

# West Moreton Hospital and Health Board

## Board Charter

### OVERVIEW

#### 1. Introduction

West Moreton Hospital and Health Service (**West Moreton Health**) was established on 1 July 2012 pursuant to the *Hospital and Health Boards Act 2011* (the **HHBA**).

According to the HHBA, West Moreton Health's main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for West Moreton Health.<sup>1</sup> West Moreton Health also has a number of other functions, as set out in section 19(2) of the HHBA.

The West Moreton Hospital and Health Board (the **Board**) controls West Moreton Health.<sup>2</sup> Its authority to govern West Moreton Health comes via the HHBA.

In performing this role, the Board aspires to excellence in governance standards. The Board endorses the ASX Corporate Governance Council Corporate Governance Principles and Recommendations and the Queensland Government Corporate Governance Guidelines for Government Owned Corporations insofar as they can be applied to a statutory body such as West Moreton Health.

#### 2. Purpose and Structure of this Charter

The purpose of this Charter is to clearly outline the respective roles and responsibilities of the Board, its members, the Chair, the Deputy Chair, the Corporate Secretariat and the Chief Executive. It also sets out the key functions of the Board and the processes used by the Board to fulfil its role, responsibilities and functions.

This Charter is divided into four main sections, aligned with recommendations made by Australian governance experts, Geoffrey Kiel, Gavin Nicholson, Jennifer Ann Tunny and James Beck, in *Directors at Work: A Practical Guide for Boards* as to the areas where boards should discuss and define their policies:

- Part A: Defining Governance Roles
- Part B: Key Board Functions
- Part C: Board Processes
- Part D: Board Effectiveness.

This Charter will be periodically reviewed to maintain its alignment with excellence in governance standards and compliance with legislation, policy and best practice.

In the event that this Charter is inconsistent with the HHBA (including schedules to the HHBA and/or the *Hospital and Health Board Regulation 2012* (the **Regulation**), the HHBA and/or the Regulation prevails.

<sup>1</sup> HHBA, section 19(1).

<sup>2</sup> HHBA, section 22.

## PART A: DEFINING GOVERNANCE ROLES

### 3. Board Composition

The Board consists of five or more members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister.

Sections 23 and 24 of the HHBA specify who the Minister may recommend to be on a hospital and health board, and the process that the Minister must follow before making such a recommendation.

### 4. Role of the Board

The Board controls West Moreton Health<sup>3</sup>.

While the Board retains this responsibility, it has delegated its power and authority to manage and supervise the management of the day to day operations of West Moreton Health to the Chief Executive.

The matters set out in Part B: Key Board Functions are specifically reserved for consideration and approval by the Board.

### 5. Role of Board Members

#### Duties and obligations

All Board members must comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Board members. These include fiduciary duties to:

- Act honestly and to exercise powers for their proper purposes
- Avoid conflicts of interests
- Act in good faith
- Exercise diligence, care and skill.

The publications *Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities (Welcome Aboard)* and the *Handbook for Queensland Hospital and Health Boards (HHB Handbook)* describe these duties in more detail.

The HHBA also requires members to act impartially and in the public interest in performing their duties.<sup>4</sup>

#### Conflicts of Interests

Board members must act ethically and observe the highest standards of behaviour and accountability to support the continuation of public trust in the government.

*Welcome Aboard* states that ‘members of government boards should avoid actual or potential conflicts between their duties to the government board and their personal interests or their duties to others. Members of government boards should also be aware of possible perceived conflicts of interest.’

Schedule 1, section 9 of the HHBA outlines the way in which the Board and its committees are to deal with disclosures of interests at meetings.

The *Conflict of Interest Guideline: Operational Guidance for Hospital and Health Boards* produced by the Office of Health Statutory Agencies provides guidance for managing conflicts of interest.

---

<sup>3</sup> HHBA, section 22.

<sup>4</sup> HHBA, section 31.

All Board members must comply with West Moreton Health's processes for the declaration, variation and management of interests.

A Board member must not have access to information of the Board in relation to a matter in which he or she has a conflict of interest, unless otherwise authorised by the Chair (or Deputy Chair in circumstances where it is the Chair that has the conflict of interest).

From time to time a Board member may also be an employee or other service provider of West Moreton Health ("Employee Member"). This may give rise to potential conflicts of interest which need to be managed carefully. If, prior to a Board or Committee meeting, information is to be provided to Board members that may have a direct impact on the status or obligations of an Employee Member, the Chief Executive must discuss with the Chair what information is to be withheld from the Employee Member until the Chair or the Board expressly decides that the information is to be provided to the Employee Member. If, during a Board or Committee meeting, a potential conflict of interest of the Employee Member is raised, the Board or Committee will proceed in accordance with HHBA, Schedule 1, section 9.

Board members are eligible under the *Integrity Act 2009* to ask the Queensland Integrity Commissioner's advice on an ethics or integrity issue, including conflicts of interest.

### Confidentiality

Board members must keep all Board discussions and deliberations confidential. Similarly, all confidential information received by a Board member because they are or have been a Board member must be kept confidential and the Board member must not improperly use that information to gain an advantage for themselves or someone else or to cause detriment to West Moreton Health.

### Board solidarity

Individual Board members are responsible collectively for, and should support and adhere to, all Board decisions. If however a member votes against the passing of a resolution, the member may ask for their dissent to be recorded, in which case it must be recorded in the minutes of the meeting that the member voted against the resolution.<sup>5</sup> A member present at the meeting who abstains from voting is taken to have voted for the negative<sup>6</sup>.

### Code of conduct

Board members are subject to the *Code of Conduct for the Queensland Public Service* and must uphold the ethics principles, values, and standards of conduct set out in that code.

### Storage of information

Board members must ensure that all confidential or sensitive information is stored securely and otherwise in accordance with the requirements of the *Public Records Act 2002*. Board members must notify the Chair if they believe that confidential or sensitive information has been accessed by anyone other than the Board member.

### Board meeting attendance and preparation

Board members are expected to:

- Attend and participate in all scheduled meetings, but in any event no less than 80% of scheduled meetings
- Be familiar with the agenda and past minutes
- Invest appropriate time to read and understand the Board papers
- Come to meetings prepared and ready to contribute
- Undertake tasks assigned to them in a timely manner and report back on completion and outcomes of actions
- Familiarise themselves with their roles and responsibilities.

---

<sup>5</sup> HHBA, Schedule 1, section 7(3).

<sup>6</sup> HHBA, Schedule 1, section 6(3)

**Media**

Interaction with the media is to be in accordance with [West Moreton Health's Media Policy](#).

**Social Media**

Board members are covered in the scope of [West Moreton Health's Use of Social Media in the Workplace Policy](#) as it relates to their capacity as a Board member.

**6. Role of the Chair and Deputy Chair**

Section 25 of the HHBA provides for the appointment of the Chair and Deputy Chair.

The role of the Chair includes:

- Setting the Board agenda
- Facilitating the flow of information and discussion
- Conducting Board meetings and other business
- Ensuring the Board operates effectively
- Liaising with and reporting to the Minister on behalf of the Board
- Leading reviews of Board and organisational performance
- Inducting and supporting Board members.

The Deputy Chair is to act as Chair during a vacancy in the office of the Chair, and during all periods when the Chair is absent from duty or for another reason cannot perform the duties of the office.<sup>7</sup> This includes chairing Board meetings in the absence of the Chair. The Deputy Chair shall also provide support to the Chair and undertake other duties as required by the Chair or the Board.

**7. Role of the Corporate Secretariat**

The Corporate Secretariat is accountable directly to the Board, through the Chair, on all matters related to the proper functioning of the Board.

The Corporate Secretariat is responsible for:

- Organising Board meetings and Board member attendance
- Coordinating the completion and dispatch of Board agendas, Board papers and briefing papers
- Preparing minutes of meetings and resolutions of the Board
- Communication with the Office of Health Statutory Agencies
- Preparing induction materials for incoming Board members
- Providing a point of reference for communications between the Board and the Executive
- Overseeing all correspondence specifically addressed to the Board or Board members in this capacity
- Advising the Board on good governance practices and adherence to applicable laws and Board and Committee charters and procedures.

All members have direct access to the Corporate Secretariat for advice and services relating to the operation of the Board and the Corporate Secretariat has direct access to Board members.

---

<sup>7</sup> HHBA, section 25(6).

## 8. Role of the Chief Executive

The Chief Executive is responsible for managing and supervising the management of the day to day operations of West Moreton Health. In performing this role, the Chief Executive is subject to the direction of the Board.<sup>8</sup>

The Chief Executive must also fulfil his or her functions under the HHBA and any other legislation or regulation.

In the event that this Charter is inconsistent with the Chief Executive's contract of employment, the contract of employment prevails.

## PART B: KEY BOARD FUNCTIONS

The model developed by Robert Tricker to illustrate the role of an organisation's board is used to guide the functions of the West Moreton Hospital and Health Board:



Source: Robert I. Tricker., 1994, *International Corporate Governance: Text Readings and Cases*, New York: Prentice Hall, p.149.

## 9. Strategy Formulation

The Board is responsible for setting the strategic direction of West Moreton Health, including through:

- Developing (in conjunction with the Executive), approving and periodically reviewing the strategic plan for West Moreton Health
- Approving West Moreton Health entering into the service agreement with the Director-General, and approving subsequent amendments to that service agreement
- Approving the annual budget
- Setting performance goals for West Moreton Health
- Decision-making in relation to significant strategic initiatives or matters of a sensitive or extraordinary nature
- Decision-making in relation to matters not otherwise delegated to the Chief Executive
- Assessing and determining whether to accept risks outside of the risk appetite set by the Board
- Ensuring West Moreton Health has the resources necessary to achieve goals, monitor progress and report outcomes.

<sup>8</sup> HHBA, Section 33(4).

## 10. Policy Making

The Board is responsible for setting the boundaries, or policies, within which West Moreton Health must operate.

### Policies

Major policies requiring Board approval include:

- Policies of a governance nature where:
  - Compliance, enforceability and/or reliance on for legal proceedings is required; and
  - the Policy will bind the Chief Executive and/or authority of the Board is desired
- Delegations Policy
- Risk Management Policy
- Procurement and Contract Management Policy
- A Just Culture
- Media Policy
- Compliance Management Policy
- Corrupt Conduct of the Chief Executive or a Board Member Policy

The Board is also responsible for setting the risk appetite within which the Chief Executive is expected to operate, and for determining the procedures and protocols that will apply to the Board's operations.

### Delegations of Authority

The Board is responsible for determining which of its powers and functions will be delegated to the Chief Executive. This is generally documented by way of an Instrument of Appointment signed by the Chair pursuant to a Board resolution, although other powers and functions may be delegated on an ad-hoc basis by Board resolution.

## 11. Accountability

The Board is accountable for the performance of West Moreton Health.

In fulfilling this function, the Board will:

- Approve the annual financial statements and the annual report for West Moreton Health
- Approve the annual Service Delivery Statement for West Moreton Health
- Report to the Minister on the performance of West Moreton Health as required
- Cause a summary of the key issues discussed and decisions made in each Board meeting to be made available to health professionals working in West Moreton Health, and to consumers and the community, subject to the Board's obligations relating to confidentiality and privacy.<sup>9</sup>

The Board is also committed to meaningful ongoing engagement with the West Moreton community and consumers of West Moreton Health's services and will ensure that policies, strategies and reporting are in place to deliver on this commitment.

## 12. Monitoring and Supervising

The Board's monitoring and supervising functions include:

- Overseeing the implementation of West Moreton Health's strategic plan and other decisions of the Board

---

<sup>9</sup> This is a requirement of West Moreton Hospital and Health Service's *Clinician Engagement Strategy* and *Consumer and Community Engagement Strategy*.

- Monitoring performance of West Moreton Health's obligations under the service agreement
- Monitoring the West Moreton Health's governance arrangements relating to the safety and quality of health services, including by monitoring performance against targets and relevant strategies and action plans to promote continuous improvement
- Monitoring West Moreton Health's financial reporting and financial performance
- Monitoring the achievement of performance goals set for West Moreton Health
- Monitoring compliance with, and reviewing the effectiveness of, policies approved by the Board and systems put in place to support those policies
- Monitoring the effectiveness of West Moreton Health's risk management system and internal control framework
- Monitoring compliance with relevant legal and regulatory obligations
- Exercising due diligence to ensure that West Moreton Health meets its work health and safety obligations
- Monitoring compliance with best practice corporate governance standards.

### 13. The Chief Executive

The Board is responsible for the appointment, removal, succession planning and evaluation of performance of the Chief Executive. The appointment of the Chief Executive is not effective until it is approved by the Minister.<sup>10</sup>

The Board will set performance targets for, and monitor the performance of, the Chief Executive.

## PART C: BOARD PROCESSES

### 14. Board Meetings

#### Application of HHBA Schedule 1

Schedule 1 of the HHBA applies to the conduct of all business by the Board.

#### **Time and Place of Meetings**

Meetings of the Board are to be held at the times and places the Chair decides.<sup>11</sup>

The Chair must call a meeting if asked, in writing, to do so by the Minister or at least the number of members forming a quorum for the Board.<sup>12</sup>

Exceptional circumstances aside, Board members will be provided with at least 48 hours' notice of meetings.

#### **Attendees**

Attendees at Board meetings comprise all members plus the Chief Executive and the Corporate Secretariat.

In addition, the Chair or a majority of members may request the attendance at any meeting of any person who, in their opinion, may be able to assist the Board in any matter under consideration.

<sup>10</sup> HHBA, section 33(2).

<sup>11</sup> HHBA, Schedule 1, Section 3(1).

<sup>12</sup> HHBA, Schedule 1, Section 3(2).

Members are not permitted to appoint a proxy to attend a meeting on their behalf.

### **Quorum**

A quorum for a meeting of the Board is one-half of the number of its members, or if one-half is not a whole number, the next highest whole number.<sup>13</sup>

### **Presiding at Meetings**

The Chair is to preside at all meetings of the Board at which the Chair is present.<sup>14</sup> If the Chair is not present, the Deputy Chair is to preside.<sup>15</sup> If neither the Chair nor Deputy Chair is present at a meeting, a member of the Board chosen by the members is to preside.<sup>16</sup>

### **Voting at Meetings**

A question at a meeting of the Board is decided by a majority of the votes of the members present.<sup>17</sup>

Each member present at the meeting has a vote on each question to be decided and, if the votes are equal, the member presiding also has a casting vote.<sup>18</sup>

A member present at the meeting who abstains from voting is taken to have voted for the negative.<sup>19</sup>

Non-member attendees at meetings are not able to vote on questions to be decided by the Board at the meeting.

### **Use of Technology**

The Board may hold meetings, or permit members to take part in meetings, by using any technology that reasonably allows members to hear and take part in discussions as they happen (e.g. teleconferencing or videoconferencing).<sup>20</sup> A member who takes part in a meeting of the Board held in such manner is taken to be present at the meeting.<sup>21</sup>

### **In-Camera Session**

Normally the members meet informally either before or after the Board meeting or at any other time. The purpose of the in-camera session is to allow the members to raise or explore any issues of concern or clarification prior to or after the meeting.

The members may also hold in-camera sessions at other times as the Chair sees fit.

For the avoidance of doubt, in-camera sessions are not Board meetings.

### **Written Resolutions**

The following procedure applies to a notice of a written resolution under HHBA, Schedule 1, Section 6(6):

- The notice must be proposed in writing (e.g. by email).
- The full wording of the proposed resolution and the reasons for the proposal must be attached to the notice.

---

<sup>13</sup> HHBA, Schedule 1, Section 4.

<sup>14</sup> HHBA, Schedule 1, Section 5(1).

<sup>15</sup> HHBA, Schedule 1, Section 5(2).

<sup>16</sup> HHBA, Schedule 1, Section 5(3).

<sup>17</sup> HHBA, Schedule 1, Section 6(1).

<sup>18</sup> HHBA, Schedule 1, Section 6(2).

<sup>19</sup> HHBA, Schedule 1, Section 6(3).

<sup>20</sup> HHBA, Schedule 1, Section 6(4).

<sup>21</sup> HHBA, Schedule 1, Section 6(5).



- The notice can be given by any Board member or the Corporate Secretariat on behalf of a Board member.
- The notice must allow for a period of no less than 24 hours (the Comment Period) during which Board members can send comments to the Corporate Secretariat who must distribute any comments to all Board members without delay.
- A Written Resolution paper will be uploaded to BoardEffect with a requested response date and members will vote on the resolution via BoardEffect. Generally, 2 working days are allowed for consideration of written resolutions.
- If a Member has no comment to make or is unable to comment on a Written Resolution, this needs to be conveyed to the Secretariat in writing.
- The final decision in respect to the item will be entered into the Minutes of the next meeting.

The procedure set out above is deemed to have been complied with when the expiry of voting timeframe and majority decision is reached, or all members have cast a vote.

### Minutes

The Board must keep minutes of its meetings and a record of any written resolutions made by it.<sup>22</sup>

The Corporate Secretariat is responsible for taking the minutes.

Board members are responsible for ensuring minutes are accurate and reflect a true and correct record of the procedures and decisions of meetings.

### Meeting Cycle

To assist the smooth running of Board processes, the Board has adopted an indicative meeting cycle as shown below. The indicative cycle aims to provide members with sufficient time to review the agenda and Board papers. This time frame should allow sufficient time to prepare for discussions and seek clarification or further information in advance on ambiguous items.

Item	Days
Agenda and Board papers are distributed	-5 working days
Board meeting	0
Draft minutes sent to Chair	3 working days
Feedback on draft minutes provided by Chair	2 working days from receipt of draft minutes
Draft minutes sent to members	1 working day from receipt of Chair feedback
Feedback on draft minutes provided by members	5 working days from receipt of draft minutes
Minutes confirmed	At next Board meeting*

*All dates are calculated by reference to the day of the Board meeting (Day Zero).*

This is an indicative cycle only. The actual timing of events in the lead up to and following Board meetings will dependent upon the circumstances surrounding each meeting.

## 15. Board Meeting Agenda

The Board meeting agenda assists in focusing discussion. It helps to ensure that the Board's discussion progresses through the full list of items to be addressed and that time spent during meetings reflects the Board's priorities.

<sup>22</sup> HHBA, Schedule 1, Section 7(1).

The Corporate Secretariat, in conjunction with the Chair and the Chief Executive, is responsible for preparing the agenda for each Board meeting.

The Chair is responsible for ensuring that items included on the agenda reflect matters that, according to this Charter, sit within the Board's roles, responsibilities and functions and align with the Board's priorities.

Board members may contribute to the agenda by submitting items for the Chair's consideration, either directly to the Chair or via the Corporate Secretariat. The Executive may submit items for the Chair's consideration via the Corporate Secretariat. Any such request should be made at least 15 working days prior to the Board meeting.

## 16. Board and Committee Papers

### Preparation and Distribution of Board and Committee Papers

The Corporate Secretariat is responsible for the collation and distribution of Board and Committee papers.

All Board and Committee papers must be approved by the relevant Executive Director and the Chief Executive prior to being submitted to the Corporate Secretariat for distribution to Board members.

Templates for Board papers will be approved by the Chair. All papers must be submitted to the Corporate Secretariat using the appropriate template.

West Moreton Health uses BoardEffect for the distribution of Board papers. All Board papers must be uploaded to BoardEffect a minimum of 5 working days before the Board meeting, unless otherwise approved by the Chair.

Board papers or supplement papers may only be tabled at the Committee meeting if the majority of members present agree. If no objection is raised by any member immediately after the tabling occurs, agreement is deemed to have been given by all members present.

### Retention of Board and Committee Papers and Meeting Notes

The Corporate Secretariat retains electronic copies of all board papers including copies of all papers and documents tabled during the relevant meeting.

Unless otherwise resolved by the Board, all physical and electronic committee paper annotations and meeting notes made by Committee members may be kept until the minutes of the relevant Board have been signed, after which all such annotations and notes must be destroyed.

The treatment of any additional copies of Committee Papers distributed to individual Committee members and members of the Executive ("Dutyholders") and their respective annotations and notes is the responsibility of each Dutyholder, taking into account (inter alia) their confidentiality obligations as well as the law with regards to the destruction of documents that may become relevant in present or potential or anticipated litigation or formal inquiries or investigations.

## 17. Board Calendar and Work Plan

The Corporate Secretariat is responsible for maintaining a calendar of all scheduled Board and committee meetings and other major Board activities. The Corporate Secretariat is also responsible for sending electronic meeting invitations to all Board members for all calendar events.

The Corporate Secretariat, in consultation with the Chair and the Chief Executive, shall maintain an annual work plan for the Board. The annual work plan shall identify the key matters for consideration and actions required by the Board during the year and allocate those matters and actions to a relevant meeting(s). The annual work plan enables the Board, the Chief Executive and the Executive to be aware of and plan for the year.

## 18. Board Committees

The Board may establish committees of the Board for effectively and efficiently performing its functions.<sup>23</sup>

The Board has established the following committees under charters approved by the Board:<sup>24</sup>

- Audit and Risk Committee
- Executive Committee
- Finance and Performance Committee
- Safety and Quality Committee
- Research Committee.

The Board may delegate any of West Moreton Health's functions under the HHBA or the *Financial Accountability Act 2009* to a committee of the Board if all of the members of the committee are Board members, or to the Executive Committee.<sup>25</sup>

Committee charters will be reviewed by the Board as the need arises, but no less than every two years.

The Committee, via the Committee Chair, will provide prompt and constructive written and oral reports on its findings directly to the Board highlighting issues it considers warrant Board discussion, approval or noting. The minutes of each Committee meeting will be provided to the subsequent Board meeting or, if the subsequent Board meeting occurs within one week of the Committee meeting, the minutes will be provided to the following Board meeting.

Subject to the presence of any conflict of interest, all Board members will have access to all committee papers and will be entitled to attend all committee meetings.

## PART D: BOARD EFFECTIVENESS

### 19. Board Member Protection

#### Communication with the Executive

The Board must be provided with accurate, timely and clear information to enable the Board and its members to effectively discharge their responsibilities and duties.

Unless otherwise resolved by the Board, this occurs through distribution of the Board papers in accordance with this Charter.

In addition to regular reports by the Chief Executive and Executive to the Board through the distribution of the Board papers in accordance with this Charter, the Board is entitled to request and receive such additional information as it considers necessary to support informed decision-making and to enable Board members to discharge their responsibilities and duties.

#### Access to Independent Professional Advice

The Board collectively has the right to seek independent professional advice as it sees fit at West Moreton Health's cost.

Notwithstanding any other rights or entitlements, each Board member individually, the Chief Executive and the Corporate Secretariat have the right to seek reasonable independent legal advice with regards to their individual rights and obligations arising in connection with their position at West Moreton Health's cost

<sup>23</sup> HHBA, Schedule 1, Section 8(1)(a).

<sup>24</sup> HHBA, Schedule 1, Section 8(3).

<sup>25</sup> HHBA, Section 30.

(provided the costs are reasonable), subject to prior consultation with the Chair unless the issue at hand may represent a conflict for the Chair (in which case prior consultation should occur with the Deputy Chair).

### Protection from Liability

The *Public Service Act 2008*:

- Provides protection from civil liability for State employees for engaging in, or as a result of engaging in, conduct in an official capacity;
- Preserves the rights of potential claimants by transferring civil liability of State employees to the State; and
- Enables the State to recover financial contributions from State employees who have incurred a civil liability where the State employee did not act in good faith and acted with gross negligence.

Board members come within the definition of “State employees” for the purposes of the above.

Further, section 280 of the HHBA provides that Board members are not civilly liable for an act done, or omission made, honestly and without negligence under the HHBA. The section provides that the liability attaches instead to West Moreton Health.

### Queensland Government Indemnity Guideline

The Queensland Government has developed the *Queensland Government Indemnity Guideline* which sets out the application and circumstances for when a Board member will be provided indemnity and legal assistance.

### Deed of Indemnity, Insurance and Access

In addition to the protection afforded by the *Queensland Government Indemnity Guideline*, each Board member is entitled to a Deed of Indemnity, Insurance and Access which includes provisions relating to:

- Indemnity by West Moreton Health
- The provision of directors’ and officers’ insurance
- Ownership of and access to West Moreton Health records.

### Directors’ and Officers’ Insurance

West Moreton has procured and will maintain directors’ and officers’ insurance in accordance with its obligation under the Deed of Indemnity, Insurance and Access entered into with Board members and members of the Executive.

### Public Interest Disclosures

West Moreton Health operates in accordance with the *Public Interest Disclosure Act 2010* to allow employees and the Board to raise concerns around risks and inappropriate or illegal conduct. The procedure can be found [here](#).

## 20. Board Evaluation

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 and Board members. Following each assessment, the Board will consider what, if any, actions need to be taken to improve its performance.

The Chair, in consultation with the Board, will at least, once every three-year cycle commission an independent external review of the boards’ performance and provide the findings to the Minister (recommendation #7), from the 2019 [Advice on Queensland Health’s governance framework](#).

## 21. Board Member Remuneration and Conditions 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.<sup>26</sup>

A member of the Board holds office for the term, of not more than 4 years, stated in the member's instrument of appointment.<sup>27</sup>

The office of a member of a Board comes vacant if the member resigns office by signed notice of resignation given to the Minister or is removed from office as a member.<sup>28</sup>

Section 27A of the HHBA sets out the circumstances in which the Minister may suspend a member from office.

A member may be removed from office in the circumstances set out in section 28 of the HHBA.

## 22. Board Member Induction

The Chair and Corporate Secretariat will determine an appropriate induction for any new member, which should include (as appropriate):

- Formal introduction to the full Board
- Formal introduction to the Chief Executive and other members of the Executive as appropriate
- Visits to West Moreton Health sites
- Provision of such documents and other information as may be reasonably necessary to support the successful on-boarding of the new member.

## 23. Board Member Development

Ongoing training and professional development of Board members is encouraged.

The Board allocates an annual budget to encourage Board members to participate in training and professional development programs. Any Board member wishing to participate in relevant training or professional development programs should approach the Chair for approval of the proposed activity.

## GENERAL

## 24. Breach of this Charter

Any member of the Board who considers another member has breached this Charter should consult with the Chair. The Chair is responsible for determining appropriate action which may include investigation of the concerns raised.

Where concerns raised relate to the Chair, the concerns should be raised with the Deputy Chair or, if that is not appropriate in the circumstances, directly with the Minister.

## 25. Review of this Charter

The Board will review this Charter every two years or as the need arises.

---

<sup>26</sup> HHBA, Section 26(2).

<sup>27</sup> HHBA, Section 26(1).

<sup>28</sup> HHBA, Section 27.

## 26. Publication of this Charter

A copy of this Charter will be made available at [www.westmoreton.health.qld.gov.au](http://www.westmoreton.health.qld.gov.au).

## 27. Interpretation

The following terms when used in this Charter have the meaning given to them below:

Board	means the West Moreton Hospital and Health Board, comprised of members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister.
Committee	means a Committee of the Board
Director-General	means the Director-General, Department of Health.
Executive	means West Moreton Health's Executive.
HHBA	means the <i>Hospital and Health Boards Act 2011</i> . (as amended)
Hospital and Health Service	Means a hospital and Health Service established under the HHBA
Minister	means the Minister for Health.
Regulation	Means the <i>Hospital and Health Boards Regulation 2012</i> (as amended)
Service Agreement	Means the service agreement between the Director General, Department of Health and West Moreton Health as further defined in section 16 of the HHBA.
West Moreton Health	means West Moreton Hospital and Health Service, the statutory body established under the HHBA.

## 28. Revision History

Version	Date	Comments
2.0	27 February 2015	Rewrite of the Board Charter
3.0	31 March 2016	Rewrite of the Board Charter
4.0	29 June 2018	Rewrite of the Board Charter (reinstatement to Version 2.0 with some amendments)
5.0	4 December 2020	Rewrite of the Board Charter
6.0	25 November 2022	Rewrite of the Board Charter
7.0	03 November 2023	Rewrite of the Board Charter: addition of section on Public Interest Disclosure.

This Charter was approved by the Board at its meeting on 3 November 2023.

<SIGNATURE ON FILE>

---

Mr Michael Willis

Chair, West Moreton Hospital and Health Board

**Attachment 1**

Extract from HHB Act section 19:

**Functions of Services**

- (1) *A Service's main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for the Service.*
- (2) *A Service also has the following functions:*
  - (a) *to ensure the operations of the Service are carried out efficiently, effectively and economically;*
  - (b) *to enter into a service agreement with the chief executive;*
  - (c) *to comply with the health service directives that apply to the Service;*
  - (d) *to contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans;*
  - (e) *to monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service;*
  - (f) *to develop local clinical governance arrangements for the Service;*
  - (g) *to undertake minor capital works, and major capital works approved by the chief executive, in the health service area;*
  - (h) *to maintain land, buildings and other assets owned by the Service;*
    - (ha) *for a prescribed Service, to employ staff under this Act;*
  - (i) *to cooperate with other providers of health services, including other Services, the department and providers of primary healthcare, in planning for, and delivering, health services;*
  - (j) *to cooperate with local primary healthcare organisations;*
  - (k) *to arrange for the provision of health services to public patients in private health facilities;*
  - (l) *to manage the performance of the Service against the performance measures stated in the service agreement;*
  - (m) *to provide performance data and other data to the chief executive;*
  - (n) *to consult with health professionals working in the Service, health consumers and members of the community about the provision of health services;*
  - (o) *other functions approved by the Minister;*
  - (p) *other functions necessary or incidental to the above functions.*

**Attachment 2**

Extract from HHB Act Section 13:

**Guiding Principles**

*(1) the following principles are intended to guide the achievements of this Act's object:*

- (a) the best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act;*
- (b) there should be a commitment to ensuring quality and safety in the delivery of public sector health services;*
- (c) providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors;*
- (d) there should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;*
- (e) information about the delivery of public sector health services should be provided to the community in an open and transparent way;*
- (f) there should be commitment to ensuring that places at which public sector health services are delivered are places at which –*
- (g) there is a positive and safe workplace culture based on mutual trust and respect;*
- (h) employees are respected and diversity is embraced; and*
- (i) employees are free from bullying, harassment and discrimination;*
- (j) there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;*
- (k) there should be engagement with staff, clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services;*
- (l) opportunities for research and development relevant to the delivery of public sector health services should be promoted;*
- (m) opportunities for training and education relevant to the delivery of public sector health services should be promoted.*



### Attachment 3

Board Values (approved October 2022)

## West Moreton Health Board Values

The West Moreton Health Board acknowledges that the Board's values and behaviours influence those of our management and our organisation.

The Board's values are aligned to the current West Moreton Health values – *connect, respect, excel*. How we behave and demonstrate our commitment to these values is an important indicator of our promise to staff and the community that we are Caring Better Together.

The Board has a shared and unified approach to what's important to us, how we conduct ourselves and our ongoing responsibility and accountability to management, staff, the community and each other.

**Connect** means that we are part of the community, empathetic with consumers, staff and each other.

- We connect and work as a team, bringing diversity of skills and experiences to the role and responsibilities of the Board.
- We connect and work with our community, our consumers and our clinicians and all staff as well as with our partners, both locally and beyond, in service delivery.

**Respect** means that we are accepting, genuine and fair to one another.

- We treat each other and everyone we connect to with respect. We do this by listening, considering, inquiring, speaking up and working towards consensus in our decisions.
- We respect the responsibilities of our role and our charter. We do this by being open and accountable in our governance and stewardship of WMH and by supporting our Management, Executive and staff to achieve our shared mission.

**Excel** means that together, we are innovative and drive continuously better outcomes for all.

- The health and wellbeing of our community, now and into the future, is our motivation.
- We excel by learning and growing together – inviting feedback and scrutiny, acknowledging our mistakes and encouraging new ways of working.
- We excel by role modelling engagement, wellbeing and safety as part of living our values.