

Governance Charter
of
Life Without Barriers
(ABN 15 101 252 171)

WE
LIFE WITHOUT BARRIERS
WE

Championing opportunity for all

Contents

1. ACKNOWLEDGEMENT OF TRADITIONAL OWNERS	4
2. FOUNDATIONS OF LIFE WITHOUT BARRIERS	5
2.1 Introduction	5
2.2 LWB's Purpose and Values	5
<hr/>	
3. GOVERNANCE FRAMEWORK	7
3.1 Governance Framework	7
<hr/>	
4. BOARD ROLE AND RESPONSIBILITIES	8
4.1 The Board's Role	8
4.2 Key Functions and Responsibilities	8
4.3 Matters Reserved for the Board	9
<hr/>	
5. ROLE OF MANAGEMENT	10
5.1 The Role of Management	10
5.2 The Chief Executive	10
<hr/>	
6. INDIVIDUAL DIRECTORS	11
6.1 Directors' Duties	11
6.2 Confidentiality	11
6.3 Director Independence	11
6.4 Code of Conduct	12
6.5 Conflict of Interest	12
6.6 Independent Advice	12
6.7 Board Protection	12
<hr/>	
7. BOARD COMPOSITION AND APPOINTMENT	13
7.1 Composition	13
7.2 Terms and Conditions	13
7.3 Recruitment and Appointment Process	13
7.4 Letter of Appointment	14
<hr/>	
8. BOARD STRUCTURE	15
8.1 Role of the Chair	15

8.2 Role of the Company Secretary	15
8.3 Board Committees	15
<hr/>	
9. BOARD PROCEDURES	17
9.1 Meeting Procedures	17
9.2 Participation	17
<hr/>	
10. BOARD DEVELOPMENT, SUCCESSION AND EVALUATION	18
10.1 Diverse, Skills and Experience Based	18
10.2 Induction and Development	18
10.3 Evaluation	18
<hr/>	
11. REVIEW OF THIS CHARTER	19
12. SUPPORTING DOCUMENTS	20

This Governance Charter affirms our commitment to good governance and sets out the role, responsibilities, structure and processes of the Board of Life Without Barriers. It is a living document, which will be reviewed and may be amended by the Board to ensure we continue to achieve high standards of governance.

1. ACKNOWLEDGEMENT OF TRADITIONAL OWNERS

Life Without Barriers (LWB) acknowledges Aboriginal and Torres Strait Islander peoples as the original custodians of this land, and believes that they are entitled to a unique status as the first Australians. We strive to recognise this unique status through representation on our Board of Directors, our governance, management, planning, policy, practice and service delivery, project and program activities and through the relationships we build. Life Without Barriers is committed to cultural competency principles that ensure cross cultural accountability.

2. FOUNDATIONS OF LIFE WITHOUT BARRIERS

2.1 Introduction

LWB is an Australian organisation providing care and support to vulnerable and marginalised people in urban, rural and remote locations. Incorporated on 19 September 1995, LWB initially supported a small number of clients living with a disability. It has since grown into a large national organisation, responding to a wider range of needs, with offices in every state and territory in Australia. LWB operates from a secular base, and works collaboratively with government, public, private and other bodies to deliver the best possible outcomes for all its clients.

LWB is a public company limited by guarantee, has a small membership base, is registered as a charity and has deductible gift recipient (DGR) status (meaning any gifts and bequests are tax deductible).

2.2 LWB's Purpose and Values

LWB's purpose is 'to partner with people to change lives for the better' through establishing and supporting meaningful and sustainable relationships.

All support services in LWB encourage and support an individual's involvement in decision making around their life. Pivotal to this, is hearing our clients' voices and helping them achieve their goals. We share the responsibility for their journey, encourage hope, and believe in the expectation of a valuable life for children, young people, adults and families.

LWB have a reputation for being problem solvers who focus on getting the job done in an innovative, sustainable and person-centred manner. LWB have experience and expertise in providing targeted support to broad range of clients with varying support needs from low to high and complex. We support our clients with experienced, trained staff.

The Constitution outlines that LWB's objects is to:

- carry on business as a financially self-sufficient, not for profit company comprised of Members;
- provide care (including in-home and out-of-home care and support) to, and promote and encourage the personal development of, Vulnerable Persons thereby assisting them to grow, develop and live with agency, self-determination, dignity, respect and acceptance in their communities;
- research, develop, promote, advocate and/or encourage opportunities and activities that provide better living conditions and care for Vulnerable Persons, including opportunities in various social, community, sporting and employment activities thereby assisting them to achieve a better quality and enjoyment of life;
- work with relevant entities including, but not limited to, government, semi government, non-government, public, private and other authorities, instrumentalities, businesses, companies, individuals, charities and other bodies or interest groups wishing to assist and promote the interests and dignity of and opportunities for Vulnerable Persons; and
- provide funding to other entities for the purposes of one or more of the above objects.

Underpinning all LWB does are its core **values** of:

Relationships – for us, relationships come first

Imagination – we are imaginative in our thinking and practice

Courageous – we are courageous in our convictions and actions

Respectful – we are respectful and caring in all our dealings

Responsiveness – we are responsive to the needs of our clients and other stakeholders

3. GOVERNANCE FRAMEWORK

LWB's governing authority, the Board is responsible for ensuring that LWB has an appropriate governance structure and culture in place. This includes compliance (meeting statutory and regulatory obligations) and performance (staying up to date, relevant and assisting the Chief Executive to lead the Company in the best possible way).

3.1 Governance Framework

This Governance Charter reflects the **requirements of relevant legislation and regulation**.

LWB is a charity registered and regulated by the Australian Charities and Not-for-Profit Commission (ACNC) that assists registered charities in their dealings with the Australian Securities and Investments Commission (ASIC) under the *Corporations Act 2001 (Cth)* (Corporations Act) and the Australian Tax Office (ATO).

This Charter builds on the organisational structure, rules and authority to govern set out in LWB's **Constitution** which takes precedence over the Charter in the event of any inconsistency.

This Charter is based on principles and ways of operating widely recognised as **good governance practice** across all sectors including:

- the ACNC Standards;
- the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council;
- the Australian Institute of Company Directors (AICD) policies and standards; and
- the Governance Institute of Australia (GIA) policies and standards.

4. BOARD ROLE AND RESPONSIBILITIES

4.1 The Board's Role

The Board is accountable to all LWB stakeholders for the proper pursuit of LWB's purpose as stated in its Constitution. The Board is responsible for all matters relating to the Company's performance, providing strategic guidance to LWB and the oversight of the Chief Executive. The Board ensures that LWB complies with all of its contractual, statutory and legal obligations, including the requirements of relevant regulatory bodies.

The Board is ultimately accountable for the success or failure of the agreed strategic direction and operations of LWB, and this includes any necessary review and update of the LWB stated purpose.

4.2 Key Functions and Responsibilities

The key areas of responsibility of the Board are:

Strategic Direction – The Board works with the Chief Executive to develop and review LWB's corporate strategy. This includes active leadership in the strategic planning process and approval of the Strategic Plan and performance objectives.

Policy – The Board sets, monitors and reviews a policy framework for LWB, approving such major policies as it determines appropriate. The Constitution requires the Board to maintain an up to date Corporate Governance Manual, including all relevant policy and procedural matters for effective operation, including a Code of Conduct.

Performance Monitoring – The Board has effective systems of performance monitoring, auditing and reporting in place, obtaining independent advice where necessary. The Board takes action to identify and address both outstanding and substandard performance.

Financial Integrity and Accountability – The Board approves longer-term financial plans, annual budgets and financial statements. It monitors financial performance; supports sound financial systems and appoints, evaluates and removes the external auditor.

Positive outcomes for clients – The Board works with the Chief Executive to develop and maintain LWB's focus on client outcomes. The Board ensures that systems are in place to select and adopt practices that are evidence informed and effective in clients achieving positive change in their lives.

Risk and Compliance – The Board puts policy and systems in place to identify and manage risk, and regularly reviews LWB's risk profile in line with the risk appetite set by the Board. The Board ensures LWB meets all statutory and regulatory requirements.

Oversight and support for management – The Board recruits, supports and reviews the performance of the Chief Executive, and maintains a succession plan to address their departure.

Stakeholder Relations – The Board ensures that LWB engages effectively with its stakeholders and that it is accountable, transparent and open in its reporting.

Director Performance and Board Succession - The Company needs a "skills based" Board. The Board has a Director Performance and Board Succession Plan, which is kept up to date so the

skills and experience required by the Board are found and maintained to effectively implement the Company's Strategic Direction.

4.3 Matters Reserved for the Board

The following matters are reserved for the Board:

- Appointment and, where appropriate, the removal of the Chief Executive and determination of the terms and conditions of employment, including remuneration;
- Approval of any matters in excess of limits delegated to the Chief Executive and senior management team;
- The creation and delegation of powers and authority to Committees of the Board to assist its functions;
- Setting of any annual Membership fees;
- Considering any new applications for Membership, as well as suspending and expelling Members – subject to any appeal to the Members at a general meeting;
- Approvals for:
 - the budget and the strategic plan at least annually;
 - key Company policies;
 - changes to the Governance Charter;
 - significant changes to the Company's practices that impact on client outcomes;
 - the appointment of the Chief Executive and the Company Secretary;
 - the acquisition, establishment, disposal or cessation of any significant business of the Company;
 - major capital projects and related expenditure;
 - land and building purchases and material leases;
 - appointment of external and internal auditors and their respective annual audit fees;
 - major litigation;
 - any changes to delegations made by the Board.

5. ROLE OF MANAGEMENT

5.1 The Role of Management

Management of the day-to-day operations of LWB is undertaken by the Chief Executive, supported by the Executive management team. This operational management role is undertaken within the framework of the broad strategic direction, policy framework and Delegations of Authority approved by the Board.

Any matters or transactions outside the Delegations of Authority must be referred to the Board for decision.

The Board will ensure that the respective roles of the Board and Chief Executive are clear, reinforced and work together in a complementary and productive fashion.

5.2 The Chief Executive

The responsibilities of the Chief Executive are set out in the Chief Executive Position Description, which is reviewed annually.

The Chief Executive has a formal Employment Agreement describing his/her term of office, conditions of employment, duties, rights and responsibilities, remuneration and entitlements on termination.

Through an ongoing performance review process, the Board will regularly provide feedback and assistance to the Chief Executive, with an annual opportunity for an overall assessment of performance. This review will include the advice of the Remuneration and Nominations Committee for the previous year and will be used to determine remuneration, and agree goals for the following year. The Board, through the Chair, provides advice, mentoring and facilitates the Chief Executive's professional development throughout the year.

The Board has an appropriate succession plan in relation to the Chief Executive role.

6. INDIVIDUAL DIRECTORS

The responsibilities and expectations of individual directors are set out in the Director Position Description and supported by a number of policy documents.

6.1 Directors' Duties

Individual directors share ultimate responsibility for LWB's overall success. In addition to legislative and common law duties (including fiduciary duties to LWB) Directors need to:

- Discharge their duties with care and diligence and according to the business judgement rule – section 180 Corporations Act;
- Act in good faith and in the best interests of LWB – section 181 Corporations Act;
- Respect the confidentiality of all information acquired in the course of their duties and not use or disclose information to third parties without authorisation – section 182 Corporations Act;
- Not improperly use company information obtained by virtue of their directorship or former directorship of the company to gain an advantage for themselves or someone else, or to cause detriment to the company – section 183 of Corporations Act
- Promptly disclose perceived or actual material conflicts of interest or related party transactions sections 191 - 195 Corporations Act;
- Stay up to date and maintain the personal and professional respect of their peers on the Board and the senior management team;
- Ensure the financial affairs of LWB are managed in a responsible manner and not allow LWB to operate while insolvent - Section 588G Corporations Act;
- Ensure the practices and programs used by LWB are managed in a responsible manner;
- Have available and devote sufficient time and capacity to discharge the role properly (i.e. attending meetings adequately prepared to make a useful and considered contribution);
- Develop business, government and community networks and work to promote the reputation of the organisation; and
- Act as ambassadors and have a responsibility to protect the best interests of LWB, when making public comments.

6.2 Confidentiality

Directors' obligations in relation to confidentiality are set out in the Confidentiality Deed, which they sign on appointment and in the Privacy and Confidentiality Policy.

Directors will keep confidential all Board discussions, deliberations and decisions which are not publicly known. Confidential information received by Directors in the course of their duties remains the property of LWB unless that disclosure has been properly authorised or is required by law.

6.3 Director Independence

Two-thirds of Directors of LWB must be independent, non-executive members.

All Directors must be able to exercise their duties unfettered by any business or other relationships or material personal interest. Directors should bring an independent judgement to bear on Board decisions and questions, request information or raise any issue that is of concern to them so as to canvass fully all aspects of an issue facing LWB. Directors cast their vote on any resolution according to their own judgement. The Board will regularly assess whether each Director is sufficiently independent.

6.4 Code of Conduct

Directors must comply with LWB's Code of Conduct and are expected to act ethically and responsibly at all times whilst undertaking their duties.

6.5 Conflict of Interest

Directors are required to act in accordance with LWB's Conflict of Interest Policy. Conflicts may be real or perceived involving personal interests or the interests of an associate. Such conflicts are to be declared before any relevant Board discussion or vote and will be recorded in the minutes of the meeting and appropriate action will be decided on by the Board and taken to ensure a conflict of interest does not impact on Board decisions. Directors are required to provide the Company Secretary with information on any ongoing Conflicts of Interest and these will be recorded in the Register of Interests and Register of Related Party Transactions.

6.6 Independent Advice

Directors, with the prior agreement of the Chair, may seek independent advice at the reasonable expense of LWB on any matter before the Board for consideration.

6.7 Board Protection

Whilst the Directors will be accountable for carrying out their duties under this Charter, LWB will ensure that Directors and Officers (D&O) insurance and deeds of access, confidentiality and indemnity are in place and their currency is maintained.

7. BOARD COMPOSITION AND APPOINTMENT

7.1 Composition

As set out in the Constitution, the Board must comprise not less than five (5) and not more than nine (9) Directors. They must be at least 18 years of age.

Not less than two-thirds of Directors must be Ordinary members elected as Directors at a General Meeting of Ordinary Members.

No more than a third of Directors may be Executive Directors. All applicants will be considered on their merits and potential contribution to the Board. The Board will aim to include people who have had personal experience with the issues facing LWB's client base.

7.2 Terms and Conditions

Directors (not representing a Sponsor or being an Executive Director) are elected for a term of not more than three (3) years ending at the closure of the third Annual General Meeting (AGM), provided that at least one third of the elected Directors must vacate their office at each AGM. Sponsor and Executive Directors are appointed for terms, and with conditions, as the Board determines.

Subject to reasonable provisions for existing Directors who have had longer tenure, Directors are able to be reappointed for a maximum of two additional terms (i.e. for a total period of not more than nine [9] years).

The Board may appoint any ordinary Member to the Board to fill a casual vacancy.

Directors may receive fees if so determined by a general meeting of ordinary members and any approval that may be required by the relevant state and Commonwealth charities legislation.

The conditions and process for the resignation or removal of Directors and Members are outlined in the Constitution and the Corporations Act.

LWB may establish other entities and vehicles for pursuing its objects. These may be joint ventures or standalone entities. These will carry over the core beliefs/values and general philosophy of LWB but separate terms and conditions and Constitutions will be required.

7.3 Recruitment and Appointment Process

Directors must bring relevant skills, experience and personal qualities that add value to the work of the Board.

The Board through its Remuneration and Nominations and Succession Committee will assist the Chair in developing a 'capabilities matrix', profiling the skills, personal attributes and experience required on the Board having regard to needs and challenges of implementing LWB's Strategic Plan, and advising on the identification of potential candidates and the suitability of nominees. The Remuneration and Nominations Committee reviews the Board's capability against this matrix annually so the Board has the most effective composition on an ongoing basis. Nominations for Board membership are assessed against the present and future skills and experience requirements of the Board.

7.4 Letter of Appointment

Executive Directors will sign a usual form of employment agreement with the Company.

Non-executive Directors are not LWB employees and will be engaged through a letter of appointment setting out the details of the terms and conditions of their appointment, expectations of Directors, fees and expenses, indemnity and D&O insurance, requirements in relation to disclosure of interests and confidentiality, and induction and director development arrangements. They will be provided with a copy of the Constitution and the Governance Charter and required to sign a Deed of Access, Confidentiality and Indemnity.

8. BOARD STRUCTURE

The LWB Board is made up of a two-thirds majority of Non-Executive Directors. A Chair is appointed to lead the Board, and to facilitate its work, the Board elects key office holders and establishes relevant committees. The Board will invite contributions from independent experts; stakeholder groups or key stakeholders to contribute to the development of the Board when required.

8.1 Role of the Chair

The Board appoints one of its members to be the Chair in accordance with the Constitution. If the Chair is absent from a meeting, the members present must select one of the members present to act as Chair.

The role of the Chair is to ensure that the Board accomplishes its role as expressed in the Constitution and this Charter. Details of the role are set out in the Chair Position Description, which is reviewed annually. In summary, the Chair:

- Provides leadership to the Board in supporting Directors to make an effective contribution, both as individuals and by working together as an effective team;
- Puts in place effective Board processes to carry out Board business e.g. Board committees, Board meeting arrangements, follow-up of issues;
- Presides over, and facilitates, meetings to ensure consideration of matters and decisions are made in an effective way;
- Monitors the performance and behaviour of the Board and addresses issues appropriately;
- Manages the relationship between the Chief Executive and the Board;
- Acts as a spokesperson for the Company on governance and matters agreed by the Board; and
- Carries out functions specifically delegated to them by the Board.

8.2 Role of the Company Secretary

The Board may appoint one or more Company Secretaries. Details of their role are set out in the Company Secretary Position Description. The Company Secretary's primary responsibility is to conduct Board processes and procedures as well as compliance duties under the Corporations Act effectively. The Company Secretary is accountable to the Board, through the Chair, on all governance matters. All Directors have right of access to the Company Secretary.

8.3 Board Committees

The Board recognises the need to use the capabilities of all Directors, and external expertise when required, to assist the Board in acquitting its responsibilities. The LWB Board has delegated some of its powers and functions to each of the following Committees, and may establish others from time to time, to assist it to deal with matters of special importance. The Board may appoint client representatives to sit on a Committee or Committees to provide personal perspective and advice. Client representatives will be paid the equivalent of Commonwealth Government rates for meeting

attendance. The Board cannot delegate its responsibilities or power of delegation. Committees can be formed from time to time to deal with specific issues and provide the Board with access to expertise through external engagement or otherwise as required, as well as Standing Committees that have an ongoing role. Current Committees of the Board are:

Finance and Audit

The Finance and Audit Committee assists the Board in discharging its responsibilities with respect to overseeing all aspects of financial reporting, financial management and control, and internal and external audit functions.

Practice

The Practice Committee assists the Board in fulfilling its responsibilities with respect to achieving positive client outcomes including providing advice on strategic directions in client engagement, reporting on client outcomes, improving practice, and building a learning culture including through research and development.

Risk Management

The Risk Management Committee assists the Board in relation to its responsibilities for risk management strategy and systems, and the identification, management and control of specific business, financial and other risks.

Remuneration, Nomination & Succession

The Remuneration, Nomination and Succession Committees provides advice and support in relation to remuneration policy, the Chief Executive's remuneration and succession plan, and on Board composition, recruitment, induction, development and evaluation.

Each Committee has formal Terms of Reference that set out their purpose, functions, authority, membership, meeting schedule and reporting processes. These documents are approved by the Board and include any delegated powers of the Committee.

Committees are reviewed annually to assess their performance, ongoing role and membership.

Committee membership is determined by the Board, taking into account the skills and experience of Directors, the spread of work and the potential for individual development opportunities. Every Board member is required to participate in at least one Committee. Committees may contain persons outside the Board with appropriate skill, knowledge and experience.

The Chair of each Committee will report any matters of substance to the next Board meeting. A copy of all Committee minutes will be provided to the Board for discussion and noting.

9. BOARD PROCEDURES

9.1 Meeting Procedures

The Board will put in place procedures for the effective conduct of Board business. This includes:

- Scheduling an appropriate number of meetings to carry out its functions. The LWB Board meets at least nine times per year, with additional sessions as required for Strategic Planning and other agreed functions;
- Organising meetings in a suitable way, face-to-face or via technology;
- Effective planning of the Board's calendar and agendas;
- Ensuring timely, relevant and quality papers and information to support good decision-making;
- Facilitating open, robust and candid deliberations of matters and sound, participatory decision-making;
- Meeting its requirements in relation to quorum and voting procedures;
- Following-up matters and out-of-session decisions in a timely way; and
- Preparing minutes and maintaining records of the Board's business.

9.2 Participation

All Directors are expected to give sufficient commitment to the Board's meeting schedule, to be adequately prepared and participate fully in its deliberations.

The Chief Executive will be present at Board meetings, with the exception of specific in-camera sessions scheduled by the Board.

The Chief Executive will provide reports as agreed with the Board. Other key staff, may be requested to attend.

The Company Secretary will attend Board meetings unless otherwise determined by the Board.

10. BOARD DEVELOPMENT, SUCCESSION AND EVALUATION

The Board's commitments and arrangements in relation to Board development, succession and evaluation are as follows:

10.1 Diverse, Skills and Experience Based

Collectively, Board members will have a broad range of skills, experience and knowledge, necessary to guide the business of LWB. The Board is committed to ensuring it has diversity of backgrounds and perspectives within its membership.

The Board has developed, and will review annually, a documented skills profile that identifies the desirable skills and capabilities required by the Board as a whole, as well as the levels of skill and knowledge expected of all Directors. It will maintain information on the expertise of current Directors and make this information publicly available.

This profile, and regular Board discussion of future requirements, will guide the appointment of new Directors and the ongoing renewal of the Board.

10.2 Induction and Development

New Directors will undertake an induction program to familiarise themselves with LWB's activities and its governance requirements. They will be provided with relevant resources and opportunities to engage with management in the organisation.

The Board is committed to its own learning and development and that of individual members. All Directors are responsible for undertaking some updating or development activity each year, as well as participating in some LWB arranged or funded programs. The Chair is responsible for regular discussions with individual Directors on their ongoing professional development needs, and facilitating appropriate development support and mentoring. The Board will dedicate time annually to agree on the whole of Board development activities and schedule these accordingly.

10.3 Evaluation

Under the guidance of the Chair, the Board will pursue ongoing governance improvement. To this end, it will undertake annual evaluations of its performance. Each year the Board will determine the scope of such evaluation. As appropriate, these reviews will include both the performance of the Board as a whole, including its Committees, the Chair and individual Directors.

The Board may engage external independent consultants to support or facilitate the process. The Remuneration and Nomination Committee will assist the Board in the implementation of agreed recommendations arising from Board evaluations.

In line with our commitment to stakeholders, the Board will report on its undertaking of any Board evaluation in the Annual Report.

11. REVIEW OF THIS CHARTER

This Charter was approved on 20 Feb 2015, and is due for review on or before 19 Feb 2016.

12. SUPPORTING DOCUMENTS

LWB's Governance Charter is supported by a range of policies, which guide the Board's work. These include:

- LWB's Constitution
- Policy
 - *Risk Management Policy*
 - *Privacy and Confidentiality Policy*
 - *Conflict of Interest Policy*
 - *Code of Conduct*
 - *Deed of Access*
 - *Deed of Indemnity*
 - *Governance Policy Statement*
- Board Committee Terms of Reference - Finance and Audit, Risk Management, Remuneration, Nomination and Succession and Practice.
- Position Descriptions - Individual Directors, Chair, Company Secretary, Chief Executive.