

Wide Bay Hospital and Health Board

Executive Committee Charter

January 2021

Our vision

Care Comes First...Through Patients' Eyes

Our purpose

We support people to improve their lives by delivering patient-centred, high-quality healthcare for Wide Bay.

Our Strategic Directions

Wide Bay Hospital and Health Service's vision and the Strategic Plan consider and support the Queensland Government's objectives for the community *Our Future State: Advancing Queensland's Priorities*, with a particular contribution towards the objectives to keep Queenslanders healthy and give all our children a great start. In this context, five strategic directions have been developed and committed:

- **Enhance holistic health care:** we will put patients, carers and consumers at the centre of all we do;
- **Deliver more care locally:** we will provide high-quality, innovative services and develop our health technology;
- **Plan today for future infrastructure:** we will develop our health infrastructure to meet our region's needs;
- **Develop and support our staff:** we will invest in and nurture our staff;
- **Excellence through innovation:** we will improve our services through strategic partnerships and active innovation.





Board Executive Committee Charter

1.0 Purpose

The purpose of this Charter is to outline the functions, responsibilities, composition and processes of the Committee.

Section 32A of the HHB Act requires the Board to establish the Committee, controlled by the Board.

2.0 Functions of the Committee

The functions of the Committee are stated in s 32B of the HHB Act as follows.

- (1) The function of the Committee is to support the Board in its role of controlling the Service for which it is established by:
 - (a) working with the HSCE to progress strategic issues identified by the Board; and
 - (b) strengthening the relationship between the Board and the HSCE to ensure accountability in the delivery of services by the Service.
- (2) Without limiting (1), the Committee may, at the direction of the Board:
 - (a) oversee the performance of the Service against the performance measures stated in the Service Agreement;¹
 - (b) support the Board in the development of engagement strategies and protocols with primary healthcare organisations, monitor their implementation, and address issues that arise in their implementation;
 - (c) support the Board in the development of service plans and other plans for the Service and monitor their implementation;
 - (d) work with the HSCE in responding to critical emergent issues in the Service; and
 - (e) perform other functions given to the Committee by the Board.²

The Board may also delegate any of the Service's functions under the HHB Act or FAA to the Committee.³

As delegated by the Board, the Committee also has the following functions to:

- (1) make recommendation to the Board on the appointment of the Health Service Chief Executive;
- (2) be a reference source and forum for the Health Service Chief Executive to:
 - (a) seek preliminary advice and opinions on issues;
 - (b) have confidential discussion on challenges confronting the Health Service Chief Executive in the carrying out of duties;
- (3) undertake the annual review of the performance, development and remuneration of the Health Service Chief Executive and report and make recommendation to the Board;

¹ The Committee recommended that the Board should oversee the Service Agreement (29.1.20).

² A regulation may also prescribe other matters relating to the Committee's functions (s 32B(3) HHB Act).

³ Section 30(1)(b) HHB Act



(4) oversee:

- (a) WBHHS governance practices and recommend changes to the Board and HSCE;
- (b) the development of key milestones, policy frameworks and WBHHS initiatives;
- (c) the performance of strategic objectives and make recommendations to the Board regarding continuation or amendment of direction and vision; and
- (d) any other matters referred to the Committee by the Board.

3.0 Risk Management

In relation to its functions, the Committee will:

- Identify risks and mitigating strategies;
- Implement processes to enable the Committee to identify, monitor and manage risks; and
- Work collaboratively with the Audit and Risk Committee to manage risks.

4.0 Liaison with Stakeholders/Board Committees

The Committee shall refer any issues which relate more appropriately to another Board Committee to that Board Committee.

The Committee will consult, collaborate and where necessary liaise with other Board Committees.

5.0 Reporting

The Committee receives reports from:

Report	Description	Frequency	Responsibility
Strategic Plan 2018-2022	Update on Strategic Plan 2018-2022 including annual update in March for DPC consultation and published by 1 July	Quarterly	EDG
Operational Plan	Update on Operational Plan including KPIs under Strategic Plan 2018-2022	Quarterly	EDG
Strategic/Service Plans	Health Service Plan/other strategic and service plans update	Quarterly	EDG
Strategies – including clinical engagement, consumer and community engagement and PHN protocol	Annual review of clinical engagement strategy, consumer and community engagement	Annual/three (3) year	EDG



	strategy and PHN protocol with end of year performance report + three (3) year review as required under HHB Act and other strategies. ⁴		
HSCE Performance Review	Six monthly HSCE performance review/PAD	Biannual	HSCE
Governance Framework	Governance Framework to be developed and reviewed. ⁵	Annual	EDG
Other	As directed by the Committee. ⁶	As directed by the Committee	HSCE

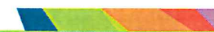
The Committee provides the following reports:

Recipient	Report	Frequency	Responsibility
Committee Members Standing Invitees	Committee minutes	Quarterly	Board Secretary
Board	Committee minutes and meeting summary report	Quarterly	Committee Chair
Board	Annual report summarising past year's performance and achievements	Annually	Committee Chair
Board	All above stated reports received by Committee for Board approval	As stated above	Board Secretary
Board	Charter (reviewed)	Annually	Committee Chair
Board	Other matters and reports including for the Board or as directed by the Board	As required	Committee Chair

⁴ See Annual Work Plan

⁵ See s6 *Financial and Performance Management Standard 2019*

⁶ Also see Annual Work Plan



6.0 Committee Composition

6.1 Committee Membership

Committee members⁷ are Board members appointed by the Board to the Committee.

The Board shall determine the number of Committee members appointed which must consist of the Board Chair or Board Deputy Chair and at least two (2) other Board members, at least one of whom must be a Clinician.⁸

Appointment of a Board member to the Committee will be determined by the Board on the recommendation of the Board Chair for such period as determined by the Board or in the absence of a stated period, ongoing for the term of appointment as a Board member, subject to Board review.

Committee membership may be reviewed at the Board's discretion with Committee membership amended from time to time having regard to the skills, abilities, experience of Board members and other factors as determined by the Board.

6.2 Committee Chair

The Board Chair or Board Deputy Chair must be appointed as the Committee Chair.⁹

The Committee Chair is appointed by the Board for such period as determined by the Board or in the absence of a stated period, ongoing for the term of appointment as a Committee member, subject to Board review.

The Committee Chair is to preside at all meetings of the Committee. If the Committee Chair is not present at a Committee meeting, and if the Deputy Chair has been appointed to the Committee the Deputy Chair shall preside.

If the Chair or Deputy Chair (if appointed to the Committee) are not present, the meeting shall be postponed until such time the Chair or Deputy Chair (if appointed to the Committee) is present.

6.3 Standing Invitees

The following WBHHS positions¹⁰ are not members of the Committee, however are invited to and expected to attend all Committee meetings:

- HSCE¹¹
- Executive Director Governance
- Executive Director Human Resources

The Committee Chair is authorised and does not require Board or Committee approval to amend the standing invitees but should do so in consultation with the Board Chair (if the Committee Chair is not the Board Chair). The Committee Chair cannot remove the HSCE.

⁷ Including the Committee Chair

⁸ Section 32C HHB Act.

⁹ Section 32C(1)(a) HHB Act

¹⁰ Including any amendment to the title of these positions where substantially the same functions and duties are performed.

¹¹ The HSCE is required to attend all Committee meetings unless excused by the Committee Chair (s 32D(1) HHB Act).



With the approval of the Committee Chair, standing invitees may send a proxy if they are unable to attend.

6.4 Board Secretary

The Board Secretary will provide secretariat support to the Committee, including the preparation of meeting papers, administrative support and recording of minutes, actions, decisions and recommendations of the Committee.

7.0 Meetings

7.1 Frequency

The Committee will meet at least four (4) times per year. The schedule of Committee meetings will be agreed and notified in advance to Committee members. Additional Committee meetings may be scheduled by the Committee Chair as required.

The Committee Chair must call a Committee meeting if requested by the Board.

7.2 Attendance at Meetings

Attendees are to attend Committee meetings in person or by teleconference or videoconference where directed or approved by the Committee Chair.

A Committee member who takes part in a Committee held in such a manner is taken to be present in the meeting.

Proxies are not permitted if a Committee member is not able to attend a Committee meeting.

7.3 Quorum

The quorum for a meeting of the Committee is one-half the number of its Committee members, or if one-half is not a whole number, the next highest whole number.¹² If a quorum for the meeting is not met, the following must occur:

- at the Committee Chair's discretion, the continuation of the Committee meeting will be decided; and
- if the meeting proceeds, all decisions and recommendations will be preliminary and will then proceed to a quorum consensus out of session or be dealt with by flying minute.

7.4 Out-of-session

The Committee Chair may distribute meeting papers for decision on urgent matters which can be progressed by out of session papers (or flying minute for any matter delegated by the Board for which a decision is required).

In lieu of out of session papers, the Committee Chair may call an urgent out-of-session Committee meeting with limited notice. The meeting can be held through technology ie teleconference or videoconference.

If a flying minute for a decision is proposed, section 20 of the Board Charter shall apply with reference to the Board read as a reference to the Committee.

¹² Section 32D(2) HHB Act



7.5 Agenda

The Committee will determine its own agenda for meetings consistent with its functions.

The Board Secretary, in conjunction with the Committee Chair and HSCE, is responsible for preparing the agenda for each Committee meeting.

The Committee Chair is responsible for ensuring items on the agenda reflect matters within the Committee's functions.

Committee members and the HSCE may contribute to the agenda by submitting items for the Committee Chair's consideration, either directly to the Chair or via the Board Secretary.

Agenda items must be submitted to the Board Secretary in sufficient time for inclusion in the Committee papers. The agenda must be approved by the Committee Chair prior to distribution to Committee members.

The agenda and Committee papers will be distributed to Committee members seven (7) days prior to the meeting or otherwise in the timeframe approved by the Committee Chair.

Late agenda items will be tabled at the discretion of the Committee Chair.

7.6 Minutes

Minutes:

- will be prepared by the Board Secretary within seven (7) days of the meeting for review and acceptance by the Committee Chair, subject to confirmation by the Committee at the next meeting;
- action items will be distributed to all Committee members and standing invitees in a timely manner;
- will be tabled at the next Board meeting for noting (with a Committee Chair summary of the meeting) and at the next Committee meeting for confirmation.

7.7 Decisions and Recommendations

Committee decisions¹³ and Committee recommendations/advice to the Board must be recorded in the minutes of the meeting.

Committee decisions and Committee recommendations/advice are made by a majority of the Committee members present.

For any Committee decisions, each Committee member has one vote on each question to be decided and if the votes are equal the Committee Chair has a casting vote. A Committee member who abstains from voting is taken to have voted in the negative.

8.0 Conflict of Interest

Section 6 of the Board Charter applies for disclosure of interests to the Committee by Committee members and management of conflicts of interest.

All notifications of interests and agreed conflicts of interest will be noted in the minutes of the Committee meeting.

¹³ If exercising a power delegated by the Board, the Committee may make decisions otherwise the Committee will be advisory only reporting to the Board.



9.0 Confidentiality

Committee members must keep all Committee discussions and deliberations confidential.

Section 6 of the Board Charter applies for Committee confidentiality where any reference to the Board shall be read as a reference to the Committee.

10.0 Induction of Committee Members

Newly appointed Committee members will be provided with an induction facilitated by the Board Secretary as approved by the Committee Chair. The induction will include details and copies of the following:

- Committee functions and membership
- Committee Charter
- Committee annual work plan and annual schedule of meetings
- The minutes from the previous three (3) Committee meetings
- A briefing on topical Committee issues and priorities; and
- Any other materials, induction training or requirements determined in accordance with this Charter or as agreed by the Committee Chair.

11.0 Committee Work Plan and Calendar

The Board Secretary, in consultation with the Committee Chair and the HSCE, shall develop and maintain an annual work plan for the Committee. The Board Secretary will also prepare an annual schedule of Committee meetings (which may be amended from time to time with the approval of the Committee Chair).

12.0 Evaluation

The Committee will review its performance annually, including compliance or otherwise with the Charter and annual work plan. A report of the outcomes of the annual review will be provided to the Board. The Board may commission an external peer review of the Committee's performance at its discretion.

The Committee Chair will provide each individual member of the Committee with feedback on their contribution to the Committee/performance at least once during the Member's term of appointment to the Committee.

13.0 Training and Development

The Committee Chair may discuss training and professional development needs and opportunities with Committee members. Training and development requirements for Committee members shall be implemented in accordance with section 27 of the Board Charter.

14.0 Review of Charter

This Charter will be reviewed by the Committee each year in conjunction with the Committee annual performance evaluation. This Charter may be altered following Committee consultation and recommendation, endorsement by the Committee Chair and approval of the Board.



15.0 Interpretation

Audit and Risk Committee	means the Board Audit and Risk Committee
Board	means the Wide Bay Hospital and Health Board, comprised of Board members
Board Charter	means the Board Charter as approved by the Board (as amended from time to time)
Board Committee	means a committee of the Board
Board member	means a person appointed in accordance with sections 23-26 of the HHB Act by the Governor in Council, by gazette notice, on the recommendation of the Minister
Charter	means this document
Clinician	means a person who: (a) is a health professional registered under the Health Practitioner Regulation National Law, other than as a student; and (b) is currently directly or indirectly providing care or treatment to persons; and (c) is in a profession that provides care or treatment to persons in public sector health services (as defined in section 32C(2) HHB Act)
Committee	means the Board Quality and Safety Committee
Committee member	means a Board member appointed as a member of the Committee
Department	means the Queensland Department of Health
FAA	means the <i>Financial Accountability Act 2009</i>
HHB Act	means the <i>Hospital and Health Boards Act 2011</i> (as amended from time to time)
HHB Regulation	means the <i>Hospital and Health Boards Regulation 2012</i> (as amended from time to time)
Health Service Chief Executive (HSCE)	means the health service chief executive appointed for the Service under s 33 of the HHB Act
Service Agreement	means the “service agreement” as defined in section 16 of the HHB Act
WBHHS (Service)	means Wide Bay Hospital and Health Service, being the statutory body established under the HHB Act



16.0 Document History

Date	Nature of Amendment
27 August 2013	Terms of Reference approved by the Wide Bay Hospital and Health Board
29 July 2015	Revised Terms of Reference approved by the Wide Bay Hospital and Health Board
26 April 2017	Name change from 'Terms of Reference' to 'Charter'
31 May 2017	Member register updated
5 September 2017	Charter reviewed by Board; amendment of section 6, 'Powers'
5 October 2018	Annual review and revision – updated to reflect WBHHS Strategic Plan 2018-2022 and Government Objectives for the Community, reformatted for consistency with other committee charters
20 November 2019	Annual reviewed and revision – updated to reflect alignment with contemporary charters across other HHSs, including reworded confidentiality requirements.
27 November 2019	Noted and endorsed as an Out-of-Session paper by the WBHH Board Executive Committee. Feedback from Committee Members was incorporated
11 December 2020	Annual review and revision – rewrite to align with Board Charter and legislation
29 January 2021	Endorsed by the Committee
3 February 2021	Noted and endorsed by the Board

This Charter was formally approved by the Wide Bay Hospital and Health Board on 3 February 2021.

Approved: 03/02/2021

Signature: *Peta Jamieson*

Name: Peta Jamieson

Chair Wide Bay Hospital and Health Board

