

Board Charter

Wide Bay Hospital and Health Board

August 2024



Our vision

Care, connection, compassion for all

Our purpose

To compassionately care and connect with the Wide Bay community and our staff to provide excellence in regional health services.

Our Strategic Directions

Wide Bay Hospital and Health Service’s vision ‘*Care, connection, compassion for all*’ and the Strategic Plan 2022-2026 consider and support the Queensland Government’s objectives for the community *Better services* and *Good jobs*, with a particular contribution towards the objectives to Keeping Queenslanders safe, Backing our frontline services and Supporting jobs. This is also in alignment with the directions outlined in *HEALTHQ32: A vision for Queensland’s health system* for its healthcare priorities to provide patient-centred care. In this context, our strategic directions are:



Optimise and transform



Equity and access



Embed technology



Foster partnerships



Nurture and future-proof our workforce

Wide Bay Hospital and Health Service respectfully acknowledges the traditional custodians of the land and water on which we work and live. We pay our respects to Elders and leaders past, present and emerging.



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Wide Bay Hospital and Health Board Charter

1. Introduction

The Wide Bay Hospital and Health Service (WBHHS/the Service) was established on 1 July 2012 under the *Hospital and Health Boards Act 2011* (the HHB Act).¹ The functions of the Service are to deliver hospital-based and other health services, teaching, research and services as stated in the Service Agreement² with the system manager, the Director General.³ WBHHS also has other functions as stated in the HHB Act.⁴

The WBHHS Board (the Board) controls the Service.⁵ The Board is responsible for the governance of the WBHHS and derives its authority from the HHB Act.

The Board is a collective decision-making body, with its authority coming from the Board as a whole, not individual Board members. The Board will exercise this authority while strengthening local decision-making and accountability, local consumer and community engagement, and local clinician engagement.

The Board's role is a strategic one and oversees the Service whilst the Health Service Chief Executive (HSCE) and Executive management team are responsible for implementing the Board's directions and for the day-to-day management and operations of the Service.

2. Purpose of the Board Charter

The purpose of this Board Charter (Charter) is to clearly outline the respective roles, responsibilities and expectations of the Board, Board members, the Chair, the Deputy Chair, the Board Secretary (Director Board Governance) and the HSCE.

It also sets out the key functions of the Board and the processes used by the Board to fulfil its role, responsibilities and function, including as required by Schedule 1 of the HHB Act.

This Charter provides guidance on:

1. Governance
2. Board Functions and Processes
3. Board Effectiveness

The Charter will be reviewed annually to ensure alignment with legislation, policy, governance standards and best practice.

¹ The Service is a statutory body subject to the *Financial Accountability Act 2009*, *Statutory Bodies Financial Arrangements Act 1982* and is a unit of public administration under the *Crime and Misconduct Act 2001*, see section 21 HHB Act

² Sections 35-39A HHB Act

³ Section 19(1) HHB Act

⁴ Section 19(2) HHB Act

⁵ Section 22 HHB Act



Governance

3. Board Composition

The Board consists of five or more Board members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister.⁶ Board members are appointed for a term of not more than 4 years.⁷

Sections 23 and 24 of the HHB Act state the Minister is to recommend persons considered to have the skills, knowledge and experience required for a Service to perform its functions effectively and efficiently.⁸ The Minister advertises for and considers all expressions of interest before recommending a person for appointment to the Board.⁹

Unless otherwise instructed by the Minister, the Office of Health Statutory Authorities (OHSA) of Queensland Health coordinates the necessary recruitment and selection processes (including advertising) for nominating persons for consideration by the Minister. OHSA also undertakes all due diligence searches on behalf of the Minister for persons recommended for appointment to the Board.

The Governor in Council may remove a Board member¹⁰ and on the recommendation of the Minister (if the Minister is satisfied it is in the public interest to do so) dismiss all members of the Board.¹¹

4. Guiding Principles

The HHB Act has the following principles to guide achievement of the objects of the HHB Act. When performing a function or exercising a power under the HHB Act, Board members must have regard to the guiding principles as follows.¹²

- The best interests of users of public sector health services should be the main consideration in all decisions and actions under the HHB Act;
- There should be a commitment to ensuring quality and safety in the delivery of public sector health services;
- 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;
- There should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;
- Information about the delivery of public sector health services should be provided to the community in an open and transparent way;
- There should be commitment to ensuring that places at which public sector health services are delivered are places at which –
 - employees are free from bullying, harassment and discrimination;
 - employees are respected, and diversity is embraced; and
 - there is a positive workplace culture based on mutual trust and respect;
- There should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;

⁶ Section 23(1) HHB Act

⁷ Section 26 HHB Act

⁸ Section 23(1) HHB Act

⁹ Section 24 HHB Act

¹⁰ Section 28 HHB Act

¹¹ Section 275 HHB Act

¹² Section 13(2) HHB Act



- There should be engagement with clinicians, consumers and community members and local primary healthcare organisations in planning, developing and delivering public sector health services;
- Opportunities for research and development relevant to the delivery of public sector health services should be promoted; and
- Opportunities for training and education relevant to the delivery of public sector health services should be promoted.¹³

5. Role/Key Responsibilities of the Board

The role of the Board is to control the Service.¹⁴

Key responsibilities of the Board include:

- Accountability through the Chair to the Minister for local performance of the Service;
- Appoint the WBHHS Chief Executive, subject to approval by the Minister;
- Develop and approve the strategic direction for the WBHHS, ensuring it reflects a client focus, and monitoring the implementation of this strategy;
- Review and approve annual budgets and financial plans (including annual financial reports, annual report and annual service delivery statement) developed by Executive management and regularly monitor WBHHS' financial performance; Review and monitor systems for operational performance, patient safety and quality, human resources and regularly monitor outcomes;
- Engage key stakeholders (e.g. community, clinicians, Primary Health Network (PHN), relevant partners) in strategic service development and decisions;
- Review, monitor and approve systems of risk management, internal control and compliance including by defining risk appetite and tolerance by approving a risk appetite statement and identifying strategic risks;
- Support the development of research and education opportunities within WBHHS through collaboration with a wide range of stakeholders;
- Receive advice and consider recommendations from Board committees;
- Ensure there are processes in place to ensure all staff within the WBHHS work ethically and with a patient/client focus; and
- Promote a commitment to safe high quality care in accordance with clinical governance requirements and standards.¹⁵

6. Role of Board Members

6.1 Duties and obligations

A Board member's role is to represent the whole of the Wide Bay for public hospital and health services rather than advocating for specific issues or an area within the Wide Bay.

The HHB Act requires Board members to act impartially and in the public interest in performing their duties.¹⁶

¹³ Section 13 HHB Act

¹⁴ Section 22 HHB Act

¹⁵ See Clinical Governance Framework and National Safety and Quality Health Service Standards

¹⁶ Section 31 HHB Act



Board Members are expected to personally demonstrate:

- Compassion and empathy
- Respect
- Thoughtfulness
- Responsibility and commitment
- Forward thinking
- Collegiality
- Curiosity
- Confidentiality

In addition, the Board has approved organisational values and behaviours, *C.A.R.E through Patient Eyes* which applies to Board members, as follows:

- Collaboration (teamwork)
- Accountability (act with integrity)
- Respect (value diversity)
- Excellence (be proud of all that we do)
- Through Patients' Eyes

All Board members must comply with their legal, statutory, and equitable duties and obligations when discharging their responsibilities as Board members. They must be aware of and comply with the HHB Act and other relevant Queensland legislation including but not limited to the *Public Sector Ethics Act 1994, Integrity Act 2009, Public Interest Disclosure Act 2010, Crime and Misconduct Act 2001, Right to Information Act 2009, Information Privacy Act 2009, Workplace Health and Safety Act 2011, Financial Accountability Act 2009* and to the extent applicable, the *Public Sector Act 2022*.

At common law, Board members have an obligation of trust and confidence to the Service established through a fiduciary relationship. Board member's fiduciary duties are to:

- Act honestly and to exercise powers for their proper purposes;
- Avoid conflicts of interests;¹⁷
- Act in good faith; and
- Exercise diligence, care and skill.

Board members must:

- refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively;
- at all times, act in a proper and prudent manner in the use of information acquired in the course of their duties;
- at all times, in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and probity and not engage knowingly in acts or activities that have the potential to bring discredit to the WBHHS;
- at all times, put the public interest above their own personal or private interests when carrying out their Board duties and not use their official position or government and/or WBHHS resources to gain an advantage (or avoid disadvantage) for themselves, another person or an associated entity;
- not use WBHHS information for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of the WBHHS; and

¹⁷ Also see paragraph 6.3 of this document and paragraph 7.2 of Welcome Aboard



- refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively.

Board members provide a unique professional perspective on operations and corporate governance. Board members are responsible for bringing matters of note to the Chair or the HSCE (and must also inform the Chair or Deputy Chair (if the matter relates to the Chair) of any matter notified to the HSCE) prior to Board meetings, and if appropriate subsequently at the Board meeting.

The following publications describe Board member duties in more detail:

- *Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities (Welcome Aboard),*
- *Good Practice Guide for Hospital and Health Boards.*

Board members must also commit to participate in community and WBHHS events and other activities to contribute to the culture of the organisation, generate goodwill for WBHHS among staff, clients and the community and promote the positive work of the Service for the community.

6.2 Board meeting attendance and preparation

Board members are required to familiarise themselves with the WBHHS and its diverse operations. It is expected Board members prepare ahead of meetings and take reasonable steps to ensure they make an informed contribution to discussions and decisions.

All Board members are entitled to be heard at all meetings and should bring an independent judgement to bear in decision-making.

Board members are expected to attend a minimum of 75% of the Board and Board committee meetings to which they are appointed as members.¹⁸

6.3 Disclosure of interests/Conflicts of Interest

Disclosure of interests (standing declarations)

Board Members are required to disclose their interests through standing declarations of interests and annual review of those declarations. A disclosure of interest does not mean an interest is or will be a conflict of interest. Board members are required to provide the following standing declarations to be updated annually (or as otherwise required if a change occurs):

- Declarations of Interest for standing disclosure of interests (in the form approved by the Chair and adopted by the Board); and
- Key management personnel (KMP) declarations under the Australian Accounting Standard AASB 124 Related Parties.

A summary of Board member's interests is included in the Register of Interests Schedule which is tabled at every Board and Board committee meeting.¹⁹ Board members must promptly disclose changes to their interests which will be included in the Register of Interests Schedule.

Disclosure of interests (meetings)

¹⁸ Failure to attend three (3) consecutive meetings without permission for which due notice was given may result in removal from office (s 28(e)(iv) HHB Act).

¹⁹ However, Board member's declaration of Interest forms are not published nor disclosed to other Board members, except for the Board Chair.



Board members must disclose their interests in any matter to be considered at a Board or Board committee meeting as soon as practicable after the relevant facts come to their knowledge. The disclosure must include the nature of the interest, which must be noted in the minutes of the meeting.²⁰

At each meeting, Board members are also required to disclose any contact with lobbyists listed in the Queensland Integrity Commissioner Lobbyist Register.²¹

Conflicts of Interest

Members of government boards must act ethically and observe the highest standards of behaviour and accountability to support the continuation of public trust in the government. Welcome Aboard outlines the obligations of members of government boards and those involved in the good corporate governance of government boards. It 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.’

A conflict of interest includes:

- **Actual conflict of interest:** involves a direct conflict between a public official’s current duties and responsibilities and their existing private interests. In situations where the private interest actually motivates or influences the exercise of public duty, the conflict of interest can lead to corruption.
- **Perceived (or apparent) conflict of interest:** where it could be perceived by others that a public official’s private interests could improperly influence the performance of their public duties – whether or not this is in fact the case.
- **Potential conflict of interest:** arises when a public official has private interests that could interfere with their official duties in the future.²²

Where a Board member has a direct or indirect interest in an issue being considered or about to be considered by the Board or a Board committee and the interest could conflict with the proper performance of the Board member’s duties in considering the issue, the Board or Board committee must comply with Section 9 of Schedule 1 of the HHB Act in managing the interest and any conflict. Unless the Board or Board committee otherwise directs, the Board member²³ must not be present when the Board or Board committee considers the issue or take part in a decision about the issue, nor must the Board member be present when the Board or Board committee is considering whether to give this direction.²⁴

A Board member must not have access to information in relation to a matter in which he or she has an interest or 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) or as applies for a Board member who is also an employee or other service provider of WBHHS (“Employee Member”).

Board members are ‘designated persons’ as defined in the *Integrity Act 2009* so may seek the advice of the Integrity Commissioner in respect of a conflict of interest issue.

²⁰ Section 9 Schedule 1 HHB Act

²¹ <https://lobbyists.integrity.qld.gov.au/who-is-on-the-register.aspx>

²² See WBHHS Procedure POL0051 Management of Conflict of Interest

²³ Referred to as an “interested person” in section 9(1) Schedule 1 HHB Act.

²⁴ Section 9 Schedule 1 HHB Act



Board members must also comply with any WBHHS conflict of interest policy and procedures as applies to the Board.

Board member an employee (Employee Member)

The appointment of an Employee Member may give rise to potential conflicts of interest which need to be managed carefully. If, prior to a Board or Board 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 information to be provided to the Employee Member. If, during a Board or Board committee meeting, an interest or potential conflict of interest of the Employee Member is disclosed, the Board or Board committee will proceed in accordance with section 9 of Schedule 1 of the HHB Act.

6.4 Confidentiality

Board members must keep all Board discussions, papers and deliberations confidential. Board members may also receive information that is regarded as 'commercial-in-confidence', clinically confidential or have privacy implications.

Board members acknowledge their responsibility to maintain confidentiality of all information provided to them by WBHHS. All proceedings of the Board, including papers and presentations, shall be kept confidential and will not be disclosed or released to persons other than members of the Board, except as required by law or as agreed by the Board.

Members of the Board must not improperly use confidential information to gain an advantage for themselves or someone else or to cause detriment to WBHHS or Queensland Health.

Confidentiality safeguards and provisions in the HHB Act should be noted. This includes statutory obligations in respect of not disclosing patient identifying information.

Board members (as designated persons under Part 7 of the HHB Act) must not disclose, directly or indirectly to another person, confidential information acquired in this capacity from which a person who is receiving or has received a public sector health service could be identified unless the disclosure is required or permitted under the HHB Act (including with consent).²⁵ Significant financial penalties may apply for breach of this statutory obligation (100 penalty units applies to Board members (\$16,130) and 600 penalty units for health practitioners (\$96,780)).²⁶

6.5 Board solidarity

Individual Board members are responsible collectively for, and should support and adhere to, all Board decisions.

6.6 Code of Conduct

Board members must comply with the ethics, principles, values and standards in the *Code of Conduct for the Queensland Public Service*.²⁷

This includes:

- acting with integrity, impartiality and in the public interest when undertaking duties;

²⁵ Section 12 and Part 7 HHB (sections 139-161)

²⁶ Currently a penalty unit is \$161.30(reg 3 *Penalties and Sentences Regulation 2015* (Qld)). The penalty rate may vary. Also see s 142(1) and 142A HHB Act.

²⁷ Section 13(1)(b) *Public Sector Ethics Act 1994*



- acting honestly, in good faith and with respect towards others and the community;
- exercising proper diligence, care and attention;
- committing to highest ethical standards including integrity and impartiality, promoting public good, commitment to the system of government and accountability and transparency;
- not making improper use of information acquired as a Board member.

Board members are “public officials” under the *Public Sector Ethics Act 1994* and must also comply with this Act.

6.7 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 any confidential or sensitive information has been accessed by anyone other than the Board member.

6.8 Media Relations and Protocol

To ensure appropriate and consistent communication occurs, all public comment, including to any media organisation on behalf of the Board, is to be made by the Chair. The Chair may specifically authorise another person to comment on a particular matter. In the absence of the Chair, the Deputy Chair will address media enquiries on behalf of the Board.

All management and operational comments concerning the WBHHS will be made by the HSCE or by an officer authorised by the HSCE.

6.9 Stakeholder Communication Post Board Meetings

A regular meeting summary will be prepared after every Board meeting to enable interested stakeholders to be appraised of WBHHS Board business. The summary will be approved by the Chair prior to publication and will be made available to the public via the WBHHS website.

6.10 Interactions between Board members and WBHHS Staff

To assist the Board in discharging its responsibilities and to assist in having a full understanding of the facilities and services provided across the WBHHS, there may be at times a requirement to visit hospitals and to meet with staff. To ensure staff are prepared and able to assist Board members, these visits should be arranged in advance.

Board members are asked to contact the Chair and the HSCE to arrange a visit, with at least 24 hours' notice. In the absence of the HSCE, the Director Board Governance will assist the Board member. (Note: Board member attendance at Community Reference Groups occurs in line with an established protocol and is not subject to this requirement).

In representing local communities, Board members may from time to time have questions or issues arising which requires a response/action from the WBHHS. In the first instance Board members are asked to direct these enquires to the Chair and then as required the HSCE or the Director Board Governance, who will assist in directing these enquiries to the relevant staff for response.



The Board, in line with its governance role, undertakes a range of community and clinician engagement.²⁸ With over 3,600 employees sometimes an employee may contact a Board member with a concern.

In general, the staff member should be directed to discuss the matter with their immediate supervisor, and if not resolved, the supervisor's manager. Alternatively, the feedback module within RiskMan and the WBHHS-HSCE@health.qld.gov.au email may be used to receive feedback from staff. However, if a Board member is concerned, the issue should be notified to the Chair and the HSCE, and where appropriate a response will be provided by the Chair or as approved by the Chair. The Chair may be contacted by Board members by email or by phone using the contact details notified to all Board members by the Board Secretary (as amended from time to time). Board Members will refrain from engaging with staff in the capacity of other roles that are held concurrently by the Board Member.

During engagement with staff, Board Members will:

- Ensure their behaviour is consistent with the objectives of the Board, is ethical and demonstrates the level of probity expected in the public sector; and is in keeping with all patient privacy and confidentiality requirements.
- Lead by example with respect to code of conduct and refrain from inadvertently encouraging staff to breach the code of conduct.
- Refrain from providing information or advice without prior authorisation from the Board Chair (or HSCE, where relevant).
- Refrain from making any commitments, decisions or representations on matters on behalf of the Board or WBHHS, unless authorised to do so.
- Maintain confidentiality of all information that is not in the public domain.

A Board Member must not improperly –

- Direct or influence an employee of WBHHS 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 WBHHS, to exercise power over the disclosure of information.

7. Role of the Chair and Deputy Chair

Section 25 of the HHB Act provides for the appointment of the Chair and Deputy Chair.

The Chair will ensure the Board acts impartially in the public interest and will provide the leadership, capability and experience necessary for the Board to fulfil its governance obligations.

The role of the Chair includes:

- Setting the Board agenda
- Presiding over all Board meetings and facilitating the flow of information and discussion;
- Ensuring the Board operates effectively;
- Leading the Board in its evaluation of the overall performance of the Board and of individual members of the Board;
- Induction and support to Board members;
- Regularly liaising with the Minister's Office and informing the Minister about significant issues and events;
- Delivering the Annual Report to the Minister and the community; and

²⁸ Section 40 HHB Act



- Such other functions, duties and powers as stated to in the HHB Act and this Charter.

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.²⁹ This includes chairing Board meetings in the absence of the Chair, providing support to the Chair and undertaking other duties as required by the Chair.³⁰

8. Role of the Board Secretary (Director Board Governance)

The Board Secretary (Director Board Governance) is accountable directly to the Board through the Chair on all matters related to the proper functioning of the Board. The Board Secretary is responsible for ensuring that Board business is conducted in a manner consistent with good governance practice, including:³¹

- preparing, coordinating and distributing Board agendas, Board papers and information for Board meetings, conferences and Board committees;
- researching and collating necessary information and material required by the Board;
- arranging venues, catering, equipment and teleconferencing/videoconferencing;
- preparing minutes of meetings and resolutions of the Board;
- following up actions arising from Board meetings;
- providing a point of reference for all dealings between the Board and Executive;
- liaising with the Office of the HSCE regarding timely submission of reports and agenda items for the Board;
- communicating with OHSA;
- preparing induction materials for incoming Board members;
- overseeing all correspondence specifically addressed to the Board or Board members; and
- monitoring Board procedures and protocols are followed.

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

9. Role of the Chief Executive (HSCE)

The HSCE is accountable to the Board and subject to the direction of the Board.³² The HSCE fulfils this responsibility including through the provision of reliable timely reports, briefings and presentations on a regular basis to the Board.

The HSCE is responsible for managing, delivering and supervising the management of the day to day operations of WBHHS including:

- management, performance and activity outcomes of WBHHS;
- promoting the effective and efficient use of available resources in the delivery of public sector health services in the Service;
- developing the operational plan, service plans, workforce plans and capital works plans;
- managing the reporting processes for performance review by the Board;
- liaising with the Executive management team and receiving committee reports as they apply to established development objectives.

²⁹ Section 25(6) HHB Act

³⁰ Section 5 Schedule 1 HHB Act

³¹ To the extent this is consistent with the position description of the role

³² Section 33(4) HHB Act



The HSCE may delegate the HSCE's functions under the HHB Act to an appropriately qualified WBHHS employee.³³

The Board is responsible for the appointment,³⁴ removal,³⁵ succession planning and evaluation of performance of the HSCE. Upon appointment, the HSCE must enter into a written contract of employment with the Chair.³⁶ Board will agree performance targets and KPIs and monitor the performance of the HSCE.

The HSCE's appointment and contract of employment may be terminated by written notice from the Chair in accordance with the requirements of the HHB Act.³⁷ The appointment and removal of the HSCE is not effective until it is approved by the Minister.³⁸ The HSCE may also resign by giving at least one month's written notice.³⁹

The Chief Executive must fulfill his or her functions under the HHB Act and all other relevant legislation.⁴⁰

10. Functions of the Board

The Board's functions include the following.

10.1 Strategy Formulation

The Board is responsible for setting the strategic direction of WBHHS, including through:

- Developing (in conjunction with the HSCE and Executive management), approving and periodically reviewing the strategic plan for WBHHS;
- Approving WBHHS entering into the Service Agreement, and approving subsequent amendments to that Service Agreement;⁴¹
- Approving the annual budget;
- Setting performance goals and KPIs for WBHHS, subject to Service Agreement and other Queensland Health requirements applicable to WBHHS;
- Setting the tone from the top and demonstrating leadership, living our behaviours and values and monitoring culture;
- 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 HSCE;
- Assessing and determining the risk appetite for the Service including its strategic risks; and
- Ensuring WBHHS has the resources necessary to achieve goals, monitor progress and report outcomes.

10.2 Policy Making

The Board is responsible for setting the boundaries, or policies, within which WBHHS must operate. WBHHS policies must be approved by the Board.

³³ Sections 30(2) and 34 HHB Act

³⁴ Sections 33(1), 67(2) and 74(1)(c) HHB Act

³⁵ Section 74(4)(c) HHB Act

³⁶ Section 74(1)(c), s74(2) HHB Act

³⁷ Section 74(4)(c)

³⁸ Sections 33(2) and 74(5) HHB Act

³⁹ Section 74(3) HHB Act

⁴⁰ Including but not limited to the *Financial Accountability Act 2009* and the FPMS 2019

⁴¹ The Service Agreement must be signed by the Board Chair on behalf of the Service, section 35(2) HHB Act.



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

The Board has a pro-active approach to risk management by:

- Identifying risks and mitigating strategies for all Board recommendations and decisions; and
- Implementing processes to enable the Board to identify, monitor and oversee management of risks.

11. Delegations

The Board may delegate any of the Service's functions under the HHB Act or *Financial Accountability Act 2009* to a Board committee if all members are Board members, to the Board's Executive Committee or to the HSCE.⁴² A delegation must support the objectives and operations of the WBHHS as a statutory body.

Subject to the HHB Act, the Board will determine which of the Service's functions will be delegated to the HSCE. Delegations to the HSCE are documented by way of an Instrument of Delegation signed by the Chair. The HSCE may only with the written approval of the Board sub-delegate a function to an appropriately qualified WBHHS employee.⁴³

Other powers and functions may be delegated by the Board on an ad-hoc basis. Any ad-hoc delegation will be by resolution as documented in the Board minutes of meeting or by written resolution.

The Board reserves the following matters for its decision, which will not be delegated:

- approval of strategy and annual budgets;
- determinations and approvals other than those formally delegated including recommendations from Board committees not comprised exclusively of Board members;
- responsibilities conferred under the HHB Act which cannot be delegated; and
- such other matters as determined by the Board or as specified for Board approval including in policies and procedures.

Board contract and document signing authorisations are included in the Instrument of Delegation.

Affixing the legal seal to a document will be determined by the Board in accordance with the legal seal policy.⁴⁴

12. Accountability

The Board has accountabilities to the Department of Health and the Minister. As a statutory body, the Board, Board Chair and HSCE have a range of legislative obligations.

The Minister has overall responsibility for Queensland's health system through the Department of Health as well as Queensland's 16 Hospital and Health Boards.

The Minister has a range of legislative powers and responsibilities including the ability to give the Service a written direction about a matter relevant to the performance of its functions under the HHB Act, if it is in the public interest to do so.⁴⁵ The Service must comply with a direction given in writing by the Minister.⁴⁶

⁴² Section 30(1) HHB Act

⁴³ Sections 30(2) and 34 HHB Act

⁴⁴ POL0270 Legal Seal Policy

⁴⁵ Section 44 HHB Act

⁴⁶ Section 44(5) HHB Act



The overall management of Queensland's public sector health system is the responsibility of the Department of Health, through the Director General.⁴⁷ The Director General is the system manager, with whom the Service enters into a Service Agreement for the delivery of services. The system manager⁴⁸ is responsible for:

- Statewide planning;
- Managing statewide industrial relations;
- Managing major capital works;
- Monitoring Service performance;
- Issuing binding health service directives to Services.⁴⁹

13. Monitoring and Supervising

The Board's monitoring and supervising functions include:

- Overseeing the implementation of WBHHS's strategic plan and other decisions of the Board;
- Monitoring performance of WBHHS's obligations under the Service Agreement;
- Monitoring WBHHS's financial reporting and financial performance;
- Monitoring the achievement of performance goals and KPIs set for WBHHS;
- Monitoring the culture of the WBHHS;
- 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 WBHHS's risk management system and internal control framework;
- Monitoring compliance with relevant legal and regulatory obligations;⁵⁰
- Exercising due diligence to ensure WBHHS meets its work health and safety obligations; and
- Monitoring compliance with best practice corporate governance standards.

Board Functions and Processes

14. Board Meetings

Board meetings are scheduled 11 times per year,⁵¹ at times and places the Chair decides.⁵² The Board may also meet on other occasions as the need arises.

Meeting venues will alternate across WBHHS facilities and services to allow Board members to become familiar with the Service and meet and hear from staff, patients and consumers.

The Board may hold meetings or permit Board members to take part in meetings by using technology that reasonably allows Board members to hear and take part in discussions.⁵³

The Board may conduct its business, including meetings, in the way it considers appropriate.⁵⁴

⁴⁷ Section 8(2) HHB Act

⁴⁸ See Section 8(3) HHB Act for the responsibilities of the system manager.

⁴⁹ Section 47 HHB Act

⁵⁰ including but not limited to National Clinical Trials Governance Framework and National Safety and Quality Health Services standards

⁵¹ Meetings are not scheduled in January

⁵² Section 3(1) Schedule 1 HHB Act

⁵³ Section 6(4) Schedule 1 HHB Act

⁵⁴ Section 2 Schedule 1 HHB Act



15. Attendees

Attendees at Board meetings comprise all Board members and the following invitees and attendees.

15.1 Standing Invitees

The following WBHHS positions are not members of the Board however are invited to and expected to attend all Board meetings.

- HSCE; and
- Board Secretary (Director Board Governance).

The Chair is authorised and does not require Board approval to amend the standing invitees (however cannot remove the HSCE).

15.2 Alternate Members (Proxy)

Board members shall not appoint an alternate member (or proxy).

If the Chair is absent from a meeting or vacates the Chair position at a meeting, the Deputy Chair is to preside. In the absence of the Chair and Deputy Chair a member of the Board chosen by the Board members is to preside.

15.3 Other Attendees

The Chair may from time to time invite other individuals or groups (including WBHHS employees) to present to, or observe, meetings of the Board.

Where agreed by the Chair, Board members may invite guests to attend meetings to provide expert advice and support to a specific topic raised. A guest's attendance is limited to the duration of discussion on that specific topic.

Observers and guests do not have authority to make determinations in respect of Board deliberations.

15.4 Manner of attendance

Attendees are to attend Board meetings in person or by teleconference / videoconference where this is approved by the Chair. A member who takes part in a meeting of the Board held in such manner is taken to be present at the meeting.⁵⁵

If a Board member is teleconferencing / videoconferencing, the Board member must notify the Secretariat by close of business the day prior to the meeting. When a paper is to be tabled at a meeting, where possible, teleconferencing members will be sent the paper via email prior to the meeting.

16. 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.⁵⁶

If a quorum for the meeting is not met, the following must occur:

- At the Chair's discretion the continuation of the Board meeting will be decided; and

⁵⁵ Section 6(5) Schedule 1 HHB Act

⁵⁶ Section 4 Schedule 1 HHB Act



- If the meeting proceeds, all decisions will be preliminary decisions and will then proceed to a quorum consensus out-of-session or be dealt with by flying minute.

17. Deliverables

The WBHHS Board receives the following reports and documents:

Report	Description	Frequency	Responsibility
Board Committee Meeting Minutes <ul style="list-style-type: none"> - Board Executive Committee - Board Finance Committee - Board Audit and Risk Committee - Board Safety and Quality Committee 	Board Committee Minutes (with written summary for each Board meeting)	In accordance with Committee meeting frequency	Chair of each respective Committee
Health Service Performance Reports	Qualitative and quantitative data and analysis on the performance of the HHS, including but not limited to Service Agreement KPIs and WBHHS targets, patient safety and quality, human resources, occupational health and safety, infrastructure and finance.	Monthly	HSCE
Financial Reports	Financial data and analysis of operating position	Monthly	Executive Director, Finance and Performance
Board Actions	Summary of current and outstanding Board actions	Monthly	Secretariat

The Board may also request and receive reports on an ‘as needs’ basis where the report is relevant to the Board functions.

The Chief Executive will monitor and report on the following:

Domain	Deliverable	Reporting Timeframe	Responsible Person
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<p>Governance <i>Hospital and Health Boards Act 2011 (Div 4, Ss 35-39A) – Service Agreement</i></p>	Enter into Service Agreement with the Department of Health	1 July	Board
<p>Governance Queensland Treasury – State Budget Process</p>	Endorsement of Service Delivery Statement	30 May	Board
<p>Strategic Planning Financial and Performance Management Standard 2019 s8 and Agency Planning Requirements Dept of Premier and Cabinet 10-18</p>	Endorsement of Health Service Strategic Plan (Annual Update)	30 June	Board
<p>Reporting <i>Financial Accountability Act 2009 s 63</i> Financial and Performance Management Standard 2019 46-47</p>	Endorsement of Annual Report	1 September	Chief Executive
<p>Governance – Consultation <i>Hospital and Health Boards Act 2011 s40</i></p>	Clinician Engagement Strategy	1 October	Chief Executive
<p>Governance – Consultation <i>Hospital and Health Boards Act 2011 s40</i> NSQHSS 2</p>	Consumer and Community Engagement Strategy	1 October	Chief Executive
<p>Governance – Consultation <i>Hospital and Health Boards Act 2011 s42</i></p>	Protocol with Primary Health Network	1 November	Chief Executive
<p>Risk Management <i>Financial Accountability Act 2009 s 61 and ISO 13000</i> <i>Financial and Performance Management Standard 2019 s23</i></p>	Review of Risk Register	Quarterly	Chief Executive
<p>Governance - Delegations Governance is assisted by formal structures and delegation practices within the organisation <i>Hospital and Health Boards Act 2011 s30</i> <i>Financial and Performance Management Standard 2019 7(2)(b)</i></p>	Endorsement of HSCE delegations (Instrument of Delegation)	1 July	Board
<p>Annual Financial Statements</p>	Sign off of Annual Financial Statement by	31 August	Board



Financial Accountability Act 2009 s62 and Financial and Performance Management Standard 2019 s39 Financial and Performance Management Standard 2019 s8 and Agency Planning Requirements Dept of Premier and Cabinet 19-25	Board Chair and Chief Executive		
	Review of Operational Plan Development of annual Operational Plan, reviewed every 6 months	1 July	Chief Executive

18. In-Camera Session⁵⁷

Board members may meet informally without anyone else present either before or after the Board meeting or at any other time. The purpose of the in-camera session is to allow Board members to raise or explore any issues of concern or clarification prior to or after the Board meeting.

In-camera sessions are a means to maintain and improve good governance practices and decision-making on Boards.

An in-camera session will be included as a standing item on all Board agendas. For the avoidance of doubt, in-camera sessions are not Board meetings.

19. Agenda, Papers, Minutes, Actions and Summary

19.1 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.

The Board Secretary, in conjunction with the Chair and HSCE, is responsible for preparing the agenda for each Board meeting.

The Chair is responsible for ensuring 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 and forward planning calendar.

Board members may contribute to the agenda by submitting items for the Chair’s consideration, either directly to the Chair or via the Board Secretary. The Executive may submit items for the Chair’s consideration via the Board Secretary.

Agenda items must be submitted to the Board Secretary in sufficient time to be included in the Board meeting agenda. The agenda must be approved by the Chair prior to distribution to Board members.

The agenda and relevant (supporting) papers will be sent out to all Members in the time frame approved by the Chair or as stated in this Charter.

Late agenda items may be tabled at the discretion of the Chair.

19.2 Board Papers

⁵⁷ Also see Australian Institute of Company Directors (AICD) materials on use of in-camera sessions at <https://aicd.companydirectors.com.au/membership/company-director-magazine/2018-back-editions/december/how-to>



Preparation and Distribution of Board Papers

The Board Secretary is responsible for the review, collation and distribution of Board papers.

WBHHS uses Board App, Convene for the distribution of Board papers. All Board papers must be uploaded to Convene a minimum of 5 working days before the Board meeting, unless otherwise approved by the Chair.

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

Retention of Board Papers and Meeting Notes

The Board Secretary retains copies of all Board papers including copies of all papers and documents tabled during the relevant Board meeting.

The treatment of any copies of Board papers distributed to Board meeting attendees and their respective annotations and notes is the responsibility of each attendee. They must have regard to their confidentiality obligations and duty to retain and store public records and also the possibility of these documents becoming relevant or discoverable in any potential or anticipated litigation or formal inquires and investigations.

19.3 Decision making

Each question, resolution and decision of the Board is decided by a majority of the votes of the Board members present. Each Board member present has one vote on each question to be decided and if votes are equal the presiding Board member has the casting vote. Any Board member present at the meeting who abstains from voting is taken to have voted for the negative.⁵⁸

If a Board 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.⁵⁹

A resolution is validly made by the Board, even it is not passed at a meeting of the Board if a majority of Board members gives written agreement to the resolution and notice of the resolution is given under procedures approved by the Board.⁶⁰

19.4 Minutes

The Board must keep minutes of its meetings, including each resolution passed at the meeting.⁶¹

The Board Secretary is responsible for taking the minutes. Board members are responsible for ensuring that the minutes are accurate and reflect a true and accurate record of the meeting and decisions made.⁶²

The Board Secretary will provide draft minutes inclusive of items for action to the Chair for review and approval in principle prior to distribution to the Board and HSCE for action.

⁵⁸ Section 6 Schedule 1 HHB Act

⁵⁹ Section 7(3) Schedule 1 HHB Act

⁶⁰ Section 6(6) Schedule 1 HHB Act

⁶¹ Section 7(1) Schedule 1 HHB Act

⁶² Also see *Joint Statement on Board Minutes* (August 2019) issued by the AICD and Governance Institute of Australia at <https://aicd.companydirectors.com.au/-/media/cd2/resources/advocacy/research/2019/pdf/govinst-aicd-minutes-project-july-2019-final-v2.ashx>



Minutes are taken as draft until they are approved at the next scheduled regular Board meeting. The Chair will sign and date Board minutes within a reasonable time after approval by the Board.

20. Out-of-Session Papers and Decisions

The Chair may distribute meeting papers for decision on urgent matters which can be progressed by out of session papers and flying minute.

In lieu of an out of session paper the Chair may call an urgent out-of-session meeting of the Board with limited notice. The meeting can be held through technology i.e. teleconference, video conference.

Where the Chair/Board seeks an urgent out of session resolution by flying minute, the flying minute (including resolution) may be distributed by the Board Secretary by email to all Board members. The resolution is approved if all Board members respond in writing by email approving the resolution (the email response must also include a copy of the resolution).

The flying minute and resolution must be noted in the agenda and minutes of the next Board meeting with a copy of the flying resolution and approvals retained in the Board records. If the matter is confidential and for Board members only, the details of the resolution made by flying minute shall not be included in the minutes of the Board meeting.

21. Board Annual Calendar

The Board Secretary is responsible for maintaining a calendar of all scheduled Board and Committee meetings and other major Board activities.

The Board Secretary is also responsible for sending electronic meeting invitations to all Board members for all calendar events.

The Board Secretary, in consultation with the Chair and HSCE, shall maintain an annual work plan of activities for the Board and Board committees which is summarised in an Annual Calendar which shall be presented to each Board and Board committee meeting for review, updating and approval.

The Annual Calendar shall identify the key matters for consideration and actions required by the Board and Board committees during the year and allocate those matters and actions to a relevant meeting. The Annual Calendar enables the Board and the HSCE to be aware of and plan for the year

The Annual Calendar shall include those the details stated in section 17 of this Charter.

22. Board Committees

The Board is assisted by Board committees in discharging its responsibilities under the HHB Act.

The Board must establish an Executive Committee for the Service controlled by the Board⁶³ which has legislated functions to support the Board in its role controlling the Service.⁶⁴

The Board must also establish other prescribed Board committees under the *Hospital and Health Board Regulations 2023* (HHB Regulations)⁶⁵ for safety and quality, finance and audit.⁶⁶ The membership of

⁶³ Section 32A HHB Act

⁶⁴ Section 32B(1) HHB Act

⁶⁵ Section 44 HHB Regulations

⁶⁶ Requirements for the audit committee are as prescribed in section 30 FPMS 2019

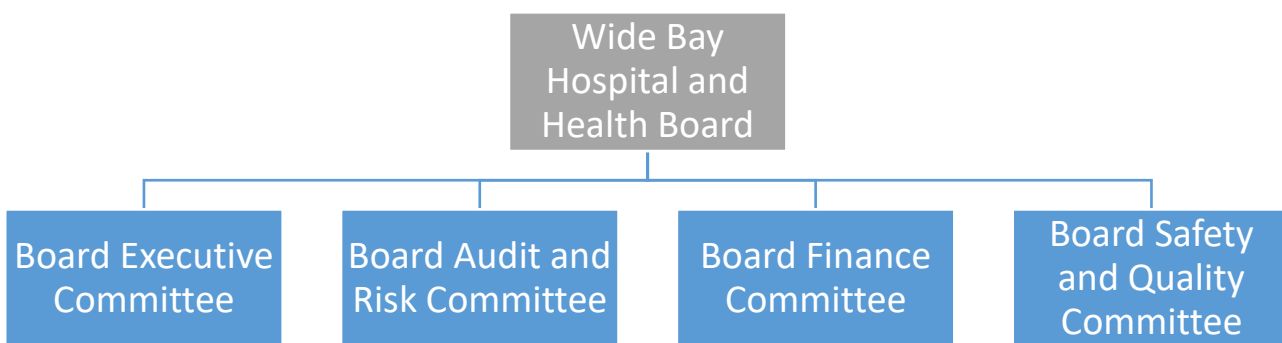


Board committees may be prescribed by legislation.⁶⁷ The functions of all Board committees are prescribed by legislation.⁶⁸

Should a Board committee only consist of Board members, decision making may be delegated.⁶⁹ If the Board committees established include non-Board members the committee can only provide recommendations to the Board.

Board committees are a means of supporting the Board in discharging its responsibilities. The Board will be provided with access to all Board committee meeting minutes (subject to any conflict of interest) and all Board members may attend Board committee meetings in addition to those Board members appointed as members of a Board committee.

The figure below depicts the WBHHS Board committee structure supporting the WBHHS to effectively achieve open and transparent governance.



- **Board Executive Committee** supports the Board in its role, working with the HSCE to progress strategic issues and ensure accountability in the delivery of health services by the HHS. The functions of this Committee are stated in section 32B HHB Act.
- **Board Audit and Risk Committee** provides independent assurance and assistance to the Board on the WBHHS risk, internal control and compliance frameworks and external accountability responsibilities as prescribed in the *Financial Accountability Act 2009*, *Auditor-General Act 2009*, the *Financial Accountability Regulation 2009* and the FPMS 2019. The functions of this Committee are also stated in s 47 of the HHB Regulations.
- **Board Finance Committee** provides independent assurance and assistance to the Board, through overseeing the financial position, integrity and policies of the WBHHS. The functions of this Board committee are stated in s 46 of the HHB Regulations.
- **Board Safety and Quality Committee**: provides independent assurance and assistance to the Board on quality, safety, clinical governance frameworks and strategies of the WBHHS. The functions of this Board committee are stated in s 45 of the HHB Regulations.

Although not a Board committee, Community Reference Groups (CRGs) have been established to operate under a protocol to inform, advise and provide feedback on community concerns and healthcare priorities which then helps facilitate responsive planning, design, delivery and evaluation of WBHHS services. Board members attend CRG meetings.

⁶⁷ Executive Committee membership see s32C HHB Act; Audit committee membership see s 30(4) FPMS
⁶⁸ Executive Committee s32B HHB Act, Safety and Quality Committee s 45 HHB Regulations, Finance Committee s 46 HHB Regulation and Audit Committee s47 HHB Regulations (noting that the Board may assign a different name to the committee (section 44(2) HHB Regulation and WBHHS has done so in respect of the Audit and Risk Committee)
⁶⁹ Section 30(1)(a) HHB Act



Board Effectiveness

23. Board Member Protection

23.1 Communication

The Board must be provided with accurate, timely and clear information to enable the Board and its Board 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. Board Members are expected to notify the Board Secretary of queries or concerns in advance of Board and Board committee meetings for appropriate rectification.

All email communications to and from Board members for Board related business must be through Queensland Health email accounts established for all Board members.⁷⁰ OHS&A advised it is a mandated requirement of the Director General for all Board members to comply with the Public Service Commission's *Private Email Use Policy*.⁷¹

23.2 Access to Independent Professional Advice

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

Notwithstanding any other rights or entitlements, each Board member individually, the HSCE and the Board Secretary have the right to seek reasonable independent legal advice with regards to their individual rights and obligations arising in connection with their position at WBHHS's cost (provided the costs are reasonable), subject to prior consultation with the Chair unless the issue may represent a conflict for the Chair, in which case the Deputy Chair will consider the matter.

23.3 Protection from liability

Board members are entitled to the following statutory protections from liability.

Section 269 Public Sector Act 2022:⁷²

Section 269 of the *Public Sector Act 2022* provides:

"a prescribed person does not incur civil liability for engaging, or for the result of engaging, in conduct in an official capacity" the liability will attach to the State. The State may only seek contribution from the Board member if their conduct was engaged in other than in good faith and with gross negligence";

Board members are included in the definition of "prescribed persons" for the purposes of this Act. In summary, s269 of the *Public Sector Act 2022*:

- Provides protection from civil liability for prescribed persons 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 prescribed persons to the State; and
- Enables the State to recover financial contributions from prescribed persons who have incurred a civil liability where the State employee did not act in good faith and acted with gross negligence.

⁷⁰ Board Meeting, 3 February 2021 (Item 5.4), effective 15 February 2021

⁷¹ <https://www.forgov.qld.gov.au/documents/policy/private-email-use-policy>

⁷² Section 269



Section 280 HHB Act

Section 280 of the HHB Act provides Board members are not civilly liable for an act done, or omission made, honestly and without negligence under the HHB Act. The section states that the liability attaches instead to WBHHS.

23.4 Indemnities and Insurance

Board members are entitled to the grant of a Deed of Indemnity Insurance and Access substantially in the form as approved by the Queensland Treasurer.⁷³

The Deed of Indemnity Insurance and Access includes indemnity by WBHHS to the Board member, a commitment to obtain and retain directors and officers (D&O) insurance and provisions for access to Board documents after the Board member ceases membership of the Board.

The Board must approve the grant of this deed to a Board member by resolution and manage this matter in the Board meeting having regard to the interests of the Board member proposing to receive the benefit of the deed.⁷⁴

23.5 Insurance (including D&O Liability and Personal Accident and Injury)

WBHHS has D&O liability insurance for Board members through commercial insurance policies in addition to the Queensland Government Insurance Fund (QGIF), a Queensland Treasury managed fund.

The commercial D&O policies are renewed annually with advice from an insurance broker and presented to the Board for consideration and approval of the terms and conditions of policies, endorsements and annual premiums.

While Board members are excluded from the *Workers Compensation and Rehabilitation Act 2003*,⁷⁵ WBHHS has personal accident and injury coverage under its QGIF policy for Board members in accordance with the terms of that policy.⁷⁶

24. Board Evaluation

24.1 Board, Chair and Board member evaluation

The Board and Board members are accountable to the Minister for their performance and conduct.

The Board will conduct an annual review of the performance of the Board, Chair and Board members.

The Board shall determine the method of conducting each review and the extent of that review. It is preferable for the Chair's performance to be reviewed by an external review process.

The Board may seek external support to complete an independent review of the effectiveness of the Board, Chair and Board members having regard to the Board Charter and other reference material including as issued from time to time by the Minister, Director General and OHSa.

⁷³ Approved by the former Queensland Treasurer on 25 February 2014

⁷⁴ Section 9 Schedule 1 HHB Act.

⁷⁵ Section 10 limits coverage to "workers" as defined in this Act, which excludes Board members.

⁷⁶ See <https://qgif.qld.gov.au/policy-information/>



24.2 Board committees and Chairs of Board committees

Board Committees must review their performance at least once a year in accordance with the requirements of the respective Charters of Board committees.

It is preferable for the Chair to review the performance of Chairs of Board committees, however this review may be conducted as an external review process or as otherwise determined by the Board at its discretion.

24.3 Reporting

After completion of each annual performance review, the following reporting is required.

Board annual performance review (internal) – Report to the Board by the Chair with recommendations to be considered and approved by the Board. Progress reports to the Board on recommendations/actions accepted by the Board.

Board performance review (external)⁷⁷ – Report to the Board by the Chair with recommendations to be considered and approved by the Board. Notification of summary of findings to the Director-General (through the Chair) and by the Board Secretary to OHSA in accordance with *External Board Evaluation – Advice on Queensland Health’s Governance Framework – Recommendation 7* (July 2020). Progress reports to the Board on recommendations/actions accepted by the Board.

Board Chair performance review – Report to the Board by the Deputy Chairperson.

Board member performance review – De-identified summary report to the Board by the Chair following completion of all annual Board member reviews including summary of themes and training and development opportunities proposed for Board members.

Board committee (and Chairs of Board committee) performance review – As specified in the Board Committee Charter. A report of the outcomes of the annual review will be provided to the Board.

25. Board Member Remuneration and Conditions of Appointment

A Board 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.⁷⁸

A Board member holds office for the term, of not more than 4 years, as stated in the Board member’s instrument of appointment.⁷⁹ The office of a member of a Board member comes vacant if the Board member resigns by signed notice of resignation given to the Minister⁸⁰ or is removed from office.⁸¹

26. Board Member Induction

The Chair and Board Secretary will determine an appropriate induction for new Board members, which should include (as appropriate):

- Formal introduction to the Board;
- Formal introduction to the HSCE and other members of the Executive;
- Visits to WBHHS sites; and

⁷⁷ Three yearly

⁷⁸ Section 26(2) HHB Act

⁷⁹ Section 26(1) HHB Act

⁸⁰ Section 27 HHB Act

⁸¹ Also see Sections 3 and 28 of this Charter



- Provision of Board induction materials.

All new Board members are required to participate in the Board induction program facilitated by the Chair and Board Secretary in accordance with the induction program approved by the Board. This is a local WBHHS induction program conducted by reference to the Board Induction Checklist which should be completed by new Board members within a reasonable period after appointment to the Board.

The local induction process complements the annual Statewide induction program conducted by the Office of Health Statutory Agencies (OHSA) for new Board members of all Hospital and Health Services. In 2020, OHSA delivered induction training online through the “Board Busters” program.⁸² OHSA also published the “*Good Practice Guide for Boards*” which all Board members should become familiar with.⁸³

The Board Secretary will advise new Board members of the scheduling and format of the annual OHSA Statewide induction program. All new Board members must attend the OHSA induction program conducted in their year of appointment. If approved by OHSA and the Chair, existing Board members may update their knowledge and skills by attending the OHSA induction program at any time following their appointment to the Board.

New Board members appointed to Board committees are also required to complete Board committee induction in accordance with the requirements of the relevant Board Committee Charter.

Board committee induction will be facilitated by the Chair of the Board committee and Board Secretary. Board and relevant Board committee induction materials will be provided to new Board and Board Committee members at the commencement of induction.

27. Board Member Training and Development

All Board members are required to complete mandatory training required as persons performing duties and functions for WBHHS.

It is essential that every Board member completes each mandatory training requirement and this is recorded and retained by the Board Secretary. Board members will be provided with access to the WBHHS training portal to complete online mandatory training units. Board members may also attend WBHHS mandatory training sessions conducted onsite from time to time.

In addition to mandatory training, Board members should also undertake individual training to develop their skills and knowledge relevant to the discharge of their duties as HHS Board members. Individual training requirements may generally be identified and approved in the annual Board member performance review or as otherwise agreed by the Chair. Subject to budget, costs of Board member training and development may be met (in whole or part) by WBHHS. Board members may also independently undertake at their own cost relevant training associated with the discharge of their duties as Board members.

Training and development for the Board collectively may also be approved and conducted from time to time. Board members are required to participate in collective training and development which may include formal presentations and training for knowledge and skills development as well as social and team building opportunities to improve team dynamics and collective decision making.

⁸² <https://qheps.health.qld.gov.au/ohsa/board-busters>

⁸³ <https://qheps.health.qld.gov.au/ohsa>



All Board member training and evidence of completion should be provided to the Board Secretary to be recorded. (including any independent training undertaken by Board members). This information will be used to update the Board Member Skills Matrix which is reviewed periodically and reported to OHS prior to the recruitment of Board members.

Records and data recorded may be reported to the Board and Board Committee meetings from time to time. Board members may be provided with copies of their own training records which may also be provided to the Chair and referred to in Board member performance reviews.

An annual training and development program for mandatory, individual Board member and Board training will be determined in accordance with a Training and Development Program.

General

28. Breach of this Charter

Any Board member who considers another Board member has not complied with this Charter or the HHB Act must consult the Chair.

The Chair is responsible for determining appropriate action including, where necessary, investigation of the concerns raised.

Where concerns raised relate to the Chair, the concerns should be raised with the Deputy Chair.

Any concerns regarding non-compliance with this Charter may also be raised with the Minister.

The Minister may suspend a Board member from office if it is in the public interest to do so. Suspension may be for a period not exceeding 60 days by notice in writing to the Board member. The period of suspension may be extended if the Minister considers it is necessary in the circumstances.⁸⁴

The Governor-in-Council may remove a member of the Board from office in circumstances stated in section 28 of the HHB Act. Grounds for removal from office include if a Board member has been absent without permission of the Board from 3 consecutive meetings, for which due notice was given (as recommended by the Minister).⁸⁵

29. Changes to the Charter

This Charter may be altered following Board consultation and endorsement by the Board.

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

30. Publication of this Charter

A copy of this Charter will be published on the WBHHS website and Queensland Health website.

31. Interpretation

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

Board	means the Wide Bay Hospital and Health Board, comprised of Board members
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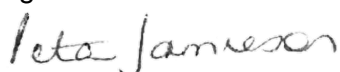
⁸⁴ Section 27A HHB Act

⁸⁵ Section 28 HHB Act, also see section 275 HHB Act.



Board committee	means a committee of the Board
Board member	means a person appointed in accordance with sections 23-26 of the HHB Act by the Governor in Council, by gazette notice, on the recommendation of the Minister
Director General	means the Director General, Department of Health
Executive	means WBHHS's Executive management team
FPMS 2019	<i>Financial Performance and Management Standard 2019</i> (as amended from time to time)
HHB Act	means the <i>Hospital and Health Boards Act 2011</i> (as amended from time to time)
HHB Regulation	means the <i>Hospital and Health Boards Regulation 2023</i> (as amended from time to time)
Health Service Chief Executive (HSCE)	Means the health service chief executive appointed for the Service under s 33 of the HHB Act
Hospital and Health Service	means a Hospital and Health Service established under the HHB Act
Minister	means the Minister for Health and Minister for Ambulance Services
Service Agreement	means the service agreement between the Director General and WBHHS as further defined in section 16 of the HHB Act
WBHHS (Service)	means Wide Bay Hospital and Health Service, being the statutory body established under the HHB Act

Approved: 7 August 2024

Signature: 

Name: Peta Jamieson

Chair, Wide Bay Hospital and Health Board



DOCUMENT HISTORY

Date	Nature of Amendment
June 2019	Revised Draft submitted to Board
3 December 2019	Annual review and revision – updated to include feedback from the Board, and to reflect alignment with contemporary charters across other HHSs. Note: The WBHHS Board Member Handbook will be rescinded on the adoption of this version of the Charter.
1 July 2020	Annual review and revision – updated to align with legislative requirements and Board evaluation recommendations
2 June 2021	Annual review and revision – updated to align with Queensland Health policy and guides.
May 2022	Annual review and revision – updated to align with Queensland Health policy and guides.
September 2023	Annual review and revision – updated to align with Hospital and Health Boards Regulation 2023, Public Sector Act 2022 and Queensland Health policy.
April 2024	Review – update to align with Queensland government policy
August 2024	Annual review and revision – updated to include NCTGF and NSQHS reference, timing of external review and increased penalty units.