



BOARD CHARTER

Version: 4.4

March 2022

Document history

Version	Document Owner	Approved by	Approved on	Scheduled review date	Comments
3.0	Grahame Gould Executive Director				
3.1	Renee Green Governance, Risk & Admin Mgr	Board	28/04/2014	28/04/2016	Update formatting, no substantial change to policy
3.2	Renee Green Governance, Risk & Admin Mgr	Board	28/04/2014	28/04/2016	Purpose of the Board expanded to explicitly include statements required by Lifeline Australia
3.3	Renee Green Governance, Risk & Admin Mgr	Board	27/10/2014	April 2015	Committee Charters included in single document
3.4	Renee Green Governance, Risk & Admin Mgr	Board	27/04/2015	April 2016	Committee Charters included in single document
3.5	Renee Green Governance, Risk & Admin Mgr	Board	27/06/2016	April 2017	Minor changes Removed Audit & Risk Committee and added responsibility to whole Board
3.6	Renee Green Governance, Risk & Admin Mgr	Board	01/05/2017	30/04/2018	No changes
3.7	Renee Green Governance, Risk & Admin Mgr	Board	26/03/2018	31/03/2020	Change to CEO
4.0	Renee Green Finance & Governance Mgr	Board	26/11/2018	30/11/2019	Audit & Risk added
4.1	Renee Green Finance & Corp Serv Mgr	Board	23/03/2020	31/03/2021	Change to CEO
4.2	Denae Holland Finance & Admin Mgr	Board	24/05/2021	24/05/2022	Review only
4.3	Denae Holland Finance & Gov Mgr	Board	27/09/2021	30/09/2022	Addition of 5yr external audit engagement
4.4	Denae Holland Finance & Gov Mgr	Board	21/03/2022	31/03/2023	Combines Charter & Protocols

Table of Contents

1.	INTRODUCTION	5
2.	RECOGNITION OF RESPONSIBILITY	5
3.	BOARD CULTURE	5
4.	REPORTING	6
5.	REVIEW OF CHARTER	6
PART A – DEFINING GOVERNANCE ROLES.....		6
6.	BOARD COMPOSITION	6
	Membership and Term.....	7
7.	ROLE OF THE BOARD	7
	Board Functions.....	8
8.	ROLE OF INDIVIDUAL DIRECTORS	9
9.	ROLE OF THE CHAIR.....	9
10.	ROLE OF THE DEPUTY CHAIR	10
11.	ROLE OF THE BOARD SECRETARY	10
12.	ROLE OF THE TREASURER.....	11
13.	ROLE OF THE CEO.....	11
14.	BOARD COMMITTEE'S	11
	Finance, Audit & Risk Committee	12
	Performance Governance Committee	14
	Clinical & Service Governance Committee	15
	Auburn St Development Committee	16
PART B – KEY BOARD FUNCTIONS		18
15.	THE BOARD & STRATEGY	18
16.	THE BOARD & CEO PERFORMANCE MANAGEMENT.....	18
17.	RISK MANAGEMENT.....	19
18.	POLICY FRAMEWORK.....	19
PART C – EFFECTIVE GOVERNANCE.....		19
19.	BOARD MEMBER RIGHTS.....	20
20.	BOARD MEMBER BENEFITS.....	20
21.	BOARD EVALUATION	20
	Board Governance Checklist	21
22.	COMMUNICATION WITH THIRD PARTIES.....	23
23.	DIRECTOR DEVELOPMENT	23
PART D – BOARD PROCESSES.....		23
24.	BOARD MEETING CONDUCT	23
	Schedule of Meetings	24
	Meeting Times and Format.....	24

Agenda	25
Board Papers and Proposed Resolutions	25
Notification of Conflicts	25
Minutes	25
Confidentiality of Board Discussions and Papers	25
Access to Board Papers	26
25. Board Grievance Management Process	26
26. Board Policy Breach Process	26
27. Board Disciplinary Action.....	26

1. INTRODUCTION

The Board Charter sets out the role, composition, and responsibilities of the Board of Directors (“the Board”) of Lifeline South Coast (NSW).

The conduct of the Board is also governed by the Constitution, Code of Conduct and Governance Policy of Lifeline South Coast (NSW).

The Board adopts and is supportive of Lifeline Australia’s Key Statements and Lifeline Australia’s Beliefs and Shared Values which guide all relevant services and activities.

The Board is committed to protecting the brand and public reputation of the Lifeline name.

The Board Members agree to adopt and be bound by this document.

2. RECOGNITION OF RESPONSIBILITY

The responsibilities of the Board are outlined in the Constitution and supplemented by the Governance Policy and Board Charter.

To discharge these responsibilities the Board has agreed its role includes:

- Performance monitoring
- Financial oversight and reporting
- Strategic planning
- Business planning
- CEO performance, development, and remuneration
- Risk management and internal controls
- Legal compliance
- Governance matters

3. BOARD CULTURE

The Board actively seeks to have an ‘engaged culture’ which is characterised by candour and a willingness to challenge. The following table is used to provide evidence of an engaged culture [taken from *Increasing Director Performance (Australian Company Director, Vol 20 No 8 2004)*]:

Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- There are lots of opportunities for informal interactions among Board members.

Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members’ views and contributions.
- Members spend appropriate time on important issues.

Beliefs

- “If I don’t come prepared, I will be embarrassed.”
- “If I don’t actively participate, I won’t be fulfilling my responsibility.”
- “I’ll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do.”
- “If I can’t carry my load, or if I can’t agree with what’s going on, I should resign.”

Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organization.
- The Board is responsible for maintaining the organization’s stature in the sector.
- Board members respect each other.

4. REPORTING

Proceedings of all Board meetings are minuted and signed by the Chair of the meeting.

Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting.

5. REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board’s objectives and responsibilities.

PART A – DEFINING GOVERNANCE ROLES

6. BOARD COMPOSITION

The composition of the Board will be in accordance with the Constitution.

In addition,

1. The Board will aim to have an appropriate mix of skills, qualifications, and experience to enable it, as a whole, to effectively perform its role. To assist, a Board Skills Matrix will be maintained and reviewed by the Board on an annual basis
2. The CEO is not a member of the Board, and
3. Each new Board Member will receive a letter of appointment.

When nominating new Board members, the following principles should be used

4. Identify gaps in the skills matrix, and
5. Broadly advertising/promoting vacancies, through formal and informal channels, in a way that promotes diversity among board members

Prior to appointment to the Board, all nominees will be subject to background checks including

6. Searches on ASIC and ACNC registers
7. Referee checks
8. Criminal Record Check

A formal interview process will always be undertaken. The interview panel will consist of the current Chair of the LLSC Board and representative/s from the Wollongong Mission Church Council and 1-2 other appointees to the panel as agreed by both parties.

Nominations should be supported by a simple majority of the LLSC Board, and must be endorsed by the Wollongong Mission Church Council

Membership and Term

In accordance with the Constitution the Board shall consist of not less than five and not more than nine members, the majority of whom shall be members or members-in-association with the church.

Appointments to the Board shall be for a term of three years. After two consecutive three-year terms, a Board member is not eligible to serve on the Board during the following twelve months.

The Board consists only of non-executive directors, the majority of whom are independent. That is, no member of the Board may be a member of the paid staff of the organisation.

Failure to attend any three consecutive Board or Committee meeting without leave of absence may be deemed by the Board or Council as resignation.

All Board members are subject to the Conflict-of-Interest policy.

Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent.

The Board will periodically review the skills and experience of its members.

7. ROLE OF THE BOARD

The Board has two broad purposes: compliance and performance:

COMPLIANCE: conform with, or exceed, all legal, regulatory, funding and Lifeline Australia requirements

- Legal
 - Monitor constitution
 - Comply with Board member's responsibilities
 - Comply with laws
 - Monitor insurance requirements
- Accountability
 - Monitor financials
 - Compliance audits

PERFORMANCE: assist the organisation to perform to its best potential

- Strategy and policy
 - approve vision/mission and ensure it is embedded into the organisation's operations
 - approve strategic plan and policies and monitor regularly
- Accountability
 - Overall performance of the organisation
 - Board evaluation, succession planning
 - Report outcomes to stakeholders
 - Manage CEO
- Public Relations
 - Represent and participate
 - Keep stakeholders informed
 - Project a strong and positive image
 - Promote the vision
 - Facilitate cohesion
 - speak with one voice regarding Board decisions
- Service Delivery
 - Ensure service delivery and community engagement is safe and effective
 - Ensure service delivery is in line with community expectations
- Risk Management
 - ensure up-to-date and effective risk profile and management strategy
 - monitor critical risks
 - the Board, while meeting its responsibilities, is mindful of the organisations mission and the objects of the organisation as embodied in its Constitution

Board Functions

The functions of the Board are to:

1. Provide effective leadership and collaborate with the CEO in:
 - a. articulating the organisation's values, vision, mission, and strategies
 - b. developing strategic (direction) plans and ordering strategic priorities
 - c. maintaining open lines of communication through the organisation and with external stakeholders
 - d. developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
2. Monitor the performance of the CEO against agreed performance indicators
3. Be advised of the business (action) plans and annual budget proposed by the CEO
4. Monitor the achievement of the strategic and business plans and annual budget outcomes
5. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
7. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for members to attend courses, seminars and participate in development programs as the Board judges appropriate
8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements

9. Ensure that all significant risks are adequately considered and accounted for by the executive management team.
10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.

The Board has no operational involvement in the conduct of the organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

8. ROLE OF INDIVIDUAL DIRECTORS

Directors must exercise their powers and discharge their duties in good faith in the best interests of the corporation, and for a proper purpose.

In practice, the requirement of each director is to:

- become familiar (and maintain familiarity) with the fundamentals of the business or businesses of the organisation;
- stay informed and make appropriate inquiries about the organisation's activities;
- monitor, generally, the organisation's affairs and policies;
- maintain familiarity with the organisation's financial status by appropriate means, including review of its financial statements and board papers and make further inquiries into matters revealed by those documents where appropriate; and
- have an informed opinion of the organisation's financial capacity and solvency;
- contribute an appropriate amount of time to preparation of Board or committee meetings so that:
 - directors are adequately prepared for meetings and discussions,
 - the balance of workload is equitable among members.

Directors must not improperly use their position, or information they obtain because they are or have been a director, to gain an advantage for themselves or someone else, or cause detriment to the organisation.

Directors must avoid or appropriately manage conflicts between personal interests and the organisation's best interests.

9. ROLE OF THE CHAIR

The Chair acts as an important link between the board and the organisation's management via the CEO.

The Chair is responsible for the leadership of the board including:

- facilitating proper information flow to the board;
- facilitating the effective functioning of the board including managing the conduct, frequency, and length of board meetings;
- Acting as an important link between the board and management but without necessarily preventing direct access of fellow directors
- Establishing and maintaining an effective working relationship with the CEO
- Chairing board meetings efficiently and shaping the agenda in relation to goals, strategy, budget and executive performance;

- Motivating board members and where appropriate dealing with underperformance;
- Overseeing negotiations for the CEO's employment and evaluating the CEO's performance;
- Planning for CEO succession; and
- Assisting in the selection of board committee members.

In performing this role, the Chair's responsibilities also include, (in consultation with the CEO and board secretary):

- setting the agenda for the matters to be considered by the board;
- seeking to ensure that the board as a whole has the opportunity to maintain adequate understanding of the organisation's financial position, strategic performance, operations, and affairs generally and the opportunities and challenges facing the organisation;
- facilitating open and constructive communications amongst board members and encouraging their contribution to board deliberations;
- overseeing and facilitating board, committee and board member evaluation reviews and succession planning;
- liaising and interfacing with the CEO as the primary contact between the board and management; and
- liaising with and counselling, as appropriate, board members.

10. ROLE OF THE DEPUTY CHAIR

The Deputy Chair has the following responsibilities:

- Performing the role and functions of the Chair in the absence of the Chair for any reason (for instance, when the Chair has a conflict of interest on matters being discussed at the board meeting);
- Being available to facilitate the following matters when and as appropriate and required:
 - Chair succession planning;
 - approvals and actions required to be performed by the Chair under this charter, or its policies, where the Chair actually or potentially may be compromised due to personal or other conflict of interest.

11. ROLE OF THE BOARD SECRETARY

The role of the Board Secretary involves:

- Managing board processes such as board and committee papers and the circulation of agendas, minutes, discussion papers, proposals for the board and its committees;
- Ensuring records of board meetings are kept in compliance with the constitution;
- Organising and running of annual general meetings;
- Helping to organise and facilitate the induction and professional development of directors.

12. ROLE OF THE TREASURER

The position of Treasurer is the key to keeping the organisation's finances in order. The position requires time, dedication, and financial expertise. The main duties of a treasurer are to

- Oversee the financial administration of the organisation;
- Review policies and financial reporting;
- Advise the board on financial strategy and financial risk; and
- Advise on fundraising.

13. ROLE OF THE CEO

The CEO is authorised and responsible for the management of the organisation and its operations by way of delegated authority from the board, or as expressed in the Lifeline South Coast constitution. This delegation of authority includes responsibility for:

- Developing business plans, budgets, and strategies for consideration by the board and, to the extent approved by the board, implementing these plans, budgets and strategies;
- Ensuring the organisation's operations and business are within the parameters set by the board and that the board is kept informed of material developments in the organisation's affairs, operations and business;
- Where proposed transactions, commitments or arrangements exceed threshold parameters set by the board, referring the matter to the board for its consideration and approval;
- Identifying and managing operational and corporate risks for the organisation and, where those risks could have a material impact on the organisation, formulating strategies for managing and mitigating those risks, including for consideration and endorsement by the board;
- Ensuring that the board is provided with sufficient accurate information on a timely basis in regard to the organisation, its operations, business, and affairs, and in particular with respect to the organisation's corporate performance, financial condition, operations and prospects, so as to reasonably position the board to fulfil its governance responsibilities;
- Implementing the policies, processes and codes of conduct approved by the board and facilitating the monitoring and reviewing of, and reporting against, those policies, processes, and codes of conduct
- Providing management oversight and responsibility across the organisation to ensure the effective and efficient functioning of the organisation;
- Provide strong and clear leadership internally to the organisation and its people and externally to the organisation's stakeholders.

14. BOARD COMMITTEE'S

The Board may establish Committees to assist the Board in fulfilling its oversight duties.

Authority

The Board authorises each Committee, within the scope of its responsibilities, to

1. Seek any information it requires from –
 - a. any employee; and

- b. external parties;
2. Obtain outside legal or other professional advice;
3. Ensure the attendance of Lifeline South Coast officers at meetings as appropriate.

Membership

1. The Chair will be nominated by the Board at least annually. Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the committee present at the meeting have the authority to choose one of their number to be Chair for that particular meeting. To follow best practice governance, the Chair of the Board should not be the Chair of the Finance, Audit and Risk Committee.
2. Members will be appointed for a three-year term and may be reappointed for a subsequent three-year period. This is subject to the term remaining as a member of the Board at any time. If the term remaining as a Board member at the time of appointment is less than three years, then the appointment will be for the period up to the point of the Board member terminating his appointment as a Board member.
3. The Board may nominate a secretary for the Committee as required.

Finance, Audit & Risk Committee

Purpose

The Finance, Audit & Risk Committee will assist the Board in fulfilling its responsibilities by overseeing matters concerning

- The integrity of financial statements and financial reporting systems;
- Monitoring financial performance against the strategic plan, budgets, and priorities;
- External auditor's appointment, qualifications, performance, independence and fees;
- Oversight and performance of the internal audit function;
- Compliance with financial reporting and related regulatory requirements; and
- Risk Management

Roles and Responsibilities

The Committee reviews, assesses, and makes recommendations to the Board on:

- Current and projected/budgeted financial performance
- Any significant estimates and judgements in financial reports, and monitors the methods used to account for unusual transactions
- The process used to monitor compliance with laws, regulations and other requirements relating to external reporting of financial and non-financial information
- The major financial risk exposures
- Risk appetite, risk policy and risk management framework
- Strategic risk and management plan
- Workplace Health and Safety
- The effectiveness of Management's control of risks
- Oversight of Investments

- Oversees the development and ongoing review of key policies that support our frameworks for managing risks

Any matters pertaining to any of the key items above, should be approved, or at a minimum, to be provided to the Finance Audit & Risk Committee before it is presented to the Board for action.

Scope of authority, extent of power and decision-making abilities

- The Board is not bound by Committee decisions
- The Committee does not have any financial delegations

Membership

- The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individual skills, insight, and expertise
- The CEO and the Finance & Governance Manager are members of the Committee
- The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist in its work. The Board shall grant approval for the appointment of co-opted members
- The Chair of the Finance, Audit & Risk is not to be the Chair of the Board

Meetings

- The Committee meets monthly. Meetings are to be minuted
- A quorum for Committee meetings shall be one half of the membership
- 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 and the Board Chair, will determine how conflicts of interest issues will be addressed

Reporting to the Board

- The Committee Chair shall be responsible for the preparation of reports to the Board
- The Committee is to provide a report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval. The Committee reports must include both majority and minority/dissenting views relating to its advice or recommendations
- All Committee papers, including agenda, 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 be available for any Board Member to review on request

Committee Chair

- The Board appoints the Chair of the Committee
- The Committee Chair shall determine the frequency and method of Committee meetings
- The Committee Chair shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members
- The Committee Chair is responsible for the effective conduct of Committee meetings

Tenure

- The Committee is a standing Board Committee
- The Board reviews the composition of the Committee annually

Performance Governance Committee

Purpose

To assist the Board of Lifeline South Coast to oversee CEO performance and remuneration and Board effectiveness.

Roles and Responsibilities

- Conduct an annual performance review with the CEO, providing feedback and recommendations to the CEO and the Board.
- Conduct an annual remuneration review for the CEO, providing recommendations to the Board.
- Assist the Board in conducting an annual review of the Board's performance and effectiveness.
- Provide ongoing advice and reflection to the Board regarding the adequacy of its Skills Matrix and any gaps in the members' capacity to cover the breadth of skills required.
- Upon request of the Board, seek nominations and make recommendations to the Board for the appointment of new Board members.

Scope of authority, extent of power and decision-making abilities

- The Board is not bound by Committee decisions
- The Committee does not have any financial delegations

Membership

- The Board may appoint at least 2 Board members to the Committee.
- The Committee may nominate up to three individuals to be co-opted as additional members with suitable expertise to assist in its work. The Board shall grant approval for the appointment of co-opted members

Meetings

- The Committee meets quarterly. Meetings are to be minuted
- A quorum for Committee meetings shall be one half of the membership
- 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 and the Board Chair, will determine how conflicts of interest issues will be addressed

Reporting to the Board

- The Committee Chair shall be responsible for the preparation of reports to the Board
- The Committee is to provide a report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's

endorsement or approval. The Committee reports must include both majority and minority/dissenting views relating to its advice or recommendations

- All Committee papers, including agenda, 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 be available for any Board Member to review on request

Committee Chair

- The Board appoints the Chair of the Committee
- The Committee Chair shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members
- The Committee Chair is responsible for the effective conduct of Committee meetings

Tenure

- The Committee is a standing Board Committee
- The Board reviews the composition of the Committee annually

Clinical & Service Governance Committee

Purpose

The Service Governance Committee will assist the Board in fulfilling its responsibilities be overseeing matters concerning

- Development and oversight of systems to deliver services and activities that are safe, effective, high quality, continuously improving and accountable to service users and the community

Roles and Responsibilities

The Committee reviews, assesses and makes recommendations to the Board on

- The development of frameworks and structures for delivery of services
- Monitoring service performance and outcomes
- Developing and maintaining a culture of safety and quality improvement
- Inclusion of lived experience
- Strategic workforce (paid and volunteer) matters
- Proposal/business case for new services or strategic changes in existing services

Any matters pertaining to any of the key items above, should be approved, or at a minimum, to be provided to the Service Governance Committee before it is presented to the Board for action.

Scope of authority, extent of power and decision-making abilities

- The Board is not bound by Committee decisions
- The Committee does not have any financial delegations
- Some services are governed by Lifeline Australia and will be out of scope for this Committee for that reason.

Membership

- The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individuals' skills, insight, and expertise
- The Crisis Support Manager and the Community Training and Engagement Manager are members of the Committee
- The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist in its work. The Board shall grant approval for the appointment of co-opted members

Meetings

- The Committee meets at least quarterly. Meetings are to be minuted
- A quorum for Committee meetings shall be one half of the membership
- 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 and the Board Chair, will determine how conflicts of interest will be addressed

Reporting to the Board

- The Committee Chair shall be responsible for the preparation of reports to the Board
- The Committee is to provide a report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval. The Committee reports must include both majority and minority/dissenting views relating to its advice or recommendations
- All Committee papers, including reports, agenda, 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 be available to any Board member to review on request.

Committee Chair

- The Board appoints the Chair of the Committee
- The Committee Chair shall determine the frequency and method of Committee meetings
- The Committee Chair shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members
- The Committee Chair is responsible for the effective conduct of Committee meetings

Tenure

- The Committee is a standing Board Committee
- The Board reviews the composition of the Committee annually

Auburn St Development Committee

Purpose

The Lifeline South Coast Auburn St Committee will assist the Board in fulfilling responsibilities by overseeing matters concerning

- Use of property at 19 Auburn St, Wollongong
- Establishment of a portfolio of documentation regarding investigations, research, costings, etc;

- Lifeline South Coast's communications with various bodies/groups within the Uniting Church

Roles and Responsibilities

The Committee reviews, assesses, and makes recommendations to the Board on:

- Options for future use of property at 19 Auburn St, Wollongong
- Alignment of options of Lifeline South Coast strategic plan, vision and mission, and values
- Risks and associated controls and mitigations related to any option for future use

Scope of authority, extent of power and decision-making abilities

- The Board is not bound by Committee decisions
- The Board may provide a financial delegation to the Committee
- The Committee does not have Board delegation to commit Lifeline South Coast to any decision to progress with an investigated option, this will be at the discretion of the Board.

A financial delegation of \$40,000 has been made the Committee. The use of these funds is limited to preliminary research and investigations for the options for 19 Auburn St in line with the vision, mission, and values of Lifeline South Coast. A meeting quorum is required to authorise any expenditure within this delegation; therefore, each single Committee member has a \$0 delegation regarding this committee delegation.

Membership

- The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individual skills, insight, and expertise
- The CEO is a member of the Committee
- The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist in its work. The Board shall grant approval for the appointment of co-opted members

Meetings

- The Committee meets as required. Meetings are to be minuted
- A quorum for Committee meetings shall be one half of the membership
- 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 and the Board Chair, will determine how conflicts of interest issues will be addressed

Reporting to the Board

- The Committee Chair shall be responsible for the preparation of reports to the Board
- The Committee is to provide a report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval. The Committee reports must include both majority and minority/dissenting views relating to its advice or recommendations
- All Committee papers, including agenda, 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 be available for any Board Member to review on request

Committee Chair

- The Board appoints the Chair of the Committee
- The Committee Chair shall determine the frequency and method of Committee meetings
- The Committee Chair shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members
- The Committee Chair is responsible for the effective conduct of Committee meetings

Tenure

- The Committee is a special project Board Committee and is expected to continue until the project is finalised.
- The Board reviews the composition of the Committee annually

PART B – KEY BOARD FUNCTIONS

15. THE BOARD & STRATEGY

The Board is ultimately responsible for strategy which determines the future allocation of resources and capabilities. The Strategic Plan is updated at least every three years in consultation with management.

Specifically, the Board's role in strategic planning involves:

- Identifying priorities,
- Establishing goals and objectives,
- Finding resources,
- Allocating funds to support decision making around strategic planning, and
- Monitoring and execution of the strategic plan.

The Board will need to continuously consider:

- Synergy of board composition and strategy,
- Balancing short and long term,
- Challenging management assumptions,
- Associated risks,
- Frequency of discussion around strategy,
- Information management, and
- Engaging stakeholders.

16. THE BOARD & CEO PERFORMANCE MANAGEMENT

While the board has ultimate power and carries most of the legal responsibility for the LLSC's actions, the CEO's function is more immediate, involving operational activities.

The CEO will assist in setting the agenda, assemble information and make recommendations that shape the Board's discussions.

Board oversight of CEO

- Recruitment of CEO
- CEO Remuneration
- Monitor and review performance and development of the CEO

CEO

- Human Resource Management
- Planning to achieve LLSC objectives
- Financial & physical resource management
- Fundraising
- Link between board & staff
- Representing the organisation
- Setting standards (behaviour, commitment, etc)
- Articulating vision

An evaluation of the CEO's performance will be conducted by two or more Board Members, including the Chair, twice per year. The Chair is required to provide a formal report to the Board following each evaluation. A Board endorsed management tool will be used in the evaluation.

The performance evaluation should consider succession planning for either the planned or unplanned departure of the CEO.

Additional performance management may be undertaken if deemed necessary by the Board.

17. RISK MANAGEMENT

The board's role is to oversee a framework that manages risk as an integral part of the decision-making process both at the board level and throughout the organisation.

The steps taken by management to identify and control the uncertain elements of implementation is part of risk management. Boards should be satisfied that these steps are sufficient and in alignment with their expectations.

The board should also monitor the outcomes of decisions they make. Where the context for decisions changes or the assumptions on which they are made become invalid, the board may seek to alter these decisions or take new actions so that the desired outcomes remain sufficiently certain.

18. POLICY FRAMEWORK

The policies of LLSC serve to protect and guide the workers and Board in fulfilling the objectives of the organisation. Policies are set, reviewed, and authorised by the Board to be effectively carried out by workers in day-to-day operations.

Where appropriate a policy will be reviewed by a Board committee and then recommended to the Board for action or ratification.

PART C – EFFECTIVE GOVERNANCE

19. BOARD MEMBER RIGHTS

In order to discharge their duties properly, Board Members must have a right to identify the information that they will need and to receive it a timely way.

Outside specialist advice at Lifeline South Coast's expense is advice to the Board as a whole and should normally be arranged by the CEO at the request of the Board. In exceptional circumstances, if one or more Board Members wish to obtain special advice the matter should be raised with the Chair who may exercise a discretion to arrange for the advice to be obtained or may refer the matter to the Board. If such advice is obtained it should be made available to the Board as a whole.

20. BOARD MEMBER BENEFITS

Board Members are entitled to reasonable reimbursement for expenses incurred in the performance of their duties and appropriate insurance cover. Further detail is included in the HR Policy – Vounteers.

21. BOARD EVALUATION

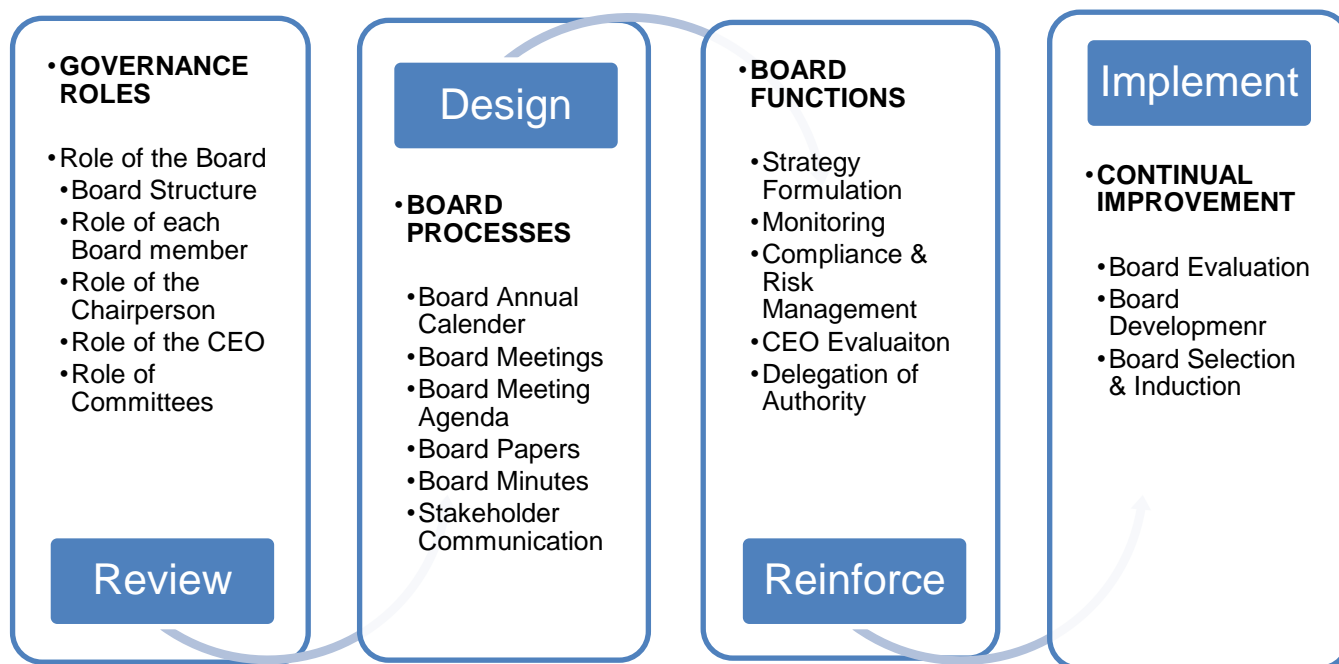
As a matter of principle, the Board is committed to the ongoing development of both individual members and the Board as a whole. The Board will conduct an evaluation of its performance annually following the Annual General Meeting. The objective of this evaluation is to provide best practice corporate governance.

The Board will also conduct, or facilitate the conduct of, formal annual reviews of the internal guidelines relating to corporate governance, Board operation and membership and committee structures. This process ensures not only that the functions of Board and management are clearly defined and understood but also that Board procedures are continually reviewed, and the highest standards of Board performance are maintained.

The Board evaluation process will:

1. Complete the board governance checklist to gain an understanding of the areas that require focus and possibly improvement. This will determine the evaluation objectives.
2. Design a plan to address the areas where at least 30% or Board members have responded with "No" or "Unsure."

Board Governance Checklist



Governance Roles	YES	NO	UNSURE
The Board has clearly defined roles and responsibilities			
The Board members as a group have the appropriate skills and knowledge			
The Board is trusted by the Lifeline community			
Board members have a clearly defined role and understand this fully			
The Chair has a clearly defined role and understands this fully			
The CEO has a clearly defined role which is known and understood by all Board members			
The Board Secretary has a clearly defined role which is known and understood by all Board members			
The Board Treasurer has a clearly defined role which is known and understood by all Board members			
Board members are aware of the constitution and ensure that they act in accord with it at all times			
All Board members have a current criminal history check			
Board Functions	YES	NO	UNSURE
The Board has created a clear strategic planning process for identifying its objectives and options			

The Board has a well-documented strategic plan for LLSC			
The Board has designed thorough monitoring systems for reviewing the performance of LLSC against its objectives and plan			
The Board has a clearly documented strategy in place for identifying, analysing, monitoring, and mitigating risks within LLSC			
The Board has established a formal performance appraisal and development process for the Chair to implement with the CEO			
The Board and the CEO have a clear decision-making framework or delegation of authority matrix in place			
Board members understand and carry out their responsibilities for LLSC's financial performance and health			
Board members have an excellent understanding of their compliance responsibilities			
Board Process	YES	NO	UNSURE
The Board has a comprehensive calendar of significant events that outlines when key responsibilities will be carried out			
Board meetings are run effectively and efficiently and remain within Board boundaries			
Board meetings have a clear agenda that covers core responsibilities			
Board papers are prepared and distributed in an appropriate timeframe			
The constitution is up to date			
Board documentation is kept including a list of all agreed actions to be implemented, by whom this will be done and by when			
The Board has a clear and effective communication strategy for conveying important information within the organisation			
Continual Improvement	YES	NO	UNSURE
The Board regularly assesses its effectiveness through a formal process			
The Board uses the outcomes of the assessment process to plan for improvement and capacity building			
The Board has an appropriate recruitment and induction process for new Board members			
The Board has created a climate of trust and candour encouraging contribution			

22. COMMUNICATION WITH THIRD PARTIES

With reference to the confidentiality of board discussion and papers above and the Code of Conduct any representations made

- as a Board Member of Lifeline South Coast, and/or
- on behalf of the Board

to any third party must be approved by the Board in advance.

Representations to third parties as an individual are allowed, provided there is no breach of the Conflict of Interest policy. Any individual representations must be clearly and immediately be made know to the third party as an individual representation and not a representation of the Board.

23. DIRECTOR DEVELOPMENT

Board Members have the right to request external training at Lifeline South Coast's expense to enable them to exercise their duties more effectively. Such requests should be approved by a simple majority of the Board

PART D – BOARD PROCESSES

24. BOARD MEETING CONDUCT

The Chair will chair Board meetings and will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chair will:

- Ensure that all members are reasonably heard;
- Retain sufficient control to ensure that the authority of the Chair is recognised
- Take care that decisions are properly understood and well recorded; and
- Ensure that decisions and debate are completed with formal resolution recording the conclusions reached.

All Board Members shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include but not be limited to:

- Acting in a businesslike manner;
- Acting in accordance with the constitution;
- Addressing issues in a confident and firm, yet friendly manner;
- Using common sense and tact when discussing issues;
- Ensuring others are given a reasonable opportunity to put forward their views; and
- Being particularly sensitive in interpreting any request or indication from the Chair that aims to ensure the orderly and good-spirited conduct of the meeting.

Board Members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Board and cast their vote on any resolution according to their own decision.

Board Members will dedicate sufficient time to the affairs of the Lifeline South Coast to enable them to properly discharge their duties.

Board Members will give proper consideration to the Board papers and other relevant information before each Board meeting.

Schedule of Meetings

The Board meets approximately six times through the year as scheduled. The schedule of meetings will be set at the start of each calendar year and distributed to all members.

The Chair will call additional planning days from time to time to provide the Board Members adequate time to discuss, receive presentations, training as required.

A Board Member may call a meeting from time to time as needed, upon giving seven business days' notice. These may be formal meetings, telephone meetings, or informal meetings in the nature of a discussion to reach general agreement on a matter not requiring a resolution.

Meeting Times and Format

Meetings normally commence on Monday afternoons and, at the invitation of the Chair, may involve selected staff.

The Board currently meets 6 times per year, approximately every 2 months. From time-to-time issues arise that require a resolution of the Board between meetings for a variety of reasons.

Possible options are:

- **Additional Board Meetings**

Additional meetings can be scheduled with 7 days' notice, the board may agree, by majority, by a lesser notice period.

This option is the most difficult to coordinate and ensure a quorum will be present. It is suggested this option is used only for issues of such significance the Chair feels it necessary to have a face-to-face meeting.

- **Teleconference / video conference**

A teleconference / video conference can be scheduled with 7 days' notice, or less as above. Documents and other relevant materials can be distributed prior to the conference.

- **Email**

Documents and other relevant materials can be distributed together with a proposed resolution. A response would be requested in 7 days from the email being sent. A response would be required from at least half of the members to have a quorum.

This option should perhaps be reserved for the least contentious issues.

Agenda

The agenda for meetings is first developed by the Secretary, or his/her delegate to the Board in collaboration with the CEO. A draft agenda is sent to the Chair for his/her approval, prior to inclusion in the papers distributed to all members.

Board Members may request items to be added to the agenda. Such requests should be made to the Secretary no later than seven days prior to the meeting.

Board Papers and Proposed Resolutions

Board papers should be written succinctly, follow a consistent format, and clearly identify the issues.

Board papers are to be finalised and distributed electronically by the Board Secretary, or his/her delegate, no later than the Friday before the Board meeting.

Notification of Conflicts

Board Members are required to notify the Board at the beginning of each meeting of any items either on the agenda or which may be discussed, any potential conflicts of interest on a personal or professional level—real or that may be perceived—that may interfere with their fiduciary obligations.

The Conflict of Interest policy shall be followed at all times.

Minutes

The Board Secretary, or his/her delegate, shall be required to take written minutes of the meeting. A draft of the minutes shall be submitted to the Chair within one week of the meeting for review. The draft minutes as finalised by the Chair are then distributed to all Board Members.

The Chair will then sign a copy of the minutes for filing together with all relevant Board papers.

The minutes shall include the following statements:

Notice of Meeting

The Chair noted the Members agreed that appropriate notice of the meeting had been given to all Members and that a quorum of Members, each of whom is entitled to vote and be counted in a quorum, was present, as required by the Constitution.

Conflict of Interest (assuming none has been notified)

The chair confirmed that no board member, nor anyone else present at the meeting, had declared a conflict of interest with respect to the matters to be discussed at the meeting.

Confidentiality of Board Discussions and Papers

All Board papers and all discussions of the Board, both formal and informal, are confidential. Board papers, including the minutes, remain confidential unless released in accordance with the Board's decisions, or otherwise under the authority of the Chair.

Access to Board Papers

Board members, past and present, may access a copy of any paper from the official records for any Board meeting at which they were/are a member.

25. Board Grievance Management Process

The Board of Lifeline South Coast is committed to reaching a speedy and just resolution of any disputes or grievances that may arise and that may threaten the harmonious functioning of the Board.

Where a dispute or grievance involving Board members that are unable to be resolved through respectful debate in Board meetings it will be resolved by mediation. A Mediator may be engaged by the Board to facilitate this process and, if so, the Mediator should be external to the Board.

26. Board Policy Breach Process

All staff and volunteers are required to report any incident they believe, in good faith, may represent a breach of a Board-owned Policy. There is a special requirement on Board Members to constantly monitor their policies and ensure Lifeline South Coast is operating in a manner consistent with those policies.

The Board will provide a safe channel for a worker to bring to its attention information about acts, omissions or decisions of a serious nature. Accordingly, any worker will have access to the Board Chairperson when there is evidence or reasonable (i.e. soundly based) suspicion that the Board Member, CEO and/or Manager has;

- a) breached a Board policy;
- b) has allowed other staff to breach Board policies; or
- c) has acted or allowed staff to act in a manner likely to cause serious harm to the organisation.

The only channel to the Board in such a circumstance is via the Board Chairperson, or Deputy Chairperson. If the breach involves these members it should be referred to the Chair of the Finance, Audit and Risk Management Committee.

Any such assertion must be formally noted by the Board.

27. Board Disciplinary Action

If a Board Member is considered by either the Board Chair and/or a majority of Board Members to be:

- Unwilling to comply with legal obligations
- Negligent or deceitful
- Disqualified from another board position
- Purposefully breaching policy

- Intimidating, bullying or other unwarranted behaviour in breach of the Code of Conduct or LLSC values

The Board Chairperson must note the issue formally with the Board.

The Board Chair will seek resolution of the issue in accordance with the Volunteer HR Policy.

Where no appropriate resolution is achieved, a quorum of the Board is required for the Board Chairperson to make a recommendation to the Uniting Church Council to remove the Board member.