

Board Charter as at February 2018

1.0 Purpose

The role of the Children's Health Queensland Hospital and Health Board (Board) is to govern the Children's Health Queensland Hospital and Health Service (CHQ), deriving authority from the *Hospital and Health Boards Act 2011*. The Board Charter provides an outline for the statutory obligations and corporate governance of CHQ.

2.0 Functions and Responsibilities

The Board is responsible for and has authority to determine all matters relating to policies, practices, management and operations of CHQ. The key responsibilities of the Board include:

- providing strategic direction, including contributing to the development of and approving the strategic plan, vision, values and strategic goals;
- ensuring safety and quality systems are in place which are focused on the patient experience, quality outcomes, evidence based practice, education and research;
- engagement in the development, review and approval of business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- engagement in the development, overseeing and monitoring organisational performance and the achievement of strategic goals and objectives;
- monitoring financial performance including approval of the annual financial reports and liaison with the auditors;
- appointment, performance assessment and, if necessary, removal of the Health Service Chief Executive;
- ratifying the appointment and/or removal and contributing to the performance assessment of the members of the Executive team;
- ensuring there are effective management processes in place and approving major corporate initiatives;
- progress of major capital expenditures and other significant corporate projects including any acquisitions or divestments;
- ensuring risk management systems are in place and overseeing the operation of systems for compliance and risk management reporting to stakeholders;
- support the Health Service Chief Executive and Executive in its crisis and business interruption risk management activities;
- ensuring appropriate resources are available to the Executive team to deliver the agreed CHQ Strategy;
- enhancing and protecting the reputation of the organisation and determine the desired culture for CHQ to enhance its reputation with the community and stakeholders;
- reporting to and communicating with Government, the community and other stakeholders on financial and operational performance;
- progress in relation to diversity objectives and compliance with its diversity policy;
- compliance with the Code of Conduct;
- ensuring the services provided by CHQ comply with the requirements of the *Hospital and Health Boards Act 2011* and the objectives of CHQ.

To contribute to the effective management and delivery of health services, and in accordance with s19 of the *Hospital and Health Boards Act 2011*, CHQ undertakes the following:

- ensure the operations of the Service are carried out efficiently, effectively and economically;
- enter into a service agreement with the chief executive (Director-General, Department of Health);
- comply with the health service directives that apply to the Service;
- contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans;
- monitor and improve the quality of health services delivered by the Service, including, for example, implementing national clinical standards for the Service;
- develop local clinical governance arrangements for the Service;
- undertake minor capital works, and major capital works approved by the chief executive, in the health service area;
- maintain land, buildings and other assets owned by the Service;
- for a prescribed Service, to employ staff under the Act;
- cooperate with other providers of health services, including other Services, the department and providers of primary healthcare, in planning for, and delivering, health services;
- cooperate with local primary healthcare organisations;
- arrange for the provision of health services to public patients in private health facilities;
- manage the organisational performance of the Service against the performance measures stated in the service agreement;

- provide performance data and other data to the chief executive;
- consult with health professionals working in the Service, health consumers and members of the community about the provision of health services;
- other functions approved by the Minister;
- other functions necessary or incidental to the above functions.

3.0 Membership

The Board comprises five or more members appointed by Governor in Council on the recommendation of the State Minister for Health (Minister) pursuant to the *Hospital and Health Boards Act 2011*.

- The Board should comprise members with a broad range of skills, expertise and experience to perform its functions effectively and efficiently: i.e. persons with expertise in health, business, financial and human resource management.
- The Minister is obliged to advertise for expressions of interest from suitably qualified persons and consider the expressions of interest received.
- The Governor in Council, on the recommendation of the Minister, may appoint a member to be the Chair or Deputy Chair.
- The Governor in Council, on the recommendation of the Minister, is responsible for selecting and approving candidates to fill any casual vacancies that may arise on the Board.
- A member of the Board holds office for a term of not more than 4 years, stated in the members instrument of appointment.
- A member is entitled to the fees and allowances fixed by the Governor in Council.
- The Board has systems in place to ensure members receive the necessary support they require to perform their role effectively. Induction and orientation programs are in place for all newly appointed members and continuing education and training is encouraged.
- The office of a member of a Board becomes vacant if the member resigns office by signed notice of resignation to the Minister or is removed from office as a member under s28 of the *Hospital and Health Boards Act 2011*.
- All Board Members have direct access to the Board Secretary.
- In addition to regular reports at Board Meetings by the Executive, the Board may seek briefings from senior management on specific matters and are entitled to request additional information at any time when they consider it appropriate.

In performing their duties, Board members are to:

- Act impartially and in the public interest;
- Exercise care, diligence and skill;
- Act in good faith;
- Not improperly use his/her position or misuse information acquired as a member;
- Commit the time necessary to discharge effectively his/her role as a member.

4.0 Delegation

Day to day management of operations and implementation of the corporate strategy and policy initiatives for CHQ are delegated by the Board to the Health Service Chief Executive and other senior Executives. As provided in s30 of the *Hospital and Health Boards Act 2011*:

1. The Board for a Hospital and Health Service may delegate any of the Service's functions under this Act or the *Financial Accountability Act 2009* –
 - a) to a Committee of the board if all of the members of the committee are board members; or
 - b) to the health service chief executive
2. The health service chief executive, with the written approval of the board, may sub-delegate a function mentioned in sub-section (1) to an appropriately qualified –
 - a) Employee of the Hospital and Health Service; or
 - b) Health service employee employed in the department and working for the Service.

5.0 Role of the Board Chair

The Board Chair is responsible for leadership of the Board and for the efficient organisation and conduct of the Board. Core responsibilities include:

- Preside over all meetings of the Board. In the event the Board Chair is absent, the Deputy Board Chair shall preside for the course of that meeting.
- Maintain a regular dialogue and mentorship with the Health Service Chief Executive.
- Monitor the performance of the Board and individual Board Members and promote the ongoing effectiveness and development of the Board.
- Manage the evaluation and performance of the Health Service Chief Executive and Board.
- Inform the Minister about significant issues and events.
- Deliver the annual report to the Minister and community.

7.0 Role of Individual Board Members

Board Members are required to familiarise themselves with CHQ and to take reasonable steps to ensure they make informed contributions to discussion and decisions. All Board Members are entitled to be heard at meetings and should bring an independent judgement to bear in decision-making. Board Members are responsible collectively for Board decisions and should support and adhere to all Board decisions.

8.0 Role of the Health Service Chief Executive

The Board appoints the Health Service Chief Executive and delegates the administrative function for CHQ to the Health Service Chief Executive. Core responsibilities of the Health Service Chief Executive include:

- Management, performance and activity outcomes for CHQ.
- Providing strategic leadership and direction for the delivery of public sector health services in the Hospital and Health Service.
- Promoting the effective and efficient use of available resources in the delivery of public sector health services in the Hospital and Health Service.
- Developing service plans, workforce plans and capital works plans.
- Managing and reporting processes for performance review by the Board.
- Liaising with the Executive team and receiving Committee reports as they apply to the established development activities.
- Maintaining and fostering relationships with key stakeholders.

9.0 Role of the Board Secretary

The Board is supported by the Board Secretary who is responsible for ensuring that Board business is conducted consistent with good governance practice including:

- Facilitating conduct of meetings in consultation with the Board Chair and Health Service Chief Executive, including scheduling and notice of meetings, preparation and circulation of agenda and supporting papers, preparing minutes and notifying relevant stakeholders of decisions.
- Facilitating induction and professional development for Board Members.
- Providing a point of reference for all dealings between Board and management.
- Attending to all statutory filings, requirements and regulatory bodies.

10.0 Induction

Induction is provided for new Board Members to assist with actively participating in Board decision-making at the earliest opportunity. The induction will enable new Board Members to gain an understanding of:

- CHQ financial, strategic, operational and risk management position;
- The culture and values of CHQ;
- CHQ statewide role;
- The rights, duties and responsibilities of Board Members as per the obligations under the *Hospital and Health Boards Act 2011* and other relevant legislation;
- The roles and responsibilities of senior executives;
- The role of Board Committees;
- Meeting arrangements; and
- Board Member interaction with each other, senior executives and other stakeholders.

12.0 Board Governance

Board Meetings

The Board meets once a month (at least 11 times per year) or as determined by the Board Chair.

Conduct at Board Meetings

The Board may hold meetings or permit Board Members to take part in meetings, by using any technology that reasonably allows Board Members to hear and take part in discussions as they happen. A Board Member who is present at a meeting of the Board will be recorded as having taken part in the meeting. **Quorum**

A quorum for a meeting of the Board is one-half the number of its members, or if one-half is not a whole number, the next highest whole number.

Voting

Voting for decisions on agenda items will require a majority of those attending. If the votes are equal, the Board Chair also has a casting vote.

Out of Session Decisions (Flying Minute)

A resolution is validly made by the Board, even if it is not passed at a meeting of the Board, if a majority of the Board Members give written agreement to a flying minute resolution. Items would typically only be managed out of session where:

- The item is urgent and must be considered before the next scheduled meeting; or

- Where the meeting has been cancelled and the items are managed out of session to prevent a back-log.

The Board Chair may decide to circulate items for comment and finalisation out of session. An out of session paper will be sent to Board Members as a flying minute via email with a requested response date. If a Board Member has no comment to make or is unable to comment on an out of session item, this needs to be conveyed to the Board Secretary. The Board Secretary will collate responses and prepare for Board Chair approval. The final decision in respect to the item will be entered into the minutes of the next Board meeting.

Presiding at Board Meetings

The Board Chair is to preside at all meetings of the Board at which they are present. If the Board Chair is not present at a meeting, the Deputy Board Chair is to preside. If neither the Board Chair nor the Deputy Board Chair is present at a meeting, a member of the Board chosen by the Board Members is to preside.

Meeting Membership and Attendance

Board Members will be invited to each Board Meeting and have the right to attend the entire meeting, unless subject to a Conflict of Interest issue for one or more agenda items, in which case, the Member may be excluded for the agenda item/s. The Health Service Chief Executive and Board Secretary are standing invitees for Board Meetings, with other Executive members by invitation. Proxies for standing invitees are at the discretion of the Board Chair.

Board Members will contribute to Board Committee meetings as per the *Hospital and Health Boards Regulation 2012*.

Meeting Agenda

Board Members wishing to place items on the agenda must notify the Board Secretary at least 12 working days prior to the scheduled meeting. The agenda must be cleared by the Board Chair prior to distribution to Board Members. The agenda and relevant (supporting) papers will be sent out to all Board Members five (5) working days prior to the meeting. Late agenda items will be tabled at the discretion of the Board Chair.

Minutes of the Board and Board Committee Meetings

The Board must keep minutes of its meetings and a record of any resolution made. If asked by a Board Member who voted against the passing of a resolution, the Board must record in the minutes of the meeting that the Board Member voted against the resolution.

Minutes must be cleared by the Board Chair prior to distribution to Board Members. Minutes (and action items) will be distributed to all Board Members within ten (10) working days of the meeting. Board and Board Committee meeting minutes are included in the papers for the next Board meeting. Minutes are taken as draft until they are ratified at the next Board or Board Committee meeting.

Evaluation of Performance

The Board will undertake an annual assessment of its performance, including its performance against the requirements of the Board Charter and the performance of individual Committees. Following each assessment, the Board will consider what, if any, actions need to be taken to improve its performance. The Board will annually review the composition of both the Board Charter and Committee Terms of Reference.

Confidentiality of Information

Board Members may receive information that is regarded as 'commercial-in-confidence', clinically confidential or have privacy implications. Board Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain. All attendees at Board or Committee meetings are required, as officers or fiduciaries of CHQ, to keep confidential all information presented to (whether written or oral) or discussed at Board and Committee meetings. The Board has adopted the following protocol:

- The Board Chair and the Health Service Chief Executive may make public statements and issue media releases relevant to the functions, performance or affairs of the Board or of CHQ.
- A Board Member who receives an enquiry about operational, customer relations, legal or other matters must invite the inquirer to contact the Health Service Chief Executive and advise the Health Service Chief Executive that the enquiry has been made.
- A Board Member who receives an enquiry about an issue of a political or sensitive nature concerning the activities of CHQ must refer the matter to the Board Chair.

13.0 Record Keeping (including retention of papers)

A public record is any form of recorded information, both received and created, that provides evidence of the decisions and actions of a public authority while undertaking its business activities. This definition applies to the decisions and actions of the Board and Committees. The *Public Records Act 2002* covers all public records irrespective of the technology or medium used to generate, capture, manage, preserve and access those records.

The Board Secretary will prepare, maintain and retain records of the Board's activities, including agendas, minutes, related papers and out-of-session papers from all meetings in accordance with the requirements of the *Public Records Act 2002* and the Queensland Government's General Retention and Disposal Schedule for Administrative Records. In general, papers considered by the Board must be retained permanently.

Section 15.2.2 of the General Disposal Schedule outlines the record keeping for major internal committees applicable to the Board and states that records must be retained permanently including agenda, minutes and related papers

(excluding working papers). It is preferred that Board Members return any hard copy papers at the conclusion of each meeting. Board Members may retain papers however must retain papers in accordance with requirements under the *Public Records Act 2002*.

14.0 Conflicts of Interest

To meet ethical and legal obligations Board Members must comply with the “CONFLICT OF INTEREST GUIDELINE (*Operational guidance for Hospital and Health Service Boards*)” which deals with the management of conflicts of interest, including addressing the provisions of Schedule 1 of the *Hospital and Health Boards Act 2011* in relation to disclosure of interests.

Each Board Member is required to provide to the Board Secretary with details for inclusion in the Board Register of Interests. It is the responsibility of each Board Member to ensure their details in the Board Register of Interests is continuously updated. Disclosure of Conflicts of Interest will be a standing agenda item at the beginning of each Board and Committee meeting.

15.0 Indemnity and Insurance

Members of the Board are considered to be State Employees as defined by the *Guideline for the Grant of Indemnities and Legal Assistance to State Employees*. The Guidelines state the principles and practices for determining the grant of legal assistance and/or indemnities to employees of the State in relation to civil proceedings, inquiries and investigations and criminal proceedings.

The Queensland Government Insurance Fund (QGIF) scheme provides for funds and manages the States insurable assets and liabilities. The QGIF scheme covers Hospital and Health Board Members. Queensland Health has, and continues to purchase, Public Liability and Professional Indemnity coverage. In addition, the Board is covered by a Deed of Indemnity, Insurance and Access, with approval sought from the Board for coverage of each Board Member.

16.0 Guiding Principles

The *Hospital and Health Boards Act 2011* and the *Public Service Act 2008* provide the following principles intended to guide achievement of the Acts' objects. These principles guide all decisions of the Board and/or its Committees:

Hospital and Health Boards Act 2011

- the best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act;
- there should be a commitment to ensuring quality and safety in the delivery of public sector health services;
- providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors;
- there should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;
- information about the delivery of public sector health services should be provided to the community in an open and transparent way;
- there should be commitment to ensuring that places at which public sector health services are delivered are places at which:
 - employees are free from bullying, harassment and discrimination;
 - employees are respected and diversity is embraced; and
 - there is a positive workplace culture based on mutual trust and respect;
- there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;
- there should be engagement with clinicians, consumers and community members and local primary healthcare organisations in planning, developing and delivering public sector health services;
- opportunities for research and development relevant to the delivery of public sector health services should be promoted; and
- opportunities for training and education relevant to the delivery of public sector health services should be promoted.

Public Service Act 2008

- public service management is directed towards providing responsive, effective and efficient services to the community and the Government;
- impartiality and integrity is maintained when informing, advising and assisting the Government;
- collaboration between Government and non-government sectors is fostered in providing services to the community;
- there is commitment to continuously improving public service administration, performance management and service delivery;
- public resources are managed efficiently, responsibly and in a fully accountable way;
- the Government is promoted as an employer of choice; and
- equality of employment opportunity is promoted.

Financial Accountability Act 2009 (FAA 2009):

- adherence to the *Financial and Performance Management Standard 2009* (subordinate legislation to FAA 2009),

which provides direction in financial management with emphasis upon planning, performance management, internal control and corporate management.