority and minority (or dissenting) views relating to its advice or recommendations.
- The LLA Board must approve any changes to Committee Terms of Reference.
- 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.
- All Committee papers are to be regarded as confidential documents.
- Disclosure of documents or their contents to external parties must not occur without Committee approval.
- Committee members are expected to be mindful of commercial in confidence, privacy and confidentiality considerations in the exercise of their work.
- 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 of interest issues will be

addressed. The Committee Chair should consult the Board Chair if appropriate regarding conflicts of interest issues.

- The Committee should not make any determinations regarding its policy advice and recommendations to the Board without consultation with the CEO.
- The CEO is to arrange for information, reports, advice and comment as required by the Committee in undertaking its role.

The Terms of Reference for each individual Committee can be found on Lifeline's website www.lifeline.org.au.

4.2 Attendance

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.

4.3 Leave of absence

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.

4.4 Strategic orientation

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.

4.5 Financial literacy

Because the Board must monitor financial performance, Board members must be financially literate. They should be able to read financial statements and understand the use of financial ratios and other indices used for evaluating Lifeline's performance. To achieve this appropriate training and support will be provided by Lifeline. If something is not understood they are duty bound to question it until it is understood.

5. Governance Processes

5.1 Overarching Governance Process

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.

5.2 Governance Policies

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:

- 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.
- Board Processes policies; describing the way the Board carries out its governing role.
- Board-Chief Executive Interrelationship policies; defining the Board's relationship with, and the nature of its delegation to the Chief Executive.
- Chief Executive Delegation policies; making clear constraints or limits on the choice of operational means available to the Chief Executive for the achievement of organisational outcomes or results.

5.3 Code of Ethics

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).

5.4 Conflict 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:

- 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.
- When a Board member offers a professional service to Lifeline for remuneration.
- When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
- 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:

- All conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified.
- The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
- 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.
- The Board member shall remain in the Board room during any related discussion only with Board approval.
- The Board will determine what records and other documentation relating to the matter will be available to the Board member.

- All such occurrences will be minuted.
- 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.

5.5 Board Committees and Working Parties

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

- 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 annually.
- A decision of a committee or working party exercising delegated authority is a decision of the Board and should be treated by the Chief Executive accordingly. Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.
- Committees and working parties cannot exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.
- 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.
- Committees and working parties will not mirror operational divisions, departments or staff functions.

5.6 Agenda Planning

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

- regularly reviews strategic achievements and relevant strategic issues
- provides assurance that all relevant compliance requirements are addressed, and
- 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:

- Scheduled review of the Board's stated results as indicated in the Board's strategic planning statements, e.g. via Chief Executive reports and presentations.
- Scheduled time for strategic planning.
- Scheduled assessment of organisational risk.
- Consultations with key stakeholders as appropriate.
- Governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business.
- Other policy compliance monitoring both in respect of the Chief Executive delegation and other Board policies, e.g. regular financial and non-financial reporting.
- Board Effectiveness review.
- Chief Executive performance appraisal review meetings (setting up and reporting) and remuneration review.
- Preparation for or review of AGM matters.
- Meeting with the external auditor.
- Scheduled reporting by the Audit Committee or other Board committees.
- Specific Board discussion relating to projects currently underway, e.g. buildings, change programmes etc.
- All other matters that the Board can plan for.

5.7 Meeting Planning

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

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

5.8 Board Member Induction

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

- All prospective directors will be provided with all relevant information.
- Prior to attendance at their first Board meeting, new directors will:
 - Receive a copy of the Board's resource handbook including 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 last three Board meetings.
 - Meet with the Chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
 - Meet with the Chief Executive for an operational familiarisation.

5.9 Board Development

The Board has agreed to commit resources to:

- The provision of Company Director Course training to two Members per year, with preference going to the Board Chair and the Chairs of Subcommittees, and that bookings be made subject to Board approval;
- Providing e-learning opportunities on director issues; and
- AICD membership for all Board Members.

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.
- The Board will annually carry out a review of its performance.
- To assist it to fulfil its monitoring responsibilities the Board may engage outside

assistance. This includes but is not limited to financial audit.

- All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including; meeting costs associated with effective communication with owners and other key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third-party reviews or consulting input.

5.10 Solvency Declarations

The Board must formally review each Quarterly Finance Report and, and after due consideration and if there are sufficient grounds, pass a resolution to the effect that there are reasonable grounds to believe that Lifeline can pay its debts as and when they fall due.

5.11 Minutes of Board & Committee Meetings

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

5.12 '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.

6. Board-Chief Executive Inter-Relationship Policies

6.1 Delegation to the Chief Executive

The Board delegates to the Chief Executive responsibility for implementation of its strategic direction/strategic plan while complying with the Chief Executive Delegation policies.

- a) Only the Board acting as a body can instruct the Chief Executive.
Typically, all instruction to the Chief Executive will be codified as policy.
- b) The Board will make clear Lifeline's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive's performance.
- c) The Board will advise the Chief Executive in writing of any limitations it places upon the delegations to the Chief Executive.

- d) The Chief Executive is responsible for the employment, management and performance evaluation of all staff employed/contracted to the organisation.
- e) Neither the Board nor individual Board members will 'instruct' staff in any matters relating to their work.
- f) The expert knowledge and experience of individual Board members is available to the Chief Executive, and to nominated staff where deemed appropriate and requested by the Chief Executive.

6.2 Board Chair and Chief Executive Relationship

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

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

6.3 Chief Executive Authority

- a) Always with the proviso that the Chief Executive'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 manage all operational practices and activities.
- b) Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive 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:
 - Inconsistent with the Board's policies;
 - are deemed to make unjustifiable intrusions into the Chief Executive's or other staff member's time; or
 - are an unjustifiable cost to the organisation.
- c) The Chief Executive must notify the Chairperson of the use of point b.

6.4 Chief Executive Performance Assessment

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

- a) The Board's assessment of the Chief Executive's performance will be against only those performance indicators that have been agreed at the commencement of the performance year.
- b) The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board policy/statement.
- c) The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule.
- d) The Board may use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus to determine its satisfaction with that person's performance:

- Chief Executive reporting,
 - Advice from an independent, disinterested third party, or
 - Direct inspection by a Board approved Board member or group of Board members.
- e) If at any time the Board engages an outside evaluator to assist the Board to conduct an assessment of the Chief Executive's performance, the process must be consistent with this policy. Any such evaluator is a contractor to the Board, not the Chief Executive

6.5 Privacy

The Board places a high emphasis on high quality ethical relationships with its members and stakeholders. The Chief Executive must not create or permit conditions or circumstances in which members or stakeholder's rights, dignity or privacy is denied or treated lightly.

The Chief Executive must not:

- a) gather member information beyond that necessary for the provision of services or as required by law.
- b) protect against improper access to member information.
- c) fail to provide a reasonable level of privacy for member interactions with Lifeline.
- d) fail to ensure that there are systems to provide information to consumers (and their advocates) regarding the services including a process whereby a complaint or grievance can be pursued in respect of some aspect of their relationship with the organisation.