



LIFELINE INTERNATIONAL BOARD CHARTER

1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities and governance framework for the operation of the Board of LifeLine International (**LLI**).

LLI is an incorporated association and LLI's charitable purpose is advancing mental health and suicide prevention. LLI's principal activities include:

- (a) assisting Members to promote the mental, physical, emotional wellbeing of the communities they serve;
- (b) assisting Members to establish, nurture and maintain crisis intervention and caring centres with trained volunteers and personnel providing access to support services for members of communities in need;
- (c) nurturing and affirming the spirit of sharing initiatives, research and collegiality among LifeLine organisations;
- (d) ensuring uniformity and standardisation of services rendered and adherence to evidence-based standards of practice, developing and administering a set of quality assurance principles.

LLI is subject to its constitution (**the Constitution**) and the *Incorporated Associations Act 2009* (NSW). If there is any conflict between this charter and the Constitution, the Constitution prevails. A number of operational matters relating to the Board the election of directors are governed by the Constitution and are not reproduced here.

2. OBJECTIVES

As a formal governing Board, the objectives of the Board are to provide leadership, and to determine as well as monitor:

- (a) LLI's strategic objectives and its short, medium, and long-term strategic goals;
- (b) Policies governing the operations of LLI and the conduct of its members; and
- (c) Annual progress and performance of LLI in implementing its strategic goals and objectives.

3. RESPONSIBILITIES

- (a) The responsibilities of the Board are to:
 - (i) Make and/or amend from time-to-time, rules that regulate the Board, LLI and its members;
 - (ii) Review and approve strategic goals and objectives, annual budgets, and financial plans;
 - (iii) Oversee and monitor organisational performance and the achievement of strategic goals and objectives;

- (iv) Establish and determine the powers and functions of any Board committees, and other committees that may be established by the Board from time to time;
 - (v) Monitor financial performance against forecast and prior periods, including approval of the annual financial report, and the liaison with external auditors;
 - (vi) Appoint, approve the succession plan and remuneration, and regularly assess the performance of the Chief Executive Officer (**CEO**);
 - (vii) Set the framework for the policy platform, which is the mandate for the operation of the policy committees;
 - (viii) Determine the desired culture for the organisation and act as a role model of the desired culture;
 - (ix) Enhance and protect LLI's reputation;
 - (x) Set the Board's risk appetite, ensure risks are identified and appropriate control, monitoring, and reporting mechanisms are in place; and
 - (xi) Engage with stakeholders including members, clients, employees, industry, government and other interest groups.
- (b) The responsibilities of individual directors are to:
- (i) Act in good faith and in the best interests of LLI;
 - (ii) Not improperly use their position or misuse the LLI's information;
 - (iii) Declare any conflict of interest;
 - (iv) Act with care and diligence; and
 - (v) Not allow LLI to operate while it is insolvent.

4. COMPOSITION AND MEETINGS

4.1 Membership of the Board

- (a) The Board comprises not less than three and not more than nine directors. Of these directors a minimum of three directors must ordinarily reside in Australia;
- (b) In accordance with the Constitution, at the first meeting of the Board after each annual general meeting, the Board must elect from amongst its member the:
 - (a) President;
 - (b) Vice-president;
 - (c) Treasurer; and
 - (d) Secretary.
- (c) Directors may hold up to two offices (other than both the offices of the president and vice-president)
- (d) The President leads the Board in its performance of its roles and responsibilities, guides the directors and the CEO, and represents the Board to stakeholders.



- (e) The Vice-President may, in the absence or unavailability of the President, exercise the powers of the President.
- (f) The Treasurer oversees the management and reporting of LLI's finances.
- (g) The Secretary is responsible for effective maintenance and management of records of LLI and to assist the President to perform Association duties.
- (h) Directors retire from office following the Annual General Meeting in the third calendar year after their appointment. They are eligible for reappointment and may serve up to nine years in total.

4.2 Meetings

- (a) The Board may meet, adjourn, and otherwise regulate its meetings as it thinks fit. Currently the Board meets four times a year (at a minimum).
- (b) Meetings may be held using any technology consented to by a majority of directors.
- (c) To meet standards of good governance, the Board will develop an annual agenda setting out a framework for its year's work.
- (d) The President 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. Board meeting agendas must be approved by the President prior to circulation.
- (e) 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. All Board papers are to be distributed one week prior to the Board meeting.
- (f) Each member of the Board has one vote for the purpose of determinations by the Board subject to the management of any conflicts of interest.
- (g) Questions arising at a meeting of directors must be determined by a majority of votes of directors. The President is entitled to a second or casting vote in the event of an equality of votes on a question at a meeting of directors.
- (h) Board members are expected to attend all Board and Committee Meetings. Directors must notify the President prior to the meeting if they are unable to attend a meeting.

4.3 Minutes

The Secretary of LLI, or another person appointed by the Board, takes minutes of the proceedings of all Board meetings.

4.4 Quorum

A quorum is a majority of the total number of directors on the Board at any given time.

4.5 Leave of absence

Directors must seek the Board's approval for a leave of absence. Directors must understand that failure to attend three consecutive meetings of the Board without the prior consent of the Board automatically creates a vacancy on the Board under clause 11.23(g) of the Constitution.

5. BOARD INDUCTION AND TRAINING

5.1 Induction

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

5.2 Training

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

6. CONFLICTS OF INTEREST

6.1 Identifying conflicts 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:

- (a) When a Board member, or his/her immediate family or business interests, stands to gain financially from any business dealings, programmes or services provided to LLI even where those dealings are of benefit to LLI
- (b) When a Board member offers a professional service to LLI for remuneration.
- (c) When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.
- (d) Where a competing duty is also owed to a third person or organisation.

6.2 Managing conflicts of interest

- (a) Any business or personal matter which could lead directly or indirectly to a conflict of interest of a material nature involving a Board member and their role and relationship with LLI, 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.

- (b) Requirements around conflicts of interest are as follows:
- (i) All conflicts of interest must be declared by the Board member concerned at the earliest time after the conflict is identified.
 - (ii) The Board shall determine whether or not the conflict is of a material nature and shall advise the individual accordingly.
 - (iii) 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 LLI, the Board member concerned shall not vote on any resolution relating to that conflict or issue.
 - (iv) The Board member shall remain in the Board room during any related discussion only with Board approval.
 - (v) The Board will determine what records and other documentation relating to the matter will be available to the Board member.
 - (vi) All such occurrences will be minuted.
 - (vii) 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

7. POWERS AND DELEGATIONS

7.1 General powers

The direction and control of LLI, including its business and affairs, is vested in the Board as a whole. The Board's authority to govern LLI is granted under the Constitution. Under the Constitution, the directors may delegate any of their powers to a committee of any one or more directors.

7.2 Management

Directors may delegate their powers as they consider appropriate. The CEO is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board and for all other aspects of the day to day running of LLI. However, ultimate responsibility for strategy, control and oversight of sound and prudent management of LLI rests with the directors.

7.3 Board Committees and Working Parties

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

- (a) 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 three years to coincide with the external Board Effectiveness Review.
- (b) 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.

- (c) Committees and working parties may co-opt outside members from time to time in order to bring additional skills, experience or networks.

8. THE BOARD AND CEO

The Board will:

- (a) Select, monitor and if necessary, replace the CEO;
- (b) Maintain an up to date framework for defining the Board's expectations of the CEO's performance including the setting of a clear, annual performance agreement;
- (c) Provide regular, honest and rigorous performance feedback to the CEO on the achievement of such expectations;
- (d) 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; and
- (e) delegate to the CEO responsibility for implementation of its strategic direction/strategic plan while complying with the CEO delegation policies.

9. BOARD EVALUATIONS

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board performance.

10. REVIEW OF BOARD CHARTER

This Charter will be reviewed biennially or more frequently by the Board as required.