

Terms of Reference

Board Health Service Executive Committee *as at March 2019*

1.0 Purpose

The purpose of the Children's Health Queensland (CHQ) Board Health Service Executive Committee (the Committee) is to support the Board with its governance responsibilities and make recommendations to the Board. This is achieved by overseeing select strategic issues, strategic planning and engagement strategies of the Hospital and Health Service. Additional responsibilities include supporting the Board with performance and remuneration arrangements for the Health Service Chief Executive and Senior Executive Team and advise the Board on committee membership and representation. In fulfilling its responsibilities, the Committee will observe and promote the core organisational values of respect, care, integrity and imagination.

2.0 Authority

The Committee is a prescribed committee under Part 7 of the *Hospital and Health Boards Regulation 2012* and reports to the Children's Health Queensland Hospital and Health Board. The terms of reference are approved by the Children's Health Queensland Hospital and Health Board. The Board has authorised the Committee, within the scope of its responsibilities to:

- examine any matter in relation to its objectives as it sees fit or as requested by the Board;
- engage external resources if necessary to obtain independent advice in relation to Committee matters with the approval of the Board; and
- have access to all levels of management via the Health Service Chief Executive in order to seek information from any employee to assist in carrying out the Committee responsibilities.

The Committee has no executive powers and is an advisory committee of the Board.

3.0 Functions

The Committee has the following functions:

1. Support the Board in its role of controlling the Children's Health Queensland Hospital and Health Service (CHQ) by:
 - Working with the Health Service Chief Executive to progress strategic issues identified by the Board; and
 - Strengthening the relationship between the Board and the Health Service Chief Executive to ensure accountability in the delivery of services by the CHQ.

The Committee Framework has four aspects which will inform agenda setting and forward planning:

- **Organisation-wide Strategic Initiatives and Operating Frameworks:** this includes the CHQ statewide role, Health Planning, Total Quality Management System development, Excellence, Stakeholder and Clinician Engagement, and Integrated Care.
- **Strategic Partnerships:** this includes research, national and international alliances, as well as partnerships with Primary Health Networks, and intra/inter-Government departments.
- **People and Culture:** this includes organisational structure, strategic workforce planning, staff development, retention, succession planning, diversity and inclusion within the workforce and performance management.
- **Governance:** this includes delegations from the Board, Board performance, HSCE appraisal and remuneration, and recommendations on Board appointments and Board Committee membership.

2. Without limiting subsection (1), an Executive Committee may, at the direction of the Board:
 - Support the Board in the development of consumer and community and clinician engagement strategies and protocols with primary healthcare organisations, monitor their implementation, and address issues that arise in their implementation; and
 - Support the Board in the development of service plans and other plans for CHQ and monitor their implementation;
 - Work with the Health Service Chief Executive in responding to critical emergent issues; and
 - Perform other functions given to the Executive Committee by the Board.
3. As required the Committee has additional responsibilities to support the Board with performance and remuneration arrangements for the Health Service Chief Executive and Senior Executive Team and advise the Board

committee membership and representation. When required an in-camera session will be held for the following functions:

- Develop and review the Board Committee membership, structure and succession planning;
- Develop, review and monitor the performance and remuneration of the Health Service Chief Executive;
- Work with the Health Service Chief Executive to review Senior Executive performance; and
- Consider succession planning for the Health Service Chief Executive and Senior Executive team.

4. A regulation of the *Hospital and Health Boards Act 2011* may prescribe other matters relating to an Executive Committee's functions.

4.0 Risk Management

A proactive approach to risk management will underpin the business of the Committee. The Committee will:

- Identify risks and mitigating strategies associated with all decisions of the Committee, to ensure the ongoing financial viability of the organisation;
- Implement processes to enable the Committee to identify, monitor and manage critical risks as they relate to the accountabilities of the Committee.

5.0 Reporting

The Committee will prepare prompt and timely reports to the Board outlining relevant matters that have been considered by it, as well as the Committee's opinions and recommendations thereon. The minutes of Committee meetings will be provided to the next meeting of the Board. The Chair will report to the Board on a regular basis. The Committee will provide the following to the Board:

- Annual meeting schedule which includes the review of both the consumer and clinician engagement strategies
- Confirmed meeting minutes

The Committee will receive the following reports as standing items:

- Strategy and Planning Report
- Strategic Workforce Report
- Information Management and Information Communication Report (as required)

6.0 Membership

Membership is determined by the Board. Members, including the Chair, will include at least three members of the Board. The term of the appointment is for one year and can be extended for a further term subject to an assessment of individual member performance and the composition and skill requirements of the Committee. The appointment of the Committee Chair and Board members on the Committee will be minuted at the appropriate Board meeting.

Chair:

The Chair of the Committee is to be either the Board Chair or Deputy Board Chair. If the Chair is absent from a meeting or vacates the Chair at a meeting, the Chair must appoint another member to act as the Chair on a temporary basis.

Attendance:

The Health Service Chief Executive and the Executive responsible for Strategy and Planning will be invited to attend each meeting. Other Executive members will be invited to attend meetings as required.

Proxies:

Proxies are only permitted if approved by the Chair.

7.0 Other Participants

The Chair may request Health Service Executive management team members, employees or external parties to attend a meeting of the Committee. Persons officially acting in a standing invitees' position may attend and participate in Committee deliberations / contribute to Committee recommendations provided they are suitably briefed prior to the meeting.

8.0 Quorum

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

9.0 Out-of-Session Papers

Urgent matters can be progressed out-of-session with the agreement of the Chair.

10.0 Performance

The Committee will undertake an annual self-assessment of its performance to ensure that the Committee remains fit for purpose and to identify and action any areas in which the effectiveness of the Committee could be improved. The Committee will provide a report on the annual review of outcomes to the Board.

11.0 Confidentiality and Access

Members of the Committee may receive information that is regarded as 'commercial-in-confidence', clinically confidential or have privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain. This responsibility includes, but is not limited to, the obligations on Board Members outlined in the *Hospital and Health Boards Act 2011* in Part 7 Confidentiality.

The Committee has full, free and unrestricted access to all records, documentation and physical property and personnel as may be required to fulfil its responsibilities. CHQ employees and management are expected to make themselves available to the Committee and frank, truthful and meaningful answers be given to questions asked of Committee members.

12.0 Secretariat

Secretariat support will be provided by the Board Secretary or another officer. The secretariat will be responsible for the preparation and circulation of the meeting agenda and accurately minuting all decisions of the Committee, in consultation with the Chair. The secretariat will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Committee's activities.

13.0 Meeting Schedule

Meetings will be held at least four times a year and a schedule of meetings will be agreed in advance. In addition, the Chair may call additional meetings as necessary to address any matters referred to the Committee or in respect of matters the Committee wishes to pursue within its Terms of Reference.

14.0 Business Rules

As per the Board Charter which provides the corporate governance framework for Board and Committee meetings.

15.0 Terms of Reference Review

The Terms of Reference will be reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.