Health Administration Act 1982
Section 126C
NSW Health Pathology Board
INSTRUMENT OF APPOINTMENT

I, MARY FOLEY, Director-General of the NSW Ministry of Health, pursuant to section 126C of the Health Services Act 1997, do by this instrument hereby appoint those persons listed below as members to the NSW Health Pathology Board for the period commencing from the date of this instrument up to and including 30 November 2014.

- Dr Stephen Flecknoe-Brown
- Dr Kerry Chant

Further, pursuant to the provisions of section 126C of the Health Services Act 1997, I hereby appoint Dr Stephen Flecknoe-Brown as the Chairperson of the NSW Health Pathology Board, effective for his period of appointment as a member.

The Chair and each member are to conduct themselves in accordance with the determination of the Director-General establishing the Board, the rules and procedures of the Board, the NSW Health Code of Conduct and any Confidentiality Undertaking in respect of the Board's affairs.

Signed this 8th day of Nov. 2012.

[Signature]

Dr Mary Foley
Director-General
NSW Ministry of Health
Establishment of Board
1. To establish an appointed body called the **NSW Health Pathology Board** to commence from the date of this instrument.

Operations and Functions
2. The Board is to operate, and undertake such functions as may be determined by the Director-General from time to time. The role of the Board is shown at the end of this document.

Membership of Board
3. The Board is to consist of up to 9 members, appointed by the Director General, and made up of:
   (i) Independent Chairperson;
   (ii) one member being a representative of the Ministry of Health Executive
   (iii) two members being LHD Board representatives or senior executive (1 rural, 1 metro);
   (iv) two members being pathology network directors;
   (v) one member being a Medical Scientist;
   (vi) two additional members with related experience:
       - Significant clinical experience
       - A recognised reputation in health related research
       - Expertise and experience in business management and/or financial management

Chairperson
4. The Chairperson of the Board is taken to have vacated office as Chairperson if the person:
   (i) resigns as Chairperson by instrument in writing to the Director-General; or
   (ii) ceases to be a member of the Board; or
   (iii) is removed as Chairperson by the Director-General.

5. The Director-General may, from time to time, appoint a member to act in the office of Chairperson of the Board during the illness or absence of the Chairperson, and the member, while so acting, has all the functions of the Chairperson and is to be taken to be the Chairperson. The Director-General may remove a person as acting Chairperson at any time.

Members
6. A member of the Board is taken to have vacated his or her position if the member:
   (i) has his or her appointment revoked by the Director-General; or
   (ii) resigns his or her appointment by instrument in writing to the Director-General, or
   (iii) completes a term of appointment and is not re-appointed, or
   (iv) dies, or
(v) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit, or
(vi) becomes a mentally incapacitated person, or
(vii) is convicted in New South Wales of an offence which is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable

Disclosure of pecuniary interests and other information

7. A member:
(i) who has a direct or indirect pecuniary interest in a matter being considered or about to be considered at a meeting of the Board, and
(ii) whose interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter, must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board.

8. A disclosure by a member at a meeting of the Board that the member:
(i) is a member, or is in the employment, of a specified company or other body, or
(ii) is a partner, or is in the employment, of a specified person, or
(iii) has some other specified interest relating to a specified company or other body or to a specified person,
is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under this clause.

9. Particulars of any disclosure made under this clause are to be recorded by the members in a book kept for the purpose and that book is to be open at all reasonable hours to inspection by an officer of the NSW Ministry of Health authorised by the Director-General for that purpose.

10. After a member has disclosed the nature of an interest in any matter, the member must not, unless the Director-General or the other members otherwise determine:
(i) be present during any deliberation of the Board with respect to the matter, or
(ii) take part in any decision of the Board with respect to the matter.

11. For the purposes of the making of a determination by the members under subparagraph 4.4, a member who has a direct or indirect pecuniary interest in a matter to which the disclosure relates must not:
(i) be present during any deliberation of the other members for the purpose of making the determination, or
(ii) take part in the making by the other members of the determination.

12. A member must immediately notify the Director-General if charged with a criminal offence carrying a maximum penalty of 12 months or more imprisonment

13. A contravention of this clause does not invalidate any decision Board.

Conduct of Board members

14. Each member must agree to comply with the NSW Health Code of Conduct and to sign a confidentiality undertaking in relation to the Board's affairs.
Procedure

15. The appointed or acting Chairperson, when present, is to preside at meetings of the Board.

16. A quorum for a meeting of the Board is to be the majority of appointed members;

17. A decision supported by the votes of a majority of members cast at a meeting of the Board at which a quorum is present is the decision of the Board.

18. Minutes are to be kept of all meetings of the Board. A motion for the confirmation of minutes is to be put to the next meeting of the Board and no business is to be transacted until the Minutes of the previous meeting have been confirmed or otherwise disposed of.

19. Subject to paragraphs 5 to 18, the Board is to determine its procedure.

Signed the 8th day of Nov 2012

Dr Mary Foley
Director-General
NSW Ministry of Health
Role of the Board:

The role of the NSW Health Pathology Board is to:

- Provide effective and ethical governance of NSW Health Pathology for the provision of sustainable, responsive, efficient and high quality services.
- Endorse the strategic direction and plan for NSW Health Pathology and NSW Forensic and Analytical Science Service and make decisions for the collective benefit of the public health system
- Determine the values that will underpin the strategic direction and ensure they are embedded into the organisation’s culture.
- Approve and monitor compliance with the Annual Operations Plans
- Oversee the operational and financial performance of NSW Health Pathology and ensure appropriate internal controls and systems are in place
- Ensure effective clinical and capital planning in NSW Health Pathology which also aligns to NSW Health’s strategic goals
- Ensure a robust risk management framework is established and monitor the effectiveness of risk management systems for NSW Health Pathology
- Ensure NSW Health Pathology maintains effective compliance and quality standards for accreditation and supports innovation to achieve best practice within its services.
- Review and evaluate present and future opportunities, threats and risks in the external environment and identify appropriate responses to maximise the position of NSW Health Pathology.
- Ensure an appropriate focus and accountability in regard to meeting the needs of all stakeholders
- Oversee the work of Board Sub-committees and attend to the recommendations of those sub-committees