

Metro South Hospital and Health Board Charter

March 2022

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Queensland
Government

Document Approval

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Board Outcome:

APPROVED

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Document Approval

Version	Date	Changed by	Description
0.1	15.11.2012		Initial draft
0.2	30.11.2015		Review
0.3	2.06.2016		Review
0.4	19.04.2017		Review
0.5	21.08.2018		Review
0.6	20.08.2019		Review
0.7	29.09.2020		Review
0.8	22.10.2020	Peter Bristow, HSCE	Review
0.81	12.03.2022	Peter Bristow, HSCE	Review

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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 to be reviewed every two years 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 revenue 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, in the area, of public health care, teaching, research and other services as outlined in its Service Agreement with the Department of Health. It provides these services through five major hospitals and several community health centres and oral health facilities.

3. Legislative Authorisation

The Board of Metro South Health derives its authority to act from the *Hospital and Health Boards Act 2011 (the Act)*.

4. Legal Status, Functions and Powers of the Service

The Service is a body corporate. It represents the State and has all the privileges and immunities of the State (s18 of *the Act*).

The main function of Metro South Health is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for the Service. (s19(1) of *the Act*). Its other functions are detailed in Appendix 1 of this Charter which reproduces s19 of *the Act* as of March 2022.

The Service has the powers of an individual and can do anything necessary or convenient to be done in performing its functions, noting that some regulations limit the powers. Appendix 2 of the Charter reproduces s20 of *the Act* outlining the powers of the Service. It should be noted that other Acts limit the Service's powers.

5. Board

5.1. Membership

The Board comprises five or more members appointed by the Governor in Council on the recommendation of the 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 the Chief Executive to the Board meetings, members may seek from the Chief Executive briefings from senior management on specific matters and are entitled to request additional information via the Chief Executive when they consider it appropriate.

5.2. Role

Section 22 of the *Act* describes the role of the Board as below.

- (1) A Hospital and Health Board controls the Service for which it is established.
- (2) In controlling the Service for which it is established, a board must have regard to—
 - (a) the need to ensure resources of the public sector health system are used effectively and efficiently; and
 - (b) the best interests of patients and other users of public sector health services throughout the State.

The Board is responsible for the overall strategy, governance, and performance of Metro South Health.

5.3. 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 the members of the committee are Board members; or
- (b) to the chief executive – who with the written approval of the board, may subdelegate a function

5.4. 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 the organisation's key risk areas including operational, financial, environmental and asset related risks.
- Ensure that Metro South Health 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.

5.5. Relationship to Minister

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.

5.6. Relationship to System Manager

The relationship between the Board and the System Manager (Director-General, Department of Health) is defined by the Service Agreement between Metro South Health and the Director-General.

6. Role of the Board Chair

The Chair of the Board is appointed 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.
- To sign the Service Agreement with the Director-General.
- 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. The Minister must table in the Parliament the Annual Report each year by 30 September.

7. Role of the Health Service Chief Executive

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

In managing the Service, the Health Service Chief Executive is subject to direction by the Board.

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 Metro South Health.
- Promoting the effective and efficient use of available resources in the delivery of public sector health services.
- 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.

The approval of the Minister is required before the termination of the appointment and contract of employment is effective (s74(5) of *the Act*).

8. Role of the Senior Board Liaison Officer

The Senior Board Liaison Officer is responsible for:

- Preparing agendas and minutes and maintenance of the minutes and other records of the Board
- 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 Chief Executive
- Attending to all statutory filings and requirements.

9. Board Procedures

9.1. Basis of Procedures

Schedule One of *the Act* outlines rules applying to the conduct of business by the Board. These are summarised here but in case of doubt the reader is referred to the Schedule. This Charter also contains information on how the Schedule has been implemented by the Board and other related issues.

9.2. Meetings and Attendance

- The Board will meet monthly except in December. The meeting will be on the fourth Tuesday of the calendar month unless that is a holiday or emergent circumstances require the meeting to be held on another day.
- The Chair may call meetings at other times.
- The Board may hold meetings or permit Members to take part in meetings, by using any technology that 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.

9.3. 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.

9.4. Presiding Officer

- 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

9.5. Invitees

- The Health Service Chief Executive is expected to attend Board meetings.
- The Chief Financial Officer will present his report at the Board meeting.
- The Health Service Chief Executive will arrange appropriate executive representation at the Board and its Committees.
- The Health Service Chief Executive in consultation with the Board Chair will arrange for staff to attend Board and Committee meetings as appropriate to inform the Board about the Service.
- The Health Service Chief Executive, executives and staff are not members of the Board.

9.6. Decision making

- 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 Chair also has a casting vote. A member present at the meeting who abstains from voting is taken to have voted for the negative.
- If a motion is passed by consensus, all will be determined to have voted in its favour.

9.7. 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 give written agreement to the resolution and notice of the resolution is given under procedures approved by the Board. Such written agreement may be provided by electronic means.

9.8. Minutes

- The Board must keep minutes of its meetings and a record of any resolution/s made. Minutes will be reviewed by Board Members at the next meeting of the Board and if appropriate approved as a true and accurate record of the meeting.
- 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.
- Members may access the minutes and records of the Board as required. Former members may access the minutes and records related to their period of membership of the Board.

9.9. 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.

9.10. Evaluation of Performance

- The Board will undertake an annual assessment of its performance, 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.

10. Board committees

As provided for in Section 32A and Section 8 of Schedule 1 of the *Act*, the Board has established the following committees:

- Executive Committee * - will meet quarterly;
- 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 Equity Committee – will meet quarterly;
- Capital Works and Assets Committee – will meet quarterly.

* as required under Section 32A of the *Act*

as required under Section 31 of the *Hospital and Health Boards Regulation 2012*

11. Representation on the Princess Alexandra Hospital Research Foundation

The *Hospital Foundations Act 2018* provides that the Chair of the Board of Metro South Health is a member of the Princess Alexandra Hospital Research Foundation (PARF) Board or alternatively may nominate a Metro South Health Board Member to be a member of the PARF Board.

12. Members' Code of Conduct

Board members must always act and conform with Metro South Health's vision, mission, priorities and commitments. Board members must always 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.

13. Communication Protocol

- The Board Chair and Members must not, without prior consent from the HSCE contact or attempt to contact 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 Senior Board Liaison Officer.

- The Head of Internal Audit will have the right to unrestricted access to and communicate and interact directly with the Audit and Risk Committee Chair and the Chair of the Board, including in private meetings without management present.
- Notwithstanding the above, the Board Chair and members may direct requests regarding administrative support to the Senior Board Liaison Officer.

14. Public Statements

The Board has adopted the following protocol:

- The Chair and the HSCE may make public statements 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 and/or the HSCE.

15. 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 Senior Board Liaison Officer and maintained in the Metro South Conflict of Interest – Board Members Register.

16. 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.

17. Indemnities and Insurance

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

Appendix 1: Functions of the Service

- (1) A Service's main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for the Service.
- (2) A Service also has the following functions—
 - (a) to ensure the operations of the Service are carried out efficiently, effectively and economically;
 - (b) to enter into a service agreement with the chief executive;
 - (c) to comply with the health service directives and health employment directives that apply to the Service;
 - (d) to contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans;
 - (e) to monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service;
 - (f) to develop local clinical governance arrangements for the Service;
 - (g) to undertake minor capital works, and major capital works approved by the chief executive, in the health service area;
 - (h) to maintain land, buildings and other assets owned by the Service;
 - (i) for a prescribed Service, to employ staff under this Act;
 - (j) to collaborate with the Queensland Ambulance Service to manage the interaction between the services provided by the Queensland Ambulance Service and health services provided by the Hospital and Health Service;
 - (k) to cooperate with other providers of health services, including other Services, the department and providers of primary healthcare, in planning for, and delivering, health services;
 - (l) to cooperate with local primary healthcare organisations;
 - (m) to arrange for the provision of health services to public patients in private health facilities;
 - (n) to manage the performance of the Service against the performance measures stated in the service agreement;
 - (o) to provide performance data and other data to the chief executive;
 - (p) to consult with health professionals working in the Service, health consumers and members of the community about the provision of health services;
 - (q) other functions approved by the Minister;
 - (r) other functions necessary or incidental to the above functions.
- (3) In performing its functions, a Service must have regard to—
 - (a) the need to ensure resources of the public sector health system are used effectively and efficiently; and
 - (b) the best interests of patients and other users of public sector health services throughout the State

Appendix Two Powers of Services

- (1) A Service has the powers of an individual and may, for example—
 - (a) enter into contracts and agreements; and
 - (b) subject to subsection (2), acquire, hold, deal with or dispose of property; and
 - (c) engage consultants or contractors; and
 - (d) appoint agents and attorneys; and
 - (e) charge for the services it provides; and
 - (f) do anything else necessary or convenient to be done in performing its functions.
- (2) A Service may not own assets prescribed by regulation.
- (3) A Service may employ health executives and senior health service employees.
- (4) A Service prescribed by regulation may also employ other health service employees under this Act.
- (5) A regulation under subsection (4) may also restrict, limit or impose conditions on the power to employ health service employees.
- (6) To remove any doubt, it is declared that a regulation made under subsection (4) may be amended or repealed to revoke the prescription of a Service under that subsection.