

Charter

Board Executive Committee as at December 2020

1. Purpose

The West Moreton Hospital and Health Service (**WMHHS**) Board Executive Committee (the **Committee**) is responsible for supporting the Board with its governance responsibilities and make recommendations to the Board. This is achieved by overseeing select strategic issues, strategic planning and engagement strategies of the Hospital and Health Service. Additional responsibilities include supporting the Board with performance and remuneration arrangements for the Health Service Chief Executive and advise the Board on committee membership and representation. In fulfilling its responsibilities, the Committee will observe and promote the core organisational values of connect, respect and excel.

2. Authority

The Hospital and Health Boards Act 2011 (the **HHBA**) requires the West Moreton Hospital and Health Board (the **Board**) to establish an executive committee with the functions set forth in the HHBA. In accordance with this requirement, and in order to assist the Board to 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.

3. Functions

- a) In accordance with section 32B of the HHBA, the Committee is responsible for supporting the Board in its role of controlling West Moreton Health by:
- Working with the Chief Executive to progress strategic issues identified by the Board
 - Strengthening the relationship between the Board and the Chief Executive to ensure accountability in the delivery of services by West Moreton Health.

Without limiting the above, 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.
- b) In addition to the functions prescribed by section 32B of the HHBA, the Board has given the Committee the following functions:
- With respect to governance and Chief Executive oversight, which will be discussed in-camera when required:
 - Develop and review the Board Committee membership, including nominations for appointment and induction, Board size, composition, succession planning and continuing development of Board members
 - Board, Committee and Board member performance reviews
 - Chief Executive recruitment, on-boarding, continuing development and succession planning
 - Develop, review and monitor the performance plans and remuneration of the Chief Executive
 - Advise the Board on other corporate governance matters not otherwise within the scope of another Committee
 - Advise the Board on matters relating to People and Culture including organisational structure, organisational and workforce cultures, workforce planning, staff development, retention, succession planning, workforce diversity and performance management, but not including Workplace Health & Safety matters.
 - Advise the Board on matters relating to stakeholder engagement.
- c) A regulation of the HHBA may prescribe other matters relating to the Executive Committee's functions.

4. Reporting to the Board

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.

5. Membership

The Committee consists of the Chair or Deputy Chair of the Board and at least two other members of the Board, decided by the Board, at least one of whom is a clinician (as defined in section 32C(2) of the HHBA). The Board will review the Committee's composition as the need arises, but no less than annually.

Presiding at meetings

The Chair of the Committee is to be either the Board Chair or Deputy Board Chair. The Committee Chair is to preside at all meetings of the Committee at which the Committee Chair is present. If the Chair is absent from a meeting or vacates the Chair at a meeting, a member of the Board must appoint another member to act as the Chair on a temporary basis.

Attendees

Attendees at Committee meetings comprise all members plus the Chief Executive and the Corporate Secretariat. The Chief Strategy Officer and Executive Director, People and Culture are also invited to attend part of the meeting.

Other Participants

In addition, the Committee 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 Committee in any matter under consideration. Subject to the presence of any conflict of interest, all Board members are entitled to attend Committee meetings.

Proxies

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

6. Voting at Meetings

A question at a meeting of the Committee 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. 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 Committee at the meeting.

7. 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.

8. Written Resolutions

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

9. 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.

10. Confidentiality and Access

Members of the Committee may receive information that is regarded as 'commercial in confidence', clinically confidential or have 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 the *Hospital and Health Boards Act 2011* in Part 7 Confidentiality.

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 record, documentation and physical property and personnel as may be required to fulfil its responsibilities. WMHHS employees and management are expected to make themselves available to the Committee and frank, truthful and meaningful answers be given to questions asked of Committee members.

11. Secretariat

Secretariat support will be provided by the Corporate Secretariat. The secretariat will be responsible for:

- Organising Committee meetings and Committee member attendance
- Coordinating the completion and dispatch of Committee agendas, Committee papers and briefing papers, in consultation with the Committee Chair and the Chief Executive.
- Preparing minutes of meetings and resolutions of the Committee, in consultation with the Committee Chair.
- Providing a point of reference for communications between the Committee and the Executive

- Advising the Committee on good governance practices and adherence to applicable laws and Board and Committee charters and procedures.

All members have direct access to the Corporate Secretariat for advice and services relating to the operation of the Committee.

12. Meeting Schedule

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.

13. 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.

14. Publication of this Charter

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

15. 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 which also apply to Board Committee meetings.

16. 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

This Charter was approved by the Board at its meeting on 04 December 2020.



Mr Michael Willis

Chair, West Moreton Hospital and Health Board