Updated NSW Health Pathology Board Charters

For Decision / Discussion / Noting

Author of Board Paper: Vanessa Janissen Date of Board Meeting: 28 March 2013

Purpose of Board Paper:

To provide the updated charters for the Board and related subcommittees amended as requested at the inaugural meeting.

Key Issues:

Amendments made to the Board Charter (Attachment A) and the Clinical Council Charter (Attachment B).

Note amendments are underlined.

Recommendation:

That the Board endorses the updated Charters for distribution to all members.

Approved By

Tracey McCosker: Date: 22/03/13
Steve Flecknoe-Brown: Date: 22/03/13
NSW Health Pathology Board Charter

Background:

The Director General’s report on the Future Arrangements for the Governance of NSW Health (Aug 2011) identified the potential for an integrated Pathology service. The NSW Health Pathology Initiative team established a business model for the transition of Pathology services into a single integrated entity to be governed by a Board appointed by the Director General. Section 126B(4) of the Act allows the Director General to delegate these powers to an appointed person or body, thus the Director General is able to establish a Board for the purpose of governance oversight of NSW Health Pathology. There is no express provision in the legislation for the appointment of governing committees or Boards to administer the HAC entities. The Director General can therefore determine the number of Board members, the skill mix, appointment, tenure, and issue directions or guidance on their roles and duties. The Board will have a governing role however the Director General will continue to be responsible for employing the staff of NSW Health Pathology, including the Chief Executive, under the provisions of the Health Services Act 1997. Through the consultation process undertaken to form NSW Health Pathology agreement has been reached on the Board membership. This membership has been approved and enacted through Instrument of Constitution under Section 126C of Health Services Act 1997. This Charter will outline the operation of this Board.

Function

As approved by the Director General, the NSW Health Pathology Board will have the following functions:

i. To ensure effective and comprehensive corporate and clinical governance frameworks are established to support the maintenance and improvement of standards and quality of services provided by NSW Health Pathology and to approve those frameworks;

ii. To approve systems to support the efficient and economic operation of NSW Health Pathology;

iii. To provide strategic oversight of and monitor NSW Health Pathology’s financial and operational performance in accordance with the objectives and measures set by the Director-General from time to time;

iv. To liaise with the Chief Executives of local health districts and specialty network governed health corporations in relation to the quality and price of the services provided by NSW Health Pathology;

v. To liaise with, and receive advice and feedback from the NSW Health Pathology Clinical Council;

vi. Ensure systems are in place to support and maintain close integration of pathology services and the clinical services provided by local health districts and specialty networks, including arrangements for pathologists to participate as members of the clinical community of local health districts and specialty networks;

vii. Ensure that robust financial and other internal reporting mechanisms are in place which provide adequate, accurate and timely information about NSW Health Pathology to the Board and the NSW Ministry of Health;

viii. To encourage and ensure appropriate contribution of NSW Health Pathology to teaching & research within the public hospital and public health systems,

ix. To ensure the development of NSW Health Pathology workforce through improved opportunities for training and career paths.

x. Provide such advice to the Director-General on the provision and integration of pathology services within NSW Health as requested from time to time.
Conduct of Board meetings

1. Ordinary meetings of the Board
   i. The Board is to hold ordinary meetings at times and places determined by the Board.
   ii. At least 6 ordinary meetings are to be held in any 12 month period and these meetings are to be held at regular intervals.
   iii. Written notice of any ordinary meeting of the Board is to be given at least 7 days before the meeting.
   iv. Written notice is to be given by the Chief Executive or by another person authorised by the Board to give notice. Written notice is to be given to all members and persons invited to attend the meeting by the Board.
   v. The written notice to the member is to be accompanied by the following:
      a. a copy of the agenda for the meeting;
      b. a copy of the minutes of the previous ordinary meeting of the Board if a copy has not previously been distributed to members;
      c. a copy of the minutes of any special meeting of the Board held since the last ordinary meeting of the Board, if a copy has not previously been distributed to members; and
      d. a copy of the minutes of any meeting of a committee of the Board held since the last ordinary meeting of the Board, if a copy has not previously been distributed to members.

2. Special Meetings of the Board
   i. A special meeting of the Board can be called by the Chief Executive:
      a. at the direction of the Chairperson, or;
      b. within 48 hours of receipt by the Chief Executive, of a written request for a special meeting signed by at least 3 members of the Board.
   ii. A special meeting is to be held not later than 7 days after receipt by the Chief Executive of a request referred to in section 7(1) or as specified in the direction or request.
   iii. The Chief Executive is to give at least 24 hours notice of a special meeting to each member and each person invited to attend the meeting by the board.
   iv. Notice of a special meeting is to specify the business to be considered at that meeting.
   v. Only business specified in the notice of special meeting is to be considered at the special meeting.
3. Attendance at Board Meetings
   i. The Chief Executive of the NSW Health Pathology is to attend all Board meetings as an ex-officio member. The Chief Executive may nominate a person to attend Board meetings in his/her absence.
   ii. The Board or the Chairperson of the Board may invite other persons to attend meetings of the Board as appropriate to matters being considered at the meeting.
   iii. The Board may exclude any person (other than a member) from attending any meeting or part of a meeting.

4. Minutes of the Board
   i. The Chief Executive is to ensure that minutes are kept of all meetings of the Board.
   ii. A motion for the confirmation of minutes of a meeting is to be put to the next ordinary meeting.
   iii. No business is to be transacted until the minutes of the previous meeting have been confirmed or otherwise disposed of.

5. Decisions of the Board
   i. Decisions of the Board are to be stated in the minutes of the meeting at which they were decided.
   ii. The Board is to make available to staff of the NSW Health Pathology, information concerning the decisions of the Board, except where the Board considers that it is inappropriate to disclose that information.
   iii. The Board may make available to the public, information concerning the decisions of the Board except where the Board considers that it is inappropriate to disclose that information.

6. Rescission
   i. The Board may at any ordinary or special meeting vary or rescind any resolution carried at any previous meeting of the Board only if the motion to vary or rescind the resolution has been included in or with the notice of the meeting.
   ii. If a motion to vary or rescind a resolution is considered at a meeting of the Board and is not carried, the motion is not to be re-considered by the Board during a period of 3 months from the date of the meeting.

7. Quorum
   i. A quorum shall consist of a majority of voting members.

Appointment, Term and Remuneration

8. The Director-General will appoint members to the board in accordance with the Instrument of Constitution.

9. A member of the Board holds office for such period (not exceeding 5 years) as is specified in the member’s instrument of appointment, but is eligible (if otherwise qualified) for re-appointment.

10. The Director-General may terminate the appointment of a member of an appointed body at any time for any or no reason by notice in writing to the member.

11. A member of an appointed body is entitled to such fees and allowances as the Director-General may determine from time to time.
Board Committees

12. Establishing Board Committees
   i. The Chairperson of the Board is to establish committees and councils to provide
      advice or other assistance to enable the Board to perform its duties.
   ii. The committees are to include:
        (a) Audit and Risk Management Committee;
        (b) Finance and Performance Committee;
        (c) Pathology Clinical Council; and such other committees as may be determined
            by the board.

13. Audit and Risk Management Committee
   i. The establishment of the Audit and Risk Management Committee must comply with
      the requirements of the Accounts and Audit Determination for Public Health
      Organisations and relevant policy directives as issued by the Ministry of Health from
      time to time.

14. Finance and Performance Committee
   i. The establishment of the Finance and Performance Committee must comply with
      requirements of the Accounts and Audit Determination for Public Health
      Organisations and relevant policy directives as issued by the Ministry of Health from
      time to time.

15. Committee chairpersons and secretaries
   i. The Board is to appoint a chairperson of each committee established under this part.
   ii. For the Audit and Risk Management Committee, the Chair and the majority of
       members must be independents appointed in compliance with the requirements of
       the Accounts and Audit Determination and relevant policy directives as issued by the
       Ministry of Health from time to time.
   iii. The Board shall appoint a person to act as secretary of each committee.

16. Functions of Committees
   i. A committee is to provide advice or other assistance on issues as requested by the
      Board.
   ii. Terms of Reference shall set out the role and function of any committee established
       by the Board.
   iii. The Chairperson of the Board is to appoint at least one member of the senior staff of
       the NSW Health Pathology to each committee (other than the Audit and Risk
       Management Committee).
   iv. The Board may appoint any other person as a committee member, subject to any
       corporate governance guidelines issued by the Ministry of Health from time to time.
   v. The Board may remove any committee member, subject to any corporate
      governance guidelines issued by the Ministry of Health from time to time.
NSW Health Pathology Board Charter

17. Term of Office for Committees
   i. Any Board member appointed to a committee by the Board holds office for such period as the Board may determine, or until the person's appointment as a member of the Board expires and is not renewed; or until the office is otherwise vacated, whichever occurs first.
   ii. Any other person appointed to a committee by the Board holds office for such period as the board may determine or until the office is otherwise vacated, whichever occurs first.

18. Notice of Meetings for Committees
   i. The chairperson of a committee, or a person authorised by the chairperson to do so, is to give written notice of a meeting to each committee member at least 7 days prior to the meeting.

19. Special Meetings of Committees
   i. When the chairperson of a committee considers that a matter is of such urgency that a special meeting of a committee should be held the chairperson may request the Chairperson of the Board to give written approval to the conduct of such a special meeting. The written approval of the Chairperson of the Board may determine, subject to this clause and these procedures, the business and conduct of such a special meeting.
   ii. A special meeting shall be held, if approved, at least 48 hours but not later than 7 days after receipt by the Chairperson of the Board of such a request.
   iii. The chairperson of a committee is to ensure that at least 24 hours notice is given of a special meeting to every member of the committee and each person invited to attend the meeting.
   iv. Notice of a special meeting is to specify the business to be considered at that meeting.
   v. Only business specified in the notice of a special meeting is to be considered at the special meeting.
   vi. Each provision of this clause shall be subject to any corporate governance guidelines issued by the Ministry of Health from time to time.

Approved By

Tracey McCosker: [Signature] Date: 22/03/2013
Steve Flecknoe-Brown: [Signature] Date: 22/03/2013

Date Endorsed / /
1. Objectives of the Clinical Council
   - Advise on the development and implementation of Pathology and Forensic Medicine related strategies, policies and programs that support effective provision of patient care within Local Health Districts
   - Advise on the development and operation of a clinical quality framework within NSW Health Pathology
   - Advise the Board, the CEO and Executive Team of NSW Health Pathology on matters pertaining to clinical policy and service development as they relate to the provision of patient care within Local Health Districts
   - To encourage and ensure appropriate contribution of NSW Health Pathology services for teaching and research within the public hospital and public health systems.
   - To encourage appropriate links between NSW Health Pathology and agencies within the NSW Ministry of Health to ensure the provision of public health services and research at a local, state, national and international level.

2. Roles and Responsibilities
   The business of the Clinical Council will involve providing advice on:
   - The development of clinical policy within Pathology and Forensic Medicine;
   - The clinical services strategic plan for NSW Health Pathology;
   - Strategies to improve the quality, safety and efficiency of patient care
   - State-wide specialist or reference services including consideration of future developments in technology and innovation;
   - Service delivery strategies as determined by NSW Health Pathology Executive;
   - Major new and emerging clinical technology strategies;
   - Other matters referred to the Council, consistent with its purpose.

3. Membership
   Core Membership will comprise:
   - Chair of Board of NSW Health Pathology
   - Chief Executive of NSW Health Pathology
   - Directors of Pathology Networks
   - Director of Forensic and Analytical Services Science
   - Chief Pathologist
   - Chief Laboratory Scientist
   - Representation from ACI and CEC
   - One clinical member per LHD and speciality networks
   - Community member from the Consumer Health Forum

Membership from LHDs and speciality networks will be sought through 'peer selected' nominations by clinicians from Local Health Districts and endorsed by the Board of NSW Health Pathology. Membership will balance rural/remote, university/community to tertiary services and may include a range of professions and skills including scientific, nursing, allied health, other medical and academic/professional.
Ex officio members will be appointed as members of the Committee for as long as they hold their primary office. They may, with the consent of the Chair, nominate a suitably qualified delegate to attend.

The Committee will be chaired by the Chief Pathologist of NSW Health Pathology

4. Appointment and Term
Members will be initially appointed by the Director General of NSW Health for an initial period of up to twelve months. After which members will be appointed by the NSW Health Pathology Board for a period of two years, with an option of automatic renewal for a further two years, provided attendance at Committee meetings has been satisfactory (i.e. more than 60% of meetings attended). Casual vacancies may be filled by nomination by the Committee in consultation with the Chief Executive Officer.

5. Invitees
Persons with particular skills may be either:

- Co-opted onto the committee by resolution (as a voting member) or
- invited to attend the committee by the Chairperson (as a non-voting member)

6. Review
The terms of reference, membership and roles and performance will be reviewed after 12 months following the implementation of NSW Health Pathology. Modifications to the Terms of Reference will require approval of the Board of NSW Health Pathology.

7. Secretariat
The secretariat will be provided by NSW Health Pathology.

The agenda, meeting papers and minutes will be provided to members in a timely manner. Meetings venues will be advised by the Secretariat

8. Recording of Minutes
Minutes of Committee meetings will record matters discussed, decisions taken and actions required (including responsible persons and follow-up details). Detailed discussion will only be recorded upon specific request at the time. Minutes will be published within seven days of the relevant meeting.

9. Relationships and Accountability
Referral notes may be received from any relevant committee or management structure, and should be directed to the Chairs, with a copy to the Secretary.

Decisions and recommendations arising from the Committee should be sent to the NSW Health Pathology Executive. The Committee formally reports to the NSW Health Pathology Board.
10. Frequency, Time and Location of Meeting
The Committee will meet a minimum of four times per year on dates agreed by its members. Location determined by the Committee and teleconferencing will be available for rural/remote members. Meeting length will be determined by the agenda items. The agenda will be confirmed prior to each meeting. Extraordinary meetings may be scheduled at the request of the Chair.

11. Structure and reporting
The Committee will provide meeting reports to the Board of NSW Health Pathology with an Annual Report to be published externally.

12. Evaluation
The activities of the Committee will be internally reviewed annually, the results of that review being presented as an annual report to the NSW Health Pathology Executive Team. Criteria for evaluation will be developed by the Committee, in consultation with the NSW Health Pathology Executive Team.

13. Contact Details
Any matters in relation to the operation of the Committee are to be referred to the Chief Pathologist, NSW Health Pathology

14. Executive Sponsor
Executive Sponsor will be Chair of Board for NSW Health Pathology

Approved By

Tracey McCosker: Date: 22/03/2013
Steve Flecknoe-Brown: Date: 22/03/2013

Date Endorsed / /