

West Moreton Hospital and Health Service Board Charter

Approved by the Board on 27 March 2026.

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INTRODUCTION

West Moreton Hospital and Health Service (West Moreton Health) was established on 1 July 2012 pursuant to the *Hospital and Health Boards Act 2011* (the HHB Act) which provides the basis for the establishment of the Board as the governing body of the West Moreton Health.

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

In controlling West Moreton Health, the Board must have regard to:

- The need to ensure resources of the public sector health system are used effectively and efficiently,
- The best interests of patients and other users of public sector health services throughout the State, and
- The need to promote a culture and implement measures to support the health, safety and wellbeing of staff of public sector health service facilities.

This Charter sets out the Board's objectives, authority, roles and responsibilities, reporting and other administrative arrangements as outlined in the legislation and regulation applicable to Queensland statutory bodies.

Should anything in this Charter conflict with the HHB Act or the *Hospital and Health Board Regulation 2012* (HHB Reg), or *Financial Accountability Act 2009* (FA Act) the HHB Act, HHB Reg and/or FA Act will prevail.

DEFINING GOVERNANCE ROLES

1. Board Structure

1.1. Number of members

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

1.2. Skills required on the Board

The Minister recommends persons for appointment who have the skills, knowledge, and experience required for West Moreton Health to perform its functions effectively and efficiently, including:

- Persons with expertise in health management, business management, financial management and human resource management, and
- Persons with clinical expertise, and
- Persons with legal expertise, and
- Persons with skills, knowledge and experience in primary healthcare, and
- Persons with knowledge of health consumer and community issues relevant to the operations of the West Moreton Health, and
- Persons with skills, knowledge and experience in Aboriginal and Torres Strait Islander health and community issues relevant to the operation of the Service and
- Where relevant, persons from universities, clinical schools or research centres with expertise relevant to the operations of the Service and
- Persons with other areas of expertise the Minister considers relevant to a Service performing its functions.

One or more of the members of the Board must be clinicians and one or more members must be Aboriginal persons or Torres Strait Islander persons.

The Board will maintain an updated skills matrix that will be reviewed on an annual basis.

1.3. Appointment of Members

Before recommending persons for membership of the Board, the Minister must advertise for expressions of interest from suitably qualified persons interested in being members of a board and consider the expressions of interest received.

Members who are appointed by the Minister will receive a letter confirming their appointment, term and remuneration details.

2. Role of the Board

The Board's role is to govern West Moreton Health rather than to manage it. Under the HHB Act, a Hospital and Health Board controls the Service for which it is established. In governing West Moreton Health, members act in the best interest of West Moreton Health as a whole. It is the role of executive management to manage the organisation in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- Providing leadership to West Moreton Health by:
 - Guiding the development of an appropriate culture and values for West Moreton Health through implementation of the Code of Conduct and by establishing and reviewing policies that enforce ethical behaviours.
 - Always acting in a manner consistent with West Moreton Health's culture and Code of Conduct and in the best interests of West Moreton Health, exercising reasonable skill, care and diligence.
 - Unless authorised by the Board, not disclosing any information nor publicly commenting on matters relevant to the Board's activities including West Moreton Health's activities.
 - Exercising honesty, objectivity and probity and not knowingly engaging in acts or activities that may discredit West Moreton Health.
- Overseeing the development and implementation of an appropriate strategy by approving the following strategies and/or plans:
 - West Moreton Health's vision, purpose and values.
 - West Moreton Health's Strategic Plan.
 - A strategy to promote consultation with health professionals working at West Moreton Health or a Clinician Engagement Strategy (HHB Act, section 40(1)).
 - A strategy to promote consultation with health consumers and members of the community about the provision of health services by WMH or a Consumer and Community Strategy (section 40 (1)).
- Approving West Moreton Health's Service Agreement with the Department of Health, which is to be signed by the Chair of the Board on behalf of West Moreton Health.
- Approving the annual Service Delivery Statement (SDS) for West Moreton Health.
- Overseeing planning activities including the development and approval of West Moreton Health's annual budget and annual report including financial statements.

- Ensuring robust and effective risk management, compliance and control systems are in place and operating effectively, including approval of the internal and external audit arrangements.
- Being responsible for the appointment (subject to the written approval of the Minister as required under section 33 of the HHB Act), appraisal, disciplinary undertakings, and termination of the Health Service Chief Executive (HSCE).
- Ensuring that appropriate succession plans for the HSCE, Board Secretary and other senior executives, as determined by the Board, are in place.
- Appointing the Board Secretary.
- Delegating the appropriate powers to the HSCE through the Delegations of Authority and Reserve Powers (DARP) to ensure the effective day-to-day management of West Moreton Health and monitoring the exercise of those powers.
- Ensuring appropriate human resource and work health and safety systems are in place to ensure the wellbeing and effective contribution of all employees.
- Advising and reporting to the Minister about matters resulting from a Ministerial Directive, performance, operations and / or any other relevant matters.

The detail of some Board functions is handled through Board committees. However, the Board as a whole is responsible for determining the extent of powers residing in each committee and is ultimately responsible for accepting, modifying or rejecting committee recommendations.

3. Role of Individual Board Members

3.1. Duties and obligations

All Board members have ultimate responsibility for the overall successful operations of West Moreton Health. 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, and
- Exercise diligence, care and skill.

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

The HHB Act (section 31) also requires members to act impartially and in the public interest in performing their duties.

4. Expectations of members in Board processes

A Board member must, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This includes but is not limited to:

- Acting in a business-like manner,
- Acting in accordance with the HHB Act,
- Addressing issues in a confident and firm, yet friendly manner,
- Using judgement, commonsense and tact when discussing issues,

- Avoiding side conversations, ensuring that all comments are addressed to the full Board through the chair,
- Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another member or person is speaking, and
- Being particularly sensitive to interpreting any request or indication from the chair that aims to ensure orderly and good-spirited conduct of the meeting.

Members are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting West Moreton Health and cast their views on any resolution according to their own decision.

Outside the boardroom, however, members must support the letter and spirit of Board decisions in discussions with key stakeholders.

4.1. Attendance and Preparation

Board members are expected to:

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

4.2. Outside Directorships / Memberships

So that Board members can fulfill their duties, they must continually assess the number of boards and committees of those boards, on which they serve, to ensure that each organisation can be given the time and attention required.

Board members should inform the Chair prior to accepting an invitation to become a board member / director of any organisation other than West Moreton Health. The Chair will consider whether the proposed membership / directorship will interfere with the ability of the member to fulfil their role at West Moreton Health and whether there is any conflict of interest. In the case of the Chair, the Deputy Chair should be notified as per the above requirements of members.

Where a member is appointed to a board or committee that is the result of their membership on the West Moreton Health Board, the term of appointment will be aligned to the term of appointment on the West Moreton Health Board. Should a member cease to be a member of the Board, they will relinquish their role on any boards or committees where membership is a result of their membership on the West Moreton Health Board.

4.3. Conflicts of Interests

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

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

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

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

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

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

From time to time, a Board member may also be an employee or other service provider of West Moreton Health ("Employee Member"). This may give rise to potential conflicts of interest that 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 HSCE 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 the HHB Act, schedule 1, section 9.

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

4.4. Confidentiality

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

4.5. Contact Procedures

As there is the occasional need for urgent decision, Board members must leave with the Board Secretary any contact details, either for themselves or for a person who knows their location, so that members can be contacted within twenty-four hours in cases of a flying minute or other business. Exceptions are provided for those who are taking formal leave and have provided their leave dates to the Chair prior to leave.

4.6. 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.

5. Role of the Chair and Deputy Chair

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

The role of the Chair includes:

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

6. Role of Board Secretary

The Board Secretary is charged with facilitating West Moreton Health's Board governance processes and holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively. 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's appointment and dismissal must be approved by the Board prior to action. Other persons may similarly be appointed as acting secretary or as an additional secretary.

All members have a right of access to the Board Secretary and the Board Secretary has direct access to all Board members.

6.1. Specific tasks of the Board Secretary

The Board Secretary is responsible for:

- Organising Board meetings and Board member attendance,
- Coordinating the completion and release of Board agendas, Board papers and briefing papers,
- Preparing minutes of meetings and resolutions of the Board,
- Maintaining a complete set of Board papers at the West Moreton Health corporate office,
- Maintaining a register of ongoing conflicts of interest and Declarations of Related Party Transactions,
- Preparing for and attending all meetings
- Communication with the Office of Health Statutory Agencies,
- Preparing induction materials for incoming Board members,
- Drafting the annual Board Work Plan in consultation with the Chair and HSCE,
- Maintaining the Board Delegations of Authority and Reserved Powers (DARP),
- Providing a point of reference for communications between the Board and the Executive,
- Overseeing all correspondence specifically addressed to the Board or Board members in this capacity,
- Advising the Board on good governance practices and adherence to applicable laws and Board and Committee charters and procedures, and
- Any other services the Chair or Board may require.

7. Role of the HSCE

The HSCE is responsible for managing and supervising the management of the day-to-day operations of West Moreton Health. In performing this role, the HSCE is subject to the direction of the Board (HHB Act section 33(4)).

The HSCE must also fulfil their functions under the HHB Act and any other legislation or regulation.

The HSCE must act within the parameters of the DARP.

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

KEY BOARD FUNCTIONS

8. Strategy Formulation

The Board is involved in the development and approval of the corporate and clinical strategies of West Moreton Health.

The Board must ensure that sufficient attention and time is devoted to strategic matters at each Board meeting.

Progress on the implementation of the Strategic Plan comprises part of the HSCE Report.

It is expected that all papers requiring significant resource decisions will address how the decision is related to the agreed strategy.

9. Monitoring

A fundamental function of the Board is to monitor West Moreton Health's performance and compliance. With this general principle in mind, the Board is charged with approving and monitoring relevant financial and non-financial key performance indicators (KPIs) to be reported by management.

The HSCE is responsible for overseeing the production of reports and other information necessary for the Board to fulfill its obligation of reviewing financial and strategic performance. The Board may obtain additional independent advice to obtain an objective outsider's view of or to verify any report made available to it.

The Board enquires into and follows up areas of poor performance and the cause and considers and approves any action / remediation plans to be implemented.

10. Audit Process

The Board has a process for review and authorisation to ensure the truthful and factual representation of West Moreton Health's financial position. This process includes:

- External audit,
- Internal audit, and
- Review of West Moreton Health's annual financial statements by the Board.

11. External Audit

The Queensland Audit Office (QAO) is the independent auditor of the public sector.

The QAO attends the Audit and Risk Committee meeting where the financial statements are reviewed and endorsed. The QAO attends the meeting and is available to answer questions about:

- The conduct of the audit,
- The preparations and content of the auditor's report,
- The accounting policies adopted by West Moreton Health in relation to the preparation of the financial statements, and
- The independence of the external auditor in relation to the conduct of the audit.

12. Policy Framework

The Board is responsible for setting the boundaries, or policies, within which West Moreton Health must operate. Major policies and frameworks requiring Board approval / endorsement include:

- Delegations Policy,
- Risk Management Policy,
- Procurement and Contract Management Policy,
- Compliance Management Policy,
- Board Professional Development Policy,
- Receipt of corrupt conduct complaints involving the HSCE,
- Receipt of corrupt conduct complaints involving a West Moreton Health Hospital and Health Board Member or Chairperson, and
- Other policies of significance to the overarching governance framework of West Moreton Health.

13. Delegations of Authority and Reserved Powers of the Board (DARP)

The DARP of the Board outlines those powers which are reserved by the Board and / or limitations placed on the powers of the West Moreton Health HSCE. The DARP also contains an Instrument of Delegation signed by the chair. Powers and functions can also be delegated on an ad-hoc basis by Board resolution.

14. Risk Appetite Statement

The Board is responsible for setting the overall risk culture at West Moreton Health, including how risk is perceived, managed, and monitored. The Board's Risk Appetite Statement defines the acceptable risk level within which the Board, management, and staff are expected to operate and make decisions on behalf of the Hospital and Health Service. The Risk Appetite Statement is reviewed and updated annually.

15. Networking

Developing business networks and working to promote the reputation of West Moreton Health are important ways for Members to add value to West Moreton Health. Members are expected to act as ambassadors for West Moreton Health and are expected to develop and maintain connections for the benefit of West Moreton Health.

To enable the Board and management team to achieve productive relationships, Members are encouraged to become acquainted with West Moreton Health's management and staff. Board members will inform the Board Secretary prior to the visit. Discussions between the Board and Management on issues of importance are scheduled as required.

Members are encouraged to become acquainted with each other. To facilitate better relations among Members, social events and team building activities outside of Board meetings are scheduled into the annual Board calendar.

16. Stakeholder Communication

West Moreton Health encourages effective communication with stakeholders which includes consumers, communities, government, industry and education providers.

The nature of West Moreton Health's operating environment lends itself to both informal and formal communication. The Board recognises that internal communication is one way in which West Moreton Health

can strengthen the organisation's culture and feeling of commitment among management and employees. Good communication is also an important part of the internal control environment.

Formal internal communication is a key responsibility of the HSCE.

Communication with external stakeholders includes matters related to West Moreton Health's strategic direction and decisions, and information about its operations. Externally, the Board has designated the HSCE or the Chair or Members (where appropriate) to speak to external parties on matters associated with West Moreton Health.

The Chair is authorised to comment on:

- Annual results at the time of release of the annual report,
- Resolutions to be put to Board meetings of West Moreton Health,
- Changes in Board membership or any matter related to the composition of the Board or Board processes, and
- Any speculation concerning Board meetings or the outcomes of Board meetings.

The HSCE is authorised to comment on:

- West Moreton Health's future outlook,
- Any operational matters,
- Legal matters, and
- Any immediate crisis affecting West Moreton Health.

The HSCE may delegate some of these areas to other West Moreton Health spokespeople as required.

16.1. Protocol for Interaction with Internal and External Parties

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

There will be times when Members will be approached by individuals or groups to comment on behalf of the Board or organisation. For example, a member of the community or media representative may contact a Member to comment on a proposal put to the Board that has not been decided on. When such situations occur, Members must comply with the following:

- Refer the person to the HSCE or Chair as appropriate for comment,
- Refrain from disclosing any information, documents, or other forms of data to the person without prior consent of the HSCE or Chair, and
- Report the person who contacted the Member, the reason for the contact and a summary of any other relevant information as soon as possible to the HSCE or Chair.

17. Social Media

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

18. The Chief Executive

The Board is responsible for the appointment, removal, succession planning and evaluation of performance of the HSCE. The appointment of the HSCE is not effective until it is approved by the Minister as set out in section 33(2) of the HHB Act.

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

BOARD PROCESSES

19. Board Meetings

The Board meetings and agendas are fundamental governance processes. The Board meeting is critical as it is the main opportunity for Board Members to obtain and exchange information with the management team and each other to make decisions. Schedule 1 of the HHB Act applies to the conduct of all business by the Board.

20. Time and Place of Meetings

Board meetings are to be held at the times and places the Chair decides.

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.

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

20.1. 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.

20.2. Presiding at Meetings

The Chair is to preside at all meetings of the Board at which the Chair is present. If the Chair is not present, the Deputy Chair is to preside. If neither the Chair nor Deputy Chair is present at a meeting, a member of the Board chosen by the members is to preside.

20.3. Use of Technology

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

20.4. Attendees

Attendees at Board meetings comprise all members plus the HSCE and the Board Secretary.

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.

The HSCE may invite additional attendees subject to approval by the Board Chair prior to attendance. The Board Secretary is responsible for inviting attendees to speak to matters contained within the agenda following consultation with the Board Chair and HSCE.

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

20.5. Voting at Meetings

A question at a meeting of the Board is decided by a majority of the votes of the members present.

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.

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.

A member present at the meeting who abstains from voting is taken to have voted for the negative.

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

20.6. Emergency Decision Making – Written Resolutions

Any urgent decision that cannot wait until the next Board meeting can be dealt with by a Written Resolution.

The following procedure applies to a notice of a written resolution under HHB Act, schedule 1, section 6(6).

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

The Written Resolution will be uploaded to the Board portal with a requested response date and members will vote on the resolution. Generally, two working days are allowed for consideration of written resolutions.

If a Member has no comment to make or is unable to vote on a Written Resolution, this needs to be conveyed to the Board Secretary in writing.

The final decision in respect to the item will be entered into the minutes of the next meeting.

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

20.7. Minutes

The Board must keep minutes of its meetings and a record of any written resolutions made by it.

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.

20.8. In-Camera Session

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

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

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

21. 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 consultation with the Chair and the HSCE, 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.

22. Meeting Cycle

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

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

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

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

23. 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 prior to being submitted to the Board Secretary who will work with the HSCE on final version or coordinate any amendments. All Board papers will be reviewed and signed off by the Board Chair prior to 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.

West Moreton Health uses BoardPro for the distribution of Board papers. All Board papers must be uploaded to BoardPro a minimum of five 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.

24. Retention of Board / Committee Papers and Meeting Notes

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.

The Board Secretary retains electronic copies of all board and committee papers including copies of all papers, presentations and documents tabled during the relevant meeting.

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

25. 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 HSCE, 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 HSCE and the Executive to be aware of and plan for the year.

26. Board Committees

The Board may establish committees of the Board for effectively and efficiently performing its functions.

The Board has established the following committees under charters approved by the Board:

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

The Board may delegate any of West Moreton Health's functions under the HHB Act or the FA Act to a committee of the Board if all of the members of the committee are Board members.

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

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

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

BOARD EFFECTIVENESS

27. Board Member Protection

27.1. Access to Board Papers

The complete set of Board papers is held by the Board Secretary on behalf of each Member (individually) for a period of at least seven years.

Members are entitled to access the papers for the period when they were a Member on request, even if they have ceased to be Members.

Additionally, West Moreton Health executes a Deed of Access and Indemnity in favour of each Member individually.

27.2. Communication with the Executive

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

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

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

27.3. Access to Independent Professional Advice

A Member of the West Moreton Health Board is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, the Board may from time to time need to seek independent, professional advice on matters before them.

Prior to seeking professional advice, the Board must agree to the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. The Board must also comply with the West Moreton Health *Procurement and Contract Management Procedure*.

All advice received should be received on behalf of the Board as a whole.

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

27.5. 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.

27.6. Deed of Indemnity, Insurance and Access

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

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

27.7. Directors’ and Officers’ Insurance

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

27.8. Public Interest Disclosures

West Moreton Health operates in accordance with the *Public Interest Disclosure Act 2010* to allow employees and the Board to raise concerns around risks and inappropriate or illegal conduct.

28. 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 commission an independent external review of the board's performance at least once in every three-year cycle and will provide the findings to the Minister.

29. Board Member Remuneration and Conditions of Appointment

In accordance with section 26 of the HHB Act, 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.

A member of the Board holds office for the term, of not more than four years as stated in the member's instrument of appointment.

The office of a member of a Board becomes vacant if the member resigns office by signed notice of resignation given to the Minister or is removed from office as a member.

Section 27A of the HHB Act 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 27 of the HHB Act.

30. 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 HSCE and other members of the Executive as appropriate,
- Visits to West Moreton Health sites, and
- Provision of such documents and other information as may be reasonably necessary to support the successful on-boarding of the new member.

31. Board Member Development

Ongoing training and professional development of Board members is encouraged. Details are outlined in the *Board Professional Development Policy*.

BOARD BEHAVIOURAL DYNAMICS

32. Board Behavioural Dynamics

The culture and behaviour of the Board is fundamental to its effective operations and to the performance of the organisation as a whole. The Queensland Health Code of Conduct sets out the ethical expectations of the Board and the table below outlines the behaviours that can negatively affect:

- decision making at Board meetings,
- the relationships between Directors and between the Board and Management, and
- Board performance.

Boardroom Behaviours to Avoid

Behaviour	Description
Arrivals and departures	Members arriving late and/or leaving early.
Getting off topic	Hijacking the conversation to another topic that serves no useful purpose or is related to a private agenda.
Lack of openness and honesty	Withholding information and / or not telling the truth.
Interruptions except by the Chair	Jumping in to say something before a speaker has finished.
Side conversations	Members chatting to each other while the Board is in session rather than focusing on the meeting or sharing their insights on a topic with each other instead of the Board as a whole.
Take probing questions as a challenge or insult	The individual sees any question that seeks more information than he or she has already given as a personal challenge or insult.
Discrediting	Discrediting or trivialising the ideas of others.
Blocking	Insists on getting own way. Uncompromising. Stands in the way of the Board's decision making.
Seeking attention / grandstanding	Draws attention to personal skills. Boasts.
Dominating	Tries to 'run' the Board through dictating and /or bullying.
Withdrawing	Does not participate in meetings or offer help or support to others.
Always playing Devil's Advocate	Individual taking a position for the sake of argument. Taking pride in being contrary to general opinion.
Criticising	Individual making negative comments about people or their ideas.
Personal slurs	Insulting other people personally.
Technological distractions	Includes taking or making calls on mobile phone and using laptops or tablets to read emails.
Outside the boardroom petitioning	Members discussing matters outside of the boardroom to the detriment of other Board members so that a decision outcome is pre-empted prior to the meeting where other members may not be privy to informal discussions.

It is incumbent upon all Directors to avoid such behaviours and, where they see them in their fellow Directors, call out the behaviour or contact the Chair with their concerns.

33. Breach of this Charter

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

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

BOARD CHARTER REVIEW AND APPROVAL

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

This Charter was approved by the Board at its meeting on 27 March 2026.

<SIGNATURE ON FILE>

Ms Sue Scheinplug

Chair, West Moreton Hospital and Health Board

34. Revision History

Version	Date	Comments
2.0	27 February 2015	Rewrite of the Board Charter.
3.0	31 March 2016	Rewrite of the Board Charter.
4.0	29 June 2018	Rewrite of the Board Charter (reinstatement to Version 2.0 with some amendments).
5.0	4 December 2020	Rewrite of the Board Charter.
6.0	25 November 2022	Rewrite of the Board Charter.
7.0	03 November 2023	Rewrite of the Board Charter: addition of section on Public Interest Disclosure.
8.0	27 March 2026	Rewrite of the Board Charter.