

# Terms of Reference

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## Executive Committee Mackay Hospital and Health Board

### 1. Purpose

The purpose of the Executive Committee is to support the Mackay Hospital and Health Board (**Mackay HHB**) in its role of controlling the Mackay Hospital and Health Service (**Mackay HHS**), by:

- working with the Mackay HHS Chief Executive to progress strategic issues identified by the Mackay HHB;
- monitoring strategic human resources and work health and safety matters; and
- strengthening the relationship between the Mackay HHB and the Chief Executive to ensure accountability in the delivery of services by the Mackay HHS.

### 2. Authority

The Executive Committee is a prescribed committee under section 32A of the *Hospital and Health Boards Act 2011* (Qld), with the function, membership and conduct of business prescribed in sections 32B, 32C and 32D respectively.

### 3. Membership

The Mackay HHB shall appoint the members of the Executive Committee and review the composition of the Executive Committee from time to time. The Executive Committee will consist of all four (4) Mackay HHB Committee Chairs plus one (1) additional Board Member. At least one member of the Executive Committee must be a clinician.

The Board Chair shall chair the Executive Committee. In the temporary absence of the Board Chair, the Deputy Board Chair will chair the Executive Committee. In the permanent absence of the Board Chair, the Deputy Board Chair shall chair until a new Board Chair has been appointed.

The Executive Committee Members are:

- Mr Darryl Camilleri – Committee Chair (Acting Board Chair)
- Prof Richard Murray – Committee Member (Safety and Quality Committee Chair, and clinician)
- Mr David Aprile – Committee Member (Finance Committee Chair)
- Mrs Suzanne Brown – Committee Member (Audit and Risk Committee Chair)
- Dr Elissa Hatherly – Committee Member (additional non-Committee Chair member, and clinician)

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

The following positions will be invited to attend each meeting:

- Chief Executive (Executive Sponsor)
- Executive Director People
- Senior Director Strategy, Governance and Engagement

The Executive Sponsor, with the approval of the Committee Chair, may invite additional Mackay HHS staff to attend meetings.

#### 4. Duties and Responsibilities

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The duties and responsibilities of the Executive Committee shall be as follows:

- a) Oversee the performance of the Mackay HHS against the performance measures stated in the Service Agreement with Queensland Health.
- b) Support the Mackay HHB in the development of engagement strategies and protocols with primary healthcare and other organisations, monitor their implementation, and address issues that arise in their implementation.
- c) Support the Mackay HHB in the development of strategic and service plans and other plans for the Mackay HHS and monitor their implementation.
- d) Work with the Chief Executive in responding to critical emergent issues in the Mackay HHS.
- e) Approve the Chief Executive's performance agreement in accordance with Part 3 of the *Hospital and Health Boards Act 2011* (Qld). The executive performance and development frameworks will be in line with Queensland Public Service leadership qualities and grouped across three (3) areas: vision, results and accountability. The performance, development and remuneration of the Chief Executive will be formally assessed in August each year. The assessment provides an opportunity to consider achievements and supports a culture of high performance and continuous improvement. The Executive Committee will then make a recommendation to the Mackay HHB for endorsement.
- f) Perform other functions given to the Executive Committee by the Mackay HHB including the monitoring of human resources and work health and safety matters.

#### 5. Reporting Relationships

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The Executive Committee reports directly to the Mackay HHB.

The Committee Chair may give a verbal or written report at any meeting of the Mackay HHB at the invitation of the Board Chair.

The Executive Committee may recommend matters to the Mackay HHB for approval or noting.

The Executive Committee is advisory in nature, and does not hold financial, procurement or any other form of delegation on behalf of the Mackay HHB.

#### 6. Meetings

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The Executive Committee will meet at least quarterly. The Executive Committee Chair shall decide if any additional meetings are required to fulfil the Executive Committee's duties and responsibilities.

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

## 7. Quorum

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A quorum for a meeting of the Executive Committee is one-half the number of its members, or if one-half is not a whole number, the next highest whole number.

## 8. Agenda

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The agenda assists in focusing discussion. It helps to ensure that the Executive Committee's discussion progresses through the full list of items to be addressed and that time spent during meetings reflects the Executive Committee's priorities.

The Secretariat, in conjunction with the Committee Chair and the Executive Sponsor, is responsible for preparing the agenda for each Executive Committee meeting.

The Committee Chair is responsible for ensuring that items included on the agenda reflect matters that, according to this Terms of Reference, sit within the Executive Committee's duties and responsibilities.

Committee Members and Executive Leadership Team members may contribute to the agenda by submitting items for the Committee Chair's consideration, either directly to the Committee Chair or via the Secretariat. Any such request should be made at least 10 business days prior to the Executive Committee meeting.

## 9. Meeting Briefs

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The Secretariat is responsible for the collation and distribution of meeting briefs.

All meeting briefs must be approved by the relevant Executive Leadership Team member prior to submitting to the Secretariat for finalising. The finalised meeting briefs will be submitted to the Chief Executive for sign-off and, once given, distributed to Committee Members.

The Secretariat retains electronic copies of all meeting briefs including copies of all briefs and documents tabled during the relevant meeting.

The treatment of any additional copies of meeting briefs distributed to individual Committee Members and their respective annotations and notes is the responsibility of each individual Committee Member 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.

## 10. Minutes

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

The Secretariat is responsible for taking the minutes. The minutes should be prepared by the Secretariat within five business days of the meeting and submitted to the Committee Chair for review and acceptance within three business days of receipt.

The minutes will be tabled at the subsequent Mackay HHB meeting for noting, and the next Executive Committee meeting for approval. Committee Members are responsible for ensuring minutes are accurate and reflect a true and correct record of the procedures and decisions of meetings.

## 11. Written Resolutions

The following procedure applies to a notice of a written resolution, pursuant to the requirements under HHBA, Schedule 1, section 6(6):

- a) The notice must be proposed in writing (e.g. by email).
- b) The full wording of the proposed resolution and the reasons for the proposal must be attached to the notice.
- c) The notice can be given by any Committee Member or the Secretariat on behalf of a Committee Member.
- d) The proposed written resolution is passed once the Secretariat has received the necessary quorum of votes from eligible Committee Members.

## 12. Work Plans

The Secretariat, in consultation with the Committee Chair and the Executive Sponsor, shall maintain an annual work plan for the Executive Committee. The annual work plan shall identify the key matters for consideration and actions required by the Executive Committee during the year, and allocate those matters and actions to relevant meeting(s). The annual work plan enables the Executive Committee, and Executive Leadership Team to be aware of and plan for the year.

## 13. Disclosure of interests

Committee 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: A guide for members of Queensland Government Boards, committees and statutory authorities* outlines the obligations of members of government boards and those involved in the good corporate governance of government boards (<https://www.premiers.qld.gov.au/publications/categories/policies-and-codes/handbooks/welcome-aboard.aspx>). It 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 HHBA outlines the way in which the Executive Committee is to deal with disclosures of interests at meetings, in particular:

- A Committee Member must disclose if they have a direct or indirect interest in an issue being considered, or about to be considered, by the Executive Committee; and the interest could conflict with the proper performance of the Committee Member's duties about the consideration of the issue.
- This disclosure must be made as soon as practicable by the Committee Member.
- The Executive Committee will decide if the Committee Member must not be present when the Executive Committee considers the issue, or take part in a decision of the Executive Committee about the issue.
- A disclosure of interest must be recorded in the meeting minutes.

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

From time to time a Committee Member may also be an employee or other service provider of Mackay HHS (“Employee Member”). This may give rise to potential conflicts of interest which need to be managed carefully. If, prior to a meeting, information is to be provided to Committee Members that may have a direct impact on the status or obligations of an Employee Member, the Chief Executive must discuss with the Committee Chair (or Board Chair in circumstances where it is the Committee Chair that is an Employee Member) what information is to be withheld from the Employee Member until the Committee Chair/Board Chair expressly decides that the information is to be provided to the Employee Member. If, during a meeting, a potential conflict of interest of the Employee Member is raised, the Executive Committee will proceed in accordance with HHBA, Schedule 1, section 9.

#### **14. Confidentiality**

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Committee Members must keep all Executive Committee discussions and deliberations confidential. Similarly, all confidential information received by a Committee Member because they are or have been a Committee Member must be kept confidential and the Committee Member must not improperly use that information to gain an advantage for themselves or someone else or to cause detriment to Mackay HHS.

#### **15. Secretariat**

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Secretariat support will be provided by the Board Secretary or another delegate.

The Secretariat will be responsible for the preparation and circulation of the meeting agenda as well as recording the minutes and passing resolutions at all Executive Committee meetings, in consultation with the Executive Committee Chair. The Secretariat must record any votes against a passing resolution in the minutes of the meeting.

The Secretariat will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Executive Committee’s activities.

#### **16. Inconsistencies**

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In the event that this Terms of Reference is inconsistent with the Mackay Hospital and Health Board Charter, the Mackay Hospital and Health Board Charter will prevail

In the event that this Terms of Reference is inconsistent with the HHBA and/or the HHBR, the HHBA and/or the HHBR prevail.

#### **17. Publication**

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A copy of this Terms of Reference will be made available at <http://www.mackay.health.qld.gov.au/about-us/leadership/committees/>.

#### **18. Review**

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The Executive Committee will review this Terms of Reference by no later than June of each year or as required.

## 19. Acceptance of Terms of Reference

This Terms of Reference was approved by the Mackay Hospital and Health Board on 1 October 2020. This version of the Terms of Reference comes into effect on 2 October 2020.



Mr Darryl Camilleri  
**Executive Committee Chair**  
**Mackay Hospital and Health Service**  
 01/10/2020



Mr Darryl Camilleri  
**Acting Board Chair**  
**Mackay Hospital and Health Service**  
 01/10/2020

## 20. Revision History

	Date	Amendment	Authorised by
1	26/03/15	Amended as part of Committee Structure review	Board Chair
2	25/08/16	Amended to insert new provisions	Board Chair
3	08/02/17	Amendments made to sections – Purpose, Membership, Duties and Responsibilities, Meetings, Review and Acceptance of Terms of Reference	Board Chair
4	07/06/18	Significant changes to align with Mackay Hospital and Health Board Charter	Board Chair
5	05/09/19	Amendments made to sections – Membership, Meeting Briefs, Acceptance of Terms of Reference	Board Chair
6	04/06/20	Amendments made to sections – Membership, Acceptance of Terms of Reference	Board Chair
7	01/10/20	Amendments made to sections - Membership, Acceptance of Terms of Reference	A/Board Chair