



# Sunshine Coast Hospital and Health Board

## Board Charter

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### OVERVIEW

#### 1. Introduction

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

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

The guiding principles in Schedule 2 attached to this Charter, are embedded in business as usual policies, procedures and reporting processes within the SCHHS to ensure the objectives of the HHBA are achieved.

The Sunshine Coast Hospital and Health Board (the **Board**) controls Sunshine Coast HHS.<sup>2</sup> Its authority to govern Sunshine Coast HHS 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 Sunshine Coast HHS.

#### 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 Board Secretary 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: Improving 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 the schedules to the HHBA) and/or the Hospital and Health Boards Regulation 2012 (Regulations), the HHBA and/or the Regulations prevail.

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<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. The recruitment process is managed centrally by the Office of Health Statutory Agencies.

### 4. Role of the Board

The Board controls Sunshine Coast HHS<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 Sunshine Coast HHS to the Chief Executive.

The Board's governance and compliance obligations are clearly articulated within the Charter. Additionally, the Board has a significant role to play in promoting and encouraging opportunities for innovation, research and education, transformation and continuous improvement in safety and quality to enhance patient experience, health outcomes and service provision efficiency.

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

### 5. Role of the 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 publication *Welcome Aboard: A guide for members of Queensland Government Boards, committees and statutory authorities (Welcome Aboard)* describes 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>

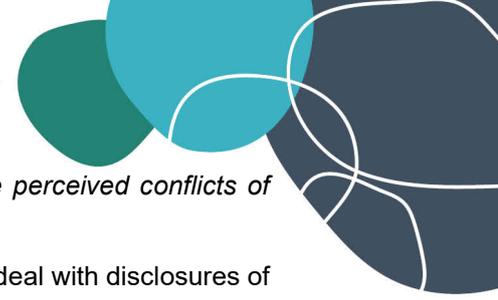
#### Conflicts of Interests

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

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

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



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 is 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.

A 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 Sunshine Coast HHS (“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.

### **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 Sunshine Coast HHS.

### **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 at least 80% of scheduled meetings
- Be familiar with the agenda and past minutes

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

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



- 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.

The approximate time commitment is five days per fortnight for Chairs and three days per fortnight for members

### **Media Protocol**

Interaction with the media is to be in accordance with the Sunshine Coast Hospital and Health Service Media Policy.

[https://qheps.health.qld.gov.au/\\_data/assets/pdf\\_file/0027/372816/000728.pdf](https://qheps.health.qld.gov.au/_data/assets/pdf_file/0027/372816/000728.pdf)

### **Social Media**

Board members are covered in the scope of the SCHHS Use of Social Media in the Workplace Policy as it relates to their capacity as a Board member.

[https://qheps.health.qld.gov.au/\\_data/assets/pdf\\_file/0018/371700/001022.pdf](https://qheps.health.qld.gov.au/_data/assets/pdf_file/0018/371700/001022.pdf)

## **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
- Reviewing 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 Board Secretary**

The Board Secretary 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:

- 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

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



- Overseeing all correspondence specifically addressed to the Board or Board members in this capacity
- Monitoring that Board procedures and protocols are followed.

All 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.

## 8. Role of the Chief Executive

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

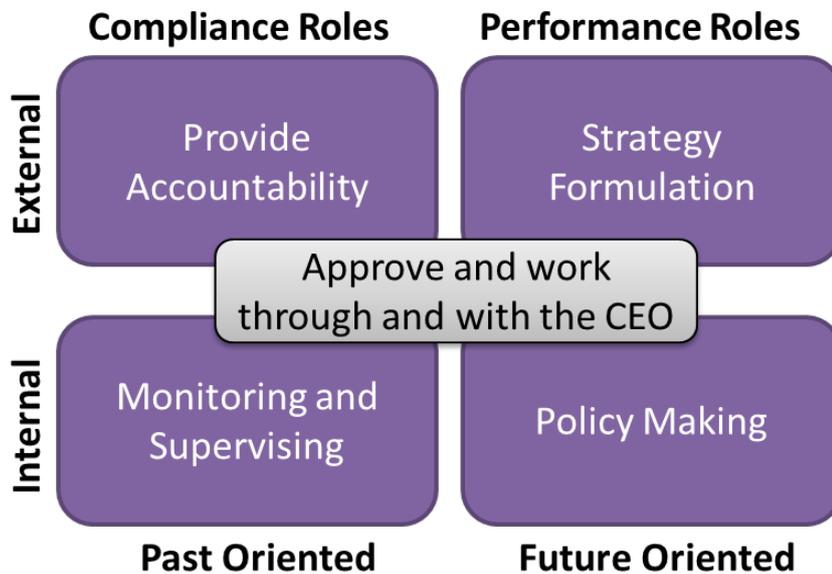
The Chief Executive must also fulfil his or her functions under the HHBA and any other legislation or regulation.

The Chief Executive is required to work closely with the Chair.

In the event of any inconsistency between this Charter and the Chief Executive’s contract of employment, the contract of employment will prevail to the extent of the inconsistency.

## 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 Sunshine Coast Hospital and Health Board:



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

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



## 9. Strategy Formulation

The Board is responsible for setting the strategic direction of Sunshine Coast HHS, including through:

- Developing (in conjunction with the Executive), approving and periodically reviewing the strategic plan for Sunshine Coast HHS
- Approving Sunshine Coast HHS entering into the service agreement with the Director-General and approving subsequent amendments to that service agreement (Board has delegated authority to the Board Chair to sign approve amendment windows only to the Service Agreement).
- Approving the annual budget
- Setting performance goals for Sunshine Coast HHS
- 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 Sunshine Coast HHS has the resources necessary to achieve goals, monitor progress and report outcomes.

## 10. Policy Making

The Board is responsible for setting the boundaries, or policies, within which Sunshine Coast HHS must operate.

### Policies

Major policies requiring Board approval include:

- Governance Framework
- Delegations Framework
- Management of Public Interest Disclosures Policy
- Prevention and Management of Corrupt Conduct Policy
- Enterprise Risk Management Framework
- Treatment of Personal and Confidential Information Policy
- Work Health and Safety Policy
- Other policies of significance to the overarching governance framework of Sunshine Coast HHS.

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, although other powers and functions may be delegated on an ad-hoc basis. Any such ad-hoc delegation will occur by resolution as documented in the minutes or by written resolution.

## 11. Accountability

The Board is accountable for the performance of Sunshine Coast HHS.

In fulfilling this function, the Board will:

- Approve the annual financial statements and the annual report for Sunshine Coast HHS



- Approve the annual Service Delivery Statement for Sunshine Coast HHS
- Report to the Minister on the performance of Sunshine Coast HHS 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 Sunshine Coast HHS, 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 Sunshine Coast community and consumers of Sunshine Coast HHS's services and will approve policies, strategies and reporting required to deliver on this commitment.

## 12. Monitoring and Supervising

The Board's monitoring and supervising functions include:

- Overseeing the implementation of Sunshine Coast HHS's strategic plan and other decisions of the Board
- Monitoring performance of Sunshine Coast HHS's obligations under the service agreement
- *monitoring the SCHHS'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 Sunshine Coast HHS's financial reporting and financial performance
- Monitoring the achievement of performance goals set for Sunshine Coast HHS
- 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 Sunshine Coast HHS's risk management system and internal control framework
- Monitoring compliance with relevant legal and regulatory obligations
- Exercising due diligence to ensure that Sunshine Coast HHS 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 agree performance targets with, and monitor the performance of, the Chief Executive.

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

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

## PART C: IMPROVING BOARD PROCESSES

### 14. Board Meetings

#### Application of HHBA schedule 1 (as attached)

HHBA Schedule 1 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>

Unless otherwise agreed, the Board will meet at least eleven times each year.

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

#### Attendees

Attendees comprise all members plus the Chief Executive and the Board Secretary.

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.

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>

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

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

<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).



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).<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 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 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 Board sees fit.

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

### **Written Resolutions/Flying Minutes**

Items would typically only be managed by Flying Minutes in agreement with the Board Chair when the item is urgent and must be considered before the next scheduled meeting

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

- (1) The notice must be proposed in writing (e.g. by email).
- (2) The full wording of the proposed resolution and the reasons for the proposal must be attached to the notice.
- (3) The notice can be given by any Board member or the Board Secretary on behalf of a Board member.
- (4) The notice must allow for a period of two working days. during which
- (5) A Written Resolution/Flying Minute paper will be uploaded to Convene with a requested response date and members will vote on the resolution via Convene. Generally, 2 working days are allowed for consideration of Flying Minutes.
- (6) If a Member has no comment to make or is unable to comment on a Flying Minute, this needs to be conveyed to the Secretariat in writing.
- (7) The final decision in respect to the item will be entered into the Minutes of the next meeting.
- (8) 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 Board Secretary 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.

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

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

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



## 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	Working Days
Agenda and Board papers are distributed	-5
Board meeting	0
Draft minutes sent to Chair	5
Draft minutes sent to members	15

*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 depend 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.

The Board Secretary, 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 Board Secretary. The Executive may submit items for the Chair's consideration via the Board Secretary. Any such request should be made at least 15 working days prior to the Board meeting.

## 16. Board Papers

### Preparation and Distribution of Board Papers

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

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

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

Sunshine Coast HHS uses 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 supplement papers may only be tabled at the Board 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 Papers and Meeting Notes

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

The treatment of any additional copies of Board papers distributed to individual Board 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 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 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 and may attend any Committee meeting.

## 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.

The Board may delegate any of Sunshine Coast HHS’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, however, the Board reserves the right to oversee any strategic matters of significance without referring to a Committee.

Committee charters will be reviewed by the Board every two years.

The Board will be provided with access to the minutes of all committee meetings.

Subject to the presence of any conflict of interest, all Board members will have access to all committee papers.

## Invitations to SCHHS Internal Committees/Stakeholder Events

Attendance at SCHHS Internal Committees/Stakeholder Events by Board members will be:

1. Approved by the Board Chair
2. Included in the Board Engagement and Work Plan
3. HHS to provide advance briefing to Board member through the HSCE

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

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

## PART D: BOARD EFFECTIVENESS

### 19. Board Member Protection

#### Communication

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, Board members are entitled to request and receive such additional information as they consider necessary to support informed decision-making and to enable them to discharge their responsibilities and duties. All such requests must be made in accordance with the *Communication Protocol*.

#### At Access to Independent Professional Advice

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

Notwithstanding any other rights or entitlements, each Board member individually, the Chief Executive 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 Sunshine Coast HHS's cost (provided the costs are reasonable), subject to prior consultation with the Chair unless the issue at hand may represent a conflict for the 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 Sunshine Coast HHS.

#### 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 Sunshine Coast HHS



- The provision of directors' and officers' insurance
- Ownership of and access to Sunshine Coast HHS records.

### **Directors' and Officers' Insurance**

Sunshine Coast has procured and will maintain directors' and officers' insurance in accordance with its obligation under the Deeds of Indemnity, Insurance and Access entered into with Board members and members of the Executive.

## **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 Director-General (recommendation #7). External Board Evaluation Guide.

## **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>25</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>26</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>27</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.

## **21. Board Member Induction**

The Chair and Board Secretary 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
- Visit to Sunshine Coast HHS sites
- Provision of a Board Induction Manual.

## **22. Board Member Development**

Ongoing training and professional development of Board members is encouraged.

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<sup>25</sup> HHBA, Section 26(2).

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

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



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

### 23. Breach of this Charter

Any member of the Board who considers another member has breached this Charter should consult with the Chair.

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

### 24. Review of this Charter

The Board will review this Charter every two years or as required.

### 25. Publication of this Charter

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

### 26. Interpretation

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

Board	means the Sunshine Coast 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 Sunshine Coast HHS's Executive.
HHBA	means the <i>Hospital and Health Boards Act 2011</i> (Qld)
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> (Qld)
Service Agreement	has the meaning given to it in the HHBA.
Sunshine Coast HHS	means Sunshine Coast Hospital and Health Service, the statutory body established under the HHBA.



## 27. Revision History

Date	Nature of Amendment
5/9/2012	Version 1
7/9/2012	Addition of Board members Dr Edward Weaver and Mr Peter Sullivan
24/06/2013	Updated membership of Board
04/06/2014	Updated terms of appointment for members
14/07/2016	Updated membership of Board
01/08/2017	Updated membership of Board
01/08/2017	Committee meeting attendance by any board member
04/10/2019	Update membership and Deputy Chair details
28/09/2020	Rewrite of Charter – Version 7

This Charter was approved by the Board at its meeting on 1 December 2020

### ***SIGNED COPY ON FILE***

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Dr Lorraine Ferguson AM  
Chair, Sunshine Coast 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.*