



Dear <insert name of Director>,

Letter of Appointment – Director of Lifeline Australia National Board

I am delighted to confirm that the Board of Lifeline Australia ('the Company') wishes to appoint you as director. In this letter I have set out the key terms of your appointment.

Term of Appointment

Your appointment will be for an initial term of 12 months, commencing on the date you sign this letter of appointment, unless terminated earlier in accordance with the Company's constitution or by law.

Under the Lifeline Australia Constitution, each director appointed by the Board holds office until a period of three (3) months after the conclusion of the Company's Annual General Meeting, but is eligible for re-appointment or election.

Our Constitution also provides that a person is not eligible to be elected, appointed or hold office as a director if he or she has been a director of Lifeline Australia for a cumulative total time that exceeds ten years. Our Constitution further provides that a vacancy in the office of a Director occurs if the person:

- dies;
- resigns the office;
- is removed from office pursuant to the Corporations Act;
- becomes an insolvent under administration within the meaning of the Corporations Act;
- is disqualified from office under Part 2D.6 of the Corporations Act;
- has held office for a cumulative total time that exceeds ten years; or
- is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

Time Commitment Envisaged

As a Board member you will be involved in a number of Board and Committee meetings throughout the year. Generally, the Board participates in up to six face-to-face (generally half to one day) Board meetings held in Canberra, Sydney or Melbourne, and teleconferences (up to 2 hours) from time to time.

There is an expectation that you will attend and participate in all of the scheduled Board meetings, the AGM in November, meetings and activities to represent Lifeline Australia and other special meetings or attendance as necessary. The Company will provide you with adequate notice of the proposed Board and Committee meeting dates. By accepting this appointment, you are confirming that you are able to allocate adequate time to meet the expectations of your role as a director of the Company. A copy of the Board's 2013 meeting schedule is attached for your reference.

Roles and Responsibilities

The management and control of the business of Lifeline Australia is vested in the Board. All Directors must make decisions objectively in the interests of the Company. As a Member of the Board of Directors, you will be required to:

- Adhere to the Lifeline Australia Board Charter (attached);
- Guide strategy and policy making to achieve and maintain high quality services in harmony with the beliefs and values of Lifeline Australia;
- Ensure that the financial affairs of Lifeline Australia are conducted on a responsible basis in accordance with established policies;
- Oversee the outcomes of the work of Lifeline Australia through the National Office;
- Encourage effective communication within the whole organisation, especially between Members, Lifeline Australia and other stakeholders; and
- Actively participate in committees and task groups.

Expectations of Directors

As a Director, you will be required to:

- act for the benefit of Lifeline Australia at all times;
- regularly attend Board meetings;
- be well informed on agenda items;
- participate fully and openly in meetings, sharing insights, ideas and suggestions;
- contribute knowledge and express opinions based on experience, which in turn will assist the Board to make sound decisions
- exercise your powers and duties with reasonable care and diligence;
- exercise your powers and duties in good faith in the best interests of the Company and for a proper purpose;
- apply independent judgement in the exercise of your powers;
- avoid conflicts between your duties to the Company and your personal interests or your duties to others; and
- observe standards of good corporate governance.

Board Committees

Board Committees are formed as necessary and when it enables efficient decision making. You may be requested to serve on one or more Board Committees. At present, there are four (4) standing Board Committees:

- Audit and Risk Committee;
- Funding and Sustainability Committee;
- Governance and Remuneration Committee; and
- Service Committee.

As previously discussed, the Board has requested that you serve as a Member of the <insert name of Board Committee> Committee from the time of your appointment until the Company's Annual General Meeting in November this year.

Directors' Expenses

There is no remuneration paid to members of the Board. The Company will reimburse you for all reasonable and properly documented expenses incurred in performance of your duties as a Director of the Company. This includes membership fees for the Australian Institute of Company Directors.

Disclosure of Interests

Directors have a duty to avoid any conflicts of interest between their duty to Lifeline Australia and their own interests. Conflicts of interest and any material personal interests must be declared at the time of your appointment to the Board. In addition, any conflicts of interest and personal interests must be declared by a Director at the time they occur and, unless the Board resolves otherwise, they may not participate in boardroom discussions, decision making or both on matters on which they face a conflict.

An interest register is tabled at each Board and Committee meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Please complete the attached Director's declaration form and return it to the Company Secretary at your earliest convenience.

Fellow Directors

Under Lifeline Australia's Constitution, the Board consists of eight directors elected by the Members and up to three directors appointed by the Board.

Your fellow Directors are: John Brogden (Chairman), Geoff McClellan (Deputy Chairman and Governance Committee Chair), Richard Bialkowski, Robyn Clough, Annie Corlett (Service Committee Chair), Graham Flower, Bob Gilkes, Brett Goodridge (Funding & Sustainability Committee Chair).

A contact list for the Board is attached to this letter for your reference.

Induction & Training

The Company Secretary, Thilini Perera, will arrange an induction program for you, which would ideally involve a visit to the National Office in Canberra for briefings by the CEO, Jane Hayden, and senior management and also a visit to a Lifeline Centre or Centres in Melbourne.

Where possible, Directors are encouraged to attend special training courses by various professional bodies to ensure that all of us as Directors are refreshed and equipped to perform our role to the highest standards and performance possible.

Independent Professional Advice

You may seek independent professional advice, at the expense of the Company, on any matter connected with the discharge of your responsibilities. Prior to requesting advice, the established protocol is that the matter be discussed with the Chairman. Copies of the advice will be made available to, and for the benefit of, all Board Members.

Indemnity and Insurance

The Company provides all its Directors with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as Directors.

Confidentiality and Access to information

Directors have unrestricted access (subject to conflicts of interest) to company records and information and receive regular detailed financial and operational reports from management. Directors are entitled to consult with the CEO and Company Secretary at anytime.

All information acquired during your term on the Board is confidential to the Company and should not be released either during your appointment or following termination (by whatever means), to third parties without prior written consent from the Chairman.

Company Constitution and Board Charter

Please familiarise yourself with the Company's Constitution, the Lifeline Australia Governance Charter and the Board Charter; a copy of each document is enclosed for your reference and information.

Do contact me at any time if you have any queries about the above or any other issues that you would like to discuss. In the meantime, please confirm your acceptance of the above terms and conditions that govern your appointment by signing and returning the duplicate copy of this letter.

Yours sincerely

JOHN BROGDEN
Chairman

Attachments:

1. Duplicate copy
2. Declaration Form.
3. 2013 Board Meeting Schedule
4. Constitution
5. Board Charter
6. Lifeline Governance Charter
7. Board Contact List.

I accept my appointment to the Lifeline Australia Board on the terms outlined in this letter.

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<Name of Director>

Date: 2013.