



Gold Coast Hospital and Health Service

# CHARTER

of the

# Gold Coast Hospital and Health Board

Role of the Board .....	2
Purpose of the Charter.....	2
Guiding principles.....	2
Functions of the Board.....	3
Responsibilities of the Board.....	4
Board Accountabilities.....	5
Risk Management.....	5
Reporting.....	5
Relationship between Board and Management .....	6
Board Membership and Roles.....	7
Board Meetings .....	8
Board Committees .....	10
Specific Duties of Board Members .....	10
Indemnities and Insurance .....	11
Training, education and professional development of members.....	11
Confidentiality.....	12
Communication .....	12
Performance review and evaluation.....	12
Review of Charter .....	13

# 1. Role of the Board

The Gold Coast Hospital and Health Service (GCHHS) has been established as a statutory agency under the authority of the *Hospital and Health Boards Act 2011* (the Act). The function of GCHHS is to deliver the hospital-based and other health services, teaching, research and other services as defined under a service agreement with the system manager, the Department of Health.

The Gold Coast Hospital and Health Board (the Board) is accountable to the Minister for Health and exists to independently and locally control the GCHHS. The Board will exercise this control while strengthening local decision-making and accountability, local consumer and community engagement, and local clinician engagement.

# 2. Purpose of the Charter

The Board Charter sets out the authority, role, operation, membership, functions and responsibilities of the Board and outlines the Board's corporate governance arrangement and statutory obligations as required by Schedule 1 of the *Hospital and Health Boards Act 2011*.

# 3. Guiding principles

The Board will perform its responsibilities in accordance with the guiding principles set out in section 13(1)(a)-(j), of the Act including:

- 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 a 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; and
  - 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, 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;

- opportunities for training and education relevant to the delivery of public sector health services should be promoted.

## 4. Functions of the Board

The Board's main function is to deliver the hospital services, teaching, research and other services stated in the service agreement with the system manager (the Department of Health).

**The Vision of the Board** (to be revised in line with strategic plan development)

To provide safe, sustainable, efficient, quality and responsive health services for the Gold Coast and surrounding community.

The Board is committed to achieving this vision by supporting:

- Innovative and flexible service delivery;
- Engagement with consumers, the community and staff;
- The development of partnerships and collaboration;
- Initiatives contributing to research, learning and teaching.

### Legislated Functions

In accordance with section 19(2) of the Act, the Board's functions include:

- to ensure the operations of the GCHHS are carried out efficiently, effectively and economically;
- to enter into a service agreement with the Chief Executive of Queensland Health;
- to comply with the health service directives and health employment objectives that apply to GCHHS;
- to contribute to, and implement, State-wide service plans that apply to GCHHS and undertake further service planning that aligns with the State-wide plans;
- to monitor and improve the quality of health services delivered by GCHHS, including, for example, by implementing national clinical standards for GCHHS;
- to develop local clinical governance arrangements for GCHHS;
- to undertake minor capital works, and major capital works approved by the Chief Executive, in the Health Service area;
- to maintain land, buildings and other assets owned by GCHHS or the State in GCHHS area;
- Where prescribed by regulation, employ staff under the *Hospital and Health Board Act, 2011*:
  - to cooperate with other providers of health services, including other Health Services, the department and providers of primary healthcare, in planning for, and delivering, health services;
  - to cooperate with local primary healthcare organisations;
  - to arrange for the provision of health services to public patients in private health facilities;

- to manage the performance of GCHHS against the performance measures stated in the service agreement;
- to provide performance data and other data to the Chief Executive;
- to consult with health professionals working in GCHHS, 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.

## 5. Responsibilities of the Board

The Board is responsible for setting the strategic direction of GCHHS, establishing goals and objectives for executive management and monitoring the performance in achieving these directions and objectives.

The key responsibilities of the Board include:

- Appoint the GCHHS Chief Executive, subject to approval by the Minister;
- Develop and approve the strategic direction for the GCHHS, ensuring it reflects a client focus, and monitoring the implementation of that strategy;
- Review and approve the annual budgets and financial plans developed by executive management and regularly monitor the financial performance;
- Review and approve systems for operational performance and regularly monitor performance;
- Review and approve human resource management systems and regularly monitor performance;
- Review and approve systems to ensure patient quality and safety and monitor outcomes of these systems;
- Engage key stakeholders (eg community, clinicians, Medicare Local, relevant partners) in strategic service development and decisions;
- Review, ratify and monitor systems of risk management and internal control and legal compliance;
- Support the development of research and education opportunities within GCHHS through collaboration with a wide range of stakeholders;
- Receive advice and consider recommendations from the Committees of the Board;
- Provide timely advice to the Minister's Office and the Director General, Queensland Health on any issues within the GCHHS likely to have negative political and/or service implications; and
- Ensure there are processes in place to ensure all staff within the GCHHS work ethically and with a patient/client focus.

## 6. Board Accountabilities

The Board has accountabilities to the Department of Health and the Minister for Health. As a statutory agency, the Board, Board Chair and Hospital and Health Service Chief Executive have a range of legislative obligations.

The Minister has a range of legislative powers and responsibilities including the ability to 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.

The overall management of Queensland's public sector health system is the responsibility of the Department of Health, through the Director General. The Director-General is the Health System Manager, with whom the Board enters into a Service Agreement for the delivery of services. In addition to meeting its obligations under the Service Agreement, the Board and GCHHS are required to comply with Health Service Directives issued by the System Manager.

## 7. Risk management

The Board has a pro-active approach to risk management.

The Board will:

- Identify risks and mitigating strategies with all decisions and recommendations made; and
- Implement processes to enable the Board to identify, monitor and arrange management of risks.

## 8. Reporting

The Gold Coast Hospital and Health Board receives the following reports:

Report	Description	Frequency	Responsibility
<b>Board Committee Meeting Minutes</b> - Board Executive Committee - Board Finance Committee - Board Audit and Risk Committee - Board Safety and Quality Committee	Board Committee minutes	In accordance with Committee meeting frequency	Chair of each respective Committee
Health Service Performance Report	Quantitative data and analysis of performance against Service Agreement KPIs	Monthly	Health Service Chief Executive
Financial Report	Financial data and analysis of operating position	Monthly	Chief Finance Officer
Workplace Health and Safety Scorecard	Health Service performance against a range of safety indicators	Monthly	Executive Director, People and Engagement
Clinical Governance	Performance against	Bimonthly	Executive Director,

Key Performance Indicator Report	key areas of clinical activity		Clinical Governance, Education and Research
Board Actions	Summary of current and outstanding Board actions	Monthly	Board Secretary

## 8. Relationship between Board and Management

### Authority

The GCHHS is a statutory agency established under the *Hospital and Health Board Act 2011*. It also is a statutory body under the *Financial Accountability Act 2009* and the *Statutory Bodies Financial Arrangements Act 1982* and is a unit of public administration under the *Crime and Misconduct Act 2001*.

### Delegation

Pursuant to section 30 of the Act and the *Financial Accountability Act 2009*, the Board may delegate functions to:

- a committee of the Board if all of the members of the committee are Board members;
- the Executive Committee established by the Board; and
- the Health Service Chief Executive.

The Board delegates responsibility for the day-to-day management of the GCHHS, to the Hospital and Health Service Chief Executive, subject to any limits of such delegated authority as determined by the Board from time to time.

The Board reserves the following matters for its decision:

- approval of strategy and annual budgets;
- determinations and approvals other than those formally delegated to management, including recommendations from Board Committees not comprised exclusively of board members; and
- responsibilities conferred under the Act.

### Role of the HHS Chief Executive

The GCHHS Chief Executive is accountable to the Board and fulfils this responsibility through the provision of reliable timely reports, briefings and presentations on a regular basis throughout the year. The Board must independently assess the information provided by the Chief Executive.

The GCHHS Chief Executive is responsible for:

- management, performance and activity outcomes of GCHHS;
- 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 management team and receiving committee reports as they apply to established development objectives.

The Chief Executive may delegate the Health Service Chief Executive's functions under the Act to an appropriately qualified health executive or employee.

### **Execution of commitments within delegation**

Where a commitment is within the reserved delegation of the Board or above the delegation to the Chief Executive and has been approved by the Board, it may be executed:

- by a Board member, including the Chairman; or
- under Common Seal, by the Chairman or Deputy Chairman and witnessed by any other Board member.

Where a valid resolution of the Board has been passed, execution under Common Seal is not required.

The Board Secretariat is responsible for maintaining a register of documents executed both under hand and under Common Seal and a copy or reference to the meeting minutes or other supporting evidence of valid execution.

## **9. Board Membership and Roles**

In accordance with section 23 of the Act, the Board consists of five (5) or more members appointed by the Governor-in-Council, on the recommendation of the Minister. Board members are appointed for a term of not more than 4 years.

### **Role of the Chair**

The Chair will ensure the Board acts impartially in the public interest and will provide the leadership, capability and experience necessary for the Board to fulfil its governance obligations.

Core responsibilities of the Chair of the Board include:

- Preside over all meetings of the Board and facilitate the flow of information and discussion;
- Lead the Board in its evaluation of the overall performance of the Board and of individual members of the Board;
- Act as an ex-officio member of all Board Committees;
- Undertake an annual evaluation of the Chief Executive's performance;
- Regularly liaise with the Minister's Office and inform the Minister about significant issues and events; and
- Deliver the annual report to the Minister and the community.

### **Role of the Deputy Chair**

The Deputy Chair is to act as Chair during a vacancy in the Office of the Chair and during all periods when the Chair is absent from duty or for any other reason the Chair can not perform the duties of the office.

## Role of Individual Board Members

Board members are required to familiarise themselves with the GCHHS and to take reasonable steps to ensure they make an informed contribution to discussion and decisions. All Members are entitled to be heard at all meetings and should bring an independent judgement to bear in decision-making.

Members are responsible collectively for Board decisions and should support and adhere to all Board decisions.

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.

A Board member is entitled to the fees and allowances fixed by the Governor in Council.

In performing their duties, Members of the Board are to:

- act impartially and in the public interest;
- exercise care, diligence and skill;
- act in good faith; and
- not improperly use his/her position or misuse information acquired as a member.

By virtue of their appointment, Board members are expected to attend a minimum of 75% of the Board and Committee meetings.

## Role of the Board Secretariat

The Board is supported by the Board Secretariat which is responsible for ensuring that Board business is conducted in a manner consistent with good governance practice, including:

- consultation with the Chair and Chief Executive in the preparation of Board agendas, supporting papers, meeting minutes;
- facilitating induction of all members;
- providing a point of reference for all dealings between the Board and management;
- maintaining an electronic register of decisions made by the Board and circulation of relevant Board decisions and discussions to stakeholders; and
- arrange workplace inductions and mandatory Board practices.

All members have direct access to the Board Secretary and to the Executive Management Team.

The Executive Director, Governance, Risk and Commercial Services (GRCS) may at times delegate their responsibilities to other members of administration staff within the Governance team, who have the appropriate skills and training. The authority of the Board Secretariat and responsibility to ensure requirements are met, will always remain with the Executive Director, Governance, Risk and Commercial Services.

# 10. Board Meetings

The Board will hold its meetings on a monthly basis. The Board may meet on other occasions as the need arises. Pursuant to Schedule 1 (2) of the Act, the Board may conduct its business, including its meetings, in the way it considers appropriate.



## **Time and Place of Meetings**

Meetings of the Board are to be held at the times and places the Chair decides, as per Schedule 1 (3) of the Act.

## **Quorum**

Pursuant to Schedule 1 (4) of the Act, a quorum for the Board shall be half of its members (or the next highest whole number). If a quorum is not met, the following must occur:

- At the Chair's discretion the continuation of the Board meeting will be decided; and
- If the meeting proceeds, all decisions will be preliminary decisions and will then proceed to a quorum consensus out of session.

## **Proxies**

Proxies are not permitted for Board or Committee meetings.

## **Voting**

Each question, resolution and decision of the Board is decided by a majority of the votes of the members present. Each member has one vote and if votes are equal the presiding member has the casting vote. Any member present at the meeting who abstains from voting is taken to have voted for the negative.

## **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.

## **Ex-Officio Membership**

The Board may at its discretion incorporate ex-officio members.

## **Other Participants**

The Chair may from time to time invite other individuals or groups to present, or observe Board meetings. Where agreed by the Chair, members may invite guests to attend meetings to provide expert advice and support to a particular topic raised. A guest's attendance is limited to the duration of discussion on a specific topic.

## **Board Committee Reporting**

The Board will note as a standing item the draft minutes of Committee meetings, as approved by the Chair of that Committee, for meetings held in between Board meetings.

The Chair of each Board Committee will be invited to provide a verbal or written report to the Board at each meeting of the Board. This report may include particular risks, referrals or recommendations of the Committee to the Board or other Committee Chairs for inclusion in future agendas.

## **Minutes**

The Board will keep minutes of its meetings, including each resolution passed at the meeting. Where requested by a member of the Board who abstained or voted against the passing of a resolution, the Board must record in the minutes of the meeting that the

member voted against the resolution<sup>1</sup> in accordance with section 7, Schedule 1 of the Act.

## 11. Board Committees

The Board may establish Committees to provide advice and support for effective and efficient discharge of its responsibilities. The Board is to decide the terms of reference of all Committees, and may invite persons who are not members of the Board to be a member.<sup>2</sup>

The following Committees have been established to operate under terms of reference approved by the Board:

- Audit and Risk Committee\*
- Executive Committee\*
- Finance and Performance Committee\*
- Safety, Quality and Engagement Committee\*
- Research Committee

*\*These committees, or significant aspects of the committee's legislated functions, are prescribed in legislation*

## 12. Specific Duties of Board Members

### Code of Conduct

Board and Committee members' conduct will be guided by the spirit and principles of the *Public Sector Ethics Act 1994* and members will conduct themselves according to the principles outlined in the *Code of Conduct for the Queensland Public Service 2011*. Each Board member and Member of Board Committees:

- is required to act with integrity, impartiality and in the public interest in when undertaking his/her duties;
- will act honestly, in good faith and with respect towards colleagues and staff;
- will act with probity when undertaking his/her governance role;
- will conduct themselves with due diligence in fulfilling their roles and will behave in an ethical manner;
- will not make improper use of information acquired as a result of their role on the Board.

### Disclosure of interests

Members of a Board are considered to be a 'Designated Person' as defined in the *Integrity Act 2009*, and may seek the advice of the Integrity Commissioner in respect of a conflict of interest issue.

Members of the Board and Board Committees are required to comply with the provisions for the disclosure of interests as outlined in Schedule 1 (9) of the Act if a member has a direct or indirect interest in an issue being considered by the Board or Committee which could conflict with the proper performance of the member's duties in relation to the consideration of the issue.

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<sup>1</sup> Hospital and Health Boards Act 2011 (Qld) (the Act), Schedule 1, section 7.

<sup>2</sup> The Act, Schedule 1, section 8.

A Member of the Board or its Committees may also be bound by the information privacy principles of the *Information Privacy Act 2009*, the *Public Interest Disclosure Act 2010*, and where applicable, the *Public Service Act 2008*. Board and Committee members are subject to the *Crime and Misconduct Act 2001*.

All Board and Committee members will declare any direct or indirect interest in an issue under consideration or about to be considered, in accordance with Schedule 1, (9) of the Act.

## 13. Indemnities 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.

A Member of the Board may seek indemnity with respect to:

- A civil proceeding;
- An inquiry or investigation; and
- Criminal charges and an investigation or an inquiry by a police service or other entity with responsibility for investigating offences in relation to the commission of an offence.

Broadly the test of whether indemnity will be provided to a Member of the Board of a health facility/service is whether:

- the action is related to the person's duties or functions undertaken for or on behalf of Queensland Health or a Hospital and Health Service; and
- the decision maker is satisfied that the person has diligently and conscientiously endeavoured to carry out such duties or functions.

### Insurance

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 for civil penalties only, and not the costs of funding an independent legal defence.

Queensland Health has, and continues to purchase, Public Liability and Professional Indemnity coverage.

### 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 will 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.

The Governor-in-Council may remove a member of the Board from office in circumstances articulated in section 28 of the *Hospital and Health Board Act 2011*. Grounds for removal from office include if a member has been absent without permission of the Board from 3 consecutive meetings, for which due notice was given.

## 14. Training, education and professional development of members

Board members are encouraged to undertake continuing professional development to maintain their high level of performance. Professional Development Plans will be agreed with each Board member annually or otherwise as agreed between the Chairman and the Board member.

The Board Chair and Executive Director, Governance, Risk and Commercial Services may arrange education programs for the development of individual members or the Board as a whole.

## 15. Confidentiality

Members of Gold Coast Hospital and Health Board 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.

All proceedings of the Board, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to persons other than members of the Board, except as required by law or as agreed by the Board.

## 16. Communication and External Representation

### Media and Public Comment

To ensure appropriate and consistent communication occurs, all public comment, including that to any media organisation on behalf of the Board, is to be made by the Chair. The Chair may specifically authorise another person to comment on a particular matter. In the absence of the Chair, the Deputy Chair will address media enquiries on behalf of the Board.

All management and operational comments concerning the GCHHS will be made by the Health Service Chief Executive or by an officer authorised by the Health Service Chief Executive.

### Stakeholder Communication Post Board and Committee Meetings

- A regular meeting summary will be prepared after every Board meeting to enable interested stakeholders to be apprised of GCHHS business;
- The summary will be approved by the Chair prior to publication and will be made available to the public via the GCHHS website; and
- The Chair of any Board Committee may recommend the form of a meeting summary to the Chair of the Board for publication.

## 17. Performance review and evaluation

The Board will conduct an annual review of the performance of:

- the full Board;

- Board Committees;
- individual Board and Committee members.

The Board shall determine the method of conducting each review and the extent of that review.

## 18. Review of Charter

The Board will review this Charter annually to ensure that it remains consistent with the objectives, roles, responsibilities and obligations of the Board and local governance practices of the Secretariat in providing support to the Board and Management.