

Metro South Hospital and Health Board Charter

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Queensland
Government

Document Approval

This document is authorised for release once all signatures have been obtained.

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Contents

1.	Purpose	p 4
2.	Organisation	p 4
3.	Legislative Obligations	p 4
4.	Board	p 4
5.	Chair of the Board	p 6
6.	Role of the HSCE	p 6
7.	Board Governance Mechanisms	p 7
8.	Role of the Corporate Secretary	p 9
9.	Members' Code of Conduct and External Representation	p 9
10.	Communication Protocol	p 10
11.	Pecuniary Interest/Conflict of Interest	p 10
12.	Procedure where a Member does not comply with the principled of this Charter	p 10
13.	Indemnity	p 10

Board Charter

1. Purpose

The Board Charter sets out the authority, role, operation, membership, functions and responsibilities of the Board of the Metro South Hospital and Health Service (herein referred to as Metro South Health). The Board Charter is an outline for corporate governance of members and the statutory obligations of Metro South Health. The Board Charter is to be reviewed annually by the members of the Board.

2. Organisation

Metro South Health is one of 16 Hospital and Health Services in Queensland and serves an estimated resident population of more than one million people, 23 per cent of Queensland's population. It employs more than 14,000 staff and has an annual operating budget of \$2.6 billion for 2020-21.

The Health service's catchment spans 3,856 square kilometres and covers the area from the Brisbane River in the north to Redland City in the east, south to Logan City and the eastern portion of the Scenic Rim to the border of New South Wales.

Metro South Health is the major provider of public health care, teaching, research and other services as outlined in its Service Agreement with the Department of Health. It provided these services through five major hospitals and a number of community health centres and oral health facilities. A full suite of health specialties is delivered through nine clinical streams: Addiction and Mental Health; Aged Care and Rehabilitation; Cancer; Emergency; Medicine and Chronic Disease; Oral Health; Patient Flow; Surgical, and Women's and Children's Services.

3. Legislative Obligations

The Board of Metro South Health is responsible for the Governance activities of the organisation and derives its authority to act from the Hospital and Health Boards Act, 2011 (herein referred to as the Act.)

4. Board of Management

4.1 Membership

The Board comprises five or more members appointed by the Governor in Council on the recommendation of the State Minister for Health (herein referred to as the Minister) pursuant to the Act.

- 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 Chairperson or Deputy Chairperson.
- 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 may hold office for longer than 4 years, subject to the appropriate re-appointment process.
- A member is entitled to the fees and allowances fixed by the Governor in Council.

- The Board has systems in place to ensure that Directors 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 section 28 of the Act.
- In addition to regular reports by senior management to the Board meetings, members may seek briefings from senior management on specific matters and are entitled to request additional information at any time when they consider it appropriate.

4.2 Functions

The functions of the Hospital and Health Board are:

- (a) to oversee and manage the Hospital and Health Service (HHS); and
- (b) to ensure that the services provided by the HHS comply with the requirements of the Act and the objectives of the HHS.

4.3 Delegations

The Board for a Health and Hospital Service may delegate the HHS's functions under the Act:

- (a) to a committee of the Board if all of the members of the committee are Board members; or
- (b) to the chief executive – sub delegations may be made to appropriately qualified health executive or employee with the approval of the Board.

4.4 Responsibilities

The Board is responsible for setting strategic direction, establishing goals and objectives for executive management and monitoring the organisation in line with current government health policies and directives and ensuring that adequate and appropriate community consultation is undertaken.

The key responsibilities of the Board include:

- Appoint a Chief Executive to manage the Hospital and Health Service – this appointment is not effective until it is approved by the Minister.
- Review and approve strategies, goals, annual budgets, and financial plans as designed by the Hospital and Health Service in response to community and stakeholder input.
- Monitor financial performance on a regular basis.
- Monitor operational performance on a regular basis including compliance with clinical regulations and standards.
- Ensure that risk management systems are in place to cover all of the organisation's key risk areas including operational, financial, environmental and asset related risks.
- Ensure that Metro South has policies and procedures to satisfy its legal and ethical responsibilities.
- Monitor committee reporting on operational, financial and clinical performance.
- Determine the desired culture for the Hospital and Health Service to enhance its reputation with the community and stakeholders.
- Report to and communicate with Government, the community and other stakeholders on the financial and operational performance of the organisation.
- Ensure systems are in place to ensure the safety of all patients.

4.5 *Relationship to Minister*

- Operational interaction between the Board and the Minister will be via written communication unless urgent or circumstances otherwise require it.
- The Minister may give the Board a written direction about a matter relevant to the performance of its functions under the Act.
- The Board must comply with a direction given in writing by the Minister.

4.6 *Relationship to System Manager*

- The relationship between the Board and the System Manager is defined by the Service Agreement between the two parties.

5. Role of the Board Chair

The Chair of the Board is elected on the recommendation of the Minister following an advertised recruitment process.

The Chair of the Board's responsibilities are:

- Preside over all meetings of the Board. In the event of the Chair being absent, the Deputy Chair shall preside for the course of that meeting.
- Maintain a regular dialogue and mentoring relationship with the Health Service Chief Executive (HSCE).
- Monitor the performance of the Board and individual members and promote the on-going effectiveness and development of the Board.
- Manage the evaluation and performance of the HSCE and the Board.
- Inform the Minister about significant issues and events.
- Deliver the Annual Report to the Minister and the community.

6. Role of the Health Service Chief Executive

The Board appoints the Health Service Chief Executive (HSCE) and delegates the administrative function of Metro South Health to the HSCE and those officers to whom management is delegated.

The appointment is not effective until it is approved by the Minister and the Hospital and Health Service Chief Executive must also be appointed as a Health Executive.

The HSCE is responsible for:

- Management, performance and activity outcomes of Metro South Health.
- Providing strategic leadership and direction for the delivery of public sector health services in the HHS.
- 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 the reporting processes for performance review by the Board.
- Liaising with the executive team and receiving committee reports as they apply to established development objectives.
- The HSCE may delegate the chief executive's functions under the Act to an appropriately qualified health executive or employee.

7. Board Governance Mechanisms

7.1 Board meetings

The Board meets once a month, and members are expected by virtue of their appointment to attend 75% of all meetings held. The Board may also meet on other occasions between scheduled meetings to deal with specific matters as the need may arise.

7.2 Delegations

The Board is responsible for determining what powers and functions can be performed by executive and other staff on behalf of the Board. This is done by an Instrument of Delegation which is reviewed quarterly.

The Board delegates the responsibility for the day-to-day management of the Hospital and Health Service to the HSCE, who is assisted by the Chief Financial Officer. HSCE may sub-delegate the day-to-day running of the HHS to the senior executive team. The exercise of delegated authority is restricted to specific organisational functions and roles.

The HSCE must consult with the Chair on any matters which the HSCE considers are of such a sensitive, extraordinary or strategic nature as to warrant the attention of the Board regardless of value. The HSCE manages the HHS in accordance with the strategic business plans and policies approved by the Board to achieve the agreed goals.

The authorisation thresholds for the control of expenditure and capital commitments have been established and defined in the Act. Investment or expenditure initiatives, above the HSCE's approval threshold, must be submitted to the Board for approval.

7.3 Board committees

The Board acknowledges contribution of facility and HHS-wide committees to assist in carrying out its functions and responsibilities. There may be a number of committees that undertake their roles in an advisory capacity and may make recommendations to the Board; however, their deliberations do not bind the Board except where delegated authority exists. Minutes of Committee meetings are presented to the full Board.

Committees are:

- Finance Committee – will meet quarterly;
- Audit and Risk Committee – will meet quarterly;
- Safety and Quality Committee – will meet bi-monthly;
- Aboriginal & Torres Strait Islander Health Access Committee – will meet bi-monthly;
- Capital Works and Assets Committee – will meet bi-monthly.

7.4 Meeting procedures

7.4.1 Frequency of Hospital and Health Board meetings

The Hospital and Health Board will meet not less than monthly.

7.4.2 Conduct at meetings

A question at a meeting of the Board is decided by a majority of the votes of the Members present. Each Member present at the meeting has a vote on each question to be decided and, if the votes are equal, the Member presiding also has a casting vote. A member present at the meeting who abstains from voting is taken to have voted for the negative.

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

The Chair presiding will have a casting vote.

7.4.3 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.

7.4.4 Voting

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

7.4.5 Out of Session decisions

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 Members gives written agreement to the resolution and notice of the resolution is given under procedures approved by the Board.

7.4.6 Presiding at Board meetings

If neither the Chair nor the Deputy Chair is present at a meeting, a member of the Board chosen by the Members is to preside.

7.4.7 Board Meeting Membership

Board meetings are attended by all Hospital and Health Board members. The Chair may also provide standing invitations to the Hospital and Health Service Chief Executive and the Executive Director Governance to attend Board Meetings as ex officio members.

7.4.8 Minutes of the Board meetings

The Board must keep minutes of its meetings and a record of any resolution made. Minutes will be reviewed by Board Members.

If asked by a Member who voted against the passing of a resolution, the Board must record in the minutes of the meeting that the Member voted against the resolution.

7.5 *Evaluation of Performance*

The Board will undertake an annual assessment of its performance, including its performance against the requirements of this 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 Committees and the Charter.

7.6 *Confidentiality of Information*

All attendees at Board or Committee meetings are required, as officers and or fiduciaries of Metro South, 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 Chair and the HSCE may make public statement and issue media releases relevant to the functions, performance or affairs of the Board or of Metro South Health.

- A Board or Committee member who receives an enquiry about operational, customer relations, legal or other matter must invite the inquirer to contact the HSCE and advise the HSCE 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 Metro South Health must refer the matter to the Chair or the HSCE.

8. Role of the Corporate Secretary

The Corporate Secretary is responsible for:

- Preparing agendas and minutes
- Organising Board meetings
- Organising Directors attendances
- Preparing the Board induction package
- Providing a point of reference for communications between the Board and Metro South Health Executive
- Attending to all statutory filings, requirements and regulatory bodies.

9. Members' Code of Conduct and External Representation

Board members shall at all times act and conform with Metro South Health's vision, mission, priorities and commitments. Board members must at all times act in accordance with their duties of confidence and confidentiality, and individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to performance and discharge of official functions.

The behaviour of members is directed by the Code of Conduct for the Queensland Public Service (drawn from the Public-Sector Ethics Act 1994) which states that members must:

- **Act with integrity and impartiality.** Are committed to the highest ethical standards; accept and value their duty to provide advice which is objective, independent, apolitical and impartial; show respect towards all persons, including HHS staff, clients and the general public; acknowledge the primacy of the public interest and undertake that any conflict of interest issue will be resolved or appropriately managed in favour of the public interest; and are committed to honest, fair and respectful engagement with the community.
- **Act in promoting the public good.** Accept and value their duty to be responsive to both the requirements of government and to the public interest; accept and value their duty to engage the community in developing and effecting official public-sector priorities, policies and decisions; accept and value their duty to manage public resources effectively, efficiently and economically; value and seek to achieve excellence in service delivery; and value and seek to achieve enhanced integration of services to better service clients.
- **Act with commitment to the system of government.** Accept and value their duty to uphold the system of government and the laws of the State, the Commonwealth and local government; are committed to effecting official public-sector priorities, policies and decisions professionally and impartially; accept and value their duty to operate within the framework of Ministerial responsibility to government, the Parliament and the community.
- **Act with accountability and transparency.** Are committed to exercising proper diligence, care and attention; are committed to using public resources in an effective and accountable way; are committed to managing information as openly as practicable within the legal framework; value and seek to achieve high standards of public administration; value and seek to innovate and continuously improve performance; value and seek to operate within a framework of mutual obligation and shared responsibility between public service agencies, public sector entities and public officials.
- **Use your position appropriately.** Do not use your position as a director to seek an undue advantage for yourself, family members or associates, or to cause detriment to the public entity; ensure that you decline gifts or favours that may cast doubt on your ability to apply independent judgement as a Director of the public entity.
- **Exercise due care, diligence and skill.** Ascertain all relevant information; make reasonable enquiries; understand the financial, strategic and other implications of decisions.

In addition to these principles a Board member must not:

- Improperly direct or influence an employee of Metro South Health in the exercise of any power or in the performance of any duty or function by that employee.
- Communicate directly or attempt to communicate directly with an employee of Metro South Health, to exercise power over the disclosure of information.

10. Communication Protocol

- The Board Chair and Members must not, without prior consent from the HSCE contact or attempt to make contact with an employee of Metro South Health for matters of a work-related nature.
- Metro South Health employees should not make direct contact with the Board Chair or members unless instructed by the HSCE. All contact with the Board should be directed through the HSCE to the Board Chair or the Chair of the relevant Board Committee via the Corporate Secretary.
- Notwithstanding the above, the Board Chair and members may direct requests regarding administrative support to the Executive Director Planning and Strategy / Corporate Secretary.

11. Pecuniary Interest/Conflict of Interest

In addition to the statutory responsibility to act impartially and in the public interest in performing the member's duties, Members shall also declare any conflict or perceived conflict of interest in any matter coming before the Board. These conflicts or perceived conflicts of interest must also be registered with the Corporate Secretary and maintained in the Metro South Conflict of Interest – Board Members Register.

12. Procedure where a Member does not comply with the principles of this Charter

Any member of the Board who considers another member has breached this Charter should consult the Chair of the Board. The Chair of the Board is responsible for determining appropriate action including, where necessary, investigation of the concerns raised.

Where concerns raised relate to the Chair of the Board, the concerns should be raised directly with the Minister.

13. Indemnities and Insurance

An Indemnity and Insurance will be provided by Metro South Health to all Board Members, on reasonable terms, from time to time.