



# Board Executive Committee Charter



# Our vision

Caring for our communities - *healthier together*

# Our values

- **Compassion** – We engage with others and demonstrate empathy, care, kindness, support and understanding.
- **Integrity** – We are open, honest, approachable, equitable and consistent in everything we do.
- **Dignity** – We treat others with respect, display reasonableness and take pride in what we do.
- **Innovation** – We embrace change and strive to know more, learn more and do better.
- **Courage** – We respectfully question for clarity and have the strength and confidence to Speak Up.

## Darling Downs Hospital and Health Service Board Executive Committee

### Version control

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# Darling Downs Hospital and Health Service Board Executive Committee

## 1. Introduction

This document, to be known as the Board Executive Committee Charter, has been approved by the Darling Downs Hospital and Health Board ('the Board').

The purpose of this charter is to outline the role, responsibilities, composition and operating guidelines of the Board Executive Committee ('the Committee') in accordance with the *Hospital and Health Boards Regulation 2012*.

## 2. Role of the Board Executive Committee

As set out in section 32A of the *Hospital and Health Boards Act 2011*, the function of the Board Executive Committee is to support the Board in its role of controlling the Darling Downs Hospital and Health Service (DDHHS).

## 3. Authorisation

The Committee functions under the authority of the Board as prescribed in the *Hospital and Health Boards Act 2011* (s32A).

## 4. Scope of the Board Executive Committee

The function of the Committee is to support the Board in its role of controlling the Service as outlined in section 32B of the *Hospital and Health Boards Act 2011* 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 Service.*

The Committee may, at the direction of the Board:

- (a) *oversee the performance of the Service against the performance measures stated in the service agreement; and*
- (b) *support the board in the development of engagement strategies and protocols with primary healthcare organisations, monitor their implementation, and address issues that arise in their implementation; and*
- (c) *support the board in the development of service plans and other plans for the Service and monitor their implementation; and*
- (d) *work with the health service chief executive in responding to critical emergent issues in the Service; and*
- (e) *perform other functions given to the executive committee by the board.*

The Committee is responsible for approving the Health Service Chief Executive (HSCE) performance agreement. The performance agreement will be in line with Queensland public sector executive leadership qualities which are grouped across three areas: vision, results and accountability. The performance, development and remuneration of the Health Service Chief Executive will be formally assessed in July each year. The assessment provides an opportunity to consider achievements and supports a culture of high performance and continuous improvement. The Committee will then make a recommendation to the Board for endorsement.

The Committee has delegated authority to approve Special Payments (legal and non-legal) up to \$100,000. All approvals are to be reported to the full Board meeting.

**The Committee provides the following reports:**

Recipient	Report	Frequency	Responsibility
Board	Board Executive Committee Minutes	Monthly	Secretariat
Board	Matters for attention of the Board	As required	Chair

**The Committee receives the following reports:**

Report	Description	Frequency	Responsibility
Board meeting summary	Summary of the Board meetings prior to publication	Monthly	Secretariat
Board Executive Committee Actions report	Summary of closed, current and outstanding Board Executive Committee actions.	Monthly	Secretariat

**Additional reports:**

- The Committee may also receive reports from other bodies on an ‘as needs’ basis, where the report is relevant to Committee functions.

## 5. Risk management

The Committee is to adopt a pro-active approach to risk management within the parameters of the Board Risk Appetite Statement.

The Committee will:

- Identify risks and mitigating strategies with all decisions and recommendations made.
- Implement processes to enable the Committee to identify, monitor and arrange management of risks as they relate to the scope of the Committee.

## 6. Sub committees

The Board has the authority to create relevant committees or other subordinate bodies deemed necessary to assist the Board in discharging its responsibilities.

The Committee is part of the DDHHS corporate governance framework. To the extent that there is any overlap in the responsibilities of the Committee and the other committees of the Board, those committees shall, directly or through the Board or management, endeavour to ensure that the overlap is dealt with in an appropriate manner. The Committee shall refer any issues that relate more appropriately to another committee to that other committee.

Each committee shall consult, where necessary, with the other committees to ensure that the committees’ plans are consistent with each other and with the DDHHS strategic plan.

## 7. Deliverables

The Committee will assist the Board to monitor and report on the Board deliverables as outlined below:

Domain	Deliverable	Reporting Timeframe	Responsible Person
Strategic Planning Financial and Performance Management Standard 2009 s9 and Agency Planning Requirements Dept. of Premier and Cabinet – 18.4 and ISO 9001:2015 Quality Management Systems and NSQHS v2 Action 1.5	Annual Board review of Health Service Strategic Plan	31 January	Chair
Reporting Financial Accountability Act 2009 s 63 and Financial and Performance Management Standard 2009 s49-53	Development of Annual Report	1 September	HS Chief Executive
<b>Governance – Consultation</b> <i>Hospital and Health Boards Act 2011 s40</i>	Review of Clinician Engagement Strategy	1 November	HS Chief Executive
<b>Governance – Consultation</b> <i>Hospital and Health Boards Act 2011 s40</i> NSQHSS 2 DDHHS Strategic Plan 2014-2018	Review of Consumer and Community Engagement Strategy	1 January	HS Chief Executive
HS Chief Executive Performance Agreement	Performance, development and remuneration review of the health service chief executive	1 July	DDHHS Board Executive Committee Chair

## 8. Membership

As per section 32C of the Hospital and Health Board Act 2011, the Committee shall have at least three members as follows:

- (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

The term of appointment is up until 30 June 2021 and can be extended for a further term subject to an assessment of individual member performance and the composition and skill requirements of the Committee.

### Chair:

- Mr Mike Horan AM

### Members:

- Dr Dennis Campbell
- Dr Ross Hetherington
- Dr Ruth Terwijn

## Standing Invitees

The Health Service Chief Executive is to attend all meetings, unless excused by the chair of the committee as per section 32D(1) of the *Hospital and Health Boards Act 2011*.

- Executive Director Legal and Governance

## Proxies

- Proxies are not permitted if the member is unable to attend meetings.

It is the responsibility of the Chair to induct new members using the Committee Manual.

## 9. Quorum arrangements

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 (s32D(2)).

## 10. Other attendees

The Committee may request DDHHS executives or external parties to attend a meeting of the Committee. However, such persons do not assume Membership or participate in any decision making processes of the Committee.

## 11. Frequency of Meetings

- Monthly.
- 2nd Monday.

## 12. Agenda, Papers, Minutes, Actions and Summary

### Agenda

- Members wishing to place items on the agenda must notify the Secretariat at least 10 working days prior to the scheduled meeting.
- The agenda must be cleared by the Chair prior to distribution to Members.
- Agenda and relevant (supporting) papers will be sent out to all Members 5 working days prior to the meeting.
- Late agenda items will be tabled at the discretion of the Chair.

### Papers, Submissions and Reports

- Agenda papers, submissions and reports will only be accepted if submitted through a Board Member.
- Papers in respect to agenda items are to be supplied to the Secretariat no later than 10 working days prior to the scheduled meeting via email to [DDHHS\\_Board@health.qld.gov.au](mailto:DDHHS_Board@health.qld.gov.au).
- Papers must be submitted on the correct briefing note template, available from the Secretariat.
- 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.

### Minutes

- Minutes must be cleared by the Chair prior to distribution to Members.
- Minutes (and action items) will be distributed to all Members within 5 working days of the meeting.
- Minutes are included in the papers for the next meeting.
- Minutes are taken as draft until they are ratified at the next Board meeting.
- Minutes should comply with the Minuting Guidelines, as outlined in the Operational Guidelines.

### 13. Urgent out of session matters

Items can be managed Out-of-Session where:

- the item is urgent and must be considered before the next scheduled meeting; or
- in circumstances when face-to-face meetings are not possible, to enable business to be progressed.
- out of session matters must be minuted at the next meeting of the Board.

### 14. Conflict 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.

Members of the Committee will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and probity and not engage knowingly in acts or activities that have the potential to bring discredit to the DD HHS.

Members also must refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Members must not use DDHHS information for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of the DDHHS.

### 15. Confidentiality

Members of the Committee 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.

### 16. Decision making

- The Committee exercises decision making power delegated to it by the Board
  - » Delegations will be detailed and conferred via an Instrument of Delegation
- Decisions are made by a majority of votes. Each member present at a meeting has a vote and if the votes are equal the member presiding has a casting vote. Members participating in a meeting by use of technology such as teleconferencing are taken to be present at the meeting.
- A resolution is validly made by the Committee, even if it is not passed at a meeting if:
  - a. a majority of the Committee members gives written agreement to the resolution; and
  - b. notice of the resolution is given under procedures approved by the Committee.

### 16. Evaluation

The Board will develop an annual work plan. The work plan is linked to Board functions, the DDHHS Strategic Plan and Service Agreement, and details the activities to be completed by the Board and its Committee’s during the financial year.

The Committee will be evaluated in terms of its performance against the approved Terms of Reference and the annual work plan through an annual self-assessment process.

### 17. Secretariat

The Secretariat support will be provided by the Darling Downs Hospital and Health Service, Chief Executive Office. The role of the Secretariat is outlined in the Board Operational Guidelines.

## 18. Changes to Charter

These terms of reference may be altered following Committee consultation and endorsement by the Board. These Terms of Reference will be reviewed in June of each year in conjunction with the annual committee performance evaluation.

The Darling Downs Hospital and Health Board Executive Committee was formally approved by the Darling Downs Hospital and Health Board on 23 February 2021.

### Chairperson

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Signature

**Mr Michael Horan AM**

*Chair*

Darling Downs Hospital and Health Board