



Board Charter

1 HISTORY OF LIFELINE AUSTRALIA INC.

Lifeline was founded in 1963 by the late Reverend Sir Alan Walker OBE, when he took a call from a distressed man who later took his own life. Determined not to let isolation and lack of support be the cause of more deaths, Rev. Alan Walker launched a 24-hour crisis support telephone service, now known as Lifeline. Lifeline is a national charity that provides access to crisis support, suicide prevention and mental health support services to Australians in crisis.

Lifeline's services are now made possible through the efforts of around 1,000 staff and 11,000 volunteers, operating from over 60 locations nationwide.

Services and resources are now provided through phone, text, face-to-face, and online mediums.



Image: Reverend Dr. Sir Alan Walker

1.2 History of Lifeline Mid Coast (1988 – present)

Lifeline Mid Coast was established in 1988 as an unincorporated organisation of the Uniting Church in Australia NSW.ACT Synod through the Port Macquarie Uniting Church and the Mid North Coast Presbytery.

Our focus on crisis support and suicide prevention allows us to concentrate on the vision of our founder, Rev. Sir Alan Walker OBE. Lifeline was built on the commitment to reach out to those in crisis using technology to overcome barriers and to help bridge the gaps of time and distance.

We are accredited through Lifeline Australia and work as part of the Lifeline network, committed to saving lives through crisis support, suicide prevention and mental health support services.

1.3 Lifeline Mid Coast Relationship with the Uniting Church in Australia & UnitingCare NSW.ACT

Lifeline Mid Coast is an activity of the Port Macquarie Uniting Church. Uniting, and arm of the Uniting Church in Australia NSW.ACT oversees all Lifeline Centre's under the Uniting Church in Australia NSW.ACT. The Uniting Church in Australia NSW.ACT Property Trust (NSW) is the legal entity with ownership of Lifeline Mid Coast. The Uniting Church in Australia NSW.ACT is given legal recognition through the Uniting Church in Australia Act 1977 in each State & Territory jurisdiction. The Uniting Church in Australia Property Trust (NSW) is the body created to deal with matters in NSW where it is necessary to have a legal entity. The Property Trusts are the sole owners of all assets of the agencies and activities of the Uniting Church in Australia NSW.ACT.

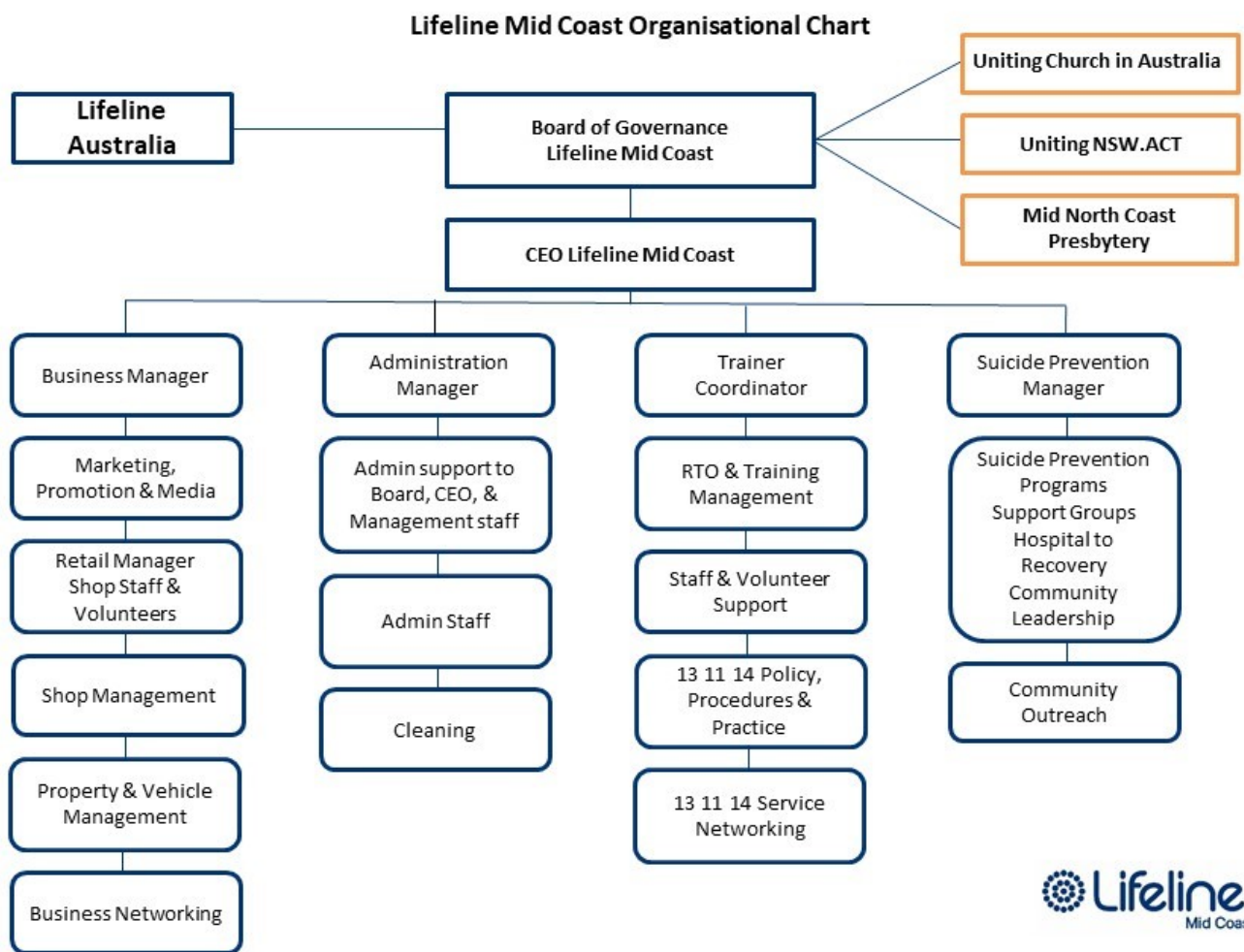
Under Uniting, Lifeline Mid Coast operates under a Board of Governance appointed by the Church and in accordance with a constitution approved by the Synod of NSW & the ACT.

Lifeline Mid Coast has its own governance & management arrangements and is a separate tax entity. The CEO's Board Report is submitted to the Mid North Coast Presbytery. However, Uniting, in consultation with the administering bodies, has a responsibility to assess governance and compliance matters; financial viability; and, the viability or appropriateness of the service programs. (Synod by-law N3.36.2(b)).

Lifeline Mid Coast submits its Annual Report to Uniting for monitoring purposes.

The attached organizational chart describes the reporting structure of the Uniting Church community services operating in NSW & the ACT.

1.4 Lifeline Mid Coast Organisational Chart



1.5 Lifeline Australia Inc.



Lifeline Australia

Our Vision: An Australia free of suicide.

Our Purpose: To support Australians in times of crisis and equip individuals and communities to be resilient and suicide-safe.

Our Guiding Principles:

- We are guided by how we can best support and serve the community delivering Lifeline's purpose.
- We consistently demonstrate care and respect for other people through how we deal with colleagues, clients and the community.
- We demonstrate integrity, honesty, openness, personal excellence and constructive self-criticism, innovation in service provision, mutual respect and commitment in all of our behaviours and decisions.
- We will reinforce Lifeline's reputation as an organisation of integrity, honesty, respect, care and trustworthiness.
- We respect the wisdom and insights of people with lived experience.
- We believe suicide is mostly preventable.
- We listen to others without judgement

1.6 Lifeline Mid Coast Relationship with Lifeline Australia Inc.

Lifeline Mid Coast through Uniting, is a Member of Lifeline Australia.

Accordingly, Lifeline Mid Coast is able to use the Lifeline Trade Marks (name and logo) in association with its accredited Lifeline activities. Lifeline Mid Coast complies with the requirements of the Lifeline Accreditation Standards Program (LASP) and pays the Affiliation or Member Fees to Lifeline Australia., Lifeline Mid Coast's vision, purpose and values are aligned to those of Lifeline Australia. As an active Lifeline member, Lifeline Mid Coast benefits from access to infrastructure, intellectual property and program knowledge, and the various services and support provided by Lifeline Australia. Lifeline Mid Coast contributes to and benefits from interactions with the national network of Lifeline Centres.

1.7 Lifeline Mid Coast



Lifeline Mid Coast

Our Vision: A community where crisis support is freely available for all

Our Purpose: To provide individuals and community with support and the means to be resilient and suicide safe.

Our Guiding Principles:

- We are guided by how we can best support and serve the community delivering Lifeline's purpose.
- We consistently demonstrate care and respect for other people through how we deal with colleagues, clients and the community.
- We demonstrate integrity, honesty, openness, personal excellence and constructive self-criticism, innovation in service provision, mutual respect and commitment in all of our behaviours and decisions.
- We will reinforce Lifeline's reputation as an organisation of integrity, honesty, respect, care and trustworthiness.
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2 Defining Governance Roles

2.1 Governance Philosophy and Approach

Our approach to corporate governance is based on a set of values and behaviours that underpin day-to-day activities, provide transparency and protect the interests of stakeholders. This approach includes a commitment to corporate governance excellence, which Lifeline Mid Coast sees as fundamental to its sustainability and performance.

2.2 Delegations

The Board has delegated specific responsibilities to the CEO in accordance with the Lifeline Mid Coast Board Charter and Lifeline Mid Coast Policy & Procedures which broadly outlines our CEO's delegation of:

1. Overarching limitations
2. Financial planning
3. Financial management
4. Investments
5. Remuneration and benefits
6. Protection of assets
7. Communication and support to the board
8. Emergency CEO succession
9. Employment Conditions
10. Privacy
11. Public Affairs

The Lifeline Mid Coast Board Charter and Lifeline Mid Coast Policies and Procedures details the limits applicable to specific financial and Human Resourcing actions from the Board to the CEO. For administration purposes, the subsequent delegation of functions from the CEO to Lifeline Mid Coast Managers are included in the Lifeline Mid Coast Policy and Procedures. The purpose of our policies is to:

- Ensure the efficiency and effectiveness of Lifeline Mid Coast administrative processes.
- To ensure that appropriate officers have been provided with the level of authority necessary to discharge their responsibilities.
- To assist in the prevention of fraud.
- To ensure high level of transparency in the execution of financial and HR functions, transactions and contracts.

2.3 Ethical Guidelines

The Board and Management of Lifeline Mid Coast actively promote ethical and responsible decision making. Lifeline Mid Coast has a Code of Conduct and Ethics for the Board; Lifeline Australia Code of Conduct in our Lifeline Mid Coast Policies and Procedures.

2.4 Role of the Board

The Lifeline Mid Coast Board consists of 7-9 Board Members approved by the Mid North Coast Uniting Church Presbytery.

On behalf of the stakeholders, especially Members and clients, the Board is responsible for the stewardship and future wellbeing of Lifeline Mid Coast.

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

The Board bears ultimate responsibility for Lifeline mid Coast achieving the purpose for which it exists. In providing leadership and strategic governance, the board must:

1. Establish the organisation's purpose, values, goals and objectives.
2. Identify and monitor the management of corporate risks.
3. Establish, monitor and review the strategic direction for Lifeline Mid Coast including review and approval of the strategic plans, annual budgets, financial objectives, significant capital allocations and expenditures and major initiatives.
4. Monitor Lifeline Mid Coast's performance against policies and other criteria that have been set by the Board.
5. Ensure there are adequate resources to realise Lifeline Mid Coast's purpose, values, goals and objectives and that these are managed effectively.
6. Ensure the maintenance of Lifeline Mid Coast's status as a not-for-profit entity registered charity with deductible gift recipient endorsement.
7. Recruit and support the Chief Executive Officer (CEO), and constructively monitor and assess his or her performance.
8. Determine the terms of employment and remuneration of the CEO and Business Manager.
9. Ensure that there are processes in place to identify, manage and monitor risks.
10. Ensure Lifeline Mid Coast's compliance with applicable laws and regulations, including ensuring its ability to meet its debts as they fall due.
11. Ensure there are mechanisms for consultation with key stakeholders, and continuing accountability to them,
12. Ensure it is itself comprised of person who have the skills and qualities to effectively realise Lifeline Mid Coast's purpose, values, goals and objectives.

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

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

2.5 Role of the Individual Director

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

Board members will be appointed to the Board in accordance with Lifeline Mid Coast's constitution.

2.6 Role of the Chair

The Chair:

1. Presides over general meetings of Members and Board meetings and ensures the effective conduct of these meetings.
2. In conjunction with the Chair of the Governance Committee, appoints the Chair of each of the Committees and co-opted Committee members.
3. Provides the CEO with regular opportunities to discuss ideas, check directions and act as a supportive sounding board for the CEO.
4. Manages the performance of the CEO.
5. Ensures that decisions taken by the Board take into account:
 - a. Any resolutions of the Members from General Meetings.
 - b. Advice from the Lifeline Mid Coast's management (including that arising from the consultation it undertakes with Lifeline Australia.
 - c. Management of risk to Members.
 - d. The duties directors of Lifeline Mid Coast have to responsibly work for the interests of the organization and its Members.
6. Ensures appropriate governance of "In Camera" Board meetings is adhered to.
7. Contributes to advocacy activities such as in the areas of government relations, Members engagement and fundraising, and act as a spokesperson for Lifeline Mid Coast in the media and at significant events.
8. Ensures consultation with key stakeholders, and accountability to them is met.
9. Ensures Board Members are aware of and have the opportunity to participate in standing committees (examples Finance, Audit & Risk Committee, Governance Committee, Corporate Partnership Committee). See Section 4.6 for further details.

The Board of directors are responsible for annually electing the Chair, Secretary, Treasure and other such offices as it shall consider necessary, as provided for in the constitution.

2.7 Board Composition:

The Board of Lifeline Mid Coast believes that it is essential for its composition and structure to reflect the need for independence, transparency, and flexibility.

To achieve these goals the Board will:

- Ensure directors are appointed on merit, through a transparent process, and in alignment with the purposes and strategies of Lifeline Mid Coast.
- Ensure tenure of directors is limited to encourage renewal and staggered to retain corporate knowledge.
- Ensure the Board reflects a mix of personal attributes which enable it to fulfil its role effectively.
- Ensure the Board assesses and records its members skills and experience, and this is disclosed to stakeholders.
- Ensure the Board undertakes succession planning to address current and future skills needs in alignment with the purpose and the strategic directions of Lifeline Mid Coast.

Board members shall be appointed under the conditions of the constitution. The normal term of a Board Member will be for a period of (3) three years, eligible for re-appointment, with a limit of (6) six years of continuous service.

2.8 Board Conduct and Ethical Behaviour

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

1. Fairness, Honesty and Integrity:
 - Directors will act with fairness, honesty and integrity in all of their dealings on behalf of the organisation.
 - Directors will not discriminate on the grounds of people's race, religion, gender, marital status, sexual identification or orientation, or disability.
 - Directors will not knowingly make promises or commitments that Lifeline Mid Coast does not intend, or is unable to honour.
 - Directors will not act in an unconscionable manner in their dealings on behalf of the organisation.
 - Directors will not directly or indirectly mislead, make false statements, or mislead by omission.
 - Directors will treat all employees, Members, users of our services, suppliers, funders, competitors, all other stakeholders and their colleagues with courtesy and respect.
 - Directors will require that all employees of the organisation act in accordance with these principles of fairness, honesty and integrity.

- Directors will preserve and enhance the good reputation of Lifeline and will avoid behaviour which might damage Lifeline's brand and reputation.
 - Directors will act ethically in their approach to business decisions.
2. Personal Transactions:
- Directors will keep their personal or other business dealings separate from their dealing as a director of Lifeline Mid Coast.
 - Directors will not use the name of Lifeline or Lifeline Mid Coast to further any personal or business purpose.
 - Directors will use goods, services and facilities provided to them by Lifeline Mid Coast for legitimate business purposes and strictly in accordance with the terms of which they are provided.
3. Confidentiality:
- Directors will ensure that confidential information relating to Lifeline Mid Coast's business, Members, helpseekers, suppliers, funders and employees is not disclosed to third parties without the consent of Lifeline Mid Coast.
 - Directors will respect the privacy of others and will comply with the Privacy Policy under Lifeline Mid Coast's Policies and Procedures.
 - Directors will respect the rights and property of Lifeline Mid Coast and others, including their intellectual property, and only accept their confidential or trade secret information after Lifeline Mid Coast clearly understands our obligations as defined in appropriate documentation.
4. Disclosure of Interest:
- Directors must fully and promptly disclose to the organisation any private or other business interests and other matters which may lead to potential or actual conflicts of interest. They must do that in accordance with such policies that the Board may adopt from time to time.
 - Directors must fully disclose all relationships they have with Lifeline and Lifeline Australia in accordance with Lifeline Mid Coast's rules on Independence of Directors. (See clause...)
 - Directors dealings with Lifeline Mid Coast will always be at arm's length to avoid the possibility of actual or perceived conflicts of interest.
5. Abiding by the Law:
- Directors will abide by the law at all times.

- Directors will comply with all policies adopted by the organisation from time to time, including but not limited to policies relation to corporate governance, privacy, work health & safety and travel.

6. Payment Gifts and Travel:

- Directors will not sue their status as a director to seek personal gain from those doing or seeking to do, business with Lifeline Mid Coast.
- Directors must not accept any material personal gain arising from their position as a director, from those doing, or seeking to do business with Lifeline Mid Coast without referring the matter to the CEO, Business Manager or Board Chair. Materiality attaching to a personal gain will be considered on a case by case basis.
- Directors must table information concerning any material personal gain arising from the position as a director at the first available Board meeting.
- Directors will actively be mindful of resources which are in their trust on behalf of the organisation, and will support policies which ensure the stewardship of resources.
- Directors will only be reimbursed for legitimate expenses incurred for the sake of Lifeline Mid Coast. Directors will keep all such expenses reasonable and justifiable and will disclose expenses which may be in question with the Lifeline Mid Coast Board Chair.
- Directors will protect and reserve Lifeline Mid Coast assets, including Lifeline Mid Coast business opportunities and intellectual property, for Lifeline Mid Coast's benefit and not for personal benefit.

7. Raising Concerns – Whistle Blowing:

- Directors will report to the Board, and encourage employees to report to the Board or CEO, any instances of unlawful and unethical behaviour by Lifeline Mid Coast Board Members, employees or volunteers.
- Employees and volunteers are able to do so in accordance with Lifeline Mid Coast's Whistle Blower policies and procedures.

2.9 Interpretation:

The Board Chair of Lifeline Mid Coast and the Chair of the Governance Committee shall ensure that the practice of this policy will be fair, just and equitable in all situations of interpretation and application.

2.10 Enforcement

The Board Chair is ultimately responsible for immediate interpretation, application and enforcement of the Director's Code of Conduct and Ethics. All complaints concerning a possible code of ethics violation of the code shall be made in writing to or by the Board Chair with a copy provided to the complainant.

The Board Chair shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.

If this initial attempt at resolution is not successful, the Board Chair shall refer the matter to the Governance Committee to investigate the complaint. The Committee is required to investigate as required and submit a written report to the Board Chair within 30 days. The Board Chair will render his/her decision within ten days of receiving the Committee's report.

The Board Chair's decision may be appealed in writing to the Board for consideration at the Board's next scheduled Lifeline Mid Coast Board meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

2.11 Delegation and Penalties:

Should the Board Chair be the subject of a written complaint, the Deputy Chair shall perform the duties normally assigned to the Board Chair in this matter.

Penalties imposed for breach of the code of conduct and ethics may include, but are not limited to, the following:

- Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest and/or;
- Censure of the director, in private, in public, or both, and/or;
- Removal of the director from office by a resolution passed by a simple majority of Board.

3 Key CEO and Board Functions

3.1 The Board and Strategy

The Board will:

1. Provide input that assists in identifying and understanding emerging trends and issues likely to affect the wellbeing of Lifeline Mid Coast stakeholders and clients.
2. Review Lifeline Mid Coast's situation and agree the broad framework within which the strategic and business plans will be prepared each year.
3. Establish, monitor and review the strategic direction for the organisation.

4. Ensure the development of medium-term and annual business plans.
5. Review and approve Lifeline Mid Coast's financial objectives, plans and actions, including significant capital allocations and expenditures.

3.2 Role of the CEO

Through the Board's delegation of authority to the CEO, the CEO is responsible for the day to day management of the business and operations of Lifeline Mid Coast. This means:

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

3.3 The Board and CEO

The Board will:

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

3.4 Board Chair and CEO Relationship

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

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

3.5 Delegation to the CEO

The Board delegates to the CEO responsibility for the implementation of its strategic directions/strategic plan while complying with the Lifeline Mid Coast policies.

1. The directors may delegate their powers, as they consider appropriate. Ultimate management of the organisation rests with the directors.
2. The CEO is responsible for the development of strategic objectives for the business and the achievement of the planned results for Lifeline Mid Coast.
3. Management of Lifeline Mid Coast's day-to-day operations is delegated to the CEO, subject to those matters specifically reserved to the Board pursuant to clause 2.2 of this Charter and specified delegations of authority approved by the Board.
4. Any matters or transactions outside the delegations of authority must be referred to Lifeline Mid Coast Board for approval.
5. Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider appropriate.
6. Always with the proviso that the CEO's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies, she/he is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.
7. Acknowledging a Board member's right to have access to information necessary to meet his/her duty of care to the organisation, the CEO may defer instructions or request from individual Board members or from unofficial groups of Board members if, in her/his opinion, such a request or instructions are:
 - a. Inconsistent with the Board's policies.
 - b. Are deemed to make unjustifiable intrusions into the CEO's or other staff members time.
 - c. Are an unjustifiable cost to the organisation.

The CEO must notify the Chair in the event clause 3.4.7 is enacted.

3.6 CEO Performance Assessment

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

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

Review Process:

1. Following the first Board meeting after the AGM, and prior to the next scheduled Board meeting, the Chair and members of the Governance Committee and such other appointed person pursuant to the terms of reference, meet with the CEO for the purposes of setting agreed KPI's for the ensuring period.
 - a. Those agreed KPI's are then provided to the Board for approval at the next Board meeting.
 - b. Within six months after the AGM, the Chair and such other sponson as referred to above, meet again with the CEO to discuss and agree progress in respect of the KPI's.
 - c. A report jointly from the CEO and the persons conducting the review is then provided to the Board for comment.
 - d. The process (of review and reporting) to the Board, is repeated prior to the next AGM.
 - e. The timing of this process be amended from time to time at the discretion of the Board to meet the needs of the time of CEO appointment and any strategic review, or other major change to the business of Lifeline Mid Coast.

3.7 Monitoring, Risk Management and Compliance

With the support of its Board Committees, the Board monitors the performance of the business. If something is not understood they are duty bound to question it until it is

understood. The Board also reviews, challenges and provides oversight of the organisation's risk management framework and internal compliance and control systems. The Board reviews Management's implementation of those frameworks and systems in accordance with regulatory requirements. This includes approving Lifeline Mid Coast's risk appetite statement and risk management strategy and reviewing, and where necessary, approving particular risk or risk management practices beyond the authority of management.

3.8 Policy Framework

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

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

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

3.9 Stakeholder Relations

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

The Board will:

1. Serve the legitimate collective interests of the present Members and stakeholders of Lifeline Mid Coast and account to them fully.
2. Remain up to date in terms of Members and stakeholder's concerns, needs and aspirations.

3. Ensure the timely release of corporate information to provide Members and relevant stakeholders with an overview of the organisation's performance and operations.
4. Identify Lifeline Mid Coast's other internal and external stakeholders determining how Lifeline Mid Coast should relate to them and report to them on the performance of the organisation.

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

4 Improving the Board Process

4.1 Board Meetings

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

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

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

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

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

All Board Committee meetings are to be scheduled no less than (1) one week – our Finance, Audit & Risk Committee sometimes meets one week prior to a board meeting. prior to each Board meeting.

Minutes of the Board and Committee meetings must be approved within (2) two months of the meeting and be kept at Lifeline Mid Coast's principle place of business.

4.2 In Camera Meetings

In Camera Meetings are private sessions involving a confidential meeting or a portion of a meeting, taking place with only the Board members present.

By its definition, this disqualifies the CEO, senior staff, consultants, observers, lawyers and auditors. However, allowances can be made to include any parties the Board requires for the specific issues being discussed. For example the CEO may need to present a report during a discussion surrounding a potential merger.

These meetings are by the Board and for the Board, and only board members in attendance are entitled to attend. This allows for a higher degree of self-management and oversight.

Decisions made during in camera meetings and, where appropriate, the factors considered in determining to hold the meeting in camera should be recorded in separate sets of minutes, which are accessible only to the Board. The Chair of the meeting is responsible for ensuring that decisions, important factors and action items arising are minuted appropriately. It is in the best interest of the directors to maintain an appropriate record of the meeting should this information become necessary at a later date.

Minutes of an in camera meeting should be circulated to those who participated in the meeting and following their approval of the same, the minutes should be kept confidential. In the interest of good corporate governance practice, the Board Chair shall maintain a separate list of in camera minutes.

At the start of each in camera meeting, the Chair of the meeting must appoint a director to be responsible for recording the minutes of the meeting. Subsequently, the Chair must ensure that minutes are included in the minutes file as is required under the Corporations Act 2001.

4.3 Board Meeting Agenda

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

4.4 Board Papers

All Board papers are to be distributed no later than (1) week prior to the Board meeting.

4.5 Board Calendar

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

1. Regularly reviews strategic achievements and relevant strategic issues.
2. Provides assurance that all relevant compliance requirements are addressed.
3. Improves Board performance through education and continuous focus on its governance effectiveness.

The Board will develop an annual agenda setting out a framework for its year's work.

Examples of recurring and once-off agenda items include:

1. Scheduled review of the Board's stated results as indicated in the Board's strategic planning statements e.g. CEO reports and presentations.
2. Scheduled time for strategic planning.
3. Scheduled assessment of organisational risk.
4. Consultations with key stakeholders as appropriate.
5. Governance education as appropriate e.g. sessions that facilitate a better understanding of the organisation's business.
6. Other policy compliance monitoring both in respect of the CEO delegation and other Board policies, e.g. regular financial and non-financial reporting.
7. Board effectiveness review
8. CEO performance appraisal review meetings (setting up and reporting) and remuneration review.
9. Preparation for the review of AGM minutes.
10. Meeting with external auditor.
11. Scheduled reporting by the Finance, Risk and Audit Committee or other Board Committees.
12. Specific Board discussion relating to projects currently underway e.g. buildings, additional programs, etc.
13. All other matters that the Board can plan for.

4.6 Committees

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

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

The Terms of Reference for each individual Committee can be found on Lifeline Mid Coast's website (www.lifeline.org.au/midcoast)

The general principles concerning Board Committees are that:

1. The Chair in conjunction with the Governance Committee appoints the Chair of each Committee.
2. The Chair of the Committee shall determine the frequency and method of Committee meetings.
3. The Chair of the Committee shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members.
4. The Chair of the Committee shall be responsible for the effective conduct of the Committee meetings.
5. The Chair, in consultation with the Board as required shall appoint a maximum of (4) four Board members to each Committee, based on individual skills, insight and experience.

6. The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist in its work. The Chair in conjunction with the Governance Committee Chair shall grant approval for the appointment of co-opted members.
7. A quorum for Committee meetings shall be one half of the membership.
8. Minutes from the previous Committee meeting form the report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval.
9. The Committee must report both majority and minority (or dissenting) views relating to its advice or recommendations.
10. The Lifeline Mid Coast Board must approve any changes to Committee Terms of Reference.
11. All Committee papers, including agendas, minutes, reports, discussion documents and data reports are to be considered as working papers of the Board and should not normally be tabled at Board Meetings, but should be available for any Board Member to review upon request.
12. All Committee papers are to be regarded as confidential documents.
13. Disclosure of documents or their contents to external parties must not occur without Committee Chair approval.
14. Committee members are expected to be mindful of commercial in confidence, privacy and confidentiality considerations in the exercise of their work.
15. Committee members are to declare any actual or perceived conflicts of interest they may have with any matter before the Committee and all conflicts of interest will be addressed in accordance with 5.1 of the Charter.
16. The Committee should not make any determinations regarding its policy advice and recommendations to the Board without consultation with the CEO.
17. The CEO is to arrange for information, reports, advice and comment as required by the Committee in undertaking its role.

5 Board Effectiveness

5.1 Conflict of Interest

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

1. When a Board member, or his/her immediate family or business interest, stands to gain financially from any business dealings, programmes or services provided to Lifeline Mid Coast even where those dealings are of benefit to Lifeline Mid Coast.
2. When a Board member offers a professional service to Lifeline Mid Coast for remuneration.
3. When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
4. Where a competing duty is also owed to a third party or organisation.

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

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

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

5.2 Board Evaluation

The Board will assess its own effectiveness in fulfilling this charter and other Board responsibilities, including the effectiveness of individual Board members. To achieve this,

an independent external review is to be undertaken on a triennial basis, with an internally coordinated approach to be undertaken in every other year.

5.3 Director Remuneration

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

5.4 Director Selection

The Board will:

1. Ensure that there is an effective process for appointments to the Board to provide a mix of proficient Board members, each of whom is able to add value and bring independent judgement to bear on the decision-making process. The process must include external advertising for Board appointments and appointed directors would normally be expected to serve at least (3) years.
2. Assist Lifeline Mid Coast to make good appointments to the Board by ensuring that constituent bodies are fully conversant with the role, responsibilities, work program and performance of the Board and its members.

5.5 Board Succession Planning

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

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

5.6 Director Induction

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

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

4.7 Director Development

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

1. The Board has agreed to commit resources to facilitate training and professional development for Board members.
2. The Board may use tools such as SWOT and Board reviews to help identify training and professional development and/or gaps in current skills base.
3. The Governance Committee in conjunction with the Chair will review and approve Board training and development requests.

6 Review and Amendments to Charter

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