

Terms of Reference

Health Service Executive Committee *(February 2023)*

Section 32A of the *Hospital and Health Boards Act 2011* (the HHBA) requires the Children's Health Queensland Hospital and Health Board (the Board) to establish an executive committee with the functions set out in Section 32B of the HHBA. Consequently, the Board has established the Health Service Executive Committee (the Committee).

In reviewing and applying the Committee's Terms of Reference consideration must be given to the Board Charter.

1. Terms of Reference Purpose

The purpose of the Terms of Reference is to clearly outline the respective roles and responsibilities of the Committee, its members, the Committee Chair, the Board Secretary and the Health Service Chief Executive with respect to the Committee. It also sets out the key functions of the Committee and the processes used by the Committee to fulfil its role, responsibilities and functions. In the event that the Committee Terms of Reference is inconsistent with the HHBA (including schedules to the HHBA or the *Hospital and Health Board Regulation 2012* (the Regulation)), the HHBA and/or the Regulation prevails.

In fulfilling its responsibilities, Committee members strive to personally demonstrate the Children's Health Queensland values of:

- Respect: We listen to others
- Integrity: We do the right thing
- Care: We look after each other
- Imagination: We dream big

2. Role of the 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.

In accordance with the HHBA, the Committee is responsible for supporting the Board in its role of controlling Children's Health Queensland Hospital and Health Service (Children's Health Queensland) and governance responsibilities by:

- Working with the Health Service Chief Executive to progress strategic issues identified by the Board
- Strengthening the relationship between the Board and the Health Service Chief Executive to ensure accountability in the delivery of services by Children's Health Queensland.

The HHBA further provides that at the direction of the Board, the Health Service Executive Committee may also:

- Oversee the performance of the Service 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 the Service and monitor their implementation
- Work with the Health Service Chief Executive in responding to critical emergent issues
- Perform other functions given to the Committee by the Board.

A regulation of the HHBA may prescribe other matters relating to the Health Service Executive Committee's functions.

In addition to the functions prescribed by the HHBA, the Board has given the Committee the following functions that, when required, may be held in-camera:

- Developing and reviewing the Board Committee membership, structure and succession planning.



- Supporting the Board in its role of appointing and working through, and with, the Health Service Chief Executive, including in the areas of:
 - Health Service Chief Executive recruitment and succession planning
 - Health Service Chief Executive on-boarding and continuing development
 - Setting performance plans for the Health Service Chief Executive and evaluation of the Health Service Chief Executive's performance
 - Health Service Chief Executive remuneration
 - Considering succession planning for the Executive Leadership Team.
- Advising the Board on matters relating to stakeholder engagement.
- Advising the Board on specific matters relating to Children's Health Queensland's workforce and culture as delegated to it by the Board from time to time.

The Committee will actively support and facilitate effective communication and engagement with the Children's Health Queensland Board and other established Board sub-committees in order to support effective integrated governance.

The Committee uses the following framework to inform agenda setting and forward planning:

Committee Framework

- **Organisation-wide Strategic Initiatives and Operating Frameworks**

This includes the Children's Health Queensland statewide role, health planning, total quality management system development, excellence and person-centred health care, health equity, stakeholder and clinician engagement, and integrated care.

- **Strategic Partnerships**

This includes research, philanthropic, national and international alliances, as well as partnerships with Primary Health Networks and intra/inter-Government departments.

- **People and Culture**

This includes organisational structure, strategic workforce planning, staff development, retention, succession planning, diversity and inclusion within the workforce and performance management.

- **Governance**

This includes delegations from the Board, Board performance, Health Service Chief Executive appraisal and remuneration, recommendations on Board appointments and Board Committee membership.

Standing Agenda Items

The Committee will receive the following reports as standing items:

- Strategy and Planning Report
- Strategic Workforce Report.

An Information Management and Information Communication Report will be provided as required.

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.

3. Committee composition

The Committee membership is determined by the Board and consists of the Board Chair, Deputy Board Chair and the Chair of each Board Committee.



4. Role of the Committee Chair

As defined in Section 32C of the HHBA, the member who is the Chair or Deputy Chair of the Board will be the Chair of the Committee.

The role of the Committee Chair includes:

- Setting the Committee agenda
- Facilitating the flow of information and discussion
- Conducting Committee meetings and other business
- Ensuring the Committee operates effectively
- Reporting to the Board on the activities of the Committee.

5. Role of the Committee Members

The duties and obligations of Board members set out in the Board Charter apply to Committee members. These duties and obligations include:

- Meeting attendance and preparation
- Disclosure of interests
- Gifts and benefits disclosures
- Confidentiality
- Board (Committee) solidarity
- Code of Conduct
- Storage of information
- Media and protocols.

Committee members will actively support and facilitate effective communication and engagement with the Children's Health Queensland Board and other established Board sub-committees in order to support effective integrated governance.

6. Role of the Board Secretariat

The Committee is supported by the Board Secretariat which is responsible for ensuring that Committee business is conducted in a manner consistent with good governance practice.

The Board Secretariat is accountable for:

- Organising Committee meetings and Committee member attendance
- Coordinating the completion and dispatch of Committee agendas, Committee papers and briefing papers
- Preparing minutes of meetings and resolutions of the Committee
- 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 terms of reference and procedures.

All members have direct access to the Board Secretary and to the Health Service Chief Executive. The Chair has direct access to the Executive Leadership Team if the matter is procedural in nature; matters of a substantive nature are to proceed to the Executive Leadership Team member via the Health Service Chief Executive.

7. Authority

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.



8. Committee Meetings

Time and Place of Meetings

Meetings of the Committee are to be held at the times and places the 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.

Quorum

A quorum for a Committee meeting is one-half the number of its members, or if one-half is not a whole number, the next highest whole number¹.

Attendees

Attendees at Committee meetings comprise all members plus the Health Service Chief Executive and the Board Secretary.

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.

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

Written Resolutions

In extraordinary circumstances, a valid resolution may be made outside of a Committee meeting via the Board portal as outlined within the Board Charter.

9. Committee Papers

Responsibilities as set out in the Board Charter apply to Committee meetings.

10. Committee Evaluation

The Committee will undertake an annual self-assessment of the Committee's performance, including its performance against the Board Charter to ensure that the Committee remains fit for purpose and identify any areas in which the effectiveness of the Committee could be improved.

The Committee will provide a prompt and constructive report on its findings directly to the Board highlighting issues it considers warrant Board discussion, approval or noting.

11. Review

The Committee will review the terms of reference as the need arises, but at least once every two years. Any amendments must be approved by the Board.

12. Publication

A copy of the terms of reference will be made available at www.childrens.health.qld.gov.au.

¹ Schedule 1, s. 4 HHBA

