



BOARD CHARTER

North West Hospital and Health Board



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Authorised by the North West Hospital and Health Board.

Approved by:

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Paul Woodhouse – Chair, North West Hospital and Health Board

REVIEW DATE - This document will be reviewed annually. The next review will be within 1 month of 31 October 2016.



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1. PURPOSE

The board Charter sets out the authority, role, operation, membership, functions and responsibilities of the board of the North West Hospital and Health Service (North West HHS).

The board Charter provides a mechanism for the corporate governance of the North West HHS Board (herein referred to as the board) and the statutory obligations of the North West HHS.

2. ORGANISATION

The North West HHS is an independent statutory body, overseen by the North West HHS Board, with responsibility for providing public hospital and health services to a population of around 34,000 people residing in a geographical area of approximately 300,000 sq. km within north western Queensland and the Gulf of Carpentaria. Communities serviced by the North West HHS facilities include Mount Isa, Burketown, Camooweal, Cloncurry, Dajarra, Doomadgee, Julia Creek, Karumba, McKinlay, Mornington Island, Normanton, Urandangi and Gregory Downs (*see Appendix 1*).

The North West HHS will provide public health services and achieve health system outcomes as defined in the Service Agreement with Queensland Health as the manager of the public hospital system.

The North West HHS is responsible for the direct management of the facilities within the HHS's geographical boundaries including its main referral centre, the Mount Isa Hospital, two multi-purpose health services, three rural/remote hospitals, four primary healthcare centres and five community healthcare centres.

The North West HHS provides a comprehensive range of community and primary health services, including aged care assessment, Aboriginal and Torres Strait Islander health programs; child and maternal health services; alcohol, tobacco and other drug treatment services; home care services; community health nursing, sexual health service, allied health, oral health, mental health and health promotion programs.

3. LEGISLATIVE OBLIGATIONS

The board of North West HHS is responsible for the governance activities of the organisation and derives its authority from the *Hospital and Health Boards Act 2011* (herein referred to as the Act) and the *Hospital and Health Boards Regulation 2012*.

Application of other Acts - the North West HHS is also;

- A statutory body under the *Financial Accountability Act 2009*
- A statutory body under the *Statutory Bodies Financial Arrangements Act 1982*
- A unit of public administration under the *Crime and Misconduct Act 2001*

4. BOARD MANAGEMENT

4.1 Functions

The functions of the Hospital and Health Board are:

1. To establish the 'strategic direction' and oversee the management of the North West HHS.
2. To ensure that the services provided comply with the requirements of the Act and the objectives of the North West HHS.

4.2 Membership

The board comprises of five or more members appointed by the Governor-in-Council on the recommendation of the Queensland Minister for Health (herein referred to as the Minister) pursuant to the Act.

- The Act provides that the board should comprise members with a broad range of skills, expertise and experience to perform its functions effectively and efficiently such as:
 - persons with expertise in health, business, and financial and human resource management
 - persons with clinical and legal expertise
 - persons with skills, knowledge and experience in primary healthcare
 - persons with knowledge of health consumer and community issues relevant to the operations of the Service
 - where relevant, persons from universities, clinical schools or research centres with expertise relevant to the operations of the Service; and
 - persons with other areas of expertise the Minister considers relevant to a Service performing its functions.
- The Minister is obliged to advertise for expressions of interest from suitably qualified persons and consider the expressions of interest received.
- The Governor in Council, on the recommendation of the Minister, may appoint a member to be board chair or deputy chair.
- A member of a board holds office for the term, of not more than 4 years, stated in the member's instrument 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
- The office of a member of a board becomes vacant if the member resigns office by signed notice of resignation to the Minister or is removed from office as a member (s28 of the Act)

4.3 Delegations

Section 30 of the Act provides for delegation by Hospital and Health Boards;

- (1) 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—
 - (a) to a committee of the board if all of the members of the committee are board members; or

- (b) to the executive committee established by the board; or
 - (c) to the health service chief executive.
- (2) The health service chief executive, with the written approval of the board, may sub-delegate a function mentioned in subsection (1) to an appropriately qualified –
- (a) employee of the Hospital and Health Service; or
 - (b) health service employee employed in the department and working for the Service.

- (3) In this section—

Appropriately qualified includes having the qualifications, experience or standing appropriate to the exercise of the power.

Example of standing—

the person's classification level or how senior the person is in the Hospital and Health Service

Important Note:

A Delegations Register must be maintained and must record any such delegations.

4.4 Responsibilities

The board is responsible for setting strategic direction, establishing goals and objectives for the North West HHS, as well as monitoring compliance with current government health policies and directives, while ensuring that adequate and appropriate community consultation is undertaken.

The key responsibilities of the board include to:

- Appoint a chief executive to manage the North West HHS
- Review and approve strategies, goals, annual budgets, and financial plans as designed by the North West HHS in response to community and stakeholder input.
- Monitor financial performance on a regular basis.
- Monitor operational performance on a regular basis including compliance with clinical regulations and standards.
- Ensure that risk management systems are in place to cover all of the North West HHS's key risk areas including operational, financial, environmental and asset related risks.
- Ensure that North West HHS has policies and procedures to satisfy its legal and ethical responsibilities.
- Monitor board reporting on operational, financial and clinical performance.
- Determine the desired culture for the North West HHS to enhance its reputation with the community and stakeholders
- Report to and communicate with the Federal/State/Local governments, the community and other stakeholders on the financial and operational performance of the organisation.

4.5 Relationship to the Minister

- Operational interaction between the board and the Minister will generally be via written communication.
- The Minister may give the board a written direction about a matter relevant to the performance of its functions under the Act.
- The board must comply with a direction given in writing by the Minister.

4.6 Relationship to the Director-General

The relationship between the board and the Director-General is defined by the Service Agreement between the two parties.

4.7 Suspension from office of Board members

The Minister may suspend the member from office for a period not exceeding 60 days by notice in writing to the member

- If the Minister considers it is necessary in the circumstances, the Minister may extend the suspension from time to time by periods not exceeding 60 days, by notice in writing to the member.
- The Minister must advise the member by notice in writing if the Minister ends the member's suspension.

4.8 Removal from office of Board members

The Governor in Council may remove a member from office if—

- (a) the member is or becomes an insolvent under administration under the *Corporations Act*, section 9; or
- (b) the member is disqualified from managing corporations under the *Corporations Act*, part 2D.6; or
- (c) the member has been, or is, convicted of an indictable offence; or
- (d) the member has been, or is, convicted of an offence against this Act; or
- (e) the Minister recommends the removal because the Minister is satisfied the member—
 - (i) has been guilty of misconduct; or
 - (ii) is incapable of performing the member's duties; or
 - (iii) has neglected the member's duties or performed the member's duties incompetently; or
 - (iv) has been absent without permission of the Board from 3 consecutive meetings of which due notice was given.

5. ROLE OF THE BOARD CHAIR

The Board Chair's responsibilities are to:

- Preside over all meetings of the board
- Maintain a regular dialogue and mentoring relationship with the chief executive
- Manage the evaluation and performance of the chief executive and the board
- Inform the Minister about significant issues and events
- Deliver the annual report to the Minister and the community
- Be responsible for leadership of the board and ensure its effectiveness on all aspects of its functions
- Ensure that declarations of conflicts of interest are received and managed according to the prescribed processes (*clause 11 of this Charter*)
- Approve agendas and minutes
- Participate in regular meetings with the secretariat to advise on forward agendas and past minutes and actions, etc.
- Be acquainted with business which is to be discussed at each meeting
- Facilitate meetings, ensuring the board focuses on matters relevant to its function, and considers each matter with appropriate care and propriety
- Manage the timely progression of agenda items during the meeting
- Ensure that the board members are provided reasonable opportunity to contribute to discussion
- Ensure that the board arrives at clear decisions and has the necessary information to undertake effective decision making and actions
- Ensure that decisions are implemented appropriately and outstanding actions are monitored
- Act as the focal point for communication between the board and its committees.
- Take a lead role in developing the board's relationship with other key stakeholders including other HHS board's and internal North West HHS committees and working groups (as appropriate)
- Ensure compliance obligations are fulfilled
- Develop an 'annual work plan' and perform an annual review of the performance of the board and individual members and promote the on-going effectiveness and development of the board.

The Deputy Chair is to act as the Chair—

- (a) during a vacancy in the office of the chair; and
- (b) during all periods when the chair is absent from duty or for another reason cannot perform the duties of the office.

6. ROLE OF THE BOARD MEMBERS

- Comply with the Act, the regulation and this Charter in all the board's proceedings.
- Bring their expertise in support of the board's decision making
- Participate actively and constructively in the board's activities and provide leadership to working groups that may be created
- Attend meetings and prepare for meetings accordingly
- Be acquainted with business which is to be discussed at meetings
- Notify the board chair and the secretariat as soon as practicable if they are unable to attend a meeting
- Ensure that they regularly consult with the community and stakeholders with whom they are associated
- Undertake the board activities delegated to them by the board in a timely and effective manner
- Undertake on-going training required for them to be effective board members.

7. ROLE OF THE CHIEF EXECUTIVE

The board appoints the chief executive and delegates the administrative function of North West HHS to the chief executive and those officers to whom management is delegated.

The appointment of the chief executive is not effective until it is approved by the Minister.

In managing the Service, the chief executive is subject to direction by the North West HHS board.

The chief executive will be accountable to the board for leading the Executive Management Group in making and implementing decisions about North West HHS's business in accordance with board decisions, agreed delegations and the strategic framework set by the board, and in particular ensuring the North West HHS meets its commitments under its Service Agreement.

8. BOARD GOVERNANCE MECHANISMS

8.1 Board meetings

The North West HHS Board will hold meetings as often as the Board considers it necessary to fulfil its obligations (refer clause 8.4.2). In so far as possible an advance annual calendar of board and board committee meeting dates should be set.

The board may also meet on other occasions between scheduled meetings to deal with specific matters as the need may arise.

Board members are expected to attend all board meetings. Under section 28(e) (iv) of the Act the Governor in Council may remove a board member who has been absent without the permission of the board for three consecutive meetings of which due notice was given.

8.2 Delegations

The board is responsible for determining what powers and functions can be performed by the Executive Management Group and other staff on behalf of the board. This is done by way of an 'Instrument of Delegation' which should be reviewed at least annually.

As authorised by section 30(1)(c) the board delegates the responsibility for the day-to-day management of the North West HHS under the Act and the *Financial Accountability Act 2009* (FAA Act) to the chief executive. Under section 30(2) of the Act, the chief executive may sub-delegate the day-to-day running of the North West HHS to appropriately qualified employees of the North West HHS undertaking specific organisational functions and roles.

The chief executive must consult with the board chair on any matters which the chief executive considers are of such a sensitive, extraordinary or strategic nature as to warrant the attention of the board regardless of value. The chief executive manages the North West HHS in accordance with any strategic business plans, agreements and policies approved by the board to achieve the desired goals.

The authorisation thresholds for the control of expenditure and capital commitments have been established and are defined in the Act. Investment or expenditure initiatives, above the chief executive's approval threshold, must be submitted to the board for approval.

8.3 Board Committees

The board may be assisted by various committees, including board and management committees. Under s. 30 of the Act, the board may delegate its functions under the Act or the FAA Act to a committee of the board where all of the members of the committee are board members.

Except to the extent a matter has been specifically delegated to a committee of board members, all committees undertake their roles in an advisory capacity. In that capacity, committees may make recommendations to the Board but their recommendations and deliberations do not bind the board. Each committee is to operate within Terms of Reference to be approved annually by the board. Each committee chair should provide a periodic report on the activities of the committee to the board, and a written annual report on the work undertaken by the Committee during the year.

The Committees to the North West HHS Board are:

- Finance, Audit and Risk Management Committees
- Quality, Safety and Risk Committee
- Engagement Committee
- Business Development Committee
- Executive Committee

8.4 Meeting procedures

8.4.1 Agenda

The secretariat and the chief executive, in conjunction with the board chair, shall draw up an agenda, which shall be circulated to members of the board with any associated papers one week (5) business days before each Board meeting.

8.4.2 Frequency of meetings

Under Schedule 1, section 32, of the Act, meetings of the board are to be held at the times and places the chair decides. The Board Chair may convene a meeting at any time and must convene a meeting if requested to do so by the Minister or a quorum of board members.

8.4.3 Meeting attendance

- It is desirable for members to attend the North West HHS board and/or committees to the board (hereafter referred to as 'Committee') meetings in person and the board may also permit a member to attend a meeting by another means that allows the member to reasonably take part in discussions as they happen, for example - teleconference/videoconference .
- If a member wishes to attend a board meeting by teleconference/videoconference, the member must notify the board chair and the secretariat as far in advance of the meeting as practicable to ensure adequate time is available for organising the teleconference/videoconference facility.

8.4.4 Apologies

- Board members should notify the board chair and the secretariat as soon as possible if they will be unable to attend any particular Meeting of the board (preferably by mail, fax or email).
- The secretariat must notify the board chair of any anticipated difficulties with regard to quorum.

- A member should seek leave of absence from the board if they will be absent for a period of more than one consecutive scheduled meeting of the board.

8.4.5 Proxies

As the board and its committees are delegated functions under the Act and the FFA Act, board members are not permitted to appoint proxies.

8.4.6 Attendees/Other Participants

Invitations to attend meetings of the North West HHS board or board committee may be issued by the board chair or relevant committee chair; however, invited guests do not assume membership or participation in board or committee deliberations or decision-making.

Attendees may be asked to leave the meeting or teleconference for one or more items at the discretion of the board chair.

At the discretion of the chair, guests may be invited to attend a board or board committee meeting to provide expert advice and support to a specific topic raised. Guest attendance at meetings should be limited to the duration of discussion on that specific topic and subject to the direction of the chair.

8.4.7 Quorum

Under s. 32 (Schedule 1) of the Act a quorum of the board is one-half of the members present, or if one-half is not a whole number, the next highest whole number.

This rule must be adopted for all board committees.

8.4.8 Voting

Decisions on agenda items will require a majority of votes. If votes are equal the presiding chair of the meeting has a casting vote.

8.4.9 Out of Session decisions

A resolution is validly made by the board, even if it is not passed at a meeting of the board, if a majority of the members give written agreement to the resolution and notice of the resolution has been given. Out of session resolutions of the North West HHS Board may be circulated and approved via mail, email and facsimile.

8.4.10 Presiding at Board meetings

The board chair will preside over all meetings of the board at which the chair is present. In the event of the board chair being absent, the deputy chair of the board shall preside for the course of that meeting. In the event the deputy chair is also not present, a member of the board chosen by the remaining members is to preside, provided a quorum is present.

8.4.11 Board Meeting Membership

Board meetings are attended by all appointed members and the chief executive of North West HHS, however in accordance with standard governance practice, the board may elect to hold a "board only discussion" prior to or during board meetings without the chief executive in attendance to discuss issues of a sensitive nature, including receiving a report from the chair on the performance of the chief executive.

Members of the Executive Management Group and invited guests may attend board and committee meetings at the request of board members or the chief executive through the board chair.

8.4.12 Minutes of the Board meetings

The board must keep a record of the minutes of its proceedings and any resolutions made.

It is the responsibility of the secretariat to ensure that meetings are serviced, board papers prepared and sent to board members in a timely manner and minutes recorded. Draft meeting minutes will be prepared by the secretariat and approved by the board chair, within one week of the board meeting at which minutes were taken.

The draft minutes will be presented for endorsement by the board at the subsequent board meeting.

8.4.13 Evaluation of meetings

The evaluation at the end of each board meeting will be led by the nominated Board Member. The Board member who is to lead the evaluation for the next meeting will be nominated at the close of each meeting. If the nominated Board Member is not in attendance another board member will be nominated to undertake the evaluation of the board meeting on the day.

8.5 Evaluation of Performance

The board will undertake an annual assessment of its performance, including its performance against the requirements of this Charter 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 this Charter and its committees.

8.6 Confidentiality of Information

All attendees at board or its committee meetings are required, as officers and/or fiduciaries of North West HHS, to keep confidential all information presented to (whether written or oral) or discussed at meetings of the board and/or its committee meetings.

8.7 Media

North West HHS media and communications officers, under the Chief Executive and board chairs direction, shall have direct control over operational media issues.

- Only the board chair, the chief executive and authorised staff may make or authorise, public statements and issue media releases relevant to the functions, performance or affairs of the board or of the North West HHS.
- A board or its committee member who receives an enquiry about operational, customer relations, legal or other matter should invite the inquirer to contact the chief executive and advise the chief executive that the enquiry has been made. Dependent upon the issue the chief executive may notify the board chair.
- A board member who receives an enquiry about an issue of a political or sensitive nature concerning the activities of North West HHS should refer the matter to the board chair or the chief executive.
- Unless a board member has first obtained the approval of the board or board chair to do so, a board member attending a meeting, function or event, for example, in another capacity, should not allow their statements or opinions to be portrayed as representative of North West HHS.

9. ROLE OF THE SECRETARIAT

The role of the secretariat is to:

- Provide a point of reference for communications between the chief executive, management and the board
- Provide the board chair and the chief executive with relevant information and documents in a timely manner
- Liaise with the chief executive and executive management to ensure compliance with all legal, financial, corporate or statutory matters and to ensure the board is properly appraised of relevant matters
- Undertake governance and secretarial duties
- Prepare agenda notices, minutes, action reports and co-ordinate briefing papers relating to board meetings
- Prepare corporate documents such as strategic plan and annual report for the consideration of the board and the publication of such documents once approved by the board
- Coordinate responses to correspondence received from the Minister, the Director-General, local government and other stakeholders and where relevant seek further advice and input from the board chair, the chief executive and the Executive Management Group in preparing responses
- Liaise with the chief executive, the chair, the board and board committees to ensure, as directed by the chair and chief executive from time to time, that the North West HHS is effectively communicating with stakeholders
- Oversee the currency of the website, and update information in a timely manner
- Prepare and distribute agendas, supporting papers and minutes
- Organise the board meetings
- Arrange meetings and venues and advise the members of same
- Manage the technology when members are videoconferencing/ teleconferencing

- Assist with travel bookings for members to attend meetings
- Organise members' attendances and inform the chair of any apologies and where there may be difficulties in achieving the required minimum quorum at the board meetings
- Work with the board chair and chief executive to establish and deliver best practice governance
- Liaise with the chief executive and board chair concerning the relevance and suitability of items for inclusion/non-inclusion in board papers.
- Participate in meetings with the board chair as required regarding forward agendas and past minutes/actions
- Notify relevant stakeholders of board decisions which require their attention or action after approval by the chair (unless it is decided by the chair that a matter is to be communicated directly by the chief executive or otherwise)
- Maintain electronic and written records of the board meetings, resolutions and activities
- Prepare the board induction package and facilitate the induction of newly appointed board members
- Arrange professional development programs for the board members as requested by the board or agreed by the board chair
- Maintain the board's Conflict of Interest register of board members' interests and likely perceived conflicts of interest.

10. MEMBERS' CODE OF CONDUCT

Board members acknowledge that they are individually responsible to actively contribute to all aspects of the board's role and functions.

Board members undertake to:

- Act in a manner consistent with North West HHS's vision, values, priorities and commitments
- Act with honesty and integrity, in accordance with his or her fiduciary duties including confidentiality and the duty to act with reasonable care, skill and diligence and to exercise powers honestly, in good faith and for a proper purpose in the interest of the North West HHS as a whole
- Ensure they do not make improper use of information acquired because of his or her position as a board member to gain, directly or indirectly, an advantage for himself or herself or for another person; or to cause detriment to the North West HHS.
- Adhere to the following ethics principles which are declared to be fundamental to good public administration, namely:
 - a) respect for the law and the system of government
 - b) respect for persons
 - c) integrity
 - d) diligence
 - e) economy and efficiency.

- Board members agree that they will ‘speak with one voice’ as a board, through the chair and the chief executive and will strive to protect the interests of North West HHS as a whole through respecting the confidentiality of all board discussions, unless expressly requested by the board to discuss the matter externally and then only strictly in accordance with the board’s directions.
- Board members will be mindful that when having contact with North West HHS staff or others, they will frequently be regarded as representing the views and decisions of the board, and so must be careful to clearly identify when their views are personal views and not the views of the board. It is also important to ensure that in expressing personal views, board members do not flout their legal and ethical duties to the company, including their duty of confidentiality and their responsibility not to do anything harmful to the interests of the North West HHS.
- Board members agree to strive to help build a strong culture within the board and between board, the chief executive and management based on the importance of openness, honesty, fostering trust and mutual respect and taking individual responsibility for the role and functions of board members. Members are to strive to ensure that board meeting time is used well on matters which are either clearly within the scope of matters which are reserved for the board or are material within the North West HHS context.
- Each member is expected to comply with the board’s minimum member contribution expectations, namely:
 - Attendance at all board meetings (including specially scheduled meetings for strategy and business planning) except with the prior leave of the board, and in any case a board member is regarded as unable to fulfil the expectations of the board if they are absent from 3 or more scheduled meetings in a row without an approved leave of absence;
 - Completion of any scheduled board skills training or professional development (except in extenuating circumstances only);
 - Active participation in and contribution to discussions at board meetings.
- Board members will avoid conflicts of interests with their role as a board member of North West HHS and will not use their position to seek a financial or other advantage for themselves, their family members or associates, or to cause detriment to the North West HHS
- Board members will decline gifts or favours that may cast doubt on their ability to apply independent judgement
- Board members will continue to respect the confidentiality of official information even after ceasing to be the board member of the North West HHS Board.

11. COMMUNICATION PROTOCOL

- The board chair may make reasonable requests for assistance to any member of the Executive Management Group in matters of a work related nature. The board chair must advise the chief executive of any such requests.
- Board members should contact the chief executive, prior to making any contact with an employee of North West HHS for matters of a work related nature.
 - North West HHS employees should generally not make direct contact with the board chair or members without prior discussion with the secretariat or chief executive. Contact with the board should generally be directed through the secretariat or chief executive to the board chair or the chair of the relevant committee to the board, except as required to respond to the board or its committees.
 - Notwithstanding the above, the board chair and members may direct requests regarding administrative support to the chief executive or secretariat.

A board member must not –

- Improperly direct or influence an employee of North West HHS in the exercise of any power or in the performance of any duty or function by that employee.
- Communicate directly or attempt to communicate directly with an employee of North West HHS, to exercise power over the disclosure of information.

12. PECUNIARY INTEREST/CONFLICT OF INTEREST

In addition to the statutory responsibility to act impartially and in the public interest in performing the member's duties, members shall also declare any conflict or likely perceived conflict of interest in any matter coming before the board. These conflicts or likely perceived conflicts of interest are to be registered with the secretariat for inclusion in the North West HHS 'Conflict of Interest - Board Members Register'.

13. 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 should consult with the board chair. The board chair is responsible for determining appropriate action including, where necessary, discussion with the board or board executive, and/or investigation of the concerns raised with due regard to the requirements of the Act.

Where concerns raised relate to the board chair, the concerns should be raised in the first instance with the deputy chair, or if the matter is sufficiently serious, directly with the Minister.

14. INDEMNITIES AND INSURANCE

A member of the board of North West HHS is not personally liable for anything done or omitted to be done in good faith:

1. In the exercise of a power or the discharge of a duty under the Act
2. In the reasonable belief that the act or omission was in the exercise of a power or the discharge of a duty under the Act.
3. Any liability resulting from an act or omission done in good faith attaches to the North West HHS, not the individual member of the board.

The North West Hospital and Health Board members are covered by the Queensland Government Insurance Fund (QGIF) Insurance Policy. This policy is renewed every 12 months.

The North West Hospital and Health Board members are also covered by a commercial 'Management Liability Insurance Policy'. The Queensland Government Insurance Fund (QGIF) indemnifies Queensland Government employees however this additional insurance has been sourced to address any potential gaps for the board members. Should a claim be lodged against board member(s), this insurance will be used if QGIF does not provide adequate insurance/indemnity. This policy must be renewed every 12 months.

Board members should immediately notify the secretariat of any matter of which they become aware that will or may result in a claim or legal liability to the North West HHS which should be notified under the North West HHS insurance or Management Liability Insurance Policy.

15. REVIEW AND PUBLICATION OF THE BOARD CHARTER

The Charter will be reviewed annually by the members of the board and any subsequent revisions will be incorporated before publishing it on the intranet and internet.

Appendix 1

