

Board Terms of Reference

Cairns and Hinterland Hospital and Health Board

1. Purpose

The role of the Cairns and Hinterland Hospital and Health Board (Board) is to govern the Cairns and Hinterland Hospital Health Service (CHHHS) deriving its authority from the *Hospital and Health Boards Act 2011* (the Act) and the *Hospital and Health Boards Regulation 2012 (Qld)*.

2. Functions and responsibilities

To contribute to the effective delivery of health services, and in accordance with Part 2 Division 1 section 19 of the Act, the Cairns and Hinterland Hospital and Health Board's main function is to deliver the hospital services, other health services, teaching, research and other services in the service agreement and undertakes the following functions:

- to ensure the operations of the service are carried out efficiently, effectively and economically;
- to enter into a service agreement with the Chief Executive;
- to comply with the health service directives that apply to the Service;
- to contribute to, and implement, state wide service plans that apply to the Service and undertake further service planning that aligns with state wide plans;
- to monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service;
- to develop local clinical governance arrangements for the Service;
- to undertake minor capital works, and major capital works approved by the Chief Executive, in the service area;
- to maintain land, buildings and other assets owned by the Service;
- for a prescribed Service, to employ staff under this Act;
- 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;
- 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 the service 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 the Service, health consumers and members of the community about the provision of health services;
- other functions approved by the Minister; and
- other functions necessary or incidental to the above functions.

Responsibilities

The Board is responsible for setting direction, establishing goals and objectives for executive management and monitoring the organisation in line with current government health policies and directives and ensuring that adequate and appropriate community consultation is undertaken. The Board is responsible for aligning its decisions around the organisation's strategic plan. In fulfilling its responsibilities, the Board will observe and promote the core organisational values of accountability, compassion, integrity and respect.



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3. Guiding principles

The *Hospital and Health Boards Act 2011* provides the following principles intended to guide achievement of the Act's objects. These principles (s13) guide all deliberations of the Cairns and Hinterland Hospital and Health Board:

- the best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act;
- there is a commitment to ensuring quality and safety in the delivery of public sector health services;
- there is a commitment to achieving health equity for Aboriginal and Torres Strait Islander people;
- there is a commitment to the delivery of responsive, capable and culturally competent health care to Aboriginal and Torres Strait Islander people;
- 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 is commitment to ensuring that places at which public sector health services are delivered are places at which:
 - employees are free from bullying, harassment and discrimination;
 - employees are respected and diversity is embraced; and
 - there is a positive workplace culture based on mutual trust and respect;
- there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;
- there should be engagement with clinicians, consumers and 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; and
- opportunities for training and education relevant to the delivery of public sector health services should be promoted.

Public Service Act 2008:

- Public service management is directed towards providing responsive, effective and efficient services to the community and the Government.
- Impartiality and integrity is maintained when informing, advising and assisting the Government.
- Collaboration between Government and non-government sectors is fostered in providing services to the community.
- There is commitment to continuously improving public service administration, performance management and service delivery.
- Public resources are managed efficiently, responsibly and in a fully accountable way.
- The Government is promoted as an employer of choice.
- Equality of employment opportunity is promoted.

With specific reference to the *Financial Accountability Act 2009* (FAA 2009):

- Adherence to the Financial and Performance Management Standard 2019 (subordinate legislation to FAA 2009), which provides direction in financial management with emphasis upon planning, performance management, internal control and corporate management.

4. Membership

The Board comprises five or more members appointed by Governor in Council on the recommendation of the Minister for Health, pursuant to the Act.

In performing their duties, Board members are to:

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

The Board Liaison and Administration Officer must maintain a register of Board members, and relevant dates of appointment and expiry of the member's term.

5. Delegation

Day to day management of operations and implementation of the corporate strategy and policy initiatives for CHHHS are delegated by the Board to the Health Service Chief Executive and other senior executives. As provided in s30 of the Act:

- The Board for a Hospital and Health Service may delegate any of the Service's functions under this Act or the *Financial Accountability Act 2009* –
 - to a Committee of the board if all of the members of the committee are board members; or
 - to the Health Service Chief Executive
- The Health Service Chief Executive, with the written approval of the board, may sub-delegate a function mentioned in sub-section (1) to an appropriately qualified –
 - employee of the Hospital and Health Service; or
 - Health service employee employed in the department and working for the Service.

6. Board governance

Board meetings

The Board meets once a month (at least 11 times per year) or as determined by the Board Chair.

Board Work Plan

The Cairns and Hinterland Hospital and Health Board has an annual Board Work Plan which identifies the papers to be presented at each monthly Board meeting.

Sub-committees

The following Board committees are established to advise and assist the Board in carrying out its functions:

- Finance and Performance Committee
- Audit and Risk Committee
- Safety and Quality Committee
- Executive Committee

Quorum

A quorum for a meeting of the Board is one half the number of its members, or if one-half is not a whole number,

the next highest whole number.

If a quorum cannot be obtained within 15 minutes of the scheduled start of the meeting, the following applies:

- At the Chair's discretion, the continuation of the meeting will be decided.
- If the meeting proceeds, all decisions made at the meeting will be taken as preliminary decisions that will proceed to a quorum vote out of session.
- The out of session vote will be arranged by the Board Liaison and Administration Officer, and members will have a specified period to vote on the items.

Voting

Voting for decisions on agenda items will require a majority of those attending. If the votes are equal, the Chair also has a casting vote.

Presiding at Board meetings

The Board Chair is to preside at all meetings of the Board at which they are present. If the Board Chair is not present at a meeting, the Deputy Board Chair is to preside. If neither the Board Chair nor the Deputy Board Chair is present at a meeting, a member of the Board chosen by the Board members is to preside.

Meeting attendance

Board members will be invited to each Board meeting and have the right to attend the entire meeting, unless subject to a conflict of interest issue for one or more agenda items, in which case, the member may be excluded for the agenda item/s. The HSCE, Chief Operating Officer and Board Liaison and Administration Officer are standing invitees for Board meetings, with other Executive members by invitation. Proxies for standing invitees are the discretion of the Board Chair.

The Board may hold meetings, or permit attendees to take part in meetings, by using any technology that reasonably allows Board members to hear, take part in discussions as they happen. A Board member who takes part in a Board meeting held in such manner is taken to be present at the meeting.

Evaluation of performance

The Board will undertake an annual assessment of its performance, including the performance against the requirements of the Board Terms of Reference and the performance of individual committees. Following each assessment, the Board will consider what, if any, actions need to be taken to improve its performance. The Board will annually review the composition of the Board Terms of Reference and Sub-Committee Terms of Reference.

As part of its commitment to effective and strong governance the Board will undertake an external evaluation to review its performance at least once every three years.

7. Confidentiality

Members of Cairns and Hinterland 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.

8. Conflicts of interest

To meet the ethical obligations under the *Public Sector Ethics Act 1994*, members must declare any conflicts of interest whether actual, potential, apparent, or appear likely to arise, and manage those in consultation with the Chair. This may relate to a position a member holds (e.g. Chair of an external organisation) or to the content of a specific item for deliberation.

A Cairns and Hinterland Hospital and Health Board member has a duty to complete the 'Declaration of Interest Register' and return it to the Chair within 30 days of induction and annually thereafter.

The Cairns and Hinterland Hospital and Health Board Code of Conduct provides operational guidance for the Board in issues of conflicts of interest.

9. Secretariat

Secretariat support will be provided by the Board Liaison and Administration Officer. The role of the Board Liaison and Administration Officer is outlined in Appendix 1: Business Rules.

10. Approval and review of Terms of Reference

The Board Meeting Terms of Reference will be approved by the full Board.

11. Business rules

- See Appendix 1: Board Business Rules

Document History

Date	Nature of Amendment
22/11/12	Draft TOR prepared
28/11/12	Draft Board Executive Committee TOR presented for approval.
28/11/12	Amendments made at Board Executive Committee and approved.
24/03/16	Draft structure of Executive Committee included in Board Chair Report
05/04/16	Amendments made to the Executive Committee ToR
01/02/2017	Revised ToR prepared for Administrator Review and approved
05/06/2019	Revised Terms of Reference prepared for Board to Review and Approve
03/07/2019	Approved by Board
02/12/2020	Revised Terms of Reference prepared for Board to review and approve
01/02/2023	Revised Terms of Reference prepared for Board to review and approve
15/01/2024	Terms of Reference under review
3/7/2024	Approved by Board
10/10/2024	Under review
4/12/2024	Approved by Board

Appendix 1: Business rules

1. Governance pathway

Items will only be accepted for Cairns and Hinterland Hospital and Health Board consideration if the content of the paper meets the following criteria:

A. Paper initiated at a local / sub-committee / operational area level:

The item:

- relates to the purpose and functions of the Cairns and Hinterland Hospital and Health Board as stated in the Terms of Reference;
- requires the collective input / consideration of the Cairns and Hinterland Hospital and Health Board;
- is beyond the scope of an individual position;
- has been presented at a sub-committee (e.g. funding) and deemed appropriate for escalation to Cairns and Hinterland Hospital and Health Board for final decision; and
- carries a high-level potential risk that requires monitoring and management due to one or more of the following:
 - impact on quality and / or safety of health services delivery
 - significant workforce / operational impact
 - has cross-service implications
 - deemed to be contentious within the Service or in the public domain, or politically sensitive.

B. Papers requested by Cairns and Hinterland Hospital and Health Board:

The item:

- is a regular report as identified in the Cairns and Hinterland Hospital and Health Board Terms of Reference;
- is specifically identified as deliverable to the committee in the Cairns and Hinterland Hospital and Health Board Work Plan; and
- is in response to a Cairns and Hinterland Hospital and Health Board action requesting a committee's consideration (e.g. business arising from previous meetings).

C. All papers must:

- be well supported by appropriate consultation; and
- contain sufficient evidence-based information to enable informed decision-making.

Items that will not be considered by Cairns and Hinterland Hospital and Health Board include:

- requests for funds / funding (this is managed through the Cairns and Hinterland Hospital and Health Service Finance and Performance Committee then escalated to the Board where required);
- endorsement of plans which identify strategies that require resources beyond budget allocations.

Process for progression or referral of submitted agenda items

- The Board Liaison and Administration Officer will conduct the initial review of the appropriateness of items submitted to the Cairns and Hinterland Hospital and Health Board as per the criteria above and assess their suitability for inclusion / non-inclusion on the agenda with the Chair (or nominee).
- If an item does not meet the defined criteria, it is at the discretion of the Chair to refer the matter back to the relevant individual / sub-committee.

2. Agenda

- Members wishing to place items on the agenda must notify the Board Liaison and Administration Officer at least 10 working days prior to the scheduled meeting.

- The agenda may be cleared by the Chair (or nominee) prior to distribution to members.
- Agenda and relevant (supporting) papers will be sent out to all members five days prior to the meeting.
- Late agenda items will be tabled at the discretion of the Chair (or nominee).

3. Papers, submissions and reports

- Papers in respect to agenda items are to be supplied to the Board Liaison and Administration Officer no later than eight business days prior to the scheduled meeting via email.
- Papers must be submitted on the correct Cairns and Hinterland Hospital and Health Board briefing note template.
- All papers must be submitted in Word format (as per original template).
- The numbers and names of electronic attachments must mirror the numbers and names used in the brief.

4. Minutes

- Minutes must be cleared by the Chair prior to distribution to members.
- Minutes (and action items) are included in the papers for the next meeting.
- Minutes are taken as draft until they are ratified at the next Cairns and Hinterland Hospital and Health Board meeting.

5. Record keeping

- The Board Liaison and Administration Officer will prepare and maintain records of the Cairns and Hinterland Hospital and Health Board activities, including agendas, minutes and related papers of all meetings of the Cairns and Hinterland Hospital and Health Board.
- The Board Liaison and Administration Officer will maintain a corporate file of all hard copies of signed minutes and agenda papers.
- Files must be kept securely and confidentially in accordance with the requirements of the *Public Records Act 2002*.
- Records must be retained in accordance with Queensland Government's General Retention and Disposal Schedule for Administrative Records: <https://www.forgov.qld.gov.au/schedules/general-retention-and-disposal-schedule-grds>. In general, papers considered by the Cairns and Hinterland Hospital and Health Board must be retained permanently.

6. Orientation and training

- The following information is to be provided to new members as part of an induction pack prior to attending their first Cairns and Hinterland Hospital and Health Board meeting:
 - Cairns and Hinterland Hospital and Health Board Committee Structure
 - Terms of Reference
 - Business Rules
 - Declaration of Interest Register
 - Copies of significant policy or other documents that relate to issues discussed by the Cairns and Hinterland Hospital and Health Board, as relevant at the time of induction
 - Contact details of the Cairns and Hinterland Hospital and Health Board members
 - Advance schedule of meetings
 - Copies of previous Cairns and Hinterland Hospital and Health Board Minutes. Members may be requested to attend nominated training such as relevant to the level of responsibilities discharged as a Cairns and Hinterland Hospital and Health Board member.

7. Conduct at meetings

- The Board / Committee may hold meetings or permit Board / Committee members to take part in meetings, by using any technology that reasonably allows members to hear and take part in discussions as they happen. A member who is present at a meeting of the Board or Committee will be recorded as having taken part in the meeting.

8. Out of session decisions (flying minute)

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 Board members give written agreement to a flying minute resolution. Items would typically only be managed out of session where:

- the item is urgent and must be considered before the next scheduled meeting; or
- the meeting has been cancelled and the items are managed out of session to prevent a back-log.

The Chair may decide to circulate items for comment and finalisation out of session. An out of session paper will be sent to members as a flying minute via email with a requested response date. If a member has no comment or is unable to comment on an out of session item, this needs to be conveyed to the Board Liaison and Administration Officer. The Board Liaison and Administration Officer will collate responses and prepare for Chair approval. The final decision in respect to the item will be entered into the minutes of the next meeting.

9. Other participants

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

Observers and guests do not have authority to make determinations in respect of Board deliberations.