



Lifeline Australia

Terms of Reference

Governance & People Committee

Version 2.0

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1 Purpose and Scope

The Lifeline Australia Governance and People Committee (**Committee**) oversees all matters concerning corporate governance, recruitment and retention, appointment and election of members to the Lifeline Australia Board (**Board**) and its committees, Board and committee succession planning, and the recruitment and performance of the CEO of Lifeline Australia (**CEO**). Responsibilities are set out in more detail in clause 3 of these Terms of Reference (**TOR**).

2 Principles

In the conduct of its duties and responsibilities, the Committee must have regard to:

- (a) the objects of Lifeline Australia as set out in the Lifeline Australia Constitution (**Constitution**);
- (b) the principles, governance philosophy, and approach, set out in the Lifeline Australia Board Charter (**Board Charter**);
- (c) the mission and vision of Lifeline Australia; and
- (d) relevant laws, regulations, industry standards and codes of conduct, and contractual obligations to which Lifeline Australia is bound.

3 Committee Responsibilities and Objectives

3.1 Corporate Governance

The Committee oversees all matters concerning:

- (a) conduct of Board and committee meetings in accordance with the Constitution and Board Charter;
- (b) the engagement of Lifeline Australia's members (each one, a **Member**) and Member relations in accordance with the Lifeline Australia *Member Policy: Governance*;
- (c) governance and ethics issues arising from the Board, and from executives and management of Lifeline Australia (**Management**) and Members;
- (d) review of the Constitution and other key governance instruments;
- (e) review of policies delegated to the Governance and People Committee by the Board, including the Code of Conduct;
- (f) annual evaluation of the performance and effectiveness of the Board, its committees, and from time to time and as required individual members of the Board (**Directors**); and

- (g) appropriate governance and oversight of the delineation of roles, duties and responsibilities between Management, the Board, and the committees.

3.2 Recruitment and Retention

The Committee is responsible for:

- (a) oversight of the implementation of, and ongoing alignment with, Lifeline Australia's Diversity and Inclusion Policy;
- (b) oversight of the Lifeline Australia people and culture program and initiatives, including:
 - (i) CEO succession and succession planning by the CEO for senior executives who report directly to the CEO (**Executives**);
 - (ii) consideration of relevant market and performance information to enable it to provide information to the Board in order for the Board to make informed decisions regarding remuneration;
 - (iii) key themes arising from Lifeline Australia's annual performance review cycle;
 - (iv) annual staff climate survey outcomes, exit interviews where appropriate etc.; and
 - (v) the broader programs that are designed to support the culture of Lifeline Australia;and making recommendations to the Board in relation to these matters as necessary;
- (c) reviewing, overseeing and making recommendations to the Board in relation to the remuneration framework, if any, for Directors.

3.3 Nominations

The Committee is also responsible for:

- (a) assisting the Board to develop a Board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership, and use the skills matrix to identify any potential gaps in the skills and experience of the Board;
- (b) developing any other eligibility criteria for the appointment of Directors;
- (c) oversight of the annual Board election and nomination process;
- (d) Board and committee succession planning;
- (e) Director recruitment, including recommending the appointment of Directors to the Board, and if appropriate, recommending the appointment of an ad hoc Nominations Committee to oversee the process;

- (f) development, review and implementation of induction programs for new Directors and the CEO and
- (g) oversight of the professional development of and budget for the ongoing education for existing Directors as approved by the Board.

3.4 CEO and Executives Recruitment and Appraisal

The Committee is also responsible for:

- (a) development and recommendation of the process for recruiting the CEO to the Board for approval - which may include the appointment of an ad hoc Nominations Committee to oversee the process;
- (b) oversight of the preparation of an employment contract including the Position Description and KPI's, for the CEO for Board approval;
- (c) updating the CEO's Position Description to reflect changes required by the Board from time to time;
- (d) oversight of the induction process for an incoming CEO;
- (e) oversight of the CEO performance appraisal process. The Committee is responsible for ensuring that there is a performance appraisal of the CEO every six months with subsequent reports to the Board. The Committee may, from time to time, recommend to the Board that an external review of the CEO performance be conducted; and
- (f) the annual review of employment arrangements for the CEO, including contract terms and annual remuneration; and
- (g) the oversight of Executive appointments, remuneration and performance, noting that decisions about these matters are delegated to the CEO unless exceptional circumstances arise in which case the Committee will be required to consider the matter for recommendation to the Board for approval.

4 Authority and power

4.1 Committee Recommendations and Board Delegation

- (a) The Committee will generally make recommendations to the Board and will not make any decisions unless specifically delegated by the Board and recorded in the Minutes of the Board.
- (b) The Board is not bound by Committee recommendations.

4.2 Consultation with CEO

The Committee should consult with the CEO when determining its advice and recommendations to the Board.

4.3 Interaction with Constitution and Board Charter

The Committee's scope is set by this TOR, the Constitution and the Board Charter. If the Board Charter or Constitution conflict with this TOR, then the Board Charter or Constitution will prevail to the extent of the conflict.

5 Composition of Committee

5.1 Number of Members

- (a) The Committee shall be made up of:
 - (i) maximum of four Directors; and
 - (ii) persons who are not Directors but are co-opted as additional members (**Co-opted Members**), but the number of Co-opted Members must be fewer than the Directors appointed to the Committee unless otherwise agreed by the Board.
- (b) The CEO of Lifeline Australia and the Executive Director of People & Corporate Services are invited to attend meetings of the Committee.
- (c) The Company Secretary (or their delegate) of Lifeline Australia will attend all meetings of the Committee.

5.2 Suitability of Appointees

All appointments must be based on individual skills, insights, and expertise relevant to the Committee's work.

5.3 Requirements for Appointments

- (a) The Board shall approve all appointments of Directors to the Committee.
- (b) The Board Chair, in consultation with the Committee Chair, may approve appointments of Co-opted Members to the Committee.

6 Chair

6.1 Appointment

The Board appoints the Committee Chair.

6.2 Duties of the Chair

The Committee Chair is responsible for:

- (a) determining the frequency and location of Committee meetings;

- (b) setting the meeting agendas and the annual work plan for the Committee, in consultation with Committee Members;
- (c) the effective conduct of Committee meetings; and
- (d) reporting to the Board on the Committee's activities.

7 Tenure

- (a) The Committee is a standing Board Committee.
- (b) The Board reviews Committee compositions annually.
- (c) Notwithstanding clause 7(a), the total cumulative term of any Committee Member's appointment(s) must not exceed 10 years. In this regard:
 - (i) the total cumulative term includes any periods served as a Co-opted Member of the Committee;
 - (ii) the Board may extend the maximum limit of 10 years by up to a further 2 years; and
 - (iii) in relation to Co-opted Members, the Guideline for Co-opted Members of Lifeline Australia Board Committees will prevail to the extent of any conflict with this TOR.

8 Conduct of Meetings

8.1 Frequency of Meetings

The Committee will meet 4 times a year or as otherwise determined by the Committee Chair or specified in the Board Charter.

8.2 Quorum

- (a) A quorum for Committee meetings shall be at least one half of the Committee Members (whether they are Directors or Co-opted Members) but must include at least 2 Directors.
- (b) If a quorum is not formed within 15 minutes of the scheduled commencement time, the Committee Chair may, at their discretion:
 - (i) adjourn the meeting to a later date and time; or
 - (ii) proceed with the meeting, but its outcomes and resolutions must be later ratified by a majority of Committee Members.

8.3 Conflicts of Interest

Committee Members are to declare any actual or perceived conflicts of interest they may have with any matter before the Committee. The Committee Chair, in

consultation with other Committee Members, will determine how conflicts of interest issues will be addressed.

8.4 Resolutions

In the event the Committee cannot reach consensus on a course of action and a vote is to be taken, each Committee Member will have one vote and the Committee may pass any resolution by a simple majority.

9 Reporting to the Board

- (a) The Committee Chair is to provide a verbal report for each Board meeting detailing Committee activities.
- (b) Matters and recommendations for the Board's approval will be provided to the Board in a written paper outlining the details of the matter and the decision to be considered.
- (c) In some circumstances, significant matters for information of the Board will be provided in a written paper to update the Board.
- (d) The minutes of Committee meetings may be provided to the Directors upon request.

10 Resources Information

10.1 CEO to Assist the Committee

The CEO (or their delegate) is to arrange for any information, reports, advice, and comment as required by the Committee in undertaking its role.

10.2 Assistance by the Company Secretary and Management

- (a) The Company Secretary and Management must provide assistance as required by the Committee in undertaking its role.
- (b) The Company Secretary will support the Committee, the CEO and Management, in the preparation of papers and maintain the minutes and other records of the Committee.

10.3 Confidentiality

- (a) All Committee papers are to be regarded as confidential documents. Disclosure of documents or their contents to external parties must not occur without approval of the Committee Chair.
- (b) Committee Members are expected to be mindful of privacy and confidentiality considerations in the exercise of their work.

11 Version History

Version	Date	Approved by	Owner	Change Description	Next review date
1.0	Oct 2022	LLA Board ¹	Company Secretary	Initial document	Oct 2025
2.0	Mar 2025	LLA Board	General Counsel & Company Secretary	Major review to ensure alignment with Board Charter and other Committee ToRs	Mar 2028

¹ Note: This version was approved by the Board but not published on the LLA website.