

Charter

CQHH Board

Date:	Developed 27/01/2012	Reviewed October 2023	Next Review Date By end 2024
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Purpose

Pursuant to s 22 of the *Hospital and Health Boards Act 2011* the purpose of the Hospital and Health Board ("the Board") is to control the Central Queensland Hospital and Health Service ("CQHHS")

Membership

Pursuant to s 23 of the *Hospital and Health Boards Act 2011* the membership of the Board will consist of 5 or more members appointed by the Governor in Council.

The tenure and conditions of each Member of the Board will be stated in the Member's instrument of appointment.

The Governor in Council may, on the recommendation of the Minister, appoint a member of the Board to be Chair of the Board; and another to be Deputy Chair of the Board.

Induction

Senior management, working with the Chair, will provide an induction program for new members in order to assist them in fulfilling their duties and responsibilities. The program is to include the provision of documents and discussions with executives. The induction also covers health sector issues and the Members' responsibilities not only on the Board, but also Board Committees.

Objectives

The primary role of the Board is to provide effective governance over the delivery of hospital services, other health services, teaching, research and other services stated in the Service Agreement for the Hospital and Health Service.

In performing its role in accordance with s 19 of the *Hospital and Health Boards Act 2011* the Board will oversee and contribute to the function of the Health Service:

- By ensuring the operations of the Service are carried out efficiently, effectively and economically
- To enter into a Service Agreement with the Chief Executive
- To ensure compliance with the health service directives that apply to the Service

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- To contribute to, monitor, measure and evaluate the implementation of Statewide and local service plans that apply to the Service and undertaking further service planning that aligns with the Statewide plans
 - To monitor, measure and evaluate the quality of health services delivered by the Service for continuous improvement
 - To proactively support and engage with stakeholders in the development of local clinical governance arrangements for the Service
 - To undertake minor capital works, and major capital works
 - To maintain land, buildings and other assets owned by the Service
 - To employ staff in the event of becoming a prescribed Service
 - To proactively engage with other providers of health services, including other Services, the Department and providers of primary healthcare in the co-design and planning for the delivery of health services
 - To proactively engage with local primary healthcare organisations in the co-design and planning for the delivery of health services
 - To proactively engage with the Health Equity Framework and advance the health and wellbeing of our First Nations peoples
 - To support all its Committees and the Service to engage with the Health Equity Framework and advance the health and wellbeing of our First Nation's peoples
 - To arrange for the provision of health services to public patients in private health facilities
 - To monitor, review and manage the performance of the Service against the performance measures stated in the Service Agreement in conjunction with the Health Service Chief Executive
 - To provide performance and other data to the Health Service Chief Executive and act accordingly
 - To proactively engage with health professionals working in the Service, health consumers and members of the community about the provision of health services;
 - To support the Health Service Chief Executive in the Health Service Chief Executive's advocacy with various stakeholders on behalf of the Service and
 - Any other functions approved by the Minister or necessary or incidental to the Service's functions.

The Board operates in accordance with the CQHHS Clinical Governance Framework and incorporates the intent of NSQHS Standard One: Clinical Governance and Standard Two: Partnering with Consumers with acknowledgement of linkages between all National Standards in business decision making.

Governance

The work of the Board is guided and governed by the:

- *Hospital and Health Boards Act 2011 and Hospital and Health Boards Regulation 2012*
- *Public Service Act 2008*
- *Financial Accountability Act 2009*
- *CQHHS Code of Conduct*
- *Public Sector Ethics Act 2004*
- *Human Rights Act 2019*

- ASX Corporate Governance Principles and Recommendations (3rd edition) to the extent they are reasonably applicable to CQHHS circumstances

The Board is committed to conducting all business activities, legally ethically and in accordance with the highest standards of integrity and propriety.

Responsibilities

As required by the *Hospital and Health Board Regulation 2012* the Board will establish and decide upon the Terms of Reference for the following Board Committees:

- Executive Committee
- Audit and Risk Committee
- Finance and Performance Committee
- Safety and Quality Committee
- Aboriginal and Torres Strait Islander Health and Wellbeing Committee
- Investment, Research and Planning Committee

Each committee has its own written Terms of Reference setting out its roles and responsibilities, composition, structure, membership, requirements and the manner in which the committee is to operate. These are reviewed on an annual basis and are made available on the CQHHS website. Appointment to a Committee is a decision of the Board.

Relationship between Board and Management

Pursuant to s 33 of the *Hospital and Health Board Act 2011* the Board will appoint a Hospital and Health Service Chief Executive to manage the Service, subject to direction by the Board.

The Board reserves for its decision the following:

- Approval of the strategic plans for the Service
- Approval of the annual budget
- Consultation and final approval with respect to the employment of staff within the HHS Executive Team
- Consultation and final approval of the terms and conditions of employment for staff within the HHS Executive Team

The Health Service Chief Executive must consult the Board on matters that are sensitive, extraordinary, strategic, or affect the function of the Service.

The Health Service Chief Executive and HHS Executive Team are accountable to the Board and must provide information, reports, briefings and presentations to the Board as required.

Principles of Operation

The conduct of the business of the Board will be conducted accordance with the requirements of Schedule 1 of the *Hospital and Health Boards Act 2011*:

- Meetings of the Board are to be held at the times and places the Chair decides

- The Board will meet as required; the meeting dates to be predetermined and available to the public
- The Chair must call a meeting if asked in writing to do so by the Minister or a quorum of Members of the Board
- The Chair may from time to time invite other individuals or groups to present to, or observe the meetings of the Board. Where agreed to by the Chair, Members may invite guests to attend meetings to provide expert advice and support to a specific topic raised. A guest's attendance is limited to the duration of the discussion on that specific topic. Observers and guests do not have authority to make determinations in respect of Board deliberations.
- A quorum for a meeting of the Board is one-half of the number of its members, or if one-half is not a whole number, the next highest whole number.
- Proxies are not permissible
- If the Chair is absent from a meeting or vacates the Chair at a meeting, the Deputy Chair is to preside. If the Deputy Chair is not present at the meeting, a member of the Board chosen by the members is to preside.
- A member is entitled to the fees and allowances fixed by the Governor in Council. A member who is also an employee is generally not entitled to remuneration.
- Decisions are made by a majority of votes. Each member present at a meeting has a vote and if the votes are equal the member presiding has a casting vote.
- Technology can be utilised for Members to attend Meetings
- Secretariat support will be provided to the Board
- Items can be managed out-of-session where the item is urgent and must be considered before the next scheduled meeting or in circumstances when face-to-face meetings are not possible to enable business to be progressed
- Disclosure of Interests by Members of the Board or Committees shall be managed pursuant to Section 9 of Schedule 1 of the *Hospital and Health Boards Act 2011*
- In accordance with the Private Email Use Policy the government email for Board members is CQHHS_Board@health.qld.gov.au
- Where a member receives an email relating to government business through a private email account the member will forward the email to the email address of CQHHS_Board@health.qld.gov.au for response through the government email address.
- A member may choose to respond to the email through a private email account but will include the government email address as a carbon copy recipient in order to ensure that the communication is captured by the agency's recordkeeping systems and be treated as a public record.

These Terms of Reference are to be reviewed and evaluated on an annual basis.

Performance Indicators

The Board will report on its performance through the statutory compliance mechanisms required by its governing and other legislation.

The Board will evaluate its performance through an annual self-assessment process.

Information Management

The reports that the Board is to receive include:

- Report from the Health Service Chief Executive
- Report from the Chief Finance Officer
- Recommendations from Board Committees.

The Board may also receive and ask for reports from other people/units involved in the Service on “as needs” basis, where the report is relevant to the functions of the Board and Service.

Distribution of Minutes

The Board is required to keep minutes of its meetings and a record of resolutions made.

Endorsement

Next Review date: By December 2024

Document Control

Version	Date	Prepared by	Comments
v0.1	27/01/2012	L Riddell	First Draft
v0.2	21/05/2012	L Riddell	Second Draft
v0.3	04/06/2012	L Riddell	Third Draft
v0.4	27/06/2012	N Fokas	Fourth Draft
v0.5	20/12/2013	CQHH Board	Changes as recommended by BoardMatters review. Approved by resolution of the Board
v1.0	26/09/2014	CQHH Board	Annual Review – no changes made
v1.1	30/10/2015	CQHH Board	Annual Review – no changes made to content; new template used
	28/10/2016	CQHH Board	Annual Review – no changes made
v1.2	27/10/2017	CQH HB	Annual Review – no changes made
v2	26/10/2018	CQH HB	Annual Review - NSQHS Standard One reference added
V3	25/10/2019	CQH HB	Annual Review – new template used; objectives reviewed and modified
V4	30/10/2020	CQH HB	Annual Review – no changes made
v4.1	18/12/2020	CQH HB	Reference to Private Email Use Policy to be included and Human Rights Act
v5	26/02/2021	CQH HB	Changes approved
v5.1	24/9/2021	CQH HB	Reference to Health Equity Framework and inclusion of changes to Committees
v6	October 2021	CQH HB	Changes approved
v6.1	October 2022	CQH HB	Annual Review – no changes made
v7	October 2023	CQH HB	Annual Review – refined through review process and committee alignment