

Gold Coast Hospital and Health Service

Board Charter

v4.1



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Gold Coast Hospital and Health Service Board acknowledges and pays respect to the past, present and future Traditional Custodians and Elders of the Yugambeh Language region and the continuation of cultural, spiritual and educational practices of Aboriginal and Torres Strait Islander peoples.

The artwork throughout this document was produced for Gold Coast Health by Riki Salam, We are 27 Creative.

1. Introduction

The Gold Coast Hospital and Health Service (Gold Coast Health) is established as a statutory body deriving its authority from the *Hospital and Health Boards Act 2011* (the HHB Act) and the *Hospital and Health Boards Regulation 2023* (the HHB Regulation).

The Gold Coast Hospital and Health Board (the Board) is accountable to the Minister for Health and Ambulance Services (the Minister) and exists to independently and locally control Gold Coast Health.¹

2. The Charter

This document, to be known as the Gold Coast Hospital and Health Service Board Charter (the Charter), is approved by the Gold Coast Hospital and Health Board (the Board). Upon approval, any previous version of the Charter/Terms of Reference is hereby revoked. This Charter will continue in effect until revoked by the Board.

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 Secretariat 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.

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

In the event that this Charter is inconsistent with the HHB Act and/or the HHB Regulation, the HHB Act and/or HHB Regulation will prevail.

¹ HHB Act, subsection 22(1)



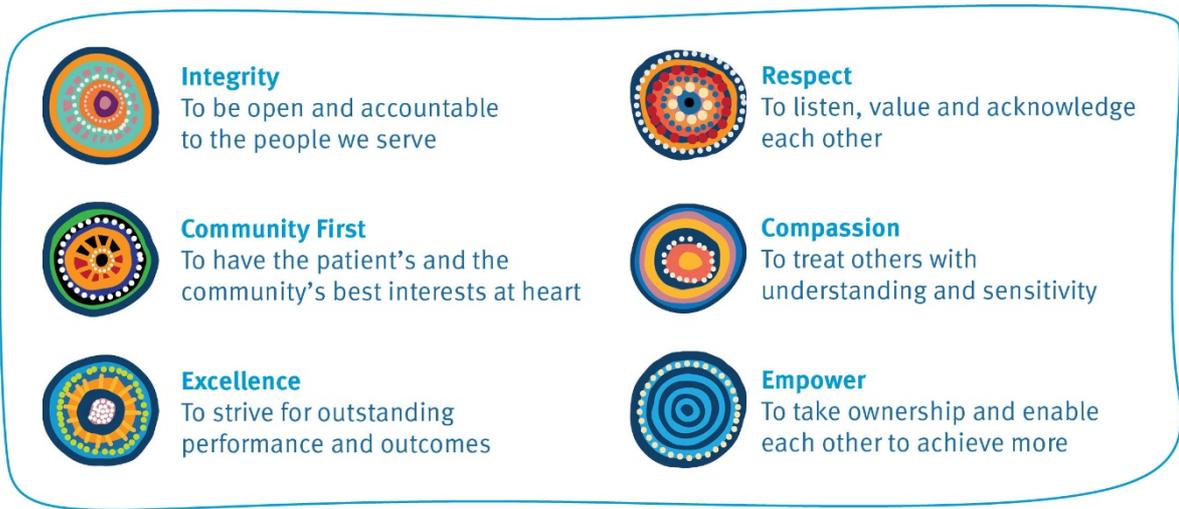
3. Guiding Principles

The Board must recognise and adhere to the principles set out in the *Hospital and Health Boards Act 2011*, *Hospital and Health Board Regulation 2023*, the *Public Sector Act 2022* and the *Financial Accountability Act 2009* in carrying out the Board's function.

The Board will perform its responsibilities in accordance with the guiding principles set out in subsections 13(1)(a)-(l) of the HHB Act (refer Appendix 1).

In performing its functions and exercising control, the Board must have regard to the need to ensure public sector health system resources are used effectively and efficiently as well as the best interests of patients and other users of public sector health services throughout the State.²

The Board must also conduct itself in accordance with the Gold Coast Health values below:



Within Gold Coast Health, Board Members are expected to personally demonstrate:

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

4. Function and Responsibilities

The Board controls the Gold Coast Hospital and Health Service.³ While the Board retains this responsibility, it has delegated its power and authority to manage and supervise the day-to-day operations of Gold Coast Health to the Chief Executive.

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

The Board also has the following functions as prescribed in subsection 19(2) of the HHB Act:

² HHB Act, subsections 22(2) and 19(3)

³ HHB Act, section 22



- (a) to ensure the operations of the Service are carried out efficiently, effectively and economically
- (b) to enter into a service agreement with the chief executive
- (c) to comply with the health service directives and health employment directives that apply to the Service
- (d) to contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans
- (e) to monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service
- (f) to develop local clinical governance arrangements for the Service
- (g) to undertake minor capital works, and major capital works approved by the chief executive, in the health service area
- (h) to maintain land, buildings and other assets owned by the Service
- (i) for a prescribed Service, to employ staff under [the] Act
- (j) to collaborate with the Queensland Ambulance Service to manage the interaction between the services provided by the Queensland Ambulance Service and health services provided by the Hospital and Health Service
- (k) to cooperate with other providers of health services, including other Services, the department and providers of primary healthcare, in planning for, and delivering, health services
- (l) to cooperate with local primary healthcare organisations
- (m) to arrange for the provision of health services to public patients in private health facilities
- (n) to manage the performance of the Service against the performance measures stated in the service agreement
- (o) to provide performance data and other data to the chief executive
- (p) to consult with health professionals working in the Service, health consumers and Members of the community about the provision of health services
- (q) other functions approved by the Minister
- (r) other functions necessary or incidental to the above functions.

The key responsibilities of the Board include:

- The appointment and performance assessment of the Health Service Chief Executive (the appointment is not effective until it is approved by the Minister)
- Developing (in conjunction with the Executive), approving and periodically reviewing the strategic plan for Gold Coast Health
- Reviewing and approving the annual budgets, financial statements and annual report developed by executive management
- Regularly monitoring financial performance
- Reviewing and monitoring systems for operational performance, patient safety and quality outcomes and human resources management
- Engaging key stakeholders (e.g., community, clinicians, Primary Health Network, relevant partners) in strategic service development and decisions
- Reviewing and monitoring systems of risk management, internal control and legal compliance
- Defining and approving Gold Coast Health's risk appetite and tolerance by approving a risk appetite statement and identifying strategic risks
- Supporting the development of research and education opportunities within Gold Coast Health through collaboration with a wide range of stakeholders
- Receiving advice and considering recommendations from the Committees of the Board
- Providing timely advice to the Minister's Office and the Director-General, Queensland Health on any issues within Gold Coast Health likely to have negative political and/or service implications



- Ensuring there are processes in place to ensure all staff within Gold Coast Health work ethically and with a focus on the patient experience, quality outcomes, evidence-based practice, education and research
- Promoting a commitment to safe, high-quality care in accordance with clinical governance requirements and standards⁴
- Monitoring the governance arrangements relating to the safety and quality of health services, including by monitoring performance against targets and relevant strategies and action plans to promote continuous improvement
- Monitoring performance of Gold Coast Health's obligations under the service agreement
- Monitoring the achievement of performance goals set for Gold Coast Health
- Monitoring compliance with, and reviewing the effectiveness of, policies approved by the Board and systems put in place to support those policies
- Exercising due diligence to ensure that Gold Coast Health meets its work health and safety obligations
- Monitoring compliance with best practice corporate governance standards
- Modelling appropriate values and behaviours and monitoring the culture of the organisation
- Promoting and ensuring that there is an ongoing focus on quality improvement
- 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.

5. Composition

As outlined in sections 23 and 24 of the HHB Act, 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 four years.

Board Members' tenure is commensurate with the gazetted agreement dates.

The Minister is responsible for recommending persons considered to have the skills, knowledge and experience required for a Service to perform its functions effectively and efficiently.⁵ Unless otherwise instructed by the Minister, the Office of Health Statutory Agencies undertakes the necessary recruitment and selection processes (including advertising) and nominates persons for consideration by the Minister. OHSa also undertakes all due diligence searches on behalf of the Minister for persons recommended for appointment to the Board.

6. Authority and Powers

Gold Coast Health is a statutory body established under the HHB Act.⁶ It is also 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 Corruption Act 2001*.⁷

⁴ Australian Commission on Safety and Quality in Health Care. *National Safety and Quality Health Service Standards (NSQHSS)* 2nd ed. – version 2; 2021 and Australian Commission on Safety and Quality in Health Care, *National Model Clinical Governance Framework*; 2017.

⁵ HHB Act, subsection 23(2)

⁶ HHB Act, subsection 7(1)

⁷ HHB Act, section 21



Gold Coast Health represents the State as an independent legal entity⁸ and has the powers outlined in section 20 of the HHB Act (Appendix 1).

7. Delegation 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.

Pursuant to section 30 of the HHB 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
- The Health Service Chief Executive.

Subsection 30(2) of the HHB Act provides that, with the written approval of the Board, the HSCE may sub-delegate functions delegated to them by the Board to an employee of the HHS or to a health service employee employed in the Department and working for the HHS who is appropriately qualified to carry out the delegated function.

The Board delegates responsibility for the day-to-day management of Gold Coast Health 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.

Refer to *Other Matters Reserved for the Board* for information on matters which the Board has reserved exercise over.

8. Board Committees

The Board may establish Committees to provide advice and support for effective and efficient discharge of its responsibilities.⁹ The Board is to approve the charter of all Committees and may invite persons who are not members of the Board to be a member.

The Board will be provided with access to all Board Committee meeting minutes (subject to any conflict of interest) and all Board Members may attend Board Committee meetings in addition to those Board Members appointed as members of a Board committee.

The following Committees have been established to operate under the charter approved by the Board:

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

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

⁸ HHB Act, section 18

⁹ HHB Act, Schedule 1, subsection 8(1)(a)



9. Board Membership, Duties and Obligations

A Board Member's role is to represent the whole of the Gold Coast for public hospital and health services rather than advocating for specific issues or an area within the community or health service.

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 further detail.

The HHB Act also requires members to act impartially and in the public interest in performing their duties.¹⁰

Board meeting attendance and preparation

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

Board Members are required to familiarise themselves with Gold Coast Health 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.

As part of being a member of a Hospital and Health Service Board, members commit to participation in community and HHS events and other activities to contribute to the culture of the organisation, generate goodwill for Gold Coast Health 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 and Conflicts of Interest

Board Members must act ethically and observe the highest standards of behaviour and accountability to support the continuation of public trust in the government.

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 HHB Act outlines the way in which the Board is to deal with disclosures of interests at meetings where 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. For example, that a disclosure must be recorded in the minutes of the board

¹⁰ HHB Act, section 31



and that unless the board decides otherwise, the interested person must not be present when the board considers the issue. It also requires that board members disclose the nature of any interest to a board or committee meeting as soon as practicable after they become aware of the relevant facts. 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).

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 Queensland Integrity Commissioner on an ethics or integrity issue, including conflicts of interest.

Board Members are required to provide the following standing declarations to be updated annually (or as otherwise required if a change occurs):

- Declarations of Interest for standing disclosure of interests
- Key management personnel (KMP) declarations under the *Australian Accounting Standard AASB 124 Related Parties*.

A Register of Interests will be maintained by the Board Secretariat and a copy will be tabled at Board meetings on a biannual basis. Board Members must promptly disclose changes to their interests which will be included in the Register of Interests.

Board Members are also required to disclose any contact with lobbyists listed in the [Queensland Integrity Commissioner Lobbyist Register](#).

A Member of the Board or its Committees may also be bound by the information privacy principles of the *Information Privacy Act 2009* (including the nine Schedule 4 National Privacy Principles), the *Public Interest Disclosure Act 2010*, and where applicable, the *Public Sector Act 2022*. Board and Committee members are subject to the *Crime and Corruption Act 2001*.

Gifts and Benefits Disclosures

It is not appropriate for Board Members to be offered, to accept or to give gifts and benefits that affect, may be likely to affect or could reasonably be perceived to affect, the independent and impartial performance of their official duties.

Gold Coast Health publishes a Gift and Benefit Register which records gifts and benefits received or given that have a value of greater than \$150; the register is published quarterly on the Gold Coast Health [Internet site](#).

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.

A Member's duty to maintain confidentiality and to exercise discretion survives the termination or expiry of a Member's appointment.

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*. Board Members must notify the Board



Chair if they believe that confidential or sensitive information has been accessed by anyone other than the Board Member.

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 within this Charter, particularly when working through conflicts.

Code of Conduct

Board and Committee members are subject to the [Code of Conduct for Queensland Public Service](#) and must uphold the ethics, principles, values and standards of conduct set out in the code. The code is based on the following ethics principles outlined in the *Public Sector Ethics Act 1994*:

- Integrity and impartiality
- Promoting the public good
- Commitment to the system of government
- Accountability and transparency.

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 Gold Coast Health will be made by the Health Service Chief Executive or by an officer authorised by the Health Service Chief Executive.

Engagement with Members of Parliament, Senators and candidates for political office

Requests received for information from or access to Gold Coast Health staff and facilities by Members of Parliament, Senators and candidates for political office will be handled by the HSCE in liaison with the Board through the Chair and the Minister as required.

The full protocol is detailed in *Guideline QH-GDL-960:2015 Elected Members of Parliament, Senators and candidates for political office seeking to visit a Hospital and Health Service, Queensland Ambulance Service facility or Statutory Agency*.

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 Gold Coast Health business.¹¹

The summary will be approved by the Chair prior to publication and will be made available to the public via the Gold Coast Health website.

The Chair of any Board Committee may recommend the form of a meeting summary to the Chair of the Board for publication.

¹¹ HHB Regulation, subsections 18(d), 19(d), 22(d)



10. 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 include:

- Setting the Board agenda
- Presiding over all meetings of the Board and facilitating the flow of information and discussion
- Leading the Board in its evaluation of the overall performance of the Board and of individual members of the Board
- Acting as an ex-officio member of all Board Committees
- Undertaking an annual evaluation of the Board and Chief Executive's performance
- Inducting and supporting members of the Board
- Regularly liaising with the Minister's Office and informing the Minister about significant issues and events
- Delivering the annual report to the Minister and the community
- Promoting openness and trust to ensure a constructive relationship with the Board and Chief Executive
- Signing the Service Agreement on behalf of the Board
- Ensuring the Board operates effectively.

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.¹² This includes chairing Board meetings in the absence of the Chair. The Deputy Chair shall also provide support to the Board Chair and undertake other duties as required by the Board Chair or the Board.

11. Role of the Board Secretariat

The Board is supported by the Board Secretariat who 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 in partnership with the Chair
- 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
- Arrange workplace inductions and mandatory Board practices.

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

The Executive Director, Corporate Affairs 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, Corporate Affairs.

¹² HHB Act, subsection 25(6)



12. Role of the HHS Chief Executive

The Gold Coast Health 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 Gold Coast Health Chief Executive is responsible for:

- Providing strong, clear leadership to the organisation
- Management, performance and activity outcomes of Gold Coast Health
- 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
- Strengthening the leadership of the organisation by recruiting and developing a high performing, collegiate team, and other leading practices.

The Chief Executive may delegate the Health Service Chief Executive's functions under the HHB Act to an appropriately qualified health executive or employee.¹³

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.

In the event of any inconsistency between this Charter and the Chief Executive's contract of employment, the contract of employment will prevail to the extent of the inconsistency.

13. Strategy Formulation

Our Vision – We will have the best health outcomes in Australia.

Our Purpose – To be a leader in compassionate, sustainable, highly reliable healthcare.

The Strategic Plan, along with the vision, purpose and values, sets out the following objectives:

- Deliver world-class care – *always*
- Make the best use of our resources
- Drive future-focused change.

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

The Board will oversee, monitor (and approve) the following strategies and plans:

- Strategic Plan
- Consumer and Community Engagement Strategy¹⁴

¹³ HHB Act, section 34

¹⁴ HHB Act, subsection 40(1)(b) and NSQHSS 2



-
- Employee Engagement Strategy¹⁵
 - Health Equity Strategy¹⁶
 - Environmental Sustainability Strategic Plan
 - Workforce Strategy
 - Research Strategy
 - Health Service Plan
 - Digital Strategy
 - Diversity and Inclusion Strategy
 - Strategic Asset Management Plan
 - Asset Maintenance and Management Plan
 - Protocol with local primary healthcare organisations¹⁷
 - Joint Regional Mental Health Plan
 - Local Area Needs Assessment
 - Other strategies and plans that guide the strategic direction or commitments of the HHS.

14. Policies and Frameworks

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

- Compliance Management Policy
- Public Interest Disclosure Management Policy
- Enterprise Risk Management Policy
- Corrupt Conduct Complaints Involving the Health Service Chief Executive
- Corrupt Conduct Complaints involving a Gold Coast Hospital and Health Board Member or Chairperson
- Clinical Governance Framework
- Board Professional Development Policy
- Chief Executive Performance Review Procedure
- Financial Practice Management Manual
- Other policies of significance to the overarching governance framework of Gold Coast Health.

15. Other Matters Reserved for the Board

Decisions on matters that impact on the core values of the HHS, or that have the potential to change or impact the strategic direction/commitments of the HHS, shall be reserved for the Board or, at a minimum, provided to the Board for consultation.

The Board has reserved the following matters for its approval (in addition to those listed under Policy Making and Strategy Formulation):

¹⁵ HHB Act, subsection 40(1)(a) – As an inclusive and diverse organisation, Gold Coast Health believes that all employees, regardless of their profession, should have a voice in how Gold Coast Health operates. The Employee Engagement Strategy (which replaces the previous Clinician Engagement Strategy) reflects the vital contribution all staff make to delivering care, inclusive of our Clinicians.

¹⁶ HHB Act, subsection 40(1)(c)

¹⁷ HHB Act, section 42



- Approval of major contracts and/or variations valued above the CEs delegation.
- Approval of capital expenditure and/or variations above the CEs delegation.
- Approval of Board committee appointments and Charters
- Determinations and approvals, other than those formally delegated to management, including recommendations from Board Committees not comprised exclusively of Board Members
- Responsibilities conferred under the HHB Act
- Other matters which the Board deems shall be reserved for the Board, as required.

16. Risk Management

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 proactive approach to risk management, aiming to:

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

17. Relationships and 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.

Relationship with Minister for Health

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 HHB Act, if it is in the public interest to do so.¹⁸ The Board must comply with a direction given in writing by the Minister.¹⁹

Relationship with System Manager

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 Gold Coast Health are required to comply with Health Service Directives issued by the Health System Manager.

Representation on the Gold Coast Hospital Foundation

The *Hospital Foundations Act 2018* provides that the Chair of the Board (or another member nominated by the Chair) is a member of the Gold Coast Hospital Foundation (GCHF) Board.²⁰

18. Board Meetings and Processes

Board Meetings

The Board will hold its meetings on a monthly basis (except January). The Board may meet on other

¹⁸ HHB Act, section 44

¹⁹ HHB Act, subsection 44(5)

²⁰ Hospital Foundations Act 2018, subsection 30(1)(b)



occasions as the need arises. Pursuant to Schedule 1 (2) of the HHB Act, the Board may conduct its business, including its meetings, in the way it considers appropriate.

In addition to regular Board meetings, the Board will hold strategic planning sessions (known as Board Time Outs). The schedule of these meetings will be planned on an annual basis.

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 HHB Act.

Quorum

Pursuant to Schedule 1 (4) of the HHB 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
- If the meeting proceeds, all decisions will be preliminary decisions and will then proceed to a quorum consensus out of session.

Proxies

Board Members are not permitted to appoint a proxy to attend Board or Committee meetings on their behalf.

Decision-Making

When deliberating, the Board must recognise, adhere to and be guided by the principles set out in the *Hospital and Health Boards Act 2011*, *Hospital and Health Boards Regulation 2023*, *Public Sector Act 2022* and the *Financial Accountability Act 2009*.

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.²¹ Any member present at the meeting who abstains from voting is taken to have voted for the negative.²¹

Written resolutions (referred to as either Out-of-Session or Circular Resolutions)

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.²²

Items can be managed out-of-session where the item is urgent and must be considered before the next scheduled meeting. Out-of-session matters must be minuted at the next meeting of the Committee.

The following procedure applies to a notice of a written resolution under the HHB Act, Schedule 1, subsection 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 Secretariat on behalf of a Board Member.

²¹ HHB Act, Schedule 1, subsections 6(1)-(3)

²² HHB Act, Schedule 1, subsection 6(6)



- 4) The notice must allow for a 48-hour period in which Board Members may vote on the proposed resolution by signing and dating a copy of the proposed resolution and sending the signed and dated copy to the Board Secretariat.
- 5) After 24 hours, the Board Secretariat may make additional attempts to contact Board Members to prompt a response.
- 6) The proposed written resolution is passed once each of the following conditions are met:
 - a. the Board Secretariat has made reasonable attempts to contact all Board Members
 - b. there are no responses voting against the passing of the resolution (not including any abstain responses)
 - c. the number of responses voting in favour of the resolution constitutes a majority of the Board.
- 7) If any member votes against the passing of the resolution, a brief meeting (via teleconference) should be called where members can discuss the resolution and decide whether to resolve on a majority basis during the meeting. The Board should record in its meeting minutes that a member voted against the resolution if requested by the member.
- 8) The Board Office will prepare an outcome report and the resolution will be entered into the Board's resolutions register.
- 9) The outcome report will be ratified at the next formal Board meeting as per normal process for confirming minutes of previous meetings.

Standing Invitees

The following persons (or a person acting in that position) shall be invited to attend each meeting:

- Chief Executive
- Chief Finance Officer
- Executive Director, People and Operations
- Executive Director, Nursing, Midwifery, and Patient Experience
- Executive Director, Medical Services and Clinical Governance
- Executive Director, Corporate Affairs
- Executive Director, Strategy, Transformation and Major Capital
- Executive Director, Organisational Development
- Executive General Manager, Medicine
- Executive General Manager, Surgical and Critical Care
- Executive General Manager, Emergency and Specialty Services.

While it is expected that the occupants of the abovementioned positions will be in attendance, where special circumstances prevent their attendance, appropriate staff in their absence can and should attend.

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.

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. Videoconferencing



or teleconferencing). A member who takes part in a meeting of the Board held in such manner is taken to be present at the meeting.²³

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 Board will record, at a high level, the outcomes of the in-camera session.

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.

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, in accordance with Schedule 1, section 7 of the HHB Act, 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.

The Board Secretariat 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 Chair
- Under Common Seal, by the Chair or Deputy Chair 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

To assist the smooth running of Board processes, the Board has adopted an indicative meeting cycle as shown below. The indicative cycle aims to provide members with sufficient time to review the agenda and Board papers. This time frame should allow sufficient time to prepare for discussions and seek clarification or further information in advance on ambiguous items.

Item	Days
Agenda and Board papers are distributed	-5

²³ HHB Act, Schedule 1, subsection 6(5)



Board meeting	0
Draft minutes sent to Chair	5
Draft minutes sent to members	10
Feedback on draft minutes provided by members	5 days from receipt
Minutes confirmed	At next Board meeting

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

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 Secretariat, 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 Secretariat. The Executive may submit items for the Chair's consideration via the Board Secretariat.

Board Papers

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

Late agenda items will be tabled at the discretion of the Chair. Late items are sometimes necessary as the five days for distribution of the agenda may not be able to be met due to data not being closed off from previous month and sufficient time has not occurred for review of material.

The Board Secretariat retains an electronic copy of all Board papers, including all papers and documents tabled during the relevant meeting.

Board Reporting

The Board receives the following reports and documents as standing agenda items:

Report	Description	Frequency	Responsibility
Chief Executive Report	An update on strategic matters under consideration and management by the Chief Executive	Monthly	Chief Executive
Board Committee Meeting Minutes	Board Committee minutes (once confirmed by the relevant Committee)	In accordance with Committee meeting frequency	Chair of each respective Committee



Committee Chair Summary Reports	The Chair of each Board Committee will liaise with the relevant Executive Director to prepare a written report to the Board following each Committee meeting. This report may include particular risks, referrals or recommendations of the Committee to the Board or other Committee Chairs for inclusion in future agendas.	In accordance with Committee meeting frequency	Chair of each respective Committee
Finance and Performance Report	Quantitative data and analysis of performance against Service Agreement KPIs	Monthly	Chief Finance Officer
Financial Activity Flash Report	Financial data and analysis of operating position	Monthly	Chief Finance Officer
Safety and Quality Report	Performance against key areas of clinical activity	Bi-monthly	Executive Director, Medical Services and Clinical Governance
Infrastructure Planning and Delivery Report	An update on the progress of key GCHHS infrastructure projects	Monthly	Executive Director, Strategy, Transformation and Major Capital
Board Actions	Summary of current and outstanding Board actions	Monthly	Board Secretariat

The Board's work plan outlines additional reports and documents received by the Board throughout the year.

Board Calendar and Work Plan

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

The Board Secretariat, in consultation with the Chair and the Chief Executive, shall maintain an annual work plan for the Board and Committees such as the Forward Planning and Reporting Calendars. The work plan is linked to Gold Coast Health's Legislative and Regulatory Reporting Calendar, Board and Committee functions, the Gold Coast Health Strategic Plan and Service Agreement, and details the activities to be completed by the Board and its Committee's during the year. The work plan will form the basis of an annual Forward Planning and Reporting Calendar which is to be developed throughout the year to include additional reporting and action items as and when required.

19. 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 Secretariat of queries or concerns in advance of Board and Committee meetings for appropriate rectification.



All email communications to and from Board Members for Board related business must be through Queensland Health email accounts established for all Board Members. OHS&A advised it is a mandated requirement of the Director-General for all Board Members to comply with the [Public Service Commission's Private Email Use Policy](#).

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 Secretariat 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 in which case the Deputy Board Chair will be the delegated authority.

Indemnities and Liability

Board Members, when acting within their scope of duties and functions and acting in good faith and without gross negligence, have the protection from the State of Queensland in relation to legal proceedings taken against them. This is a legislative immunity under the *Public Sector Act 2022*²⁴.

The *Public Sector Act 2022* provides that no civil liability attaches to a public service employee, which includes Board Members, in relation to their official powers and functions, instead the liability attaches to the State. To support this legislative immunity, the [Queensland Government Indemnity Guidelines](#) sets out the circumstances for which public service officers are to be provided with indemnity.

Section 280 of the HHB Act provides that Board Members are not civilly liable for an act done, or omission made, honestly and without negligence under the HHB Act.

Insurance

Board Members have insurance coverage under the Queensland Government Insurance Fund (QGIF) (a Queensland self-insurance fund covering the State's insurable liabilities) in relation to general liability, professional indemnity, medical indemnity and personal accident and illness.

Additionally, Board Members are entitled to the grant of a Deed of Indemnity, Insurance and Access to provide limited added indemnity and insurance protections.

GCHHS takes out and maintains the required directors' and officers' liability insurance through commercial insurance policies.

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 HHB Act. Grounds for removal from office include if a member has been absent without permission of the Board from three consecutive meetings for which due notice was given.

²⁴ Chapter 7, Part 1



20. Board Evaluation

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

At least once in a three-year cycle, the Chair, in consultation with the Board, will commission an independent external review of the Boards' performance.²⁵

Following each assessment, the Board will consider what, if any, actions need to be taken to improve its performance.

21. 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.²⁶ A member of the Board holds office for the term, of not more than four years, stated in the member's instrument of appointment.²⁷ 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.²⁸ Section 27A of the HHB Act 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 HHB Act and on the recommendation of the Minister (if the Minister is satisfied it is in the public interest to do so) all members of the Board may be dismissed.²⁹

22. Board Member Induction

The Chair and Board Secretariat 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
- Provision of a Board Induction Manual.

The local induction process complements the statewide induction program conducted by the Office of Health Statutory Agencies (OHSA) for new Board Members of all Hospital and Health Services. OHSA also published the *Good Practice Guide for Boards (Volumes 1 and 2)* which all Board Members should become familiar with. The Board Secretary will provide new members with details of the state-wide induction program, when available.

Members may be requested to attend nominated training relevant to the responsibilities required to discharge their duties.

²⁵ In accordance with Recommendation # 7 from the [Advice on Queensland Health's governance framework](#)

²⁶ HHB Act, subsection 26(2)

²⁷ HHB Act, subsection 26(1)

²⁸ HHB Act, section 27

²⁹ HHB Act, section 275



23. Board Member Training and 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 Chair and the Board Member.

The Board Chair and Executive Director, Corporate Affairs may arrange education programs for the development of individual members or the Board as a whole.

All Board Members are required to complete mandatory training required as persons performing duties and functions for Gold Coast Health. It is essential that every Board Member completes each mandatory training requirement. Board Members will be provided with access to the training portal ([Learning-OnLine](#)) to complete online mandatory training units. Board Members may also be required to attend Gold Coast Health mandatory training sessions conducted onsite from time to time.

Further information can be found in the [Board Professional Development Policy](#).

24. Supporting Information

This Charter has regard to and is supported by the following documents:

- *Hospital and Health Boards Act 2011*
- Hospital and Health Boards Regulation 2023
- *Financial Accountability Act 2009*
- *Public Sector Ethics Act 1994*
- Welcome Aboard': A guide for members of Queensland Government Board, committees and statutory authorities
- Good Practice Guides for Hospital and Health Boards, Volumes 1 and 2
- Other relevant legislation and recognised corporate governance and risk management standards and principles.

25. Changes and/or Review of the Charter

The Board will review this Charter every two years or earlier if considered necessary.

The Charter may be altered following Executive Committee consultation, endorsement by the Chair of the Board, and approval by the Board.

This Gold Coast Hospital and Health Board Charter was formally approved by the Gold Coast Hospital and Health Board on 20 June 2023.



Signature

Ian Langdon OAM

Board Chair

Gold Coast Hospital and Health Board



26. Document Control

Date	Nature of Amendment	Version
20 October 2020	Revised Charter to align with new branding template approved by the Board – refer HB20-10C2.	v1.0
9 April 2021	Amendment to Section 19 (Written resolutions) as approved by the Board – refer HB21-03C1.	v2.0
9 April 2021	Amendment to move the Document Control section from the start of the document (section 1) to the end of the document (section 32) and include further detailed information to assist with recording of changes made to future iterations of the document.	v2.1
21 September 2021	Amendment to the <i>Hospital and Health Boards Act 2011</i> to reflect changes current as at 30 April 2021, to the <i>Public Service Act 2008</i> to reflect changes current as at 1 July 2021, and the review of all other relevant legislation. Amendment to Appendix 2 – Workplan, to align with the proposed reporting for 2022.	v3.0
6 February 2023	Revised Charter for Executive Committee feedback.	v3.1
7 June 2023	Included additional detail under Section 12 (Role of the Chief Executive) relating to leadership.	v3.2
20 June 2023	Revised Charter approved by the Board – refer HB23-06D2.	v4.0
12 September 2023	Minor update to reflect changes to the Hospital and Health Boards Regulation 2023, effective 1 September 2023 (refer HB23-08F3) and to include Executive General Managers and the Executive Director, Organisational Development as invited attendees.	v4.1

Contact for enquiries and proposed changes:

Contact	Board and Executive Services
Phone	5687 0516 or 5687 0514
Email	gchhsboard@health.qld.gov.au



Appendix 1 – Legislation

The Board must recognise and adhere to the principles set out in the *Hospital and Health Boards Act 2011*, *Hospital and Health Board Regulation 2023*, the *Public Sector Act 2022* and the *Financial Accountability Act 2009* in carrying out the Board's function. Some of these guiding principles are outlined below.

Hospital and Health Boards Act 2011 (Current as at 6 February 2023)

Section 13 – Guiding principles

- (1) The following principles are intended to guide the achievement of this Act's object—
- (a) the best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act
 - (b) there is a commitment to ensuring quality and safety in the delivery of public sector health services
 - (c) there is a commitment to achieving health equity for Aboriginal people and Torres Strait Islander people
 - (d) there is a commitment to the delivery of responsive, capable and culturally competent health care to Aboriginal people and Torres Strait Islander people
 - (e) 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
 - (f) there should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services
 - (g) information about the delivery of public sector health services should be provided to the community in an open and transparent way
 - (h) there is a commitment to ensuring that places at which public sector health services are delivered are places at which—
 - (i) employees are free from bullying, harassment and discrimination; and
 - (ii) employees are respected and diversity is embraced; and
 - (iii) there is a positive workplace culture based on mutual trust and respect
 - (i) there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently
 - (j) there should be engagement with clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services
 - (k) opportunities for research and development relevant to the delivery of public sector health services should be promoted
 - (l) opportunities for training and education relevant to the delivery of public sector health services should be promoted.
- (2) A person must have regard to the guiding principles when performing a function or exercising a power under this Act.

Section 20 – Powers of Services

- (1) A Service has the powers of an individual and may, for example—
- (a) enter into contracts and agreements; and
 - (b) subject to subsection (2), acquire, hold, deal with or dispose of property; and
 - (c) engage consultants or contractors; and



- (d) appoint agents and attorneys; and
 - (e) charge for the services it provides; and
 - (f) do anything else necessary or convenient to be done in performing its functions.
- (2) A Service may not own assets prescribed by regulation.
- (3) A Service may employ health executives and senior health service employees.
- (4) A Service prescribed by regulation may also employ other health service employees under this Act.
- (5) A regulation under subsection (4) may also restrict, limit or impose conditions on the power to employ health service employees.
- (6) To remove any doubt, it is declared that a regulation made under subsection (4) may be amended or repealed to revoke the prescription of a Service under that subsection.

Note—

See also section 282 (7) and (8).

Public Sector Act 2022 (Current as at 6 February 2023)

Section 39 - Public sector principles

- (1) In recognition that public sector entities are established for a public or State purpose, and of the trust the people of Queensland place in public sector entities, a public sector entity should be guided by the principles mentioned in subsections (2) and (3) (the **public sector principles**).
- (2) The management of the public sector should be guided by the following principles—
- (a) achieving a spirit of service to the community
 - (b) ensuring accountability, integrity and support of the public interest
 - (c) ensuring independence, transparency and impartiality in giving advice and making decisions
 - (d) achieving responsiveness, innovation and creativity
 - (e) promoting collaboration between public sector entities and other entities in providing services to the community
 - (f) achieving continuous organisational improvement.
- (3) The employment of public sector employees should be guided by the following principles—
- (a) ensuring employment on a permanent basis is the default basis of employment, other than for non-industrial instrument employees
 - (b) supporting equity, diversity, respect and inclusion at work
 - (c) ensuring the taking of measures aimed at implementing and promoting pay equity
 - (d) ensuring effectiveness and efficiency while maintaining a focus on the future
 - (e) ensuring fairness and impartiality in making decisions
 - (f) remunerating employees at rates appropriate to their responsibilities
 - (g) promoting equitable and flexible working environments.

Financial Accountability Act 2009 (Current as at 6 February 2023)

Section 61 - Functions of accountable officers and statutory bodies

Accountable officers and statutory bodies have the following functions—

- (a) to achieve reasonable value for money by ensuring the operations of the department or statutory body are carried out efficiently, effectively and economically



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- (b) to establish and maintain appropriate systems of internal control and risk management
 - (c) to establish and keep funds and accounts in compliance with the prescribed requirements
 - (d) to ensure annual financial statements are prepared, certified and tabled in Parliament in accordance with the prescribed requirements
 - (e) to undertake planning and budgeting for the accountable officer's department or the statutory body that is appropriate to the size of the department or statutory body
 - (f) to perform other functions conferred on the accountable officers or statutory bodies under this or another Act or a financial and performance management standard.

