

# Board Executive Committee Charter



## Table of Contents

1.	Purpose .....	2
2.	Legislative Authority .....	2
3.	Functions.....	2
4.	Risk Management .....	3
5.	Reporting .....	3
6.	Committee Composition.....	3
7.	Role of the Committee Chair .....	3
8.	Role of the Manager Board Operations .....	3
9.	Conduct of Committee meetings .....	4
9.1.	Committee Agenda and Papers .....	4
9.2.	Meetings and attendance.....	4
9.3.	Quorum.....	4
9.4.	Presiding at Meetings .....	4
9.5.	Decision making.....	4
9.6.	Minutes.....	4
9.7.	Confidentiality .....	5
10.	Committee Work Plan .....	5
11.	Written Resolutions/Out of Session .....	5
12.	Evaluation of Committee Performance .....	5
13.	Business Rules.....	5
14.	Publication of this Charter .....	5
15.	Interpretation .....	5
16.	Revision History .....	5
17.	Next review.....	6

# Charter

## Board Executive Committee

### 1. Purpose

The Sunshine Coast Hospital and Health Board (the Board) Executive Committee's (the Committee) purpose is to support and provide recommendations to the Board regarding its strategic and governance responsibilities. The committee does not replicate or replace established management responsibilities and delegations. In fulfilling its responsibilities, the Committee will observe and promote the organisational values of Integrity, Compassion, Accountability and Innovation.

### 2. Legislative Authority

The *Hospital and Health Boards Act 2011* (the Act) requires the Board to establish an executive committee with the functions set out in the Act.

In accordance with this requirement, and to assist the Board effectively and efficiently perform its functions, the Board has established a committee to be known as the Executive Committee.

The Committee is an advisory committee of the Board and has no executive powers, unless the Board, by resolution, delegates a certain power to the Committee. The Committee may examine any matter in relation to its functions as it sees fit or as requested by the Board. Where a matter for consideration is beyond the scope of the Committee's functions, the decision is to be referred to another committee of the Board where relevant, or to the Board.

Elements of this Charter that are prescribed by legislation or regulation are shown as text in italics.

### 3. Functions

In accordance with section 32B of the Act:

*(1) The function of the executive committee is to support the board in its role of controlling the Service for which it is established by—*

*(a) working with the health service chief executive to progress strategic issues identified by the board; and*

*b) strengthening the relationship between the board and the health service chief executive to ensure accountability in the delivery of services by the Service.*

In accordance with the provision in the Act allowing the Board to assign to the Committee any other relevant function, the Board has assigned the following additional functions to the Committee:

- c) Reviewing Chief Executive performance
- d) Overseeing strategic partnerships
- e) Advising the Board on:
  - o Committee membership, structure and succession planning
  - o Board evaluation processes, and
  - o Induction and continuing development for Board members
- f) Working with the HSCCE on critical emergent issues as required.

## 4. Risk Management

A proactive approach to risk management will underpin the business of the Committee. The Committee will:

- (a) Identify risk, and mitigating strategies, associated with all decisions made; and
- (b) Implement processes to enable the Committee to identify, monitor and manage critical risks as they relate to the functions of the Committee.

## 5. Reporting

The Committee provides the following regular reports to the Board:

Report	Frequency	Responsibility
Summary of Committee meetings	Quarterly	Board Chair

The Committee, via the Committee Chair, will provide written and verbal reports and recommendations to the Board highlighting issues it considers warrant Board discussion.

## 6. Committee Composition

Membership of the Executive Committee consists of the following:

- (a) the Chair or Deputy Chair of the Board who is to be Chair of the Committee;
- (b) at least 2 other Board Members, decided by the Board, at least one of whom is a clinician as defined in section 32C(2) of the Act.

If the Board considers it does not have the necessary expertise, it may appoint an external member to the Committee.

In addition, the Committee may request the attendance at any meeting of any person who, in their opinion, may be able to assist the Committee in any matter under consideration.

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

The Board will review the Committee's composition as required but no less than annually.

The Health Service Chief Executive attends all Committee meetings, unless agreed with the Chair.

## 7. Role of the Committee Chair

The Board will appoint a member of the Board to be the Chair of the Committee.

The role of the Committee Chair includes:

- Setting the Committee agenda
- Facilitating the flow of information and discussion
- Conducting Committee meetings and other business
- Ensuring the Committee operates effectively
- Reporting to the Board on the activities of the Committee.

## 8. Role of the Manager Board Operations

The Manager Board Operations is responsible for:

- Organising Committee meetings and Committee member attendance
- Coordinating the completion and dispatch of Committee agendas, Committee papers and briefing papers

- Preparing minutes of meetings and resolutions of the Committee
- Providing a point of reference for communications between the Committee and the Executive
- Monitoring that Committee procedures and protocols are followed.

All members have direct access to the Manager Board Operations for advice and services relating to the operation of the Committee.

## 9. Conduct of Committee meetings

### 9.1. Committee Agenda and Papers

The Chair, HSCE and Manager Board Operations are responsible for preparing agendas in line with the committee work plan and any other matters that fit within the remit of the committee's functions and priorities.

All Committee papers must be approved by the relevant Executive Director and the HSCE prior to being submitted to the Manager Board Operations for distribution to Committee members.

### 9.2. Meetings and attendance

Meetings of the Committee are to be held at the times and places the Committee Chair decides.

Unless otherwise agreed, the Committee will meet at least four times each year.

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

### 9.3. Quorum

A quorum for a meeting of the Committee is one-half of the number of its members, or if one-half is not a whole number, the next highest whole number.<sup>1</sup>

### 9.4. Presiding at Meetings

The Committee Chair is to preside at all meetings of the Committee at which the Committee Chair is present. If the Committee Chair is not present, a member of the Committee chosen by the members is to preside.

### 9.5. Decision making

As an advisory committee the recommendations of the Committee will be regarded as a collective decision or advice unless there is material dissension.

If consensus cannot be reached, the Chair of the Committee reserves the right to escalate the matter to the Board.

The minority view will be recorded in the minutes of the meeting and placed before the Board.

### 9.6. Minutes

The Committee must keep minutes of its meetings and a record of any written resolutions made by it.<sup>2</sup>

The Manager Board Operations 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.

Minutes of Committee meetings are available to all members on Convene.

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

<sup>2</sup> HHBA, Schedule 1, Section 7(1).

## 9.7. Confidentiality

All attendees at Board or Committee meetings are required, as officers and or fiduciaries of Sunshine Coast Hospital and Health Service, to keep confidential all information presented to (whether written or oral) or discussed at Board and Committee meetings.

## 10. Committee Work Plan

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

## 11. Written Resolutions/Out of Session

Items would typically only be managed out of session in agreement with the Committee Chair when the item is urgent and must be considered before the next scheduled meeting.

## 12. Evaluation of Committee Performance

The Committee will undertake an annual self-assessment of its performance, including its performance against the requirements of this Charter and the performance against the annual work plan. This self-assessment will feed into the annual Board and Committee performance review.

## 13. Business Rules

The Committee Charter should be read in conjunction with the Board Charter which outlines the general governance provisions that apply to the Board Committee meetings.

## 14. 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)

## 15. Interpretation

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

Act	<i>Hospital and Health Boards Act 2011</i> (Qld)
The Board	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	The SCHH Board Executive Committee
Executive	The SCHHS Executive team
Service	A Hospital and Health Service established under the Act.
Minister	Minister for Health and Ambulance Services
Regulation	<i>Hospital and Health Boards Regulation 2012</i> (Qld)
SCHHS	Sunshine Coast Hospital and Health Service – a statutory body established under the Act.

## 16. Revision History

Document history

Date	Nature of amendment
12 February 2013	Minor amendments agreed by Board members
5 March 2019	Nil amendments
1 May 2020	Draft amendments to functions tabled at Board meeting
November 2020	Draft amendments updated following Board feedback in May 2020 Charter reformatted in line with new template v3
May 2022	Full revision of Charter

## 17. Next review

The Charter will be reviewed in June 2023

This Charter was approved by the Board at its meeting on 7 June 2022.

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Ms Sabrina Walsh

Chair, Sunshine Coast Hospital and Health Board