

MACKAY HOSPITAL AND HEALTH BOARD CHARTER

Adopted as at 7 September 2023



● Mackay Hospital and Health Service



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Charter

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Mackay Hospital and Health Board

1. OVERVIEW

1.1. Introduction

Mackay Hospital and Health Service (Mackay HHS) was established on 1 July 2012 pursuant to the *Hospital and Health Boards Act 2011* (Qld) (HHBA).

According to the HHBA, Mackay HHS's main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for Mackay HHS.¹ Mackay HHS also has several other functions, as set out in section 19(2) of the HHBA and section 2.3 of this Charter.

The Mackay Hospital and Health Board (Mackay HHB) is formed pursuant to the HHBA, and *Hospital and Health Boards Regulation 20232* (Qld) (HHBR). The Mackay HHB controls Mackay HHS.²

1.2. Purpose and Structure of this Charter

The purpose of this Charter is to clearly outline the respective roles and responsibilities of the Board Chair, Deputy Board Chair, Board Members, Board Secretary and the Chief Executive. It also sets out the key functions of the Mackay HHB and the processes used by the Mackay HHB to fulfil its role, responsibilities and functions.

This Charter is divided into four main sections:

- Defining Governance Roles
- Key Functions
- Improving Processes
- Effectiveness.

This Charter will be periodically reviewed to maintain its alignment with excellence in governance standards and compliance with legislation, policy and best practice.

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

¹ HHBA, section 19(1).

² HHBA, section 22.

2. DEFINING GOVERNANCE ROLES

2.1. Composition

The Mackay HHB shall consist of five or more members appointed by the Governor in Council, by Gazette notice, on the recommendation of the Minister for Health, Mental Health and Ambulance Services and Minister for Women, The Honourable Shannon Fentiman MP (Minister).

Sections 23 and 24 of the HHBA specify who the Minister may recommend to be on a Hospital and Health Board, and the process that the Minister must follow before making such a recommendation.

The Minister's recommendation is based on the skills, knowledge and experience required for a member to effectively and efficiently perform their functions on the Mackay HHB, including:

- (a) expertise in health management, business management, financial management and human resource management;
- (b) clinical expertise;
- (c) legal expertise;
- (d) skills, knowledge and experience in primary healthcare;
- (e) knowledge of health consumer and community issues relevant to the operations of Mackay HHS;
- (f) skills, knowledge and experience in Aboriginal and Torres Strait Islander health and community issues relevant to the operations of Mackay HHS;
- (g) where relevant - from universities, clinical schools or research centres with expertise relevant to the operations of Mackay HHS; and
- (h) other areas of expertise the Minister considers relevant to Mackay HHS performing its functions.

In addition to the above requirements, the Mackay HHB also considers it highly desirable for a Board Member to have knowledge and understanding on consultation practices in stakeholder engagement.

Section 23 of the HHBA states that at least one Board Member must be a clinician³ and at least one Board Member must be an Aboriginal person or Torres Strait Islander person.

2.2. Role of the Mackay HHB

The Mackay HHB controls Mackay HHS.⁴

While the Mackay HHB retains this responsibility, it has delegated its power and authority to manage and supervise the management of the day to day operations of Mackay HHS to the Chief Executive.

³ Section 23(5) of the HHBA defines 'clinician' as a person who is:

- (a) a health professional registered under the Health Practitioner Regulation National Law, other than as a student;
- (b) currently directly or indirectly providing care or treatment to persons; and
- (c) in a profession that provides care or treatment to persons in public sector health services.

⁴ HHBA, section 22.

The matters set out in Part B: Key Board Functions are specifically reserved for consideration and approval by the Mackay HHB.

The Mackay HHB is accountable to the Minister for the management of Mackay HHS, and as such is responsible for the overall strategy, governance and performance of Mackay HHS.

2.3. Role of the Board Members

(a) *Duties and obligations*

All Board Members must comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Board Members.

The duties and responsibilities of the Mackay HHB are to ensure that Mackay HHS is fulfilling the following functions:⁵

- (a) to ensure the operations of Mackay HHS are carried out efficiently, effectively and economically;
- (b) to enter into a service agreement with the Director-General;
- (c) to comply with the health service directives and health employment directives that apply to Mackay HHS;
- (d) to contribute to, and implement, Statewide service plans that apply to Mackay HHS and undertake further service planning that aligns with the Statewide plans;
- (e) to monitor and improve the quality of health services delivered by Mackay HHS (i.e. by implementing national clinical standards for Mackay HHS);
- (f) to develop local clinical governance arrangements for Mackay HHS;
- (g) to undertake minor capital works, and major capital works approved by the Director-General, in the health service area;
- (h) to maintain land, buildings and other assets owned by Mackay HHS;
- (i) to collaborate with the Queensland Ambulance Service to manage the interaction between the services provided by the Queensland Ambulance Service and health services provided by Mackay HHS;
- (j) to cooperate with other providers of health services, including other HHS, the department and providers of primary healthcare, in planning for, and delivering, health services;
- (k) to cooperate with local primary healthcare organisations;
- (l) to arrange for the provision of health services to public patients in private health facilities;
- (m) to manage the performance of Mackay HHS against the performance measures stated in the service agreement;
- (n) to provide performance data and other data to the Director-General;
- (o) to consult with health professionals working in Mackay HHS, health consumers and members of the community about the provision of health services;
- (p) other functions approved by the Minister;
- (q) other functions necessary or incidental to the above functions.

The HHBA also requires members to act impartially and in the public interest in performing their duties.⁶

⁵ HHBA, section 19.

⁶ HHBA, section 31.

Guiding Principles

The Mackay HHB will perform its responsibilities in accordance with the guiding principles set as follows:⁷

- (a) the best interests of users of public sector health services should be the main consideration in all decisions and actions under the HHBA;
- (b) commit to ensuring quality and safety in the delivery of public sector health services;
- (c) commit to achieving health equity for Aboriginal people and Torres Strait Islander people;
- (d) commit to the delivery of responsive, capable and culturally competent health care to Aboriginal people and Torres Strait Islander people;
- (e) providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors;
- (f) respond to the needs of users of public sector health services about the delivery of public sector health services;
- (g) information about the delivery of public sector health services should be provided to the community in an open and transparent way;
- (h) commit to ensuring that places at which public sector health services are delivered are places at which -
 - i. employees are free from bullying, harassment and discrimination; and
 - ii. employees are respected and diversity is embraced; and
 - iii. there is a positive workplace culture based on mutual trust and respect;
- (i) ensure openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;
- (j) engage with clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services;
- (k) opportunities for research and development relevant to the delivery of public sector health services should be promoted;
- (l) opportunities for training and education relevant to the delivery of public sector health services should be promoted.

(b) Disclosure 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: 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.⁸ 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.’

⁷ HHBA, section 13.

⁸ <https://www.premiers.qld.gov.au/publications/categories/policies-and-codes/handbooks/welcome-aboard.aspx>

Schedule 1, section 9 of the HHBA outlines the way in which the Mackay HHB is to deal with disclosures of interests at meetings, in particular:

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

A register of declared interests will be maintained by the Board Secretary.

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

From time to time a Board 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 Board Members that may have a direct impact on the status or obligations of an Employee Member, the Chief Executive must discuss with the Board Chair what information is to be withheld from the Employee Member until the Board Chair or the Mackay HHB 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 Mackay HHB will proceed in accordance with HHBA, Schedule 1, section 9.

(c) *Confidentiality*

Board Members must keep all Mackay HHB 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 Mackay HHS.

(d) *Solidarity*

Individual Board Members are responsible collectively for, and should support and adhere to, all Mackay HHB decisions. If, however a Board Member votes against the passing of a resolution, the Board Member may ask for their dissent to be recorded, in which case it must be recorded in the minutes of the meeting that the Board Member voted against the resolution and, if requested, the reason(s) why.⁹

⁹ HHBA, Schedule 1, section 7(3).

(e) *Code of Conduct*

Board Members are subject to the *Code of Conduct for the Queensland Public Service*¹⁰ and must uphold the ethics principles, values, and standards of conduct set out in that code, specifically:

1. Integrity and impartiality
2. Promoting the public good
3. Commitment to the system of government
4. Accountability and transparency

Board Members will also exemplify Mackay HHS's values of:

1. Collaboration – through partnership and co-operation we drive innovation
2. Trust – having confidence and belief in each other to be able to rely and depend on our actions
3. Respect – we show respect and compassion for the people we care for and work with
4. Teamwork – we depend on and support one another individually and as a team

(f) *Storage of information*

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* (Qld). Board Members must notify the Board Chair if they believe that confidential or sensitive information has been accessed by anyone other than the Board Member.

(g) *Meeting attendance and preparation*

Board Members are expected to:

- Attend and participate in at least 80% of scheduled meetings;
- Be familiar with the agenda, meeting briefs and past minutes;
- Invest appropriate time to read and understand the meeting briefs;
- 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.

(h) *Communications*

Interaction with the staff, consumer and media is to be in accordance with the Mackay HHB's *Communications Policy (MHHB-POL-003)*.

2.4. Role of the Board Chair and Deputy Board Chair

Section 25 of the HHBA provides for the appointment of the Board Chair and Deputy Board Chair.

The role of the Board Chair includes:

- Setting the agenda;
- Facilitating the flow of information and discussion;
- Conducting Mackay HHB meetings and other business;
- Ensuring the Mackay HHB operates effectively, providing strategic leadership and vision for Mackay HHS;

¹⁰ <https://www.forgov.qld.gov.au/code-conduct-queensland-public-service>

- Promotes openness and trust to ensure constructive relationship with the Mackay HHB and Chief Executive;
- Liaising with and reporting to the Minister;
- Reviewing Mackay HHB and organisational performance; and
- Inducting and supporting Board Members.

The Deputy Board Chair is to act as Board Chair during a vacancy in the office of the Board Chair, and during all periods when the Board Chair is absent from duty or for another reason cannot perform the duties of the office.¹¹ This includes chairing Mackay HHB meetings in the absence of the Board Chair. The Deputy Board Chair shall also provide support to the Board Chair and undertake other duties as required by the Board Chair or the Mackay HHB.

2.5. Role of the Board Secretary

The Board Secretary is accountable directly to the Mackay HHB, through the Board Chair, on all matters related to the proper functioning of the Mackay HHB.

The Board Secretary is responsible for:

- Organising meetings and attendance;
- Coordinating the completion and distribution of meeting packs;
- Preparing minutes of meetings and resolutions of the Mackay HHB;
- Communication with the Office of Health Statutory Agencies;
- Preparing induction materials for incoming Board Members;
- Overseeing all correspondence specifically addressed to the Mackay HHB or Board Members in this capacity;
- Ensuring the appropriate recordkeeping of all relevant records of the Mackay HHB;
- Working with the Board Chair and Chief Executive on best practice board governance; and
- Ensuring that Mackay HHB procedures and protocols are followed.

All Board Members have direct access to the Board Secretary for advice and services' relating to the operation of the Mackay HHB and the Board Secretary has direct access to Board Members.

2.6. Role of the Chief Executive

The Chief Executive is responsible for managing and supervising the management of the day to day operations of Mackay HHS. In performing this role, the Chief Executive is subject to the direction of the Mackay HHB.¹²

The Chief Executive must also fulfil their functions under the HHBA and any other legislation or regulation.

The Chief Executive is required to work closely with the Board Chair.

In the event of any inconsistency between this Charter and the Chief Executive's contract of employment, the contract of employment will prevail to the extent of the inconsistency.

¹¹ HHBA, section 25(6).

¹² HHBA, Section 33(4).

3. KEY FUNCTIONS

The model developed by Robert Tricker to illustrate the role of an organisation's board is used to guide the functions of the Mackay HHB:



3.1. Strategy Formulation

The Mackay HHB is responsible for setting the strategic direction of Mackay HHS, including through:

- Developing (in conjunction with the Executive Leadership Team (ELT)), approving and periodically reviewing the strategic plan for Mackay HHS;
- Approving Mackay HHS entering into the service agreement with the Director-General, and approving subsequent amendments to that service agreement;
- Approving the annual budget;
- Setting performance goals for Mackay HHS;
- Decision-making in relation to significant strategic initiatives or matters of a sensitive or extraordinary nature;
- Decision-making in relation to matters not otherwise delegated to the Chief Executive;
- Assessing and determining whether to accept risks outside of the risk appetite set by the Mackay HHB; and
- Ensuring Mackay HHS has the resources necessary to achieve goals, monitor progress and report outcomes.

3.2. Accountability

The Mackay HHB is accountable for the performance of Mackay HHS.

In fulfilling this function, the Mackay HHB will:

- Approve the annual financial statements and the annual report for Mackay HHS;
- Approve the annual Service Delivery Statement for Mackay HHS;
- Report to the Minister on the performance of Mackay HHS as required; and

- Provide a summary of the key issues discussed and decisions made in each Mackay HHB meeting to be made available to health professionals working in Mackay HHS, and to consumers and the community, subject to the Mackay HHB's obligations relating to confidentiality and privacy.¹³

The Mackay HHB is also committed to meaningful ongoing engagement with the community and consumers of Mackay HHS and will approve policies, strategies and reporting required to deliver on this commitment.

3.3. Monitoring and Supervising

The Mackay HHB's monitoring and supervising functions include:

- Overseeing the implementation of Mackay HHS's strategic plan and other decisions of the Mackay HHB;
- Monitoring performance of Mackay HHS's obligations under the service agreement;
- Monitoring Mackay HHS's financial reporting and financial performance;
- Monitoring the achievement of performance goals set for Mackay HHS;
- Monitoring compliance with, and reviewing the effectiveness of, policies approved by the Mackay HHB and systems put in place to support those policies;
- Monitoring the effectiveness of Mackay HHS's risk management system and internal control framework;
- Monitoring compliance with relevant legal and regulatory obligations;
- Exercising due diligence to ensure that Mackay HHS meets its work health and safety obligations; and
- Monitoring compliance with best practice corporate governance standards.

3.4. Chief Executive

The Mackay HHB is responsible for the appointment, removal, succession planning and evaluation of performance of the Chief Executive. The appointment of the Chief Executive is not effective until it is approved by the Minister.¹⁴

The Mackay HHB will agree performance targets with, and monitor the performance of, the Chief Executive.

¹³ HHBR, section 12(d) and 13(1)(d).

¹⁴ HHBA, section 33(2).

4. IMPROVING PROCESSES

4.1. Meetings

(a) *Application of Schedule 1*

Schedule 1 of the HHBA applies to the conduct of all business by the Mackay HHB.

(b) *Time and Place of Meetings*

Meetings of the Mackay HHB are to be held at the times and places the Board Chair decides.¹⁵

The Board 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 Mackay HHB.¹⁶

The Mackay HHB shall meet on a monthly basis (excluding January), and such additional meetings as the Board Chair shall decide in order to fulfil its duties.

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

(c) *Attendees*

Attendees comprise all Board Members plus the Chief Executive, Chief Operating Officer, Mackay and Executive Director Corporate Services, and the Board Secretary.

In addition, the Board Chair or a majority of Board Members may request the attendance at any meeting of any person who, in their opinion, may be able to assist the Mackay HHB in any matter under consideration.

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

The Mackay HHB permits the Chief Executive to extend invitations to ELT members to attend meetings, or part thereof, where necessary.

(d) *Quorum*

A quorum for a meeting of the Mackay HHB is one-half of the number of its members, or if one-half is not a whole number, the next highest whole number.¹⁷

¹⁵ HHBA, Schedule 1, Section 3(1).

¹⁶ HHBA, Schedule 1, Section 3(2).

¹⁷ HHBA, Schedule 1, Section 4.

(e) Presiding at Meetings

The Board Chair is to preside at all meetings of the Mackay HHB at which the Board Chair is present.¹⁸ If the Board Chair is not present, the Deputy Board Chair is to preside.¹⁹ If neither the Board Chair nor Deputy Board Chair is present at a meeting, a Board Member can be chosen to preside at the meeting.²⁰

(f) Voting at Meetings

A question at a meeting of the Mackay HHB is decided by a majority of the votes of the Board Members present.²¹

Each Board Member present at the meeting has a vote on each question to be decided and, if the votes are equal, the Board Member presiding also has a casting vote.²²

A Board Member present at the meeting who abstains from voting is taken to have voted for the negative.²³

Non Board Member attendees are invited to meetings to present information and provide clarification. They are not able to vote on questions to be decided by the Mackay HHB at the meeting.

(g) Use of Technology

The Mackay HHB may hold meetings, or permit attendees to take part in meetings, by using any technology that reasonably allows Board Members to hear and take part in discussions as they happen (e.g. teleconferencing).²⁴ A Board Member who takes part in a meeting of the Mackay HHB held in such manner is taken to be present at the meeting.²⁵

(h) In-Camera Session

Board Members may meet informally without anyone else present either before, during or after a Mackay HHB meeting or at any other time. The purpose of the in-camera session is to allow the Board Members to raise or explore any issues of concern or clarification.

(i) Written Resolutions

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

- (1) The notice must be proposed in writing (e.g. by email).
- (2) The full wording of the proposed resolution and the reasons for the proposal must be attached to the notice.
- (3) The notice can be given by any Board Member or the Board Secretary on behalf of a Board Member.

¹⁸ HHBA, Schedule 1, Section 5(1).

¹⁹ HHBA, Schedule 1, Section 5(2).

²⁰ HHBA, Schedule 1, Section 5(3).

²¹ HHBA, Schedule 1, Section 6(1).

²² HHBA, Schedule 1, Section 6(2).

²³ HHBA, Schedule 1, Section 6(3).

²⁴ HHBA, Schedule 1, Section 6(4).

²⁵ HHBA, Schedule 1, Section 6(5).

(4) The proposed written resolution is passed once the Board Secretary has received the necessary quorum of votes from eligible Board Members.

(j) *Minutes*

The Mackay HHB must keep minutes of its meetings and a record of any written resolutions made by it.²⁶

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

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

(k) *Meeting Cycle*

To assist the smooth running of Mackay HHB processes, the Mackay HHB has adopted an indicative meeting cycle in the calendar. The indicative cycle aims to provide Board Members with sufficient time to review the meeting briefs. This timeframe should allow sufficient time to prepare for discussions and seek clarification or further information in advance on ambiguous items.

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

4.2. Meeting Agenda

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

The Board Secretary, in conjunction with the Board Chair and the Chief Executive, is responsible for preparing the agenda for each Mackay HHB meeting.

The Board Chair is responsible for ensuring that items included on the meeting agenda reflect matters that, according to this Charter, sit within the Mackay HHB's roles, responsibilities and functions and align with the Mackay HHB's priorities.

Board Members may contribute to the meeting agenda by submitting items for the Board Chair's consideration, either directly to the Board Chair or via the Board Secretary. ELT may submit items for the Board Chair's consideration via the Board Secretary. Any such request should be made at least 10 working days prior to the Mackay HHB meeting.

²⁶ HHBA, Schedule 1, Section 7(1).

4.3. Meeting Briefs

(a) *Preparation and distribution of meeting briefs*

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

All meeting briefs must be approved by the relevant Executive Director prior to submitting to the Board Secretary for finalising. The finalised meeting briefs will be submitted to the Chief Executive for sign-off and, once given, distributed to Board Members.

Templates for meeting briefs will be approved by the Board Chair. All meeting briefs must be submitted to the Board Secretary using the appropriate template.

(b) *Retention of Meeting Briefs and Meeting Notes*

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

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

4.4. Calendar and Work Plans

The Board Secretary is responsible for maintaining a calendar of all scheduled Mackay HHB and Committee meetings and other major Mackay HHB 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 Board Chair and the Chief Executive, shall maintain an annual work plan for the Mackay HHB (**Appendix 1**). The annual work plan shall identify the key matters for consideration and actions required by the Mackay HHB during the year, and allocate those matters and actions to relevant meeting(s). The annual work plan enables the Mackay HHB, Chief Executive and ELT to be aware of and plan for the year.

4.5. Committees

The Mackay HHB may establish Committees of the Mackay HHB for effectively and efficiently performing its functions.²⁷

The Mackay HHB has established the following Committees under Terms of Reference approved by the Mackay HHB:²⁸

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

²⁷ HHBA, Schedule 1, Section 8(1)(a).

²⁸ HHBA, Schedule 1, Section 8(3).

The Mackay HHB may delegate any of Mackay HHS's functions under the HHBA or the *Financial Accountability Act 2009* to a Committee of the Mackay HHB if all of the members of the Committee are Board members.

The Terms of Reference for these Committees are subject to review and approval by the Mackay HHB on an annual basis. As part of the review, the Mackay HHB must be satisfied that each of the Committees has and is complying with the legislative functions

Subject to the presence of any conflict of interest, the Mackay HHB will have access to all Committee minutes and meeting briefs.

4.6. Hospital Foundation

Section 30(1)(b) of the *Hospital Foundations Act 2018* requires Hospital Foundation Boards to include either the Mackay HHB Chair or Member nominated by the Board Chair to be a member of the Hospital Foundation Board.

5. EFFECTIVENESS

5.1. Board Member Protection

(a) Communication

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

Unless otherwise resolved by the Mackay HHB, this occurs through distribution of the meeting briefs in accordance with this Charter.

In addition to regular reports by the Chief Executive and ELT to the Mackay HHB, Board Members are entitled to request and receive such additional information as they consider necessary to support informed decision-making and to enable them to discharge their responsibilities and duties. All such requests must be made in accordance with the Mackay HHB's *Communication Policy (MHBB-POL-003)*.

(b) Access to Independent Professional Advice

The Mackay HHB collectively has the right to seek independent professional advice as it sees fit at Mackay HHS's cost.

Notwithstanding any other rights or entitlements, each Board Member individually, the Chief Executive and the Board Secretary have the right to seek reasonable independent legal advice with regards to their individual rights and obligations arising in connection with their position at Mackay HHS's cost (provided the costs are reasonable), subject to prior approval with the Board Chair unless the issue at hand may represent a conflict for the Board Chair in which case the Deputy Board Chair will be the delegated authority.

(c) Protection from Liability

The *Public Service Act 2008* (Qld):

- 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 HHBA provides that Board Members are not civilly liable for an act done, or omission made, honestly and without negligence under the HHBA. The section provides that the liability attaches instead to Mackay HHS.

(d) *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.²⁹

(e) *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 Mackay HHS;
- The provision of directors' and officers' insurance; and
- Ownership of and access to Mackay HHS records.

(f) *Directors' and Officers' Insurance*

Mackay HHS 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.

5.2. Evaluation

The Mackay HHB will undertake an annual assessment of its performance, including its performance against the requirements of this Charter. Following each assessment, the Mackay HHB will consider what, if any, actions need to be taken to improve its performance (see section 5.5 of this Charter).

The Board Chair, in consultation with the Mackay HHB, will consider whether or not to engage an external facilitator to assist with the assessment.

5.3. Board Member Remuneration and Conditions of Appointment

A Board 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.³⁰

A Board Member holds office for the term, of not more than 4 years, stated in the Board Member's instrument of appointment.³¹

The office of a Board Member becomes vacant if the Board Member resigns office by signed notice of resignation given to the Minister or is removed from office as a Board Member.³²

Section 27A of the HHBA sets out the circumstances in which the Minister may suspend a Board Member from office.

A Board Member may be removed from office in the circumstances set out in section 28 of the HHBA.

²⁹ <https://www.forgov.qld.gov.au/documents/guideline/queensland-government-indemnity-guideline>

³⁰ HHBA, Section 26(2).

³¹ HHBA, Section 26(1).

³² HHBA, Section 27.

5.4. Board Member Induction

The Board Chair and Board Secretary will determine an appropriate induction for any new Board Member, which should include (as appropriate):

- Formal introduction to the full Mackay HHB;
- Formal introduction to the Chief Executive and ELT members as appropriate;
- Visit to Mackay HHS sites; and
- Provision of a Mackay HHB induction manual.

5.5. Board Member Development

Ongoing training and professional development of Board Members is encouraged.

The Mackay HHB allocates an annual budget to encourage Board Members to participate in training and professional development programs. Any Board Member wishing to participate in relevant training or professional development programs should approach the Board Chair for approval of the proposed activity.

6. GENERAL

6.1. Breach of this Charter

Any Board Member who considers another Board Member has breached this Charter should consult with the Board Chair.

Where concerns raised relate to the Board Chair, the concerns should be raised directly with the Minister.

6.2. Review of this Charter

The Mackay HHB should review this Charter by no later than June of each year or as required.

6.3. Publication of this Charter

A copy of this Charter will be made available at <http://www.mackay.health.qld.gov.au/about-us/leadership/hospital-and-health-board/>.

6.4. Acceptance of Charter

This Charter was approved by the Mackay Hospital and Health Board on 7 September 2023. This version of the Charter comes into effect on 7 September 2023.

Ms Helen Darch OAM

Board Chair

Mackay Hospital and Health Service

07/09/2023

The signed version is held and retained by the Board Secretary

6.5. Revision History

	Date	Amendment	Authorised by
1	04/10/18	Repealed the Terms of Reference – Mackay Hospital and Health Board (version 7) and replaced with the Mackay Hospital and Health Board Charter	Board Chair
2	05/09/19	Minor changes to Sections 3, 24 and 26	Board Chair
3	04/06/20	Minor changes - mainly related to the 2020 HHB recruitment	Board Chair
4	08/07/21	Minor changes - mainly related to the 2021 HHB recruitment	Board Chair
5	07/09/23	Amendments made to sections 2.1 – Composition; 2.3 – Role of Board Members; 4.1(c) – <i>Attendees</i> ; 4.4 – Calendar and Work Plans; 6.4 – Acceptance of Charter Inclusion of <i>Appendix 1: Annual Work Plan</i>	Board Chair

Appendix 1: Annual Work Plan

Deliverable	Owner	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Board Governance													
1. Mackay Hospital and Health Board Charter	Chair						X						
2. Terms of Reference – Executive Committee	Chair						X						
3. Terms of Reference – Safety and Quality Committee	Chair						X						
4. Terms of Reference – Finance Committee	Chair						X						
5. Terms of Reference – Audit and Risk Committee	Chair						X						
6. Mackay Hospital and Health Board Calendar	Chair				X								
7. Annual Work Plans	Chair				X								
8. MHHB Committee Memberships	Chair				X								
9. Draft Meeting Minutes from Executive Committee, Safety and Quality Committee, Finance Committee, Audit and Risk Committee	Committee Chairs		X	X	X	X	X	X	X	X	X	X	X
10. Chief Executive's Report	CE		X	X	X	X	X	X	X	X	X	X	X
Wellbeing and Culture													
11. Workforce Plan	EDPS						X						
12. Health, Safety and Wellbeing Due Diligence Action Plan	EDPS						X						
13. Renewal of Directors and Officers Liability Insurance Policy	EDSGE							X					
14. Chief Executive Acting Arrangements ³³	Chair												
Strategic Planning													
15. Strategic Plan	EDSGE			X									
16. Local Area Needs Assessment	EDSGE			X									
17. Clinical Health Service Plan	EDSGE			X									
18. Health Equity Strategy ³⁴	EDATSIH			X									
19. Consumer and Community Engagement Strategy ³⁵	EDSGE						X						
20. Employee Engagement Strategy ³⁶	EDPS						X						
21. Local Primary Healthcare Protocol ³⁷	EDSGE						X						

³³ As required.

³⁴ Sections 40 and 41 of the HHBA and sections 13A of the HHBR. A review must be completed within 3 years after it is made/previously reviewed. Next review submission in May 2025.

³⁵ Sections 40 and 41 of the HHBA and sections 13 of the HHBR. A review must be completed within 3 years after it is made/previously reviewed. Next review submission in May 2024.

³⁶ Sections 40 and 41 of the HHBA and sections 12 of the HHBR. A review must be completed within 3 years after it is made/previously reviewed. Next review submission in May 2024.

³⁷ Sections 42 and 43 of the HHBA and sections 14 of the HHBR. A review must be completed within 3 years after it is made/previously reviewed. Next review submission in November 2023.

Deliverable	Owner	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
22. Operational Plan – Strategic Projects	EDSGE									X			
<i>Patient Safety</i>													
23. Clinical Governance Framework ³⁸	EDNM						X						
24. National Safety and Quality Health Care Standards Attestation Statement	EDNM									X			
25. Accreditation Survey Report ³⁹	EDNM												
<i>Infrastructure</i>													
26. Mackay HHS Master Planning	EDCS							X					
27. Strategic Asset Management Plan	EDCS											X	
28. Asset Maintenance and Management Plan	EDCS											X	
29. Capital Project Business Case ⁴⁰	EDCS												
<i>Financial Management and Accountability</i>													
30. Finance Committee Report	EDCS		X	X	X	X	X	X	X	X	X	X	X
31. Reforecast Mackay HHS Budget	EDCS		X										
32. Framework, Strategy and Procedures for Financial Statements	EDCS		X										
33. Mackay HHS Annual Financial Statements (Proforma)	EDCS				X								
34. Build and Land Valuation Outcomes Report	EDCS					X							
35. Service Agreement Windows (Amendment Window 1 – Annual Budget Build)	EDCS					X							
36. Financial Delegations Framework	EDCS					X							
37. Service Level Agreement Negotiation	EDCS						X	X					
38. Mackay HHS Budget	EDCS							X	X				
39. Mackay HHS Annual Financial Statements	EDCS									X			
40. Service Agreement Windows (Amendment Window 2 – In-Year Variance)	EDCS											X	
<i>Risk and Compliance</i>													
41. Risk Management Report	EDSGE		X		X			X			X		
42. Legislative Compliance Review Report	EDSGE		X										

³⁸ Submitted on a three-yearly cycle with the next submission in August 2026.

³⁹ As required

⁴⁰ As required

Deliverable	Owner	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
43. Health Service Directive and Health Employment Directive update	EDSGE EDPS		X		X			X			X		
44. Litigation Management Report	EDSGE			X			X			X			X
45. Information Security Management System – Audit Report and Attestation Statement	EDCS							X					
46. Mackay HHS Annual Report	EDSGE									X			
47. Internal Audit Plan	EDSGE										X		
48. Risk Management Framework ⁴¹	EDSGE												
49. Risk Appetite Statement ⁴²	EDSGE												
50. Internal Audit Charter ⁴³	EDSGE												

⁴¹ Submitted on a three-yearly cycle with the next submission in March 2025.

⁴² Submitted on a three-yearly cycle with the next submission in March 2025.

⁴³ Submitted on a three-yearly cycle with the next submission in December 2025.