



# Lifeline South Coast Board Charter

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# 1 Document History

Version	Document Owner	Approved By	Date Approved	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
4.5	Denae Holland Finance & Gov Mgr	Board	05/06/2023	31/03/2025	Review roles & responsibility of Board & Committees. Committee meeting frequency Formatting & order of document
4.6	Denae Holland Finance & Gov Mgr	Board	24/03/2025	31/03/2027	Updates to align with new Constitution

					Updates to align with Conflict-of-Interest Policy and Worker Checks Position Paper. Other formatting updates
5.0	Denae Holland Finance & Gov Mgr	Board	19/01/2026	31/01/2028	Updated branding Remove appendix B: governance template Added Minutes & Reporting to Board Committee appendix tables

## 2 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, Values and Policies of Lifeline South Coast (NSW).

The Board supports the vision and mission of Lifeline Australia and is committed to supporting this through local activities and engagements.

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

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

## 3 Recognition of Responsibility

### 3.1 BOARD 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

### 3.2 BOARD ROLE RESPONSIBILITIES

The responsibilities of each Board and Board Committee role are outlined within this Board Charter. Board members are expected to respect and discharge those roles as outlined.

## 4 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.

	<p>There are lots of opportunities for informal interactions among Board members.</p> <p>Board members actively contribute to the development of the agenda</p>
Norms	<p>Board members are honest yet constructive.</p> <p>Members are ready to ask questions and willing to challenge leadership.</p> <p>Members actively seek out other members' views and contributions.</p> <p>Members spend appropriate time on important issues.</p>
Beliefs	<p>"If I don't come prepared, I will be embarrassed."</p> <p>"If I don't actively participate, I won't be fulfilling my responsibility."</p> <p>"I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."</p> <p>"If I can't carry my load, or if I can't agree with what's going on, I should resign."</p>
Principles	<p>The Board serves the community by actively participating in governance.</p> <p>The Board is responsible to various stakeholders.</p> <p>Board members are personally accountable for what goes on at the organisation.</p> <p>The Board is responsible for maintaining the organisation's stature in the sector.</p> <p>Board members respect each other and the entire Lifeline South Coast team.</p>

## 5 Reporting

### 5.1 BOARD MEETINGS

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.

### 5.2 BOARD COMMITTEE MEETINGS

Proceedings of all Board Committee meetings are minuted and ratified at the subsequent meeting.

Minutes of all Board Committee meetings are available to all Board members via SharePoint.

The Chair of each Board Committee is responsible for sending the Committee Report to the Finance and Governance Manager within 10 business days of the meeting.

## 6 Review of Charter

The Board will review this charter at least every two years to ensure it remains consistent with the Board's objectives and responsibilities.

## **PART A – DEFINING GOVERNANCE ROLES**

### **7 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:

1. Identify gaps in the skills matrix, and
2. 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:

1. Searches on ASIC and ACNC registers
2. Criminal Record Check

A formal interview process will always be undertaken. The interview panel will consist of 2 -4 members as determined by the Lifeline South Coast Board. The interview panel must include at least 1 current board member. Other panel members may include representative from the Presbytery, Lifeline South Coast CEO/Management, or other stakeholders. The interview process may include referee checks.

Nominations should be supported by a simple majority of the Board and must be endorsed by Presbytery.

#### **7.1 MEMBERSHIP AND TERM**

In accordance with the Constitution the Board shall consist of not less than five and not more than twelve members, the majority of whom shall be members or members-in-association with the church with some exceptions (refer to Constitution section 8.2).

Appointments to the Board shall be for a term of three years. After three 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 meetings without leave of absence may be deemed by the Board as resignation.

All Board members are subject to the Conflict of Interest Policy which requires board members to complete a Declaration of Interest on appointment and at least every two years thereafter.

All Board members are required to complete a Fit2Work criminal record check on appointment and at least every two years thereafter.

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

## 8 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

## 8.1 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 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.

## 9 Role of Board Positions

### 9.1 ROLE OF INDIVIDUAL DIRECTORS

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

In practice, the requirement of each director is to:

- become familiar (and maintain familiarity) with the fundamentals of services and activities 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.

## 9.2 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.

### **9.3 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.

### **9.4 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;

### **9.5 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

### **9.6 ROLE OF THE COMMITTEE CHAIRS**

The Committee Chairs are responsible for:

- facilitating proper information flow to the Board;
- facilitating the effective functioning of the committee including managing the conduct, frequency, and length of meetings;
- Chairing Committee meetings efficiently and shaping the agenda;
- Providing timely Committee meeting reports for the Board.

### **9.7 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.

## 10 Board Committees

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

- The Committee Chair will be nominated by the Board at least annually at the Board meeting following the Annual General Meeting (AGM).
- Should the Chair be absent from a meeting and no acting Chair has been appointed, the present committee members have the authority to choose one of their number to be Chair for that particular meeting.
- The Board may nominate a secretary for the Committee as required.

### Meetings

- The Finance, Audit and Risk Committee meets at least quarterly; the Chair will determine if more frequent meetings are required. Minutes are required for all meetings.

- Other Committees meet at least twice annually, the Chair will determine if more frequent meetings are required. Minutes are required for all meetings.
- A quorum for Committee meetings shall be one half of the membership. Including at least two Board members.
- 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 10 business days after the Committee meeting.
- 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

Further detail of the current Board Committees is included at Appendix A

## **PART B – KEY BOARD FUNCTIONS**

### **11 The Board and 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.

## 12 The Board and CEO Performance Management

While the Board has ultimate power and carries most of the legal responsibility for 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	CEO
Recruitment of CEO	Human Resource Management
CEO Remuneration	Planning to achieve LLSC objectives
Monitor and review performance and development of the CEO	Finance and physical resource management
	Fundraising
	Link between Board and 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.

## 13 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. The Board 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.

## **14 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**

## **15 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 in a timely way.

Outside specialist advice at LLSC'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.

## **16 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.

## **17 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.

## 18 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.

## 19 Director Development

Board Members have the right to request external training at LLSC'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

## 20 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 LLSC 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.

## 20.1 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.

## 20.2 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 six times per year, approximately every two 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.

### 20.3 AGENDA

The agenda for meetings is first developed by the Secretary, or delegate to the Board in collaboration with the CEO. A draft agenda is sent to the Chair for 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.

### 20.4 BOARD PAPERS AND PROPOSED SOLUTIONS

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 delegate, no later than **five** business days before the Board meeting.

### 20.5 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.

### 20.6 MINUTES

The Board Secretary, or 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.

## **20.7 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.

## **20.8 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.

# **21 Board Grievance Management Process**

The Board of LLSC 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.

# **22 Board Policy Breach Process**

All workers 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 LLSC 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.

## 23 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 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 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 Illawarra Presbytery to remove the Board member.

## APPENDIX A – Board Committees

Committee:	<b>FINANCE AND RISK MANAGEMENT COMMITTEE</b>
Purpose	<p>The Finance, Audit &amp; Risk Committee will assist the Board in fulfilling its responsibilities by overseeing matters concerning:</p> <ul style="list-style-type: none"> <li>• The integrity of financial statements and financial reporting systems;</li> <li>• Monitoring financial performance against the strategic plan, budgets, and priorities;</li> <li>• External auditor’s appointment, qualifications, performance, independence and fees;</li> <li>• Oversight and performance of the internal audit function;</li> <li>• Compliance with financial reporting and related regulatory requirements; and</li> <li>• Risk Management</li> </ul>
Roles & Responsibilities	<p>The Committee reviews, assesses, and makes recommendations to the Board on:</p> <ul style="list-style-type: none"> <li>• Current and projected/budgeted financial performance</li> <li>• Any significant estimates and judgements in financial reports, and monitors the methods used to account for unusual transactions</li> <li>• The process used to monitor compliance with laws, regulations and other requirements relating to external reporting of financial and non-financial information</li> <li>• The major financial risk exposures</li> <li>• Risk appetite, risk policy and risk management framework</li> <li>• Strategic risk and management plan</li> <li>• Workplace Health and Safety</li> <li>• The effectiveness of Management's control of risks</li> <li>• Oversight of Investments</li> <li>• Oversees the development and ongoing review of key policies that support our frameworks for managing risks</li> </ul> <p style="text-align: center;">Any matters pertaining to any of the key items above, should be approved, or at a minimum, to be provided to the Finance Audit &amp; Risk Committee before it is presented to the Board for action.</p>
Scope of Authority	<ul style="list-style-type: none"> <li>• The Board is not bound by Committee decisions.</li> <li>• The Committee does not have any financial delegations</li> </ul>
Membership	<ul style="list-style-type: none"> <li>• The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individual skills, insight, and expertise.</li> <li>• The CEO and the Finance &amp; Governance Manager are members of the Committee</li> </ul>

## APPENDIX A – Board Committees

	<ul style="list-style-type: none"> <li>• 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</li> <li>• The Chair of the Finance, Audit &amp; Risk is not to be the Chair of the Board</li> </ul>
Minutes & Reporting	<ul style="list-style-type: none"> <li>• Minutes must be recorded for each meeting and ratified at the subsequent meeting.</li> <li>• 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.</li> <li>• 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.</li> </ul>

Committee:	PERFORMANCE GOVERNANCE COMMITTEE
Purpose	<ul style="list-style-type: none"> <li>• To assist the Board of Lifeline South Coast to:</li> <li>• oversee CEO performance and remuneration and Board effectiveness</li> <li>• Evaluate the effectiveness and skills mix of the Board</li> </ul>
Roles & Responsibilities	<ul style="list-style-type: none"> <li>• Conduct an annual performance review with the CEO, providing feedback and recommendations to the CEO and the Board.</li> <li>• Conduct an annual remuneration review for the CEO, providing recommendations to the Board.</li> <li>• Conduct an annual review of the Board's performance and effectiveness.</li> <li>• 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.</li> <li>• Upon request of the Board, seek nominations and make recommendations to the Board for the appointment of new Board members.</li> </ul>
Scope of Authority	<ul style="list-style-type: none"> <li>• The Board is not bound by Committee decisions</li> <li>• The Committee does not have any financial delegations</li> </ul>
Membership	<ul style="list-style-type: none"> <li>• The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individual skills, insight, and expertise</li> </ul>

## APPENDIX A – Board Committees

	<ul style="list-style-type: none"> <li>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</li> </ul>
Minutes & Reporting	<ul style="list-style-type: none"> <li>Minutes must be recorded for each meeting and ratified at the subsequent meeting.</li> <li>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.</li> <li>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.</li> </ul>

Committee:	<b>CLINICAL &amp; SERVICES GOVERNANCE COMMITTEE</b>
Purpose	<p>The Service Governance Committee will assist the Board in fulfilling its responsibilities by overseeing matters concerning:</p> <ul style="list-style-type: none"> <li>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</li> </ul>
Roles & Responsibilities	<p>The Committee reviews, assesses and makes recommendations to the Board on</p> <ul style="list-style-type: none"> <li>The development of frameworks and structures for delivery of services</li> <li>Monitoring service performance and outcomes</li> <li>Developing and maintaining a culture of safety and quality improvement</li> <li>Inclusion of lived experience</li> <li>Strategic workforce (paid and volunteer) matters</li> <li>Proposal/business case for new services or strategic changes in existing services</li> </ul> <p>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.</p>
Scope of Authority	<ul style="list-style-type: none"> <li>The Board is not bound by Committee decisions</li> <li>The Committee does not have any financial delegations</li> <li>Some services are governed by Lifeline Australia and will be out of scope for this Committee for that reason.</li> </ul>
Membership	<ul style="list-style-type: none"> <li>The Board shall appoint at least 2, but no more than 4, Board Members to the Committee based on individuals' skills, insight, and expertise</li> </ul>

## APPENDIX A – Board Committees

	<ul style="list-style-type: none"><li>• The Crisis Support Manager is a member of the Committee</li><li>• 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</li></ul>
Minutes & Reporting	<ul style="list-style-type: none"><li>• Minutes must be recorded for each meeting and ratified at the subsequent meeting.</li><li>• 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.</li><li>• 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.</li></ul>