



# Sunshine Coast Hospital and Health Board

## Executive Committee Charter

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### OVERVIEW

#### 1. Introduction

The *Hospital and Health Boards Act 2011* (the **HHBA**) requires the Sunshine Coast Hospital and Health Board (the **Board**) to establish an executive committee with the functions set out in the HHBA.

In accordance with this requirement, and in order to assist the Board to effectively and efficiently perform its functions, the Board has established a committee to be known as the Executive Committee (the **Committee**).

#### 2. Purpose and Structure of this Charter

The purpose of this Charter is to clearly outline the respective roles and responsibilities of the Committee, its members, the Committee Chair, the Board Secretariat and the Chief Executive. It also sets out the key functions of the Committee and the processes used by the Committee to fulfil its role, responsibilities and functions.

This Charter is divided into four main sections, aligned with recommendations made by Australian governance experts, Geoffrey Kiel, Gavin Nicholson, Jennifer Ann Tunny and James Beck, in *Directors at Work: A Practical Guide for Boards* as to the areas where boards should discuss and define their policies:

- Part A: Defining Governance Roles
- Part B: Key Committee Functions
- Part C: Committee Processes
- Part D: Committee Effectiveness.

This 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 HHBA (including the schedules to the HHBA and/or the *Hospital and Health Boards Regulation 2012* (the **Regulation**), the HHBA and/or the Regulation prevails.

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### PART A: DEFINING GOVERNANCE ROLES

#### 3. Committee Composition

Membership of the Executive Committee consists of the following—

- (a) the Chair or Deputy Chair of the Board who is to be Chair of the Committee;
- (b) at least 2 other Board Members, decided by the Board, at least one of whom is a clinician as defined in section 32C(2) of the HHBA

The Board will review the Committee's composition as required but no less than annually.

#### 4. Role of the Committee

The role of the Sunshine Coast Hospital and Health Board Executive Committee (the Committee) is to support and provide recommendations to the Sunshine Coast Hospital and Health Board regarding its strategic and governance responsibilities.



Part B: Key Committee Functions describes the Committee's functions in further detail.

The Committee is an advisory committee of the Board and has no executive powers, unless the Board, by resolution, delegates a certain power to the Committee.

## 5. Role of the Committee Members

The matters set out in section 5 of the Board Charter (Role of the Board Members) with regard to the following matters apply to the Committee and its members as if all references in that section to the Board or its members are references to the Committee or its members.

## 6. Role of the Committee Chair

The Board will appoint a member of the Board to be the Chair of the Committee.

The role of the Committee Chair includes:

- Setting the Committee agenda
- Facilitating the flow of information and discussion
- Conducting Committee meetings and other business
- Ensuring the Committee operates effectively
- Reporting to the Board on the activities of the Committee.

## 7. Role of the Manager Board Operations

The Manager Board Operations is responsible for:

- Organising Committee meetings and Committee member attendance
- Coordinating the completion and dispatch of Committee agendas, Committee papers and briefing papers
- Preparing minutes of meetings and resolutions of the Committee
- Providing a point of reference for communications between the Committee and the Executive
- Monitoring that Committee procedures and protocols are followed.

All members have direct access to the Manager Board Operations for advice and services relating to the operation of the Committee.

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## PART B: KEY COMMITTEE FUNCTIONS

### 8. Functions Specified in the *Hospital and Health Boards Act 2011*

In accordance with section 32B of the *Hospital and Health Boards Act 2011*, the Committee has the following functions:

1. The function of the Executive Committee is to support the Board in its role of controlling the SCHHS by:
  - (a) Working with the Health Service Chief Executive to progress strategic issues identified by the Board; and
  - (b) Strengthening the relationship between the Board and the Health Service Chief Executive to ensure accountability in the delivery of services by the SCHHS.
2. Without limiting functions section 1, the Executive Committee may, at the direction of the Board:
  - (c) Oversee the performance of the SCHHS against the performance measures stated in the Service Agreement; and
  - (d) Support the Board in the development of engagement strategies and protocols with primary healthcare organisations, monitor their implementation, and address issues that arise in their implementation; and



- (e) Support the Board in the development of service plans and other plans for the SCHHS and monitor their implementation; and
- (f) Work with the Health Service Chief Executive in responding to critical emergent issues in the SCHHS; and
- (g) Perform other functions given to the Executive Committee by the Board

A regulation of the Hospital and Health Boards Act 2011 may prescribe other matters relating to an Executive Committee's functions.

## 9. Other Functions given to the Committee by the Board

In addition to the functions prescribed by section 32B of the HHBA, the Board has given the Committee the following functions:

- Advising the Board on the following matters:
  - Induction, continuing development, and performance review for Board members
  - Board Committee membership, structure and succession planning
  - Board and Committee annual evaluation including external evaluation of Board at least every three years
  - Supporting the Board with setting performance agreements, assessing performance and recommending remuneration arrangements for the Health Service Chief Executive
  - Stakeholder engagement including consumer, community and clinician engagement strategies
  - Other corporate governance matters not otherwise within the scope of another Committee

## 10. Authority

The Committee may examine any matter in relation to its functions as it sees fit or as requested by the Board.

Where a matter for consideration is beyond the scope of the Committee's functions, the decision is to be referred to another committee of the Board where relevant, or to the Board.

## 11. Reporting to the Board

The Committee, via the Committee Chair, will provide prompt and constructive reports on its findings directly to the Board highlighting issues it considers warrant Board discussion, approval or noting.

The minutes of each Committee meeting will be provided to the subsequent Board meeting or, if the subsequent Board meeting occurs within one week of the Committee meeting, the minutes will be provided to the following Board meeting.

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## PART C: COMMITTEE PROCESSES

### 12. Committee Meetings

#### Application of HHBA schedule 1 (as attached)

HHBA Schedule 1 applies to the conduct of all business by the Committee.

#### Time and Place of Meetings

Meetings of the Committee are to be held at the times and places the Committee Chair decides.

Unless otherwise agreed, the Committee will meet at least four times each year.

Exceptional circumstances aside, Committee members will be provided with at least 48 hours' notice of meetings.



## **Attendees**

Standing invitees at meetings will include the:

- Health Service Chief Executive (HSCE)
- Executive Director Legal Commercial and Governance (EDLCG)

In addition, the Committee Chair or a majority of members may request the attendance at any meeting of any person who, in their opinion, may be able to assist the Committee in any matter under consideration.

Members are not permitted to appoint a proxy to attend a meeting on their behalf.

Subject to the presence of any conflict of interest all Board members are entitled to attend Committee meetings.

## **Quorum**

A quorum for a meeting of the Committee is one-half of the number of its members, or if one-half is not a whole number, the next highest whole number.<sup>1</sup>

## **Presiding at Meetings**

The Committee Chair is to preside at all meetings of the Committee at which the Committee Chair is present. If the Committee Chair is not present, a member of the Committee chosen by the members is to preside.

## **Voting at Meetings**

A question at a meeting of the Board is decided by a majority of the votes of the members present.<sup>2</sup>

Each member present at the meeting has a vote on each question to be decided and, if the votes are equal, the member presiding also has a casting vote.<sup>3</sup>

A member present at the meeting who abstains from voting is taken to have voted for the negative.<sup>4</sup>

Non-member attendees at meetings are not able to vote on questions to be decided by the Committee at the meeting.

## **Use of Technology**

The Committee 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 or video conferencing). A member who takes part in a meeting of the Committee held in such manner is taken to be present at the meeting.

## **In-Camera Session**

From time to time the members may meet informally without anyone else present. The purpose of the in-camera session is to allow the members to raise or explore any issues of concern or clarification.

For the avoidance of doubt, in camera Sessions are not Committee meetings.

## **Written Resolutions/Flying Minutes**

Items would typically only be managed by Flying Minutes in agreement with the Board Chair when the item is urgent and must be considered before the next scheduled meeting.

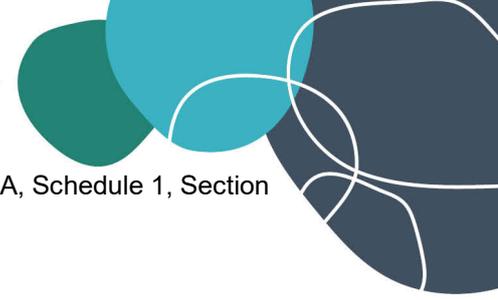
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<sup>1</sup> HHBA, Schedule 1, Section 4.

<sup>2</sup> HHBA, Schedule 1, Section 6(1).

<sup>3</sup> HHBA, Schedule 1, Section 6(2).

<sup>4</sup> HHBA, Schedule 1, Section 6(3).



The following procedure applies to a notice of a written resolution under 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 Committee member or the Board Secretary on behalf of a Committee member.
4. The notice must allow for a period of two working days.
5. A Written Resolution/Flying Minute paper will be uploaded to Convene with a requested response date and members will vote on the resolution via Convene. Generally, 2 working days are allowed for consideration of Flying Minutes.
6. If a Member has no comment to make or is unable to comment on a Flying Minute, this needs to be conveyed to the Secretariat in writing.
7. The final decision in respect to the item will be entered into the Minutes of the next meeting.
8. The procedure set out above is deemed to have been complied with when the expiry of voting timeframe and majority decision is reached, or all members have cast a vote.

### Minutes

The Committee must keep minutes of its meetings and a record of any written resolutions made by it.<sup>5</sup>

The Manager Board Operations is responsible for taking the minutes.

Committee members are responsible for ensuring minutes are accurate and reflect a true and correct record of the procedures and decisions of meetings.

### Meeting Cycle

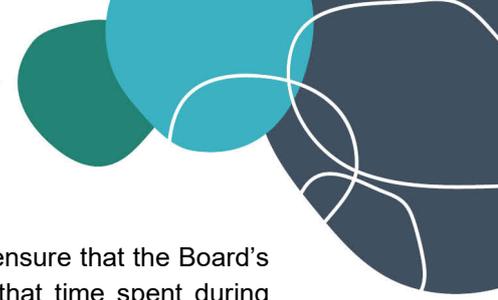
To assist the smooth running of Committee processes, the Committee has adopted an indicative meeting cycle as shown below. The indicative cycle aims to provide members with sufficient time to review the agenda and Board papers. This time frame should allow sufficient time to prepare for discussions and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

Item	Working Days
Agenda and Committee papers are distributed	-5
Committee meeting	0
Draft minutes sent to Chair	5
Draft minutes sent to members	15

*All dates are calculated by reference to the day of the Committee meeting (Day Zero).*

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

<sup>5</sup> HHBA, Schedule 1, Section 7(1).



## 13. Committee Meeting Agenda

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

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

Committee members may contribute to the agenda by submitting items for the Chair's consideration, either directly to the Chair or via the Manager Board Operations. The Executive may submit items for the Committee Chair's consideration via the Manager Board Operations. Any such request should be made at least 15 working days prior to the Committee meeting.

## 14. Committee Papers

### Preparation and Distribution of Committee Papers

The Manager Board Operations is responsible for the collation and distribution of Committee papers.

All Committee papers must be approved by the relevant Executive Director and the Chief Executive prior to being submitted to the Manager Board Operations for distribution to Committee members.

Templates for Committee papers will be approved by the Chair. All papers must be submitted to the Manager Board Operations using the appropriate template.

Sunshine Coast HHS uses Convene for the distribution of Committee papers. All Committee papers must be uploaded to Convene a minimum of 5 working days before the Committee meeting, unless otherwise approved by the Chair.

Committee papers, supplementary papers or presentations may only be tabled at the Committee 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 Committee Papers and Meeting Notes

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

The treatment of any additional copies of Committee papers distributed to individual Committee members and members of the Executive ("Dutyholders") and their respective annotations and notes is the responsibility of each Dutyholder taking into account (inter alia) their confidentiality obligations as well as the law with regards to the destruction of documents that may become relevant in present or potential or anticipated litigation or formal inquiries or investigations.

## 15. Committee Work Plan

The Manager Board Operations, in consultation with the Committee Chair and the Chief Executive, shall maintain an annual work plan for the Committee. The annual work plan shall identify the key matters for consideration and actions required by the Committee during the year and allocate those matters and actions to a relevant meeting(s). The annual work plan enables the Committee, the Chief Executive and the Executive to be aware of and plan for the year and may attend any Committee meeting.

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## PART D: COMMITTEE EFFECTIVENESS

### 16. Committee Member Protection

Except as specified below, the matters set out in section 19 of the Board Charter (Board Member Protection) with regard to the following matters apply to the Committee and its members as if all references in that section to the Board or its members are references to the Committee or its members:

- Communication with Executive
- Access to Independent Professional Advice (although the Committee may only do this with the prior approval of the Board)
- Protection from Liability (does not apply to external Committee members)
- Queensland Government Indemnity Guideline (does not apply to external Committee members)
- Deed of Indemnity, Insurance and Access (does not apply to external Committee members)
- Directors' and Officers' Insurance (does not apply to external Committee members).

### 17. Committee Evaluation

Unless otherwise determined by the Board, the Board will undertake an annual assessment of the Committee's performance, including its performance against the requirements of this Charter. Following each assessment, the Board will consider what, if any, actions need to be taken to improve the Committee's performance.

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## GENERAL

### 18. Breach of this Charter

Any member of the Committee who considers another member has breached this Charter should consult with the Committee Chair. The Committee Chair, in consultation with the Chair of the Board, is responsible for determining appropriate action which may include, investigation of the concerns raised.

Where concerns raised relate to the Committee Chair, the concerns should be raised directly with the Chair of the Board. If the Chair of the Board is the Committee Chair, the concerns should be raised directly with Deputy Chair

### 19. Review of this Charter

The Committee will review this Charter every two years or as required.

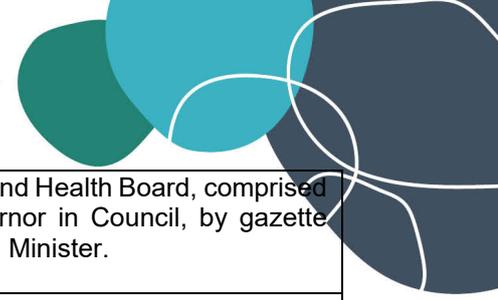
Any changes to this Charter must be approved by the Board.

### 20. Publication of this Charter

A copy of this Charter will be made available at [www.schhs.health.qld.gov.au](http://www.schhs.health.qld.gov.au).

### 21. Interpretation

The following terms when used in this Charter have the meaning given to them below:



Board	means the Sunshine Coast Hospital and Health Board, comprised of members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister.
Committee	means a Committee of the Board
HHBA	means the <i>Hospital and Health Boards Act 2011</i> (Qld)
Hospital and Health Service	means a Hospital and Health Service established under the HHBA.
Minister	means the Minister for Health.
Regulation	means the <i>Hospital and Health Boards Regulation 2012</i> (Qld)
Service Agreement	has the meaning given to it in the HHBA.
Sunshine Coast HHS	means Sunshine Coast Hospital and Health Service, the statutory body established under the HHBA.

## 22. Revision History

### Document history

Date	Nature of amendment
12 February 2013	Minor amendments agreed by Board members
5 March 2019	Nil amendments
1 May 2020	Draft amendments to functions tabled at Board meeting
November 2020	Draft amendments updated following Board feedback in May 2020 Charter reformatted in line with new template v3

This Charter was approved by the Board at its meeting on 1 December 2020.

### ***SIGNED COPY ON FILE***

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Dr Lorraine Ferguson AM  
Chair, Sunshine Coast Hospital and Health Board



## Attachment 1

Extract from HHB Act section 19:

**Functions of Services**

- (1) *A Service's main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for the Service.*
- (2) *A Service also has the following functions:*
  - (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 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;*
    - (ha) *for a prescribed Service, to employ staff under this Act;*
  - (i) *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;*
  - (j) *to cooperate with local primary healthcare organisations;*
  - (k) *to arrange for the provision of health services to public patients in private health facilities;*
  - (l) *to manage the performance of the Service against the performance measures stated in the service agreement;*
  - (m) *to provide performance data and other data to the chief executive;*
  - (n) *to consult with health professionals working in the Service, health consumers and members of the community about the provision of health services;*
  - (o) *other functions approved by the Minister;*
  - (p) *other functions necessary or incidental to the above functions.*



Attachment 2

Extract from HHB Act Section 13:

**Guiding Principles**

*(1) the following principles are intended to guide the achievements 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 should be a commitment to ensuring quality and safety in the delivery of public sector health services*
- (c) 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;*
- (d) there should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;*
- (e) information about the delivery of public sector health services should be provided to the community in an open and transparent way*
- (f) there should be commitment to ensuring that places at which public sector health services are delivered are places at which –*
- (g) there is a positive and safe workplace culture based on mutual trust and respect;*
- (h) employees are respected and diversity is embraced; an*
- (i) employees are free from bullying, harassment and discrimination;*
- (j) there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;*
- (k) there should be engagement with staff, clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services;*
- (l) opportunities for research and development relevant to the delivery of public sector health services should be promoted;*
- (m) opportunities for training and education relevant to the delivery of public sector health services should be promoted.*