



Gold Coast Hospital and Health Service

CHARTER

of the

Gold Coast Hospital and Health Board

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Contents

1.	Introduction and Role of the Board.....	5
2.	Purpose and Structure of this Charter.....	5
	Defining Governance Roles	6
3.	Composition.....	6
4.	Role of the Board.....	6
5.	Board Membership, Duties and Obligations	7
	Board meeting attendance and preparation	8
	Disclosure of interests	8
	Confidentiality	9
	Board solidarity.....	9
	Code of Conduct.....	9
	Storage of information	9
	Media Relations and Protocol.....	9
	Stakeholder Communication Post Board and Committee Meetings	10
6.	Role of the Chair and Deputy Chair	10
	Role of the Deputy Chair	10
7.	Role of the Board Secretariat.....	10
8.	Role of the HHS Chief Executive	11
	Functions of the Board.....	11
9.	Strategy Formulation.....	11
	Legislated Functions of Hospital and Health Services.....	12
10.	Policy Making	13
	Delegations of Authority.....	13
	Authority	13
	Delegation	13
11.	Accountability	14
12.	Monitoring and Supervising.....	14
	Functions of the Board.....	15
13.	Board Meetings.....	15
	Board Meetings	15
	Time and Place of Meetings	15
	Quorum	15
	Proxies	15
	Voting	15
	Out of Session Decisions.....	15
	Ex-Officio Membership	15
	Other Participants.....	15
	Board Committee Reporting	16

Use of technology	16
Board Effect Portal	16
In-camera session	16
Written resolutions (either referred to Out of Session or Flying Minute)	17
Minutes.....	17
Execution of commitments within delegation	17
Meeting Cycle.....	18
14. Board Meeting Agenda	18
15. Board Papers.....	18
Preparation and Distribution of Board Papers.....	18
Retention of Board Papers and Meeting Notes.....	18
16. Board Calendar and Work Plan	18
17. Board Committees	19
Board Effectiveness	19
18. Board Member Protection	19
Communication.....	19
Access to Independent Professional Advice	19
Indemnities and Insurance.....	19
Insurance.....	20
Procedure where a Member does not comply with the principles of this Charter.....	20
19. Board evaluation.....	20
20. Board Member Remuneration and Conditions of Appointment.....	20
21. Board Member Induction.....	21
22. Board Member Development	21
GENERAL.....	21
Review of Charter	21

1. Introduction and 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 HHBA). 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 and Structure of this Charter

The purpose of this Board Charter is to clearly outline the respective roles, responsibilities and expectations of the Board, its members, the Chair, the Deputy Chair, the Board Secretary and the Chief Executive. It also sets out the key functions of the Board and the processes used by the Board to fulfil its role, responsibilities and function, as required by Schedule 1 of the HHBA.

This Board Charter is divided into four main sections:

- Defining Governance Roles
- Key Board Functions
- Board Processes
- Board Effectiveness

Within GCHHS, Board Members are expected to personally demonstrate:

- Compassion and empathy
- Respect
- Thoughtfulness
- Responsibility and commitment
- Forward thinking
- Collegiality
- Curiosity

This charter will be periodically reviewed to maintain its alignment with excellence in governance standards and compliance with legislation, policy and best practice.

Defining Governance Roles

3. Composition

As outlined in Section 23 and 24 of the HHBA, the Board consists of five or more members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister. Board members are appointed for a term of not more than 4 years.

The Minister is responsible for recommending persons to a hospital and health board, and the process that the Minister must follow before making such a recommendation. Unless otherwise instructed by the Minister, the Board undertakes the necessary recruitment and selection processes (including advertising) and nominates persons for consideration by the Minister. The Board has approved a procedure describing the process employed by the Board to recruit, select and nominate persons to become members of the Board (see Recruitment, Selection and Nomination of Board Members Procedure).

4. Role of the Board

The Board controls the GCHHS. While the Board retains this responsibility, it has delegated its power and authority to manage and supervise the management of the day to day operations of Gold Coast Health to the Chief Executive.

The matters set out in the section Key Board Functions are specifically reserved for consideration and approval by the Board.

The Board will perform its responsibilities in accordance with the guiding principles set out in section 13(1)(a)-(j), of the HHBA 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 -
 - o employees are free from bullying, harassment and discrimination; and
 - o employees are respected and diversity is embraced; and
 - o 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.

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 (e.g. 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.

5. Board Membership, Duties and Obligations

All Board members must comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Board members. These include fiduciary duties to:

- Act honestly and to exercise powers for their proper purposes
- Avoid conflicts of interests
- Act in good faith
- Exercise diligence, care and skill.

Also refer to Code of Conduct in this Charter.

The publication *Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities (Welcome Aboard)* describes these duties in more detail.

The HHBA also requires members to act impartially and in the public interest in performing their duties.

Board meeting attendance and preparation

Board members are required to familiarise themselves with the GCHHS and its diverse operations. It is expected Board Members prepare ahead of meetings and 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.

As part being a member of a HHS Board, members commit to participation in community and HHS events and other activities to contribute to the culture of the organisation, generate goodwill for GCHHS among staff and the community and promote the positive work of the HHS for the community.

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.

Board members provide a unique professional perspective on operations and corporate governance. Board members are responsible for bringing matters of note to the Chair or the Chief Executive prior to Board meetings, and if appropriate subsequently at the Board meeting. To promote collegiality, members will ensure that matters are escalated in accordance with the behaviours expected of the Board set out above.

Disclosure of interests

Welcome Aboard states that ‘members of government boards should avoid actual or potential conflicts between their duties to the government board and their personal interests or their duties to others. Members of government boards should also be aware of possible perceived conflicts of interest.’

Schedule 1, section 9 of the HHBA outlines the way in which the Board is to deal with disclosures of interests at meetings.

The Conflict of Interest Guideline: Operational Guidance for Hospital and Health Boards produced by the Office of Health Statutory Agencies provides guidance for managing conflicts of interest.

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 HHBA 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. A member must not have access to information of the Board in relation to a matter in which he or she has a conflict of interest, unless otherwise authorised by the Chair (or Deputy Chair in circumstances where it is the Chair that has the conflict of interest).

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 HHBA.

The GCHHS Register of Interest is updated accordingly.

Confidentiality

Board members must keep all Board discussions and deliberations confidential.

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. Members of the Board must not improperly use confidential information to gain an advantage for themselves or someone else or to cause detriment to Gold Coast Health.

Board solidarity

Individual Board members are responsible collectively for, and should support and adhere to, all Board decisions. If however a member votes against the passing of a resolution, the member may ask for their dissent to be recorded, in which case it must be recorded in the minutes of the meeting that the member voted against the resolution.

It is expected Board Members act in accordance with the behaviours set out above, particularly when working through conflicts.

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 Act 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.

Storage of information

Board members must ensure that all confidential or sensitive information is stored securely and otherwise in accordance with the requirements of the *Public Records Act 2002*.

Media Relations and Protocol

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 appraised 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.

6. Role of the Chair and Deputy 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:

- Set the Board agenda;
- 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;
- Induct and support members of the Board;
- 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 cannot perform the duties of the office.

7. 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.

8. 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 HHBA to an appropriately qualified health executive or employee.

The Board is responsible for the appointment, removal, succession planning and evaluation of performance of the Chief Executive. The appointment of the Chief Executive is not effective until it is approved by the Minister. The Board will agree performance targets with, and monitor the performance of, the Chief Executive.

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).

9. Strategy Formulation

Our Vision – *Gold Coast Health will be recognized as a centre of excellence for world-class healthcare.*

The Strategic Plan, along with the vision, purpose and values, helps the GCHHB deliver world-class healthcare by:

- Supporting healthy families through illness prevention programs and health promotion;
- Continuing to improve access to a range of quality and culturally appropriate services;
- Remaining dedicated to excellence in patient care.

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, including:

- Developing (in conjunction with the Executive), approving and periodically reviewing the strategic plan for Gold Coast Health;
- Approving Gold Coast Health entering into the service agreement with the Director-General, and approving subsequent amendments to that service agreement;
- Approving the annual budget;
- Setting performance goals for Gold Coast Health;
- Decision-making in relation to significant strategic initiatives or matters of a sensitive or extraordinary nature;
- Decision-making in relation to matters not otherwise delegated to the Chief Executive;
- Assessing and determining whether to accept risks outside of the risk appetite set by the Board; and
- Ensuring Gold Coast Health has the resources necessary to achieve goals, monitor progress and report outcomes.

Legislated Functions of Hospital and Health Services

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 HHB;
- 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.

10. Policy Making

The Board is responsible for setting the boundaries, or policies, within which Gold Coast Health must operate. Major policies requiring Board approval include:

- Compliance Policy
- Delegations Policy
- Management of Public Interest Disclosures Policy
- Prevention and Management of Corrupt Conduct Policy
- Risk Management Policy
- Treatment of Personal and Confidential Information Policy
- Work Health and Safety Policy
- Other policies of significance to the overarching governance framework of Gold Coast Health.

The Board is also responsible for setting the risk appetite within which the Chief Executive is expected to operate, and for determining the procedures and protocols that will apply to the Board's operations.

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

- 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.

Delegations of Authority

The Board is responsible for determining which of its powers and functions will be delegated to the Chief Executive. This is generally documented by way of an Instrument of Appointment signed by the Chair, although other powers and functions may be delegated on an ad-hoc basis. Any such ad-hoc delegation will occur by resolution as documented in the minutes or by written resolution.

Authority

The GCHHS is a statutory agency established under the HHBA. 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.

11. Accountability

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.

12. Monitoring and Supervising

The Board's monitoring and supervising functions include:

- Overseeing the implementation of GCHHS's strategic plan and other decisions of the Board
- Monitoring performance of GCHHS's obligations under the service agreement
- Monitoring GCHHS's financial reporting and financial performance
- Monitoring the achievement of performance goals set for GCHHS
- Monitoring compliance with, and reviewing the effectiveness of, policies approved by the Board and systems put in place to support those policies
- Monitoring the effectiveness of GCHHS's risk management system and internal control framework
- Monitoring compliance with relevant legal and regulatory obligations
- Exercising due diligence to ensure that GCHHS meets its work health and safety obligations
- Monitoring compliance with best practice corporate governance standards.

Functions of the Board

13. Board Meetings

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 HHBA, 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 HHBA.

Quorum

Pursuant to Schedule 1 (4) of the HHBA, 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 receives the following reports:

Report	Description	Frequency	Responsibility
Board Committee Meeting Minutes - Executive Committee - Finance Committee - Audit and Risk Committee - 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 Key Performance Indicator Report	Performance against key areas of clinical activity	Bimonthly	Executive Director, Clinical Governance, Education and Research
Board Actions	Summary of current and outstanding Board actions	Monthly	Board Secretary

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 liaise with the relevant Executive Director to prepare a 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.

Use of technology

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 (e.g. teleconferencing). A member who takes part in a meeting of the Board held in such manner is taken to be present at the meeting.

Board Effect Portal

The Board Effect Portal is available for use by Board Members to access Agendas, Papers and Minutes. Board Members will have access to all reports for the Board and all Committees in addition to relevant reference material.

In-camera session

Normally the members meet informally without anyone else present, either before or after the Board meeting or at any other time. The purpose of the in-camera session is to allow the members to raise or explore any issues of concern or clarification prior to after the meeting.

The members may also hold in-camera sessions at other times as the Board sees fit.

For the avoidance of doubt, in-camera sessions are not Board meetings.

Written resolutions (either referred to Out of Session or Flying Minute)

The following procedure applies to a notice of a written resolution under the HHBA, Schedule 1, Section 6(6):

- (1) The notice must be proposed in writing (e.g. by email).
- (2) The full wording of the proposed resolution and the reasons for the proposal must be attached to the notice.
- (3) The notice can be given by any Board member or the Board Secretary on behalf of a Board member.
- (4) The notice must allow for a period of five working days during which Board members can send comments to the Board Secretary who must distribute any comments to all Board members without delay.
- (5) After expiry of the period set out in (4) above Board members may vote in favour of the proposed resolution within five further working days by signing and dating a copy of the proposed resolution and sending the signed and dated copy to the Board Secretary.
- (6) The proposed written resolution is passed once the Board Secretary has received a signed and dated copy from the majority of Board members eligible to vote on the resolution.
- (7) The procedure set out above is deemed to have been complied with if and when all Board members eligible to vote on the proposed resolution have sent a signed and dated copy of the proposed resolution to the Board Secretary.

Minutes

The Board will keep minutes of its meetings, including each resolution passed at the meeting.

Individual Board members are responsible collectively for, and should support and adhere to, all Board decisions. If however a member votes against the passing of a resolution, the member may ask for their dissent to be recorded, in which case it must be recorded in the minutes of the meeting that the member voted against the resolution, in accordance with section 7, Schedule 1 of the HHBA.

The Board Secretary will provide draft Minutes, inclusive of items arising for action, to the Chair for review prior to distribution to the Board and Executive Management Team for necessary action.

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.

Meeting Cycle

Item	Working Days
Agenda and Board papers are distributed	-7
Board meeting	0
Draft minutes sent to Chair	7
Draft minutes sent to members	15

This is an indicative cycle only. The actual timing of events in the lead up to and following Board meetings will depend upon the circumstances surrounding each meeting.

14. Board Meeting Agenda

The Board meeting agenda assists in focusing discussion. It helps to ensure that the Board's discussion progresses through the full list of items to be addressed and that time spent during meetings reflects the Board's priorities.

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

The Chair is responsible for ensuring that items included on the agenda reflect matters that, according to this Charter, sit within the Board's roles, responsibilities and functions and align with the Board's priorities and Forward Planning Calendars.

Board members may contribute to the agenda by submitting items for the Chair's consideration, either directly to the Chair or via the Board Secretary. The Executive may submit items for the Chair's consideration via the Board Secretary.

15. Board Papers

Preparation and Distribution of Board Papers

The Board Secretary is responsible for the collation and distribution of Board papers.

GCHHS uses BoardEffect for the distribution of Board papers. All Board papers must be uploaded to BoardEffect a minimum of 7 working days before the Board meeting, unless otherwise approved by the Chair.

Board papers or supplement papers may only be tabled at the Board meeting if the majority of members present agree. If no objection is raised by any member immediately after the tabling occurs, agreement is deemed to have been given by all members present.

Retention of Board Papers and Meeting Notes

The Board Secretary retains hard and soft copies of all Board papers including copies of all papers and documents tabled during the relevant meeting.

16. Board Calendar and Work Plan

The Board Secretary is responsible for maintaining a calendar of all scheduled Board and Committee meetings and other major Board activities. The Board Secretary is also responsible for sending electronic meeting invitations to all Board members for all calendar events.

The Board Secretary, in consultation with the Chair and the Chief Executive, shall maintain an

annual work plan for the Board and Committees such as the Forward and Planning Calendars. The annual work plan shall identify the key matters for consideration and actions required by the Board during the year, and allocate those matters and actions to a relevant meeting(s). The annual work plan enables the Board, the Chief Executive and the Executive to be aware of and plan for the year and may attend any Committee meeting.

17. 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.

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*

Board Effectiveness

18. Board Member Protection

Communication

The Board must be provided with accurate, timely and clear information to enable the Board and its members to effectively discharge their responsibilities and duties. Unless otherwise resolved by the Board, this occurs through distribution of the Board papers in accordance with this Charter.

Board Members are expected to notify the Board Secretary of queries or concerns in advance of Board and Committee meetings for appropriate rectification.

Access to Independent Professional Advice

The Board collectively has the right to seek independent professional advice as it sees fit at Gold Coast Health's cost.

Notwithstanding any other rights or entitlements, each Board member individually, the Chief Executive and the Board Secretary have the right to seek reasonable independent legal advice with regards to their individual rights and obligations arising in connection with their position at Gold Coast Health's cost (provided the costs are reasonable), subject to prior consultation with the Chair unless the issue at hand may represent a conflict for the Chair.

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 endeavored 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 HHBA. 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.

19. Board evaluation

The Board will conduct an annual review of the performance of the full Board; Board Committees; and individual Board and Committee members. The Board shall determine the method of conducting each review and the extent of that review.

20. Board Member Remuneration and Conditions of Appointment

A member is entitled to the fees and allowances fixed by the Governor in Council, and otherwise holds office under the conditions of appointment fixed by the Governor in Council. A member of the Board holds office for the term, of not more than 4 years, stated in the member's instrument of appointment. The office of a member of a board comes vacant if the member resigns office by signed notice of resignation given to the Minister or is removed from

office as a member. Section 27A of the HHBA sets out the circumstances in which the Minister may suspend a member from office.

A member may be removed from office in the circumstances set out in section 28 of the HHBA.

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.

21. Board Member Induction

The Chair and Board Secretary will determine an appropriate induction for any new member, which should include (as appropriate):

- Formal introduction to the full Board;
- Formal introduction to the Chief Executive and other members of the Executive as appropriate;
- Visit to Gold Coast Health sites; and
- Provision of a Board Induction Manual.

22. Board Member Development

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.

GENERAL

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. Committee charters will be reviewed by the Board every two years.