

CORPORATE GOVERNANCE ATTESTATION STATEMENT **NSW HEALTH PATHOLOGY**

The following corporate governance attestation statement was endorsed by a resolution of the NSW Health Pathology Board at its meeting on 26 August 2019 on the basis that the Chief Executive has conducted all necessary enquiries and is not aware of any reason or matter why the Board cannot give the required attestation.

The Board is responsible for ensuring effective corporate governance frameworks are established for the Organisation but not the day-to-day management of the Organisation. To this end, the Board is satisfied and has received assurances from the Chief Executive that the necessary processes are in place.

This statement sets out the main corporate governance frameworks and practices in operation within the Organisation for the 2018-2019 financial year.

This attestation statement has been reviewed by Internal Audit to ensure the Organisation has implemented and met all necessary requirements. Each section within the attestation statement is supported by relevant and complete documentation, which has been reviewed and signed off by the Chief Audit Executive.


A signed copy of this statement is provided to the Ministry of Health by 31 August 2019.

Signed:



Peter Loxton
Chairperson

Date 26/8/19



Tracey McCosker
Chief Executive

Date 26.8.19.

Standard 1: ESTABLISH ROBUST GOVERNANCE AND OVERSIGHT FRAMEWORKS

Role and function of the Board and Chief Executive

The Board and Chief Executive carry out their functions, responsibilities and obligations in accordance with the *Health Services Act 1997* and the *Government Sector Employment Act 2013*.

The Board has approved systems and frameworks that ensure the primary responsibilities of the Board are fulfilled in relation to:

- Ensuring clinical and corporate governance responsibilities are clearly allocated and understood
- Endorsing the strategic direction for the Organisation and its services
- Monitoring financial and service delivery performance
- Maintaining high standards of professional and ethical conduct
- Ensuring that stakeholders are involved in decisions that affect them
- Establishing sound audit and risk management practices.

Board meetings

For the 2018/2019 financial year, the Board consisted of a Chair, Peter Loxton, and 8 other members appointed by the Health Secretary. The Board met 6 times during this period.

Authority and role of senior management

All financial and administrative authorities have been appropriately delegated by the Health Secretary and Chief Executive (as applicable) with the endorsement of the Board, and are formally documented within a Delegations Manual for the Organisation.

The roles and responsibilities of the Chief Executive and other senior management within the Organisation are also documented in written position descriptions.

Regulatory responsibilities and compliance

The Chief Executive is responsible for and has mechanisms in place to ensure that relevant legislation, regulations and relevant government policies and NSW Health policy directives are adhered to within all facilities and units of the Organisation, including statutory reporting requirements.

The Board has mechanisms in place to gain reasonable assurance that the Organisation complies with the requirements of relevant legislation, regulations and relevant government policies and NSW Health policy directives and policy and procedure manuals as issued by the Ministry of Health.

**Standard 2: ENSURING CLINICAL AND CORPORATE GOVERNANCE
RESPONSIBILITIES ARE CLEARLY ALLOCATED AND UNDERSTOOD**

The Board has ensured that the Organisation has in place frameworks and systems for measuring and routinely reporting on the safety and quality of care provided to the communities the Organisation serves.

These systems and activities reflect the principles, performance and reporting guidelines as detailed in NSW Health policy directive '*Patient Safety and Clinical Quality Program*' (PD2005_608). The Principles underpinning the Patient Safety and Clinical Quality Program as outlined in the Clinical Excellence Commission Directions Statement are:

- Openness about failures
- Emphasis on learning
- Obligation to act
- Accountability
- Just culture
- Appropriate prioritisation of action
- Teamwork and information sharing

A Medical and Dental Appointments Advisory Committee is in the process of being established to review the appointment or proposed appointment of all visiting practitioners and specialists. The Credentials Subcommittee will provide advice to the Medical and Dental Appointment Advisory Committee on all matters concerning the scope of practice and clinical privileges of visiting practitioners or staff specialists. Until such time as the Medical and Dental Appointments Advisory Committee is operational, the Organisation will continue to use the Medical and Dental Appointments Advisory Committees of relevant Local Health Districts.

The Chief Executive has mechanisms in place to ensure that the relevant registration authority is informed where there are reasonable grounds to suspect professional misconduct or unsatisfactory professional conduct by any registered health professional employed or contracted by the Organisation.

Standard 3: SETTING THE STRATEGIC DIRECTION FOR THE ORGANISATION AND ITS SERVICES

The Board has approved a strategic plan for the effective planning and delivery of services to the communities and individuals served by the Organisation. This process includes endorsing a strategic direction for both the Organisation and the services it provides within the overarching goals and priorities of the *NSW State Health Plan*.

Organisational-wide planning processes and documentation are also in place, with a 3 to 5-year horizon, covering:

- a Asset management – Designing and building future-focused infrastructure
- b Information management and technology – Enabling eHealth
- c Research and teaching – Supporting and harnessing research and innovation
- d Workforce development – Supporting and developing our workforce
- e Aboriginal Health Action Plan – Ensuring health needs are met competently

Standard 4: MONITORING FINANCIAL AND SERVICE DELIVERY PERFORMANCE

Role of the Board in relation to financial management and service delivery

The Organisation is responsible for ensuring compliance with the NSW Health Accounts and Audit Determination and the annual Ministry of Health budget allocation advice.

The Chief Executive is responsible for confirming the accuracy of information in the financial and performance reports provided to the Board and those submitted to its Finance and Performance Committee and the Ministry of Health, and that relevant internal controls for the Organisation are in place to recognise, understand and manage its exposure to financial risk.

The Board has confirmed that the Organisation has in place systems to support the efficient, effective and economic operation of the Organisation, to oversight financial and operational performance and assure itself financial and performance reports provided to it are accurate.

To this end, the Board and Chief Executive attest that:

- 1) The financial reports submitted to the Finance & Performance Committee and the Ministry of Health represent the Organisation's financial position and the operational results fairly and accurately, and are in accordance with generally accepted accounting principles
- 2) The recurrent budget allocations in the Ministry of Health's financial year advice align with those allocations distributed to organisation units and cost centres.
- 3) It is assured overall financial performance is monitored and reported to the Finance and Performance Committee of the Organisation.
- 4) Information reported in the Ministry of Health monthly reports reconciles to and is consistent with reports to the Finance and Performance Committee.
- 5) It is assured all relevant financial controls are in place.
- 6) Creditor levels conform to Ministry of Health requirements.
- 7) Write-offs of debtors have been approved by duly authorised delegated officers, as reported by the Director of Finance/Chief Financial Officer.
- 8) The Organisation's General Fund has not exceeded the Ministry of Health approved net cost of services allocation.
- 9) It is assured the Organisation did not incur any unfunded liabilities during the financial year.
- 10) The Director of Financial Operations has reviewed the internal liquidity management controls and practices and they meet Ministry of Health requirements.

The Internal Auditor has reviewed the above ten points during the financial year.

Service and Performance agreements

A written service agreement was in place during the financial year between the Organisation and the Secretary, NSW Health, and performance agreements between the Secretary and the Chief Executive, and the Chief Executive and all Health Executive Service Members employed within the Organisation.

The Board and Chief Executive have mechanisms in place to monitor the progress of matters contained within the Service Agreement and to regularly review performance against agreements between the Secretary and the Chief Executive.

The Finance and Performance Committee

The Board has established a Finance and Performance Committee to assist the Board and the Chief Executive to ensure that the operating funds, capital works funds, resource utilisation and service outputs required of the Organisation are being managed in an appropriate and efficient manner.

The Finance and Performance Committee is chaired by Darren Turner and has the following officers in attendance:

- Tracey McCosker, Chief Executive
- Tony Gilbertson, Executive Director, Finance
- Nick Dunn, Director, Financial Operations
- Tracey Dwyer, Director, Revenue and Process Improvement
- Vanessa Janissen, Executive Director, Strategy and Reform
- Martin Sainsbury, Executive Director, People and Culture
- Michael Symonds, Director, Forensic and Analytical Science Service
- Robert Lindeman, Executive Director, Clinical Operations
- Stephen Braye, Executive Director, Clinical Services
- Vanessa Thomson, Executive Director, Scientific and Technical Strategy
- Alex Eigenstetter, Director, Performance

The Chief Executive attends all meetings of the Finance and Performance Committee unless on approved leave. The Committee met 11 times during this period.

The Finance and Performance Committee receives monthly reports that include:

- Financial performance of each major cost centre
- Liquidity management and performance
- The position of Special Purpose and Trust Funds
- Activity performance against indicators and targets in the performance agreement for the Organisation
- Advice on the achievement of strategic priorities identified in the performance agreement for the Organisation
- Year to date and end of year projections on capital works and private sector initiatives.

Letters to management from the Auditor-General, Minister for Health, and the NSW Ministry of Health relating to significant financial and performance matters are also tabled at the Finance and Performance Committee.

Standard 5: MAINTAINING HIGH STANDARDS OF PROFESSIONAL AND ETHICAL CONDUCT

NSW Health Pathology has adopted the NSW Health Code of Conduct to guide all staff and contractors in professional conduct and ethical behaviour.

The Code of Conduct is distributed to, and signed by, all new staff and is included on the agenda of all staff induction programs. The Board has ensured that systems and processes are in place to ensure the Code is periodically reinforced for all existing staff.

The Board and the Chief Executive lead by example in order to ensure an ethical and professional culture is embedded within the Organisation. Ethics education is also part of the Organisation's learning and development strategy.

The Chief Executive, as the Principal Officer for the Organisation, has reported all known cases of corrupt conduct, where there is a reasonable belief that corrupt conduct has occurred, to the Independent Commission Against Corruption, and has provided a copy of those reports to the Ministry of Health.

For the period the Organisation reported 1 case of alleged corrupt conduct, which was found to be unsubstantiated.

Policies and procedures are in place to facilitate the reporting and management of public interest disclosures within the Organisation in accordance with state policy and legislation, including establishing reporting channels and evaluating the management of disclosures.

For the period the Organisation reported 1 public interest disclosure.

Standard 6: INVOLVING STAKEHOLDERS IN DECISIONS THAT AFFECT THEM

The Board is responsible for ensuring that the needs of all stakeholders (internal and external) are appropriately considered, and conferring with the Chief Executive about how best to support, encourage and facilitate stakeholder and clinician involvement, in the planning of the Organisation's services. The Chief Executive ensures that key stakeholders are provided with access to balanced and understandable information about the Organisation and its proposals.

Key stakeholders of the Organisation include clinical referrers in and external to LHDs, as well as patient consumers. Clinical referrers are consulted through engagement on LHD Medical and Clinical Staff Councils, and directly in relation to key change initiatives. Patients are consulted via representation on the Organisation's Clinical Council.

Information on the key policies, plans and initiatives of the Organisation and information on how to participate in their development are available to staff and to the public at <http://www.pathology.health.nsw.gov.au>.

Standard 7: ESTABLISHING SOUND AUDIT AND RISK MANAGEMENT PRACTICES

Role of the Board in relation to audit and risk management

The Board supervises and monitors risk management by the Organisation and its facilities and units, including the Organisation's system of internal control. The Chief Executive develops and operates the risk management processes for the Organisation.

The Board receives and considers reports of the External and Internal Auditors for the Organisation, and through the Audit and Risk Management Committee monitors their implementation.

The Chief Executive ensures that audit recommendations and recommendations from related external review bodies are implemented.

The organisation has a current Risk Management Plan encompassing both clinical and non-clinical risks. The Plan covers all known risk areas including:

- Leadership and management.
- Clinical care.
- Health of population.
- Finance.
- Fraud prevention.
- Information Management.
- Workforce.
- Security and safety.
- Facilities and asset management.
- Emergency and disaster planning.
- Community expectations.

Audit and Risk Management Committee

The Board has established an Audit and Risk Management Committee, with the following core responsibilities:

- to assess and enhance the Organisation's corporate governance, including its systems of internal control, ethical conduct and probity, risk management, management information and internal audit
- to ensure that appropriate procedures and controls are implemented by management to provide reliability in the Organisation's financial reporting, safeguarding of assets, and compliance with the Organisation's responsibilities, regulatory requirements, policies and procedures
- to oversee and enhance the quality and effectiveness of the Organisation's internal audit function, providing a structured reporting line for the Internal Auditor and facilitating the maintenance of their independence
- through the internal audit function, to assist the Board and Chief Executive to deliver the Organisation's outputs efficiently, effectively and economically, so as to obtain best value for money and to optimise organisational

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- performance in terms of quality, quantity and timeliness; and
 - to maintain a strong and candid relationship with external auditors, facilitating to the extent practicable, an integrated internal/external audit process that optimises benefits to the Organisation.
 - to maintain a current Charter outlining its roles and responsibilities to the Organisation.

The Audit and Risk Management Committee met 6 times during the financial year.

The Audit and Risk Management Committee provides advice to the Chief Executive with respect to the financial reports submitted to the Finance and Performance Committee.

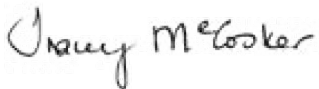
Qualifications to the governance attestation statement

Item:

Qualification

Progress

Remedial Action



[Signed – Tracey McCosker, Chief Executive]



[Signed – Vanessa Janissen, Chief Audit Executive]