

Executive Committee Charter

1. Purpose

This Charter sets out the Executive Committee's (Committee) authority, functions, structure, composition and other administrative arrangements as set out in the *Hospital and Health Boards Act 2011* (HHB Act).

2. Authority

In accordance with schedule 8(1)(b) of the HHB Act, the Board:

- may establish committees of the Board for effectively and efficiently performing its functions, and
- must establish the committees prescribed under a regulation.

In accordance with part 9 of the HHB Reg, the following committees are prescribed:

- a safety and quality committee,
- a finance committee, and
- an audit committee.

In accordance with section 32A of the HHB Act, the Board must also establish, as a committee of the Board, an Executive Committee for the Service controlled by the Board.

These committees are advisory in nature and hold no decision-making power unless granted by Board resolution and documented in the Board Delegations Register. The committees may examine any matter in relation to their functions as they see fit or as requested by the Board. Where a matter for consideration is beyond the scope of a committee's function, the decision is to be referred to another committee of the Board where relevant, or to the Board.

3. Functions

In accordance with section 32B of the HHB Act, the Committee is responsible for supporting the Board in its role of controlling West Moreton Health (WMH) by:

- Working with the HSCE to progress strategic issues identified by the Board.
- Strengthening the relationship between the Board and the HSCE to ensure accountability in the delivery of services by West Moreton Health.

Without limiting the above (section 2), the Executive Committee may, at the direction of the Board:

- Oversee the performance of WMH against the performance measures stated in the Service Agreement.
- Support the Board in the development of engagement strategies and protocols with primary healthcare organisations, monitor their implementation, and address issues that arise in their implementation.

- Support the Board in the development of service plans and other plans for WMH and monitor their implementation.
- Work with the Chief Executive in responding to critical emergent issues in WMH.
- Perform other functions given to the Committee by the Board.

In addition to the functions prescribed by section 32B of the HHB Act, the Board has given the Committee the following functions:

- Consider, advise and make recommendations to the Board, for their consideration, about the appointment, retirement and removal of Board members.
- Review Committee membership with the Chair annually utilising the Skills Matrix to inform composition.
- Establish a process for the regular evaluation of the Board.
- Advise and make recommendations to the Board on the Board Development Policy.
- On behalf of the Board, provide oversight and guidance on strategic planning processes.
- In conjunction with the HSCE, ensure there is an overarching logic for the implementation of the Strategic Plan through operational and service plans.
- Advise and make recommendations to the Board about the recruitment, appointment and management of the HSCE, and review the HSCE's performance and remuneration on an annual basis.
- Maintain oversight of the Hospital and Health Service (HHS) organisational structure in relation to the executive level structure and establishment and/or abolishment of executive level positions.
- Oversight of the Executive Leadership Team skills and performance in collaboration with the Chief Executive.
- Advise the Board on matters relating to People and Culture including organisational and workforce culture, workforce planning, staff development, retention, succession planning, workforce diversity, performance management and Workplace Health & Safety matters.
- Maintain oversight of the WMH First Nations Health Equity Strategy including progress against implementation.
- Monitor organisational culture including:
 - Cultural reviews of workplace areas informed by consumer feedback that may include complaints, complements and other feedback.
 - Staff survey planning, outcomes and associated action plans.
 - Fraud and corruption matters.
 - Endorse the Employee Engagement Strategy for approval by the Board.
 - Endorse the Consumer and Community Engagement Strategy for approval by the Board.
 - Consideration of issues arising from the Community and Consumer Advisory Council, Youth Advisory Council, First Nations Advisory Council and the Elders Group.
- Advise the Board on other corporate governance matters not otherwise within the scope of another Committee.

4. Reporting to the Board

The Committee will provide reports to the Board detailing its considerations and recommendations to the Board.

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.

5. Membership

In accordance with *section 32C* of the HHB Act, the Committee consists of the following:

- The Chair or Deputy Chair of the Board who is to be the chair of the Committee, and
- One Board member clinician, and
- At least one other Board member (as defined in section 32C(2) of the HHB Act).

Attendees at Committee meetings comprise all members plus the HSCE. The HSCE is to attend all meetings unless excused by the Committee Chair.

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

The Committee Chair may invite other attendees that assist them to achieve their functions.

6. Conduct of Meetings

Meeting Schedule

- The Committee will meet at least four times per year, or as frequently as required by the Board.
- The Chair may call a meeting at any time.
- The Chair is responsible for setting the meeting agenda.

Assistance

The Board Secretary will provide assistance to the Committee including but not limited to:

- Organising Committee meetings and attendance.
- Circulating the agenda, papers and other reports in coordination with the Chair and HSCE.
- Drafting the minutes and resolutions, and managing the actions register.
- Drafting papers where required.
- Providing a point of reference for communication between the Committee and the Executive Leadership Team.

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.

Minutes

Minutes of meetings approved by the Committee Chair will be distributed to members by the Board Secretary as soon as practicable after each meeting and tabled for confirmation at the next Committee meeting.

Written Resolutions

Urgent matters can be progressed out-of-session with the agreement of the Committee Chair. The Board Charter outlines processes for written resolutions of the Board and Board Committees.

Conflicts of Interest

- This must be a standing item on the agenda and any conflicts of interest disclosed shall be noted in the minutes and recorded on the Conflicts of Interest Register.
- Individual members will not participate in discussions and will not vote on any issue in respect of which that member has an actual, potential or perceived conflict.

7. Committee Evaluation

Unless otherwise determined by the Board, the Board will undertake an annual assessment of the Committee's performance, including its performance against the requirements of this Charter. Following each assessment, the Board will consider what, if any, actions need to be taken to improve the Committee's performance.

8. Confidentiality and Access

Members of the Committee may receive information that is regarded as 'commercial in confidence' or clinically confidential or that has privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain. This responsibility includes, but is not limited to, the obligations on Board Members outlined in *Part 7 – Confidentiality* of the HHB Act.

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

The Committee has full, free and unrestricted access to all records, documentation and physical property and personnel as may be required to fulfil its responsibilities. WMH employees and management are expected to make themselves available to the Committee and to provide frank, truthful and meaningful answers to questions asked by Committee members.

9. Charter Review

The Board will review this Charter as the need arises, but at least once every two years. Any changes to this Charter must be approved by the Board.

10. Publication of this Charter

A copy of this Charter will be made available at www.westmoreton.health.qld.gov.au.

11. Business Rules

This Committee Charter should be read in conjunction with the Board Charter. The Board Charter outlines the general provisions and corporate governance framework that also apply to Board committee meetings.

12. Revision History

Version	Date	Comments
2.0	27 March 2015	Rewrite of Executive Committee Charter
3.0	1 August 2016	Rewrite of the Executive Committee Charter
4.0	29 June 2018	Rewrite of the Executive Committee Charter (reinstatement to Version 2.0 with some amendments)
5.0	04 December 2020	Rewrite of the Executive Committee Charter
6.0	25 November 2022	Rewrite of the Executive Committee Charter: minor amendments
7.0	2 June 2023	Rewrite of the Executive Committee Charter: minor amendments
8.0	27 March 2026	Rewrite of the Executive Committee Charter

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

<Signature kept on file >

Ms Sue Scheinplflug
Chair, West Moreton Hospital and Health Board