



BEECHWORTH
HEALTH SERVICE

Beechworth Health Service

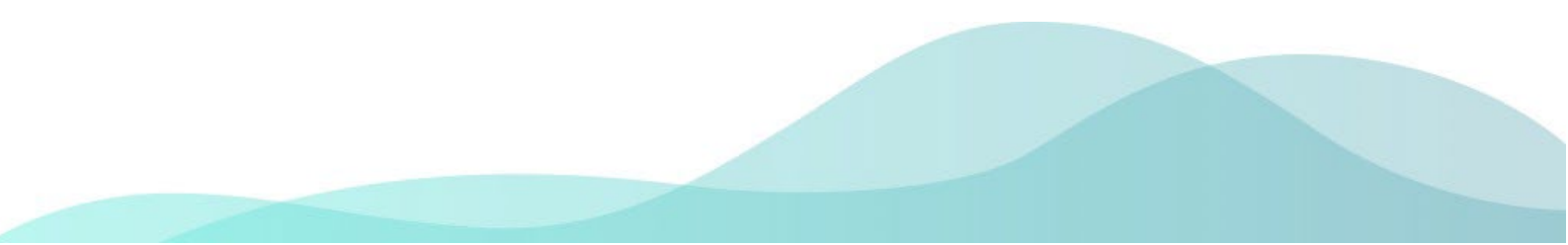
Board Code of Governance

Version 2023-2024

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Preamble

Welcome to the Board of the Beechworth Health Service. We are proud of our health service and the role that it plays in our community.

As a Board Director you will perform an extremely important role in ensuring that we provide the highest quality services to our community, whilst also ensuring that we meet the expectations of the Minister for Health and the Department of Health and Human Services. (DoH)

Accountability starts with the Board.

Boards of high performing health services:

- understand the board's role in governance,
- discharge their legal duties,
- ensure accountability to stakeholders,
- understand stakeholders and management expectations,
- effective use board committees to enhance governance,
- build a talented management team,
- champion a productive and ethical culture,
- make informed decisions,
- actively contribute to strategy, and closely monitor strategic effectiveness,
- ensure a disciplined approach to risk governance,
- receive independent assurance,
- actively engage externally on current and emerging issues relevant to their organisation and the political, social and economic environment in which it operates.

The information within this document supplements the critical information that can be found in the following resource:

The Director's Toolkit

A resource for Victorian health services board (Department of Health and Human Services (DHHS) 2017.

<https://www2.health.vic.gov.au/hospitals-and-health-services/boards-and-governance/education-resources-for-boards/directors-toolkit>

We refer all our Board Directors to this resource for advice and guidance in the performance of their role with the Beechworth Health Service.

We also encourage all new Board Directors to complete the Department of Health (DoH) Induction for Board Director's program.

1. Introduction to Victoria's Public Health Services & Roles/Responsibilities

A health service board, and its individual directors, has/have formal duties and responsibilities to the Secretary, the Minister and the public. Therefore, it is important to understand how the chair, the board collectively, each individual director and the CEO roles relate to, and interact with, the roles of the Minister, DoH and other key and ancillary stakeholders.

The DoH is a key entity for boards, and acts in a variety of capacities, including in its stewardship role. Refer to Chapters 1, 3 and 4 of the Director's Toolkit.

Figure 1.3.1 below sets out the overarching structure and key stakeholders in the Victorian governance mode.

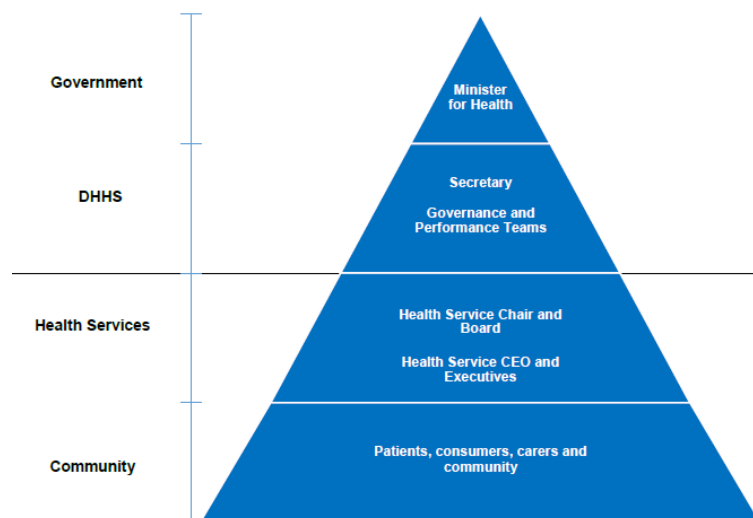


Figure 1.3.1 - Victoria's governance model and the key Victorian stakeholders

The Victorian Government sets health policy and, in addition to DoH, the central agencies of Department of Premier and Cabinet (DPC), and the Victorian Public Services Commission (VPSC) as a sub-entity of DPC, and the Department of Treasury and Finance (DTF) also have roles in broad policy development and the provision of advice to the Victorian Government.

Victorian Health Services & Hospitals

In Victoria there are:

- 10 sub-regional health services, e.g. Northeast Health Wangaratta – (NHW)
- 11 local hospitals
- 35 small rural health services (SRHS), e.g. Beechworth Health Service
- 7 multi-purpose services, (e.g. Alpine Health, Corryong Health)
- 2 early parenting centres

19 public health services:

- 6 regional public health service, e.g. Albury Wodonga Health-(AWH), Goulburn Valley Health- (GVH)
- 6 catchment services, e.g. Eastern Health
- 5 State specialist services, e.g. Royal Children's Hospital
- 2 State-wide services, e.g. Alfred Health and Melbourne Health

Other major health entities:

- Ambulance Victoria
- Victorian Institute for Forensic Mental Health (Forensicare)
- Health Purchasing Victoria
- 3 denominational hospitals (Calvary, Mercy and St. Vincent's).

Health Partnerships

Hume Health Service e Partnership

Upper Hume Health Service Partnership

Central Hume Health Service Partnership



2. Introduction to Beechworth Health Service

Beechworth Health Service is a small rural health service providing a range of acute, sub-acute, residential aged care, primary and community and home-based services within the Indigo Shire. It is the only public hospital within the Indigo local government area (LGA). Beechworth Health Service main referral centres are Northeast Health Wangaratta and Albury Wodonga Health Service, each located around 40 kilometres away and in opposite directions.

Our Region

The main catchment area for Beechworth Health Service is the lower Eastern aspect of the Indigo Shire, including the townships of Beechworth, Stanley & Wooragee: a population of approximately 6,000 people.

The extended catchment area for Beechworth Health Service includes the townships of Rutherglen, Chiltern, Barnawartha, Yackandandah & Tangambalanga; a population in excess of 15,000 people. The Shire is home to a vibrant tourist industry which can swell the population significantly and result in increased reliance on local service infrastructure inclusive of healthcare services.

Our History

Beechworth Health Service has a long tradition of healthcare provision to the people of Beechworth and surrounding communities. The service came into being as a result of the amalgamation of two of the oldest hospitals in north-eastern Victoria and the inclusion of part of a third hospital, Mayday Hills. Initially, the Ovens District Hospital (Ovens Goldfields Hospital) was established to meet the acute health needs of the thriving mining town of Beechworth in 1856. Originally located in Church Street, it was the only hospital located between Melbourne and Goulburn, NSW. In 1940 it relocated to the current Sydney Road site.

The establishment of the Ovens Benevolent Asylum on Warner Road was first mooted in 1861, when on the 22nd July a public meeting was held with the object of building a district Benevolent Asylum. The function of this Asylum was to provide accommodation and care for gold miners who were permanently injured, and for women and children who were penniless, homeless, or whose parents were guests of the State.

In 1935, the name of the Benevolent Asylum was changed to Ovens Benevolent Home. In February 1973 the name was changed to Ovens Hospital for the Aged and in October 1974 the name was changed again, this time to Ovens and Murray Hospital for the Aged.

On 17th August, 1992 The Beechworth Hospital was formed as a result of the amalgamation of the Ovens District Hospital and the Ovens and Murray Hospital for the Aged. In 1995 the Health Service tendered for and won two Psychiatric Programs from the then closing Mayday Hills Hospital.

Having changed its name again in 2002 to Beechworth Health Service the amalgamated organisation operated on two sites: extended care on the hill overlooking the township and acute care services at its Sydney Road campus. Following an extensive building program in 2005 residential aged care, the acute hospital beds and community health were all relocated to Sydney Road.

Our Services

The following services are provided at BHS:

Acute

Acute care unit that is inclusive of urgent care, after-hours services are supported by local General Practitioners as well as telehealth access to Northeast Health Wangaratta.

Residential Aged Care

60 residential aged care beds, divided evenly across nursing home level care requirements and hostel care requirements.

Community Health

Diverse community health services provided at Beechworth, Yackandandah and Tangambalanga. These services include: physiotherapy; occupational therapy; dietetics; diabetes education; podiatry; speech pathology; health promotion; needs assessment; care coordination and case management.

Home and Community Care (HACC) and Commonwealth Home Support Program (CHSP)

This includes the service provision of district nursing, planned activity groups and podiatry across all the Indigo Shire. This also includes a partnership commitment of the indigo@home mode of care. This model of care is responsible for overseeing and delivering Commonwealth Home Support Services within the Indigo Shire. The partnership with this mode is currently represented by Beechworth Health Service; Yackandandah Health; Indigo North Health and Alpine Health (as the lead agency).

Beechworth Health Service is an intrinsic part of the local community and has strong relationships with local educational facilities, community services organisations and neighbouring health providers.

Stakeholders

Effective stakeholder engagement is crucial to meet the evolving needs and expectations of health service consumers, regulators, employees, the Minister and the broader community. Due to the range of stakeholders that impact health services, effective stakeholder engagement is critical to enable health services to meet their strategic and performance objectives, improve patient safety, and deliver better health outcomes across the public health sector. Board Directors play an important role in stakeholder engagement.



Refer to Chapter 9 in the Director's Toolkit for important advice in relation to this.

3. Introduction to BHS Board of Management

Board of Management Role & Function

The role of the Board is to:

- **Govern** and improve the wellbeing of the organisation;
- **Protect** and improve the health of the community; and
- **Improve** access to, and delivery of, health services.

In working to achieve these roles the Board will;

- **Focus** clearly on health outcomes and people's experience of the Health Service;
- **Promote** integrated health and community planning by working closely with other organisations; and
- **Provide** a single point of accountability for the performance of the Health Service.

In summary, the role of a health service board is to oversee the performance of its health service and ensure that it is meeting the policy and performance objectives of the Minister.

Key Points

- Board Directors interact with each other and the Chair.
- The CEO manages the rest of the entity's staff.
- A Board Director should not attempt to communicate directly with staff, rather they should go through the Board Chair, who will go via the CEO.
- The CEO should not be the only non-Director BHS staff person present at Board meetings.

As a Board Director it is important that you understand the nature of risk associated with our Board, and how our Board approaches risk management.

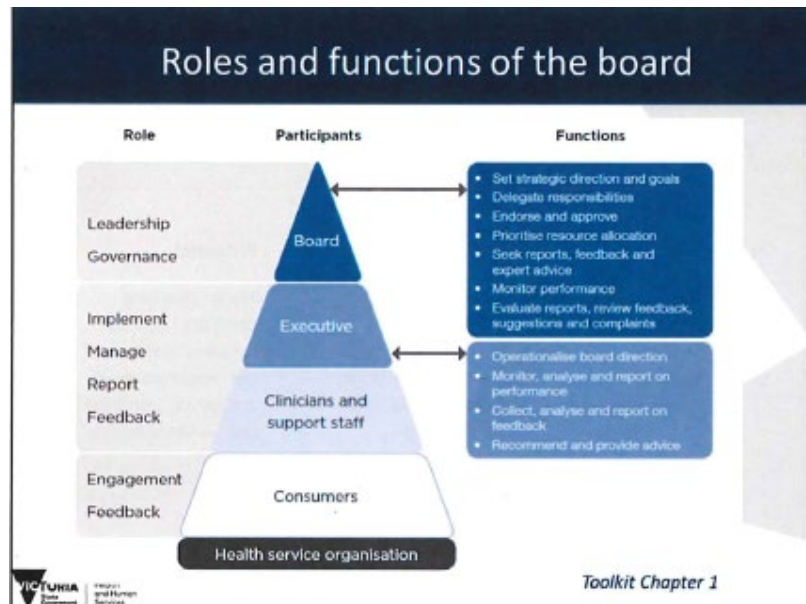
Boards are responsible for ensuring the health service is sufficiently agile to respond to changes in both its internal and external environment. Effectively understanding and assessing a health service's risk landscape can turn potential clinical, financial and reputational challenges into strategic opportunities.

- Further information can be found in Chapter 7 of the Director's Toolkit.

Board Role & Executive Roles

The Board is responsible for: setting direction; ensuring accountability and shaping organisational (quality and safety) culture.

The Executive role is: implementing strategic direction; managing operations; reporting to the Board (e.g. safety and quality) and implementing culture.



Board of Management Sub-Committee Structure

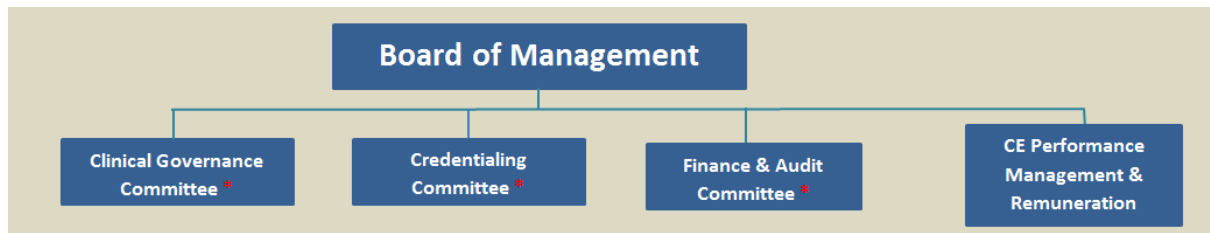
It is common practice for Boards to delegate aspects of their work to committees. The guidance for BHS's Board on this matter is defined within the BHS By-Laws (see appendix A section 5). This process of delegation allows the Board to distribute its workload and enables the committees to perform a detailed analysis of important or sensitive matters, before making recommendations for the Board to consider.

The Board, not the Committee, is accountable for all decisions.

In order to assist with good governance, the Beechworth Health Service Board has established a number of Sub-Committee:

- CEO Performance Management and Remuneration Committee (CEPMRC)
- Clinical Governance Committee (CGC)
- Credentialing Committee (CC)
- Finance and Audit Committee (FAC)
- The Terms of Reference for each of these sub-committees can be found in the Appendix sections.

The Board nominates members to the sub-committees at the July Board meeting each year.



* Committees that have a community representative as part of its membership.

Board of Management Relationship to Government

The notion of accountability is at the core of any corporate governance framework. Unlike corporate entities, Government entities are not subject to demands and expectations of stakeholders in the traditional sense, however as tax-payer funded organisations, boards must remember their duty to responsibly oversee the performance of the health service and accurately report on this to the relevant authorities.

➤ Refer to Chapter 12 of the Director's Toolkit for more detailed information on this topic.

There are several key documents that health services must prepare to demonstrate accountability to the Victorian Government:

Key Documents

SOP: STATEMENT OF PRIORITY

Outlines the key priority areas that the Government (through the DH) requires the health service to priorities over the coming financial year.

SP: THE STRATEGIC PLAN

Must outline:

- The health service's role and objectives
- Strategies to ensure the effective and efficient provision of health services and the financial viability of the health service.
- The strategic plan provides the three to five-year high-level objectives of the health service and sets the overall context for the accountabilities outlined in the SoP.

Refer to Appendix B to view the current Beechworth Health Service Strategic Plan

SEPL: THE SERVICE PLAN

Involves a process and framework that ensures that our health service develop services that meet the needs and expectations of our local community.

AR: THE ANNUAL REPORT

All health services are required to prepare and lodge annual reports to Parliament. The reports must be prepared in accordance with the FMA and Standing Directions of the Minister of Finance under the FMA and Financial reporting directions¹³⁷. Preparation of the health service's annual report is a key accountability of the board. It contains critical information about the health services performance and is not only submitted to Parliament, but also available to the public.

The annual report must include:

- Report of operations including reporting against performance in line with the SoP
- Financial statements (including explanatory notes).

QR: THE VICTORIAN QUALITY ACCOUNT

A report produced annually by each Victorian health service provider. The report describes the systems and processes in place to monitor and improve health services. The annual Victorian Quality Account ensures accountability of health services, promotes system changes and continuous improvement, and provides consumers with information. The report must be presented in accordance with standard guidance provided by DH under the Victorian quality account reporting guidelines. This guidance covers both the format and the content (including specific KPIs) that must be included.

As part of your orientation you will receive a copy of the previous year's Annual Report and Quality Account Report (the latter only available as required to be produced by DH).

The Board must also work to ensure that the health service retains its relevant accreditation with professional standards.

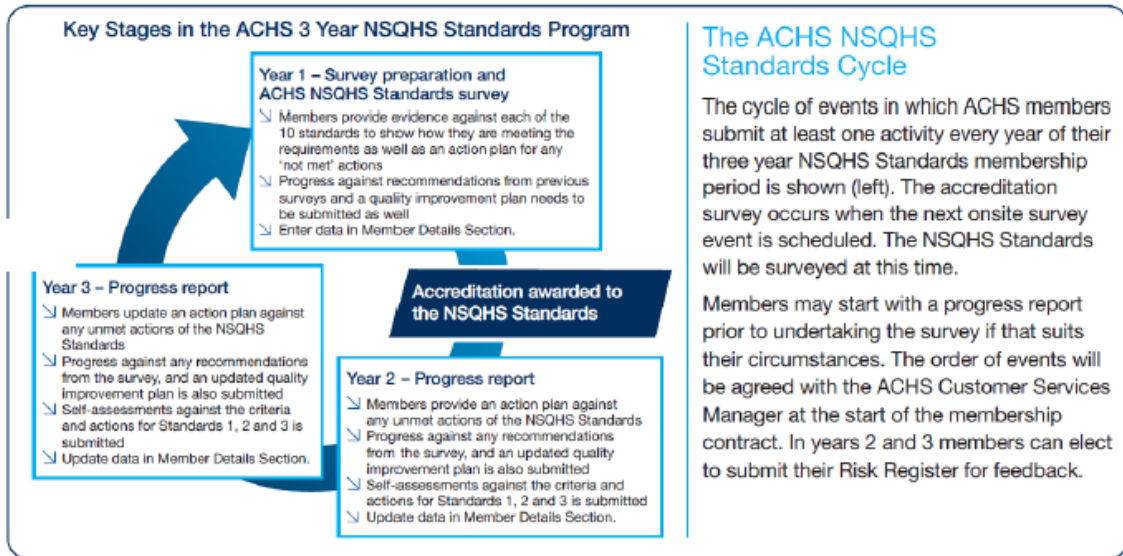
Accreditation Process

Just as all clinical practitioners must be accredited to provide services in their relevant area of practice, health services themselves must also be accredited. Accreditation is a formal process that ensures that all public health services maintain the highest standards of quality and safety, and deliver continuous service improvements. All health services are regularly measured and assessed in against the Australian Health Service Safety and Quality Accreditation Scheme.

Each month at the Beechworth Health Service meetings you will read documents outlining the status of the current Accreditation for our health service.

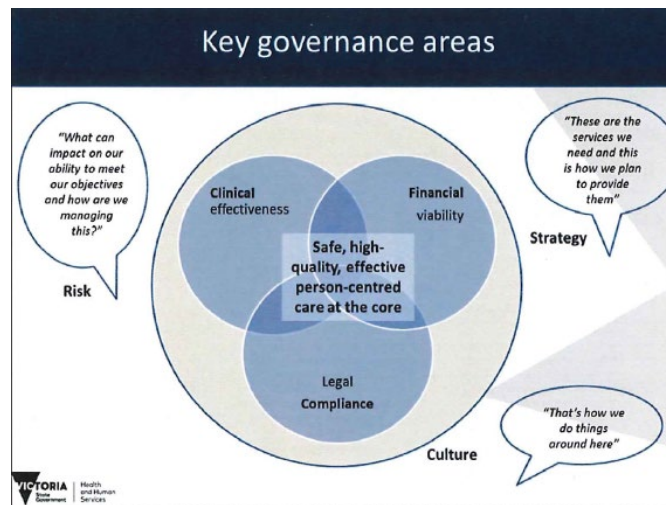
We have three key accreditation standards that we report and are required to comply with. Board Directors receive a report at each Board meeting via the GCG Chair.





What are key governance areas that the Board of Management is responsible for?

Whilst there are many areas of focus for boards, the key ones impacting on performance outcome for safe, high quality, effective care are Clinical; Financial and Legal/Compliance.



Refer to Chapters 1-4 and 11-13 for further information about the key areas of governance that our Board is responsible for. Once you have read these chapters review the Terms of Reference of the four Board Sub-committees in Appendices C- F of this document, to see how these particular Board sub-Committees assist our Board to have oversight of the key areas of governance above.

Board Directors Role & Function

Key Attributes of Directors:

- Curiosity
- Healthy scepticism
- Collaborative

- Professional
- Self-reflective
- Independence from conflicts of interest
- Open to challenge and discussion
- Ability to ask questions
- Can maintain a united front
- Respects confidentiality
- Integrity

Source: KPMG

Role of the Director

Board Directors are bound by legal and ethical responsibilities enshrined in the Enabling Act and supporting governance guidelines. Appointed by the Governor in Council (GIC) on recommendation of the Minister, the role of a Director is to fulfil their directorship responsibilities, and those responsibilities outlined in the HAS, in a professional and ethical manner.

In practice this means that directors must:

- act in the interest of the health service at all times
- act with integrity and good faith
- hold themselves and each other to account
- attend all meetings, having pre-read all board papers
- look beyond the obvious and not just accept the information presented
- be curious and well informed – inform themselves of issues/risks impacting the provision of health services.

Refer to the Appendix H for an exemplar Governance professional development manual and also to Chapter 5 of the Board Director's Toolkit to gain more appreciation of the importance of the broad skills that a Board Director brings to the Board of our health service.

Refer to Appendix M – Ethical decision-making considerations and exemplar questions. Role of the Chair

The position of board Chair is especially important because he/she leads the board and develops its members as an effective team.

The Chair has particular role to play in relation to effective board operation. This includes: effective, efficient and constructive chairing of meetings and managing the evaluation of the CEO and the board.

Role of the Chief Executive Officer (CEO)

The appointment (or re-appointment) and performance management of the CEO is a critical role for the board of directors. The Chair, in particular, has a critical relationship with the CEO as the conduit between the health service and the board.



Health Service CEOs have a broad range of responsibilities and are required to take direction from the board with respect to:

- managing the health service in accordance with the financial and business plan, strategies and budgets developed by the board;
- preparing material for consideration by the board; including SoPs, strategic plans, corporate plan; strategies and budgets.
- ensuring the board and its committees are assisted and provided with relevant information to enable them to perform the functions effectively and efficiently;
- implementing effective, accountable systems to monitor the quality and effectiveness of the health services provided;
- ensuring that the health service continuously strives to improve the quality of health care it provides and to foster innovation;
- ensuring that the boards decisions are implemented effectively and efficiently throughout the health service; and
- informing the board, the secretary and the Minister without delay of any significant issues of public concern or significant risks affecting the health service.

The Health Service Act 1994 (Vic) (HSA) also articulates that in performing his/her duties, the CEO must do so with the needs of the key stakeholders and users of the health service in mind and ensure these needs are met in a cost effective and efficient manner and consistent with the principles as established by the Public Sector Services Commission

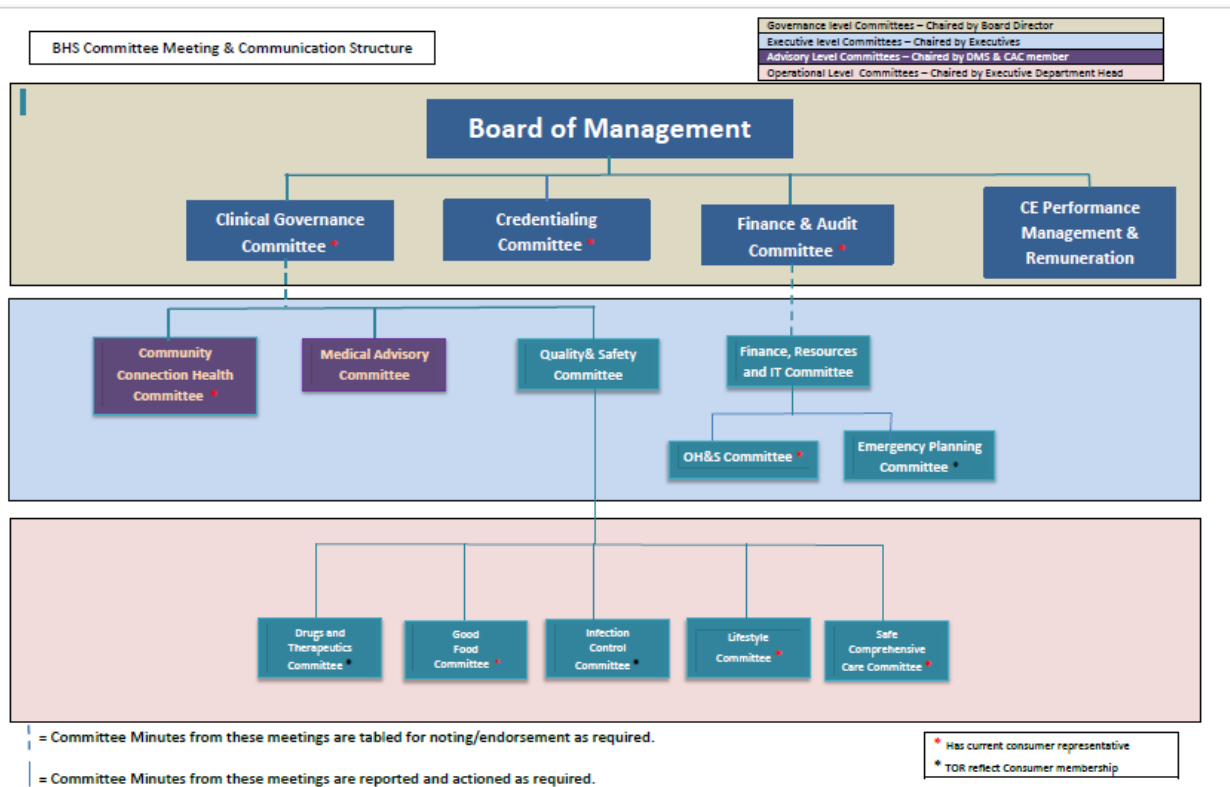
The CEO must also ensure resources of the Victorian public hospital sector generally are used effectively and efficiently taking into account the broader health system.

Refer to Chapter 10 of the Board Director's Toolkit to gain an understanding of the important role that the CEO plays in implementing the strategy of the organisation and managing day to day operations of the organisation. The CEO is the link between the Board's strategy and its implementation having responsibility for the day-to-day operations of the organisation.

For further information about the roles of the Board, Board Directors and Board meetings refer to Chapter 8, 11 and 14 of the Director's Toolkit.

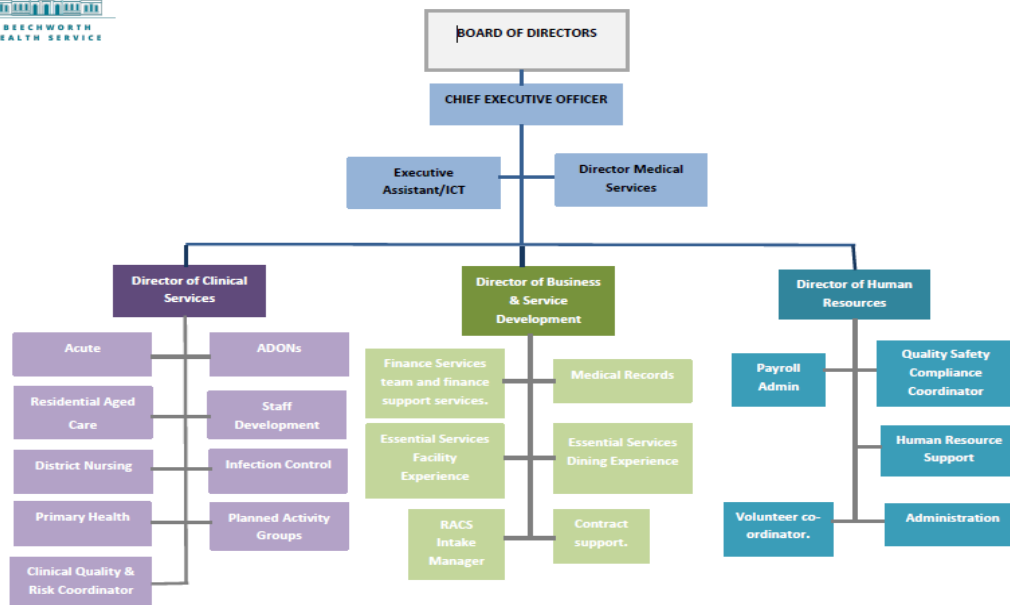


BHS Committee Structure



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4. BHS Organisational Structure & Contact Details



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5. Appendices

Appendix A – Beechworth Health Service By-Laws

Introduction

- 1.1 These By-Laws supersede the Health Service's existing By-Laws, and provide a concise and commercial framework for management of the Health Service.
- 1.2 In addition to these By-Laws, the Health Service Board maintains Terms of Reference for designated committees of the Board, and other policies, practices and procedures necessary to guide and streamline decision-making processes.

Definitions & Interpretations

- 2.1 In these By-Laws, unless the context requires otherwise:
 - 2.1.1 "Act" means the Health Services Act 1988 (Vic) as amended.
 - 2.1.2 "Health Service" means the Beechworth Health Service, which is incorporated as a public hospital under the Act.
 - 2.1.3 "Board" means the Health Service Board being a board of management as defined in section 33 of the Act.
 - 2.1.4 "Chief Executive Officer" means to a person appointed in accordance with section 25 of the Act and shall include any person acting in the place of such officer.
 - 2.1.5 "Committee" means a committee established by the Board for the discharge of its business, subject to Board approval.
 - 2.1.6 "Commonwealth" means the Commonwealth of Australia or any department thereof.
 - 2.1.7 "Delegate" means a person appointed by the Minister under section 40C of the Act.
 - 2.1.8 "Department" means the Department of Health and Human Services.
 - 2.1.9 "Directions" means the Standing Directions of the Minister for Finance under the Financial Management Act 1994.
 - 2.1.10 "Funding Guidelines" means the Victorian Department of Health and Human Service's Policy and Funding Guidelines 2017, as amended or replaced from time to time.
 - 2.1.11 "Remuneration Policy" means the Victorian Public Sector Commission's Policy on Executive Remuneration in Public Entities, as amended or replaced from time to time.
 - 2.1.12 "Secretary" means the Secretary to the Department.
- 2.2 In these By-Laws:
 - 2.2.1 words in the singular include the plural;
 - 2.2.2 words in the plural include the singular;
 - 2.2.3 words importing a gender include every other gender; and
 - 2.2.4 a reference to legislation includes:
 - a. that legislation as amended or replaced from time to time; and
 - b. regulations and other instruments made under that legislation.

Objectives

The objectives of the Health Service are:

- 3.1 To provide the following services:
 - 3.1.1 public hospital and residential aged care services in accordance with the Act; and
 - 3.1.2 residential aged care services in accordance with the Aged Care Act 1997 (Cth);
- 3.2 To provide health and community services ancillary to those services described in Clause 3.1, and work with the communities of Beechworth and surrounding areas to provide comprehensive, quality health and wellness services in partnership with families, the community, health professionals and governments.
- 3.3 To pursue any other activity that is:
 - 3.3.1 convenient to carry on in connection with the provision of services described in Clauses 3.1 and 3.1.2; or
 - 3.3.2 intended and calculated to make more efficient or profitable any of the Health Service's assets or activities; and
- 3.4 To do all things that are incidental or conducive to the attainment of the Health Service's objectives.

Board of Management

- 4.1 There shall be a board of management for the Health Service the functions, powers and composition of which are prescribed by the Act.
- 4.2 Subject to it complying with any direction given under the Act, the procedure of the Board shall at all times be determined by the Board in its absolute discretion.
- 4.3 Office Bearers:
 - 4.3.1 At the first meeting of the Board after the appointment of any Board member by the Governor-in-Council as prescribed in the Act, there shall be elected from amongst members of the Board a President and such other office bearers as the Board may appoint.
 - 4.3.2 The persons appointed as office bearers pursuant to Clause 4.3 shall hold such office for the period from appointment until the next election of a President and other office bearers as prescribed in Clause 4.3, the President for a maximum of four consecutive terms.
 - 4.3.3 In the event of a person elected as an office bearer as prescribed in Clause 4.3 ceasing to hold office, the existing members of the Board shall elect from amongst themselves one of their number who shall hold that office until the next meeting as prescribed in Clauses 4.3 and 4.3.1.
 - 4.3.4 The appointment of Board members as office bearers as prescribed in Clause 4.3 is deemed to be the appointment of Board members other than those resulting from casual vacancies.
- 4.4 The Board may make rules and adopt policies, not inconsistent with the Act or these By-Laws, for the administration of the Health Service.

Meetings of the Board

- 5.1 The Board shall meet not less than six (6) times per year, at such place and time as the Board may from time to time determine.
- 5.2 Written notice of each meeting shall be served on each member of the Board before the meeting in time to arrive, in the case of ordinary meetings, five days prior to the ordinary meeting, and in the case of extraordinary meetings called pursuant to Clause 5.12, two days prior to the extraordinary meeting. Such

notice may be delivered by hand or by post to the usual or last known place of residence or business of the member, or by facsimile or by electronic mail. Failure by any member of the Board to receive due notice of any meeting of the Board shall not invalidate the proceedings of that meeting.

5.3 Notice of ordinary meetings must:

5.3.1 specify the time, date and place of the meeting; and

5.3.2 be accompanied by copies of:

- a. the agenda for the meeting;
- b. the minutes of the previous ordinary meeting of the Board;
- c. the minutes of any extraordinary meetings of the Board held since the previous ordinary meeting of the Board; and
- d. the minutes of any standing committee of the Board held since the previous ordinary meeting of the Board.

5.4 Nothing in Clause 5.2 requires provision of a document to a member of the Board, if that member has previously been given a copy of the document.

5.5 Notice of extraordinary meetings called pursuant to Clause 5.12 must specify:

5.5.1 the time, date and place of the meeting; and

5.5.2 the general nature of the business intended to be conducted at the meeting.

5.6 The only business that may be conducted at an extraordinary meeting called pursuant to Clause 5.12 is the business specified in the notice of that meeting.

5.7 The quorum for a meeting of the Board to begin and to continue to transact business shall be:

5.7.1 where there is an odd number of members, a majority of members; or

5.7.2 where this an even number of members, one-half of the number of members plus one.

5.8 A Board member present at the commencement of a meeting of the Board will be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting.

5.9 A meeting of the Board will be chaired by the President, or otherwise a member chosen from those members present at the meeting.

5.10 Voting shall be by show of hands and voting may be by proxy. In the event of a tied vote, the chairperson of the meeting shall have a casting vote.

5.11 No business shall be transacted unless a quorum is present and, if within one hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned.

5.12 Any member of the Board who has a direct or indirect material interest in any matter brought before the Board for discussion shall disclose that interest forthwith to the other Board members and shall not be present during discussion on the matter or entitled to vote upon that matter.

5.13 The Chief Executive Officer, upon receiving a request from the President or a request in writing from four (4) Board members must call an extraordinary meeting of the Board.

5.14 The Board may meet in person or using technology (such as telephone, closed circuit television, or audio visual communication) that allows all members to hear all other members present at the meeting.

5.15 A Board member present at a meeting using technology at the beginning of the meeting is presumed to be present for the whole meeting, unless the minutes record that the person was not present at or after a particular time.

Chief Executive Officer

- 6.1 The Health Service shall appoint a Chief Executive Officer in compliance with the Act.
- 6.2 The Chief Executive Officer shall have day to day responsibility for the management of the Health Service.

Chief Finance & Accounting Officer

- 7.1 The Board must appoint a person as Chief Finance and Accounting Officer in accordance with the Directions.
- 7.2 The Chief Finance and Accounting Officer is responsible for the financial management of the Health Service, subject to the direction of the Chief Executive Officer.
- 7.3 The responsibilities of the Chief Finance and Accounting Officer include:
 - 7.3.1 endorsing financial reports submitted to the Board and senior management of the Health Service; and
 - 7.3.2 ensuring that the financial information in such reports is endorsed as to its completeness, reliability and accuracy.

Delegation of Powers

- 8.1 The Board may delegate any of its powers (other than its power of delegation) to any employee of the Health Service or to a committee.

Delegate Appointed Under the Act

- 9.1 The Board must permit a Delegate to attend meetings at the Board during the Delegate's term of appointment.
- 9.2 The Delegate must be provided with:
 - 9.2.1 information; and
 - 9.2.2 a copy of any notice or other document, provided to the Board at the same time it is provided to members of the Board.

Directions

- 10.1 The Board must comply with any direction issued to it by the Minister in accordance with section 40B of the Act.

Official Seal


- 11.1 The Board must provide for the safe custody of the official seal of the Health Service.
- 11.2 The official seal of the Health Service must be affixed to any document requiring execution under seal by resolution of the Board.
- 11.3 Every instrument to which the official seal of the Health Service is affixed must be signed by the President and Chief Executive Officer, or any Board Member and the Chief Executive Officer, or any two Board Members.

Standing Committee

- 12.1 The Board:
- 

- 12.1.1 must establish the standing committees specified in Clause 12.1.2 and any other committees required under State or Commonwealth laws, regulations or directives; and
- 12.1.2 may establish such other standing committees as it considers necessary or convenient to provide advice or assistance to it in carrying out its functions.
- 12.2 The Board must establish the following standing committees:
 - 12.2.1 Audit Committee, in accordance with the Directions; and
 - 12.2.2 Remuneration Committee, in accordance with the Remuneration Policy.
- 12.3 In establishing a standing committee, the Board must specify:
 - 12.3.1 the name of the standing committee;
 - 12.3.2 the membership of the standing committee;
 - 12.3.3 the chairperson of the standing committee;
 - 12.3.4 the Terms of Reference of the standing committee;
 - 12.3.5 the rules and procedures of the standing committee;
 - 12.3.6 the manner and frequency of reporting to the Board;
 - 12.3.7 any matter required by the Directions or the Remuneration Policy; and
 - 12.3.8 any other matter required by State or Commonwealth laws, regulations or directives.
- 12.4 Standing committee members shall be appointed by the Board for a period of twelve (12) months and be eligible for reappointment.
- 12.5 The quorum for each standing committee shall be determined by the Board and set down in its Terms of Reference.
- 12.6 Should a vacancy occur on any standing committee it shall be for the Board and not the standing committee to fill the vacancy.

Quality Assurance Committee

- 13.1 A quality assurance committee shall be established for ensuring that there is a systematic adherence to all aspects of quality throughout the Health Service.
 - 13.2 This committee shall be known as the Clinical Governance Committee and the Board shall have the sole power to adopt and amend Terms of Reference for the Clinical Governance Committee and any other quality assurance sub-committees established pursuant to Clause 13.3.3.
 - 13.3 The Clinical Governance Committee shall be responsible to the Board for ensuring that:
 - 13.3.1 there is leadership, focus, direction and support for the ongoing development of a quality improvement structure and culture within the Health Service;
 - 13.3.2 that a quality improvement culture is aided and assisted by staff education and development; and
 - 13.3.3 communication and problem resolution is facilitated across programs in relation to quality issues.
 - 13.4 The functions of the Clinical Governance Committee and any quality assurance sub-committees established by the Board or by the Chief Executive Officer shall include but not be limited to:
 - 13.4.1 the assessment and evaluation of the quality of health services provided by the Health Service or any part of the Health Service; and
 - 13.4.2 the review of clinical practices or clinical competence of persons providing health services.
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13.5 Where the Clinical Governance Committee or any quality assurance sub-committee established by the Board has been declared to be an approved quality assurance body in accordance with section 139 of the Act, any proposed change in the name, functions or rules of the Clinical Governance Committee or any such quality assurance sub-committee must be approved by the Board.

13.6 Where:

- 13.6.1 the Clinical Governance Committee or any quality assurance sub-committee established by the Board has been declared to be an approved quality assurance body in accordance with section 139 of the Act; and
- 13.6.2 the Health Service desires to change the name, rules or functions of the Clinical Governance Committee or any quality assurance sub-committee, or replace any such committee with a different quality assurance committee; and
- 13.6.3 the Health Service desires the altered or new committee to be declared as an approved quality assurance body in accordance with section 139 of the Act; and
- 13.6.4 the Board has approved:
 - a. a change in the name of the committee; or
 - b. a change in the rules of the committee; or
 - c. any significant change in the functions of the committee; or
 - d. a proposal to replace the committee with a different quality assurance committee, a fresh application for approval in accordance with section 139 of the Act must be submitted to the Department setting out the proposed changes approved by the Board.

Codes of Conduct

14.1 A member of the Board must not contravene any code of conduct issued by the Victorian Public Sector Commission under section 61 of the Public Administration Act 2004 (Vic) that is binding on the member.

14.2 The Health Service may issue a code of conduct to provide guidance to members of the Board about their conduct as members of the Board.

Remuneration & Conditions

15.1 The Board must comply with any applicable guidelines or directives issued by the Victorian Government with respect to the remuneration and terms and conditions of executive staff of the Health Service.

15.2 If the Board doubts whether guidelines or directives issued by the Victorian Government are applicable, the Board must consult the Secretary.

Annual General Meeting

16.1 The Chief Executive Officer must convene an annual general meeting of the Health Service to be held on or after 1 July and on or before 31 December, or as otherwise approved by the Secretary, in accordance with the requirements under the Act.

Annual Report

17.1 The annual report of the Health Service will be prepared, adopted and submitted by the Board in accordance with the Act, the Financial Management Act 1994 (Vic), and any other relevant legislation.

Auditors

18.1 The Health Service shall comply with the provisions of the Act, the Audit Act 1994 (Vic), and any other relevant legislation in providing for an audit of the financial statements of the Health Service by the Auditor-General.

18.2 The Board may make standing orders providing for the auditing of the Health Service.

Investment

17.1 The Health Service may invest money in any manner authorized by law for the investment of trust funds.

Acquisition and Disposal of Assets

20.1 The Board may acquire and dispose of Health Service' assets in the pursuit of the objects of the Health Service and in accordance with the Act and the Funding Guidelines.

20.2 Upon amalgamation or closure, any assets of the Health Service funded by the Commonwealth shall be dealt with in accordance with any funding conditions contained in any agreement between the Health Service and the Commonwealth and all other assets shall be dealt with in accordance with the Act and the Funding Guidelines.

Amendment

21.1 The Board may alter or amend these By-Laws at any time, subject to the necessary approval from the Secretary, in accordance with the Act.

21.2 The Board must comply with any direction of the Secretary made in accordance with section 24(2) of the Act to amend or alter its objects or By-Laws, or to make by-laws.

NOTE: These amended By-Laws are to take practical effect as and from 22nd February 2018. They are however subject to formal approval by the Secretary to the Department of Health, Victoria.



Appendix B - BHS Board of Management Strategic Direction (to be



Strategic Plan

2019 – 2022

https://beechworthhealthservice.com.au/documents/publications/BHS_Strategic-Plan_2019-2022.pdf

Current Strategic Plan 2023-2026 is under review with the DoH

Appendix C – Terms of Reference

Executive Performance Management & Remuneration Committee

Purpose

The purpose of the Executive Performance Management & Remuneration Committee is to assist the Board to discharge its duty with regard to its employment responsibilities for the Chief Executive, to ensure associated processes remain consistent with relevant Victorian Public Sector Guidelines and to make recommendations to the Board in regard to remuneration and repayment of out-of-pocket expenses for directors.

Remit

- To make recommendations to the Board on all matters relating to the Chief Executive's employment contract;
- To carry out a half-yearly and annual performance appraisal of the Chief Executive's performance in a manner consistent with the Board's governance policies;
- To make recommendations to the Board on matters relating to the Chief Executive's salary, benefits and working conditions;
- To manage all the process entailed in engaging a new Chief Executive or the termination of the contract of an existing Chief Executive, including conducting the exit process; and
- To make recommendations to the Board for new policy or review of existing policy for the payment of out-of-pocket expenses to Board members.

Composition

The membership of the Executive Performance Management & Remuneration Committee will comprise;

- The Board Chair
- At least two other Board Directors, appointed by the Board

Sub-Committees

The Executive Performance Management & Remuneration Committee will not have the power to establish sub-committees but shall, following discussion at the Board, refer matters to relevant sub-committees of the Board as required.

Chair

The Chair of the Executive Performance Management & Remuneration Committee will be a Board Director appointed by the Board.

Decisions

Decisions of the Executive Performance Management & Remuneration Committee will be taken by a simple majority vote. In these circumstances, each Board Director will have a single vote.

The Chair will have a casting vote in the event that a simple majority is not achieved

All decisions of the Executive Performance Management & Remuneration Committee shall be referred to the next meeting of the Board for endorsement.

Accountability

The Executive Performance Management & Remuneration Committee will report to the Board.

Authority

The Executive Performance Management & Remuneration Committee to;

- Investigate any activity covered by its functions and responsibilities. It is authorised to seek any information it requires from the Chief Executive who will co-operate with any reasonable request made by the committee.
- Obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary.
- The Committee shall have no executive powers with regard to its findings and recommendations.

Meetings

The Executive Performance Management & Remuneration Committee will meet at the direction of the Board or when it deems necessary and at such times and places as it determines, but no less than once in every six (6) months.

Members will be able to attend any meeting by way of teleconference or videoconference and such attendance will be included on the quorum for that meeting.

Quorum

A quorum for meetings of the Executive Performance Management & Remuneration Committee will be all members.

Any meeting that fails to achieve a quorum of members will be deferred to a later date and this is to be determined by those members attending the failed meeting.

Executive Officer

The Executive Officer of the Board Executive Committee will be the Chief Executive Officer.

Minutes

A record will be maintained of all issues, resolutions and agreements considered or determined by the Executive Performance Management & Remuneration Committee.

It will be the responsibility of the Chief Executive Officer to maintain this record.



Appendix D – Clinical Governance Committee Charter (version check)

The Charter

This document, to be known as the Clinical Governance Charter has been approved by the Beechworth Health Service Board of Management (the Board).

Any previous version of the Charter/ Terms of Reference is hereby revoked.

The purpose of this Charter is to outline the role, responsibilities, composition and operating guidelines of the Clinical Governance Committee (the committee).

Authority & Independence

Beechworth Health Service is incorporated as a Public Hospital and is listed within Schedule 1 of the Health Services Act 1988.

The committee functions under the authority of the Board in accordance with the Health Services Act 1988, Section 65.

In discharging its responsibilities, the committee has the authority to:

- Examine any matter in relation to its objectives as it sees fit or as requested by the Board
- Engage external resources if necessary to obtain independent advice in relation to committee matters with the approval of the Board; and
- Have access to all levels of management in accordance with agreed protocols in order to seek information from any employee to assist in carrying out the committee's responsibilities.

Clinical Governance

Is the integrated systems, processes, leadership and culture that are at the core of providing safe, effective, accountable and person-centered healthcare underpinned by continuous improvement Dept. Health and Human Services, (2017), Delivering high-quality healthcare Victorian clinical governance framework (2017). Melbourne.

The Board remains accountable for all decisions related to Clinical Governance.

Implementation of the clinical governance framework at BHS is focused on five domains of quality and safety as defined by the Victorian clinical governance policy framework. These are:

Leadership and Culture

Visible, accountable and purposeful leadership which cultivates an inclusive and just culture to encourage the engagement of staff and consumers to participate in organisational strategy, planning and review.

Consumer Partnerships

Increasing awareness and understanding of the consumer perspective, designing systems and processes to enhance their participation, and to lift and respond to the consumer voice.

Workforce

Supporting and protecting a skilled, competent and proactive workforce with strategies for recruiting, allocating, developing, engaging, and retaining high-performing staff.

Risk Management

Safeguarding against clinical risk through a structured approach to safety focused on prevention and repair, built on staff awareness and knowledge, and a culture that encourages staff to act.

Clinical Practice

The development of clinical practice systems for the provision of safe and appropriate care which focus on patient inclusion, patient centeredness, and cohesion and integration of care across the care continuum. This enhances a shared understanding of the care pathway and goals between clinicians and consumers.

Role

The Clinical Governance Committee is responsible to the Board for ensuring that:

- There is leadership, focus, direction, and support for ongoing development of a quality improvement structure and culture within the health service
- A quality improvement culture is aided and assisted by staff education and development
- Communication and problem resolution is facilitated across programs in relation to quality issues
- Systems are in place that facilitate adequate oversight of the assessment and evaluation of the quality of health services provided by the health service
- Systems are in place that facilitates adequate oversight for the review of clinical practices or clinical competence of persons providing health services.

The Clinical Governance Committee does this on the basis of reference to the following:

- The Board's external accountability responsibilities as prescribed in the Health Services Act 1988, Health Services (Governance) Act 2000, Occupational Health and Safety Act 2004, and the Health Professions Registration Act 2005; Statement of Priorities, Australian Framework for Safety and Quality in Health Care, Victorian Clinical Governance Framework.


The committee does not replace or replicate established management responsibilities and delegations, the responsibilities of other executive management groups, committees, working parties or steering groups within the health service, or the reporting lines and responsibilities of either internal audit or external audit functions.

The committee will provide prompt and constructive reports and feedback on its business directly to the Board, particularly when issues are identified that could present a material risk or threat.

Duties & Responsibilities

The committee's duties and responsibilities are to:

Oversee an Effective Clinical Governance System

- Ensuring that consumers are central to identifying safety and quality issues and the solutions that should be implemented.
 - Ensuring that appropriate clinical service and clinical expertise relationships exist with clinical service delivery partners to mitigate clinical risk and enhance the quality, safety and patient experience of care.
- 

- Ensuring that the right care is provided to the right person who is informed and involved in their care at the right time by the right clinician with the right skills in the right way, with the right resources.
- Ensuring that all staff employed within the health service have the appropriate skills and knowledge required to fulfil their roles and responsibilities
- Ensuring that clinical risk management and improvement strategies are integrated within improvement and performance monitoring functions through the development of a system- level response and a just culture.
- Ensuring that strategies and systems are in place to encourage the pursuit of continuous improvement and excellence.

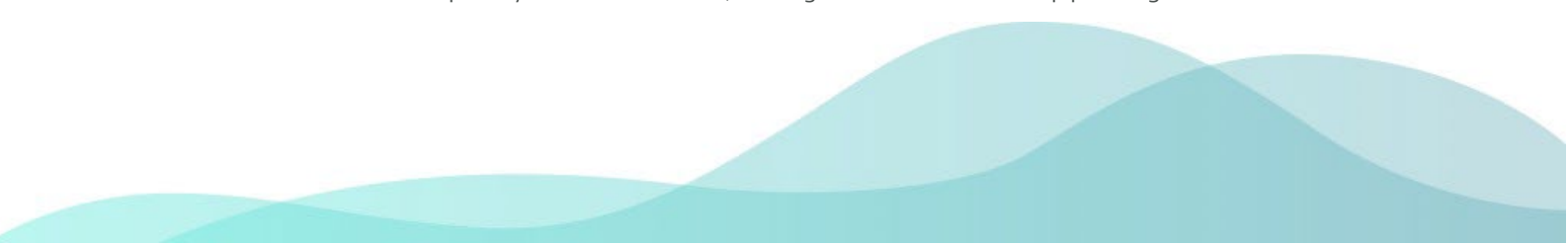
Integrity Oversight and Misconduct Prevention

- Provide oversight, direction and guidance on the ongoing development and deployment of the BHS integrity framework to ensure it is functioning appropriately.
- Monitor the effectiveness of BHS' Statutory Disclosure requirements.
- Ensure the BHS complies with relevant integrity legislation whole of government policies, principles and guidelines (including the Victorian Public Sector Commission Code of Conduct).
- Provide advice and recommendations on service delivery integrity issues to the Board and Executive as necessary.
- Monitor BHS misconduct trends and prevention approaches and address any gaps in dealing with integrity issues in relation to misconduct
- Ensure that BHS complies with any Independent Broad-based Anti-Corruption Commission (IBAC) requirements and recommendations to improve misconduct prevention and response.

Risk Management

- Review, ratify and oversee the clinical risk management framework for identifying, monitoring categorizing and managing significant risks.
- Satisfy itself that insurance arrangements are appropriate for the risk management framework, where appropriate.
- Liaise with management to ensure there is a common understanding of the key clinical risks to BHS. These risks will be clearly documented in a risk register which will be regularly reviewed to ensure it remains up-to-date.
- Assess and contribute to the audit planning processes relating to the service delivery risks and threats to BHS.
- Review effectiveness of the BHS' processes for identifying and escalating risks, particularly strategic clinical risks.

Internal Control

- Review through the internal and external audit functions, the adequacy of the internal control structure and systems, including information technology security and control.
 - Review the service capability of BHS and ensure that there are systems in place to align service scope with clinician capability across recruitment, training and clinical relationship planning.
- 

- Review, through the internal and external audit functions, whether relevant clinical governance policies and procedures are in place and up-to-date and whether they are complied with.
- Ensure through timely and accurate reports & assurance certifications, that the clinical internal controls are operating efficiently, effectively and economically.


Performance Management

- Review BHS' compliance with the clinical performance management and reporting requirements of the Health Services Act 1988 through the achievement of financial targets as agreed to in the Statement of Priorities and other service agreements.
- Review whether performance management systems in place reflect BHS' role/purpose and objectives (as stated in its strategic plan and by-laws).
- Identify that the performance reporting and information that is reported to the Board of Management uses appropriate benchmarks, targets and trend analysis to enable effective and efficient clinical governance to occur.

Internal Audit

- Review the budget, staffing and skills of the internal clinical audit function.
- Review the internal clinical audit annual plan progress, and any significant changes to it, including any difficulties or restrictions on scope of activities
- Review and approve the proposed internal clinical audit plan to ensure they cover key risks
- Review the findings and recommendations of defined internal audits and the response to them by management.
- Review the implementation of internal clinical audit recommendations accepted by management.
- The committee will act as a forum for internal audit and oversee its planning, monitoring and reporting processes. This process will form part of the governance processes that ensure that the BHS' internal audit function operates effectively, efficiently and economically.
- The Chair and Committee members may hold executive sessions with internal clinical auditors if required.

External Audit

- Oversee the development of the external clinical audit strategy and audit plans for the year.
 - Oversee the internal analysis and implementation of any recommendations appropriate to BHS coming from external clinical audits at an industry level, best practice guidelines and clinical improvement/ risk advice.
 - Review the findings and recommendations of clinical external audit (including from performance audits) and the response to them by management.
 - Review responses provided by management to ensure they are in line with BHS' clinical risk management framework.
 - The committee has no power of direction over external audit or the manner in which the external audit is planned or undertaken, but will act as a forum for the consideration of external audit findings and will ensure that they are balanced with the views of management.
 - The Chair may hold executive sessions with the external clinical auditors if required.
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Compliance

- Determine whether management has considered legal and compliance risks as part of BHS' risk assessment and management arrangements.
- Review the effectiveness of the system for monitoring BHS' compliance with relevant laws, regulations and government policies.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.

Reporting

- The Committee responsible for Clinical Governance oversight will report (or minutes of committee meetings) to the Board outlining relevant matters that have been considered by it as well as the committee's opinions, decisions and recommendations. This shall contain a record of all issues, resolutions and agreements considered or determined by the Committee.
- Prepare an annual report to the Board summarizing the performance and achievements for the previous year.

Membership & Meetings Membership

- At least three Board members appointed to the committee by the Board
- At least two independent community member representatives appointed by the Board

Attendees

- Director of Medical Services
- Director of Clinical Services
- Clinical Quality & Risk Coordinator
- Chief Executive Officer


Board members of the Clinical Governance Committee will have the ability to nominate a proxy of equal qualification.

The Clinical Governance Committee will have the power to co-opt those persons it deems necessary to fulfil its purposes and terms of reference, but those co-opted persons will not have the power to vote.

Sub-Committees

The Clinical Governance Committee will have the power to establish those Project Teams and Working Parties, it deems necessary to fulfil its purposes and terms of reference in accordance with Beechworth Health Service's By-Laws.

Ethical Practices

- Members are required to declare any interests that could constitute a real, potential or apparent conflict of interest with respect to participation on the committee.
 - The declaration must be made on appointment to the committee and in relation to specific agenda items at the outset of each committee meeting, and be updated as necessary.
 - Members of the Committee may from time to time be in receipt of information that is regarded as 'commercial in confidence', clinically confidential or have privacy implications. Members acknowledge
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their responsibility to maintain confidentiality of all information that is not in the public domain. Members will maintain the Committee papers in a confidential manner from any other business or responsibilities of the member. Members will not comment publicly on matters related to the activities of the committee other than as authorised by the Board.

Chair

- The Clinical Governance Committee Chair will Board member appointed by the Board.
- The Chair is to preside at all meetings of the Committee at which the Chair is present.

Decisions


Decisions of the Clinical Governance Committee will be taken by consensus. Where a consensus cannot be achieved, decisions will be taken by a simple majority vote. In these circumstances, each member will have a single vote.

The Chair of the Committee will have a casting vote in the event that a simple majority is not achieved.

Executive Officer

- The Executive Officer of the Clinical Governance Committee will be the Director of Clinical Services.
- The Executive Officer will be responsible for facilitating the Committee's meetings and reporting duties.
- The Executive Officer, in consultation with the Chair, will prepare and send notices of meetings and agendas no less than five business days prior to a meeting and will ensure the accurate transcription of all decisions of the committee.
- The secretariat will table all correspondence, reports and other information relevant to the committee's activities and operations.
- Draft Minutes will be provided to the Chair for review within five business days of the meeting. Minutes will be included in the papers for the next meeting, and are draft until they are confirmed by the committee.
- The Executive Officer will ensure the preparation, maintenance and retention of electronic and written records of the committee's activities, including agendas, minutes, related papers and out-of-session papers from all meetings in accordance with the requirements of the Public Records Act 1973.
- The Executive Officer will work with the Committee Chair to coordinate the annual self-assessment of the Committee.

Meetings & Attendance

- The Committee shall meet not less than six (6) times per year, at such place and time as the Committee may from time to time determine and the schedule of meetings will be agreed in advance.
 - The Chair may call additional meetings as required.
 - Urgent matters can be progressed out-of-session by a flying minute with agreement of the Chair.
 - The Executive Officer for the Committee will manage the out-of-session process with the Chair's approval.
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- Generally, two working days is allowed for consideration by members of an out-of- session item. The Secretariat will collate members' responses and prepare for endorsement by the Chair. The final decision in respect of the paper will be recorded in the minutes of the next meeting.
- A quorum will consist of a simple majority of members.
- Attendance by tele/video conference is permissible.

Meeting Agenda

- The committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats.
- The agenda and relevant papers will be distributed to members at least five working days prior to the meetings.
- Late agenda items will be tabled at the discretion of the Chair.

Other Committees

The committee shall liaise with other groups as required to ensure:

- That its statutory and operational responsibilities are met.
 - That there is no material over-lap between the functions and duties of the groups.
 - Frank and meaningful interchange of information.
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Evaluation of Committee Activities

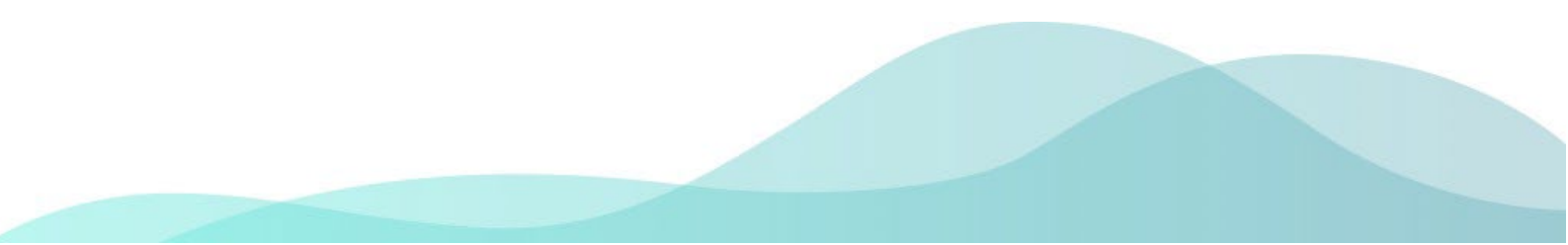
- The committee will undertake an annual self-assessment of its performance for the current year at the April meeting.
- The committee will provide a report of the annual review outcomes to the Board.
- At least once every three years the committee will consider an external peer review of its operations and activities. The results of this review are to be provided directly to the Board.
- The Chair will provide each individual member with feedback on that person's contribution to the committee's activities at least once during each member's term of office. This assessment will include a review of any training needs of the member.

Review of the Charter

- The charter will be reviewed annually by the committee to ensure it remains consistent with the committee's authority, objectives and responsibilities.
- All amendments to the charter will be discussed and approved by the Board.

Approval of the Charter

The BHS Clinical Governance Charter is endorsed by the resolution of the committee and approved by the Board.



Appendix E – Terms of Reference Credentials Committee

Purpose

The Medical Appointments, Credentials and Clinical Privileges Committee is a Sub-Committee of the Board.

The purpose of the Medical Appointments, Credentials and Clinical Privileges Committee is to make recommendations to the Board concerning the areas of clinical responsibility that Visiting Medical Officers and Affiliated Visiting Medical Officers may exercise within Beechworth Health Service. The Committee also oversees the process of credentialing for all other AHPRA registered staff at BHS.

Remit

The Medical Appointments, Credentials and Clinical Privileges Committee reports to the Board with the following remit.

This is to:

- Assess the professional expertise, competence, reputation and authenticity of the qualifications of Visiting Medical Officers applying for credentials through examination of the applicant's training, expertise, professional reputation, knowledge and demonstrated skill,
- Define the areas of clinical responsibility that Visiting Medical Officers may exercise within Beechworth Health Service,
- Maintain a record of the qualifications and professional career of all Visiting Medical Officers and Affiliated Visiting Medical Officers; and
- Recommend to the Board, the credentials of all Visiting Medical Officers.
- Maintain a record of the currency of AHPRA registration (and any associated conditions) of all staff at BHS to whom AHPRA registration is a requirement of practice. This shall include Visiting Medical Officers, Nurses and Allied Health Professionals.

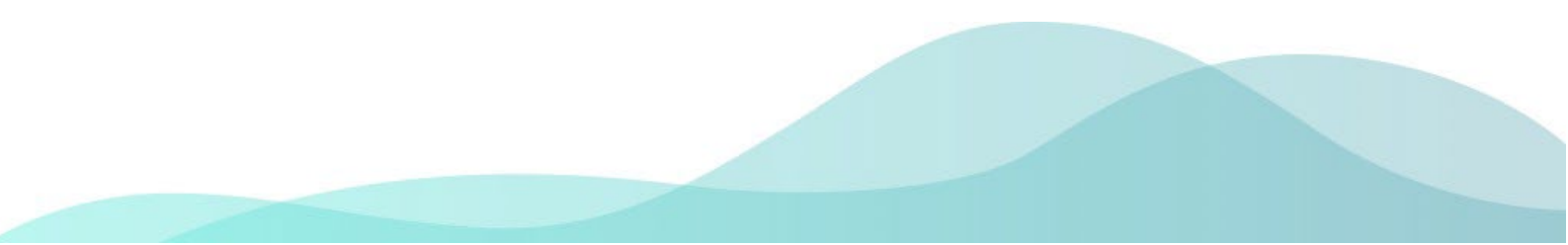
Composition

The membership of the Medical Appointments, Credentials and Clinical Privileges Committee will comprise;

- At least one member of the Board of Directors (BHS)
- Director of Medical Services
- A Visiting Medical Officer nominated by the Visiting Medical Officer Group
- A representative nominated by the Specialist Medical College, Faculty or Association appropriate to each application
- Director of Clinical Services

Members of the Medical Appointments, Credentials and Clinical Privileges Committee will not have the ability to nominate a proxy.

The Medical Appointments, Credentials and Clinical Privileges Committee will not have the power to co-opt other persons to the Committee.



Sub-Committee

The Medical Appointments, Credentials and Clinical Privileges Committee will not have the power to establish Project Teams and Working Parties.

Chairman

The Chairman of the Medical Appointments, Credentials and Clinical Privileges Committee will be the Director of Medical Services.

Decisions

Decisions of the Medical Appointments, Credentials and Clinical Privileges Committee will be taken by a simple majority vote. In these circumstances, each member will have a single vote.

The Chairman will have a casting vote in the event that a simple majority is not achieved.

Accountability

The Medical Appointments, Credentials and Clinical Privileges Committee will report to the Board.

Meetings

Meetings of the Medical Appointments, Credentials and Clinical Privileges Committee will be scheduled four times each year and held as required at such times and places that it shall determine.

Members will be able to attend any meeting by way of teleconference or videoconference and such attendance will be included on the quorum for that meeting.

Quorum

A quorum for meetings of the Medical Appointments, Credentials and Clinical Privileges Committee will be half the number of members of the Committee plus one member.

Any meeting that fails to achieve a quorum of members will be deferred to a later date and this is to be determined by those members attending the failed meeting.


Executive Officer

The Executive Officer of the Medical Appointments, Credentials and Clinical Privileges Committee will be the Director of Clinical Services.

Minutes

A record will be maintained of all issues, resolutions and agreements considered or determined by the Medical Appointments, Credentials and Clinical Privileges Committee.

It will be the responsibility of the Executive Officer of the Medical Appointments, Credentials and Clinical Privileges Committee to ensure that this record is maintained.



Appendix F – Finance & Audit Committee Charter (version check)

The Charter

This document, to be known as the Finance and Audit Committee Charter has been approved by the Beechworth Health Service Board of Management (the Board).

Any previous version of the Charter/ Terms of Reference is hereby revoked.

The purpose of this Charter is to outline the role, responsibilities, composition and operating guidelines of the Finance and Audit Committee (the committee).

Authority & Independence

- Beechworth Health Service is a public sector agency as defined under the *Financial Management Act 1994*.
- The Committee functions under the authority of the Board in accordance with the *Health Services Act 1988, Section 65*.
- The Committee is prescribed, and the functions of the committee listed, under the *Health Services Act 1988, Section 65* and the *Financial Management Act 1994*. In establishing the committee, due regard has been given to the *Standing Directions of the Minister for Finance Under the Financial Management Act 1994*.

In discharging its responsibilities, the Committee has the authority to:


- Have direct access to internal and external auditors without management present.
- Direct access to the Accountable Officer, the Director of Business and Service Development and the organisation's management team.
- The right to seek explanations and additional information; and
- The right to seek independent, expert advice to assist it in undertaking its oversight responsibilities.

Role

The role of the Committee is to provide advice to the Board on:

- The financial performance of the organization;
- The financial risk, control and compliance frameworks in use by the organisation;
- The Board's external accountability responsibilities as prescribed in the Health Services Act 1988, Financial Management Act 1994, and the Standing Directions of the Minister for Finance Under the Financial Management Act 1994; and
- The Board's integrity framework.

The committee does not replace or replicate established management responsibilities and delegations, the responsibilities of other executive management groups within the BHS, or the reporting lines and responsibilities of either internal audit or external audit functions.



The committee will provide prompt and constructive reports and feedback on its findings directly to the Board, particularly when issues are identified that could present a material risk or threat or represent an organisational improvement or growth opportunity.

Duties & Responsibilities

The Committee's duties and responsibilities are to:


Financial Statements

- Review the appropriateness of the accounting policies adopted by the BHS and ensure they are relevant.
- Review the appropriateness of significant assumptions and critical judgements made by management, particularly around estimations which impact on reported amounts of assets, liabilities, income and expenses in the financial statements.
- Review the financial statements for compliance with prescribed accounting and other requirements.
- Review, with management and the external auditors, the results of the external audit and any significant issues identified.
- Exercise scepticism by questioning and seeking full and adequate explanations for any transactions and their presentation in the financial statements.
- Analyse the BHS financial performance and financial position and seek explanation for significant trends or variations from budget or forecasts.
- Ensure that assurance with respect to the accuracy and completeness of the financial statements is given by management.

Integrity Oversight and Misconduct Prevention

- Provide oversight, direction and guidance on the BHS' integrity framework to ensure it is functioning appropriately.
- Monitor the effectiveness of BHS' Statutory Disclosure requirements.
- Ensure the BHS complies with relevant integrity legislation whole of government policies, principles and guidelines (including the Victorian Public Sector Commission Code of Conduct).
- Provide advice and recommendations on integrity issues to the Board and Executive as necessary.
- Monitor BHS misconduct trends and prevention approaches and address any gaps in dealing with integrity issues in relation to misconduct (including fraud and corruption).
- Ensure the BHS complies with any Independent Broad-based Anti-Corruption Commission (IBAC) requirements and recommendations to improve misconduct prevention and response.

Risk Management

- Review, ratify and oversee the risk management framework for identifying, monitoring and managing significant risks, including fraud
 - Satisfy itself that insurance arrangements are appropriate for the risk management framework, where appropriate.
 - Liaise with management to ensure there is a common understanding of the key risks to BHS. These risks will be clearly documented in a risk register which will be regularly reviewed to ensure it remains up-to-date.
 - Assess and contribute to the audit planning processes relating to the risks and threats to BHS
- 

- Review effectiveness of the BHS' processes for identifying and escalating risks, particularly strategic risks.

Internal Control

- Review through the internal and external audit functions, the adequacy of the internal control structure and systems, including information technology security and control.
- Review, through the internal and external audit functions, whether relevant policies and procedures are in place and up-to-date, including those for the management and exercise of delegations, and whether they are complied with.
- Review through the Chief Finance and Accounting Officer assurance certifications, whether the financial internal controls are operating efficiently, effectively and economically.


Performance Management

- Review BHS' compliance with the performance management and reporting requirements of the Health Services Act 1988 and Financial Management Act 1994, through the achievement of financial targets as agreed to in the Statement of Priorities and other service agreements.
- Review whether performance management systems in place reflect BHS' role/purpose and objectives (as stated in its strategic plan and by-laws).
- Identify that the performance reporting and information uses appropriate benchmarks, targets and trend analysis and that these are used for analysis and improvement.

Internal Audit

- Review the budget, staffing and skills of the internal audit function.
- Ensure that the annual internal audit schedule is established each financial year and that its scope and scale is appropriate to BHS strategic risks and priorities.
- Review the internal audit annual plan progress, and any significant changes to it, including any difficulties or restrictions on scope of activities, or significant disagreements with management.
- Review and approve the proposed internal audit plan and annual plan to ensure they cover key risks and that there is appropriate co-ordination with the external auditor.
- Review the findings and recommendations of internal audit and the response to them by management.
- Review the implementation of internal audit recommendations accepted by management.
- Interview and discuss internal audit recommendations independently with the internal auditors in the absence of management.
- Ensure that there is no material overlap between the internal and external audit functions. \

External Audit

- Consult with external auditors on the proposed audit strategy and audit plan fees for the year.
 - Review the findings and recommendations of external audit (including from performance audits) and the response to them by management.
 - Review responses provided by management to ensure they are in line with BHS' risk management and strategic planning development priority framework.
- 

- Review the implementation of external audit recommendations accepted by management and where issues remain unresolved ensure that satisfactory progression is being made to mitigate the risk associated with the audit's findings.
- Interview and discuss internal external audit recommendations independently with the internal external auditors in the absence of management.

Compliance

- Determine whether management has considered legal and compliance risks as part of BHS' risk assessment and management arrangements.
- Review the effectiveness of the system for monitoring BHS' compliance with relevant laws, regulations and government policies.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.

Reporting


- Submit reports (or minutes of Committee meetings) to the Board outlining relevant matters that have been considered by it as well as the Committee's opinions, decisions and recommendations.
- Circulate minutes of the Committee meetings to the Committee members and standing invitees as appropriate.
- Prepare an annual report to the Board summarizing the performance and achievements for the previous year.

Membership & Meetings

Membership

- Board members appointed to the Committee are done so by the Board
- A minimum of three Board members are appointed.
- At least one member will have 'financial expertise' as described in the Standing Directions of the Minister for Finance Under the Financial Management Act 1994
- At least two members of the committee are to be independent and these members are to be identified as independent in the public sector agency's annual report
- Members are appointed on the basis of personal qualities and skills.
- Members of the Finance and Audit Committee will not have the ability to nominate a proxy of equal qualification.
- The Finance and Audit Committee will have the power to co-opt those persons it deems necessary to fulfill its purposes and terms of reference, but those co-opted persons will not have the power to vote.

Attendees

- Director of Business and Service Development
 - Financial Management representative
 - Chief Executive Officer
- 

Chair

- The Chairman of the Finance and Audit Committee will be the Treasurer.


Executive Officer

- The Executive Officer of Finance and Audit Committee will be the Director of Business and Service Development and will be appointed by the Chief Executive Officer to facilitate the committee's meetings and reporting duties.
- The Executive Officer, in consultation with the Chair, will prepare and send notices of meetings and agendas five business days prior to a meeting and accurately transcribe all decisions of the committee.
- The Executive Officer, will table all correspondence, reports and other information relevant to the Committee's activities and operations.
- Draft Minutes will be provided to the Chair for review within two working days of the meeting. Minutes will be included in the papers for the next meeting, and are draft until they are confirmed by the Committee.
- The Executive Officer, will prepare, maintain and retain electronic and written records of the committee's activities, including agendas, minutes, related papers and out-of-session papers from all meetings in accordance with the requirements of the Public Records Act 1973.
- The Executive Officer, will coordinate the annual review of the Committee's Charter and Annual Work Plan.
- The Executive Officer, will coordinate the annual self-assessment of the Committee.

Ethical Practices

- Members are required to declare any interests that could constitute a real, potential or apparent conflict of interest with respect to participation on the committee.
- The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting, and be updated as necessary.
- Members of the Committee may from time to time be in receipt of 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. Members will maintain the Committee papers in a confidential manner from any other business or responsibilities of the member. Members will not comment publicly on matters related to the activities of the committee other than as authorized by the Board.

Meetings & Attendance

- The Committee will meet at least six times per year and the schedule of meetings will be agreed in advance.
 - Members of the Committee are expected to notify an apology if they are unable to attend, at their earliest convenience, to the Executive Officer
 - The Chair may call additional meetings as required.
 - Urgent matters can be progressed out-of-session by a flying minute with agreement of the Chair.
- 

- The Executive Officer, will manage the out-of-session process with the Chair's approval. Generally, two working days is allowed for consideration by members of an out of session item. The Secretariat will collate members' responses and prepare for endorsement by the Chair. The final decision in respect of the paper will be recorded in the minutes of the next meeting.
- A quorum will consist of a simple majority of members. Any meeting that fails to achieve a quorum of members will be deferred to a later date and this is to be determined by those members attending the failed meeting.
- Attendance by tele/video conference is permissible.

Meeting Agenda

- The Committee will determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats.
- The agenda and relevant papers will be distributed to members at least five working days prior to the meetings.
- Late Agenda items will be tabled at the discretion of the Chair.

Relationships

Internal Audit

- The Committee will act as a forum for internal audit and oversee its planning, monitoring and reporting processes. This process will form part of the governance processes that ensure that the BHS' internal audit function operates effectively, efficiently and economically.
- The Internal Auditor will have a standing invitation to attend committee meetings.
- The Chair may hold executive sessions with internal audit if required.

External Audit


- The Committee has no power of direction over external audit or the manner in which the external audit is planned or undertaken, but will act as a forum for the consideration of external audit findings and will ensure that they are balanced with the views of management.
- The external auditor will have a standing invitation to attend committee meetings.
- The Chair may hold executive sessions with external audit if required.

Other Committees

The Committee shall liaise with other groups as required to ensure:

- That its statutory and operational responsibilities are met.
- That there is no material over-lap between the functions and duties of the groups.
- Frank and meaningful interchange of information.

Evaluation of Committee Activities

- The Committee will undertake an annual self-assessment of its performance for the current year at the April meeting.
 - The Committee will provide a report of the annual review outcomes to the Board.
- 

- At least once every three years the committee will consider an external peer review of its operations and activities. The results of this review are to be provided directly to the Board.
- The Chair will provide each individual member with feedback on that person's contribution to the committee's activities at least once during each member's term of office. This assessment will include a review of any training needs of the member.

Review of the Charter

- The charter will be reviewed annually by the Committee to ensure it remains consistent with the committee's authority, objectives and responsibilities.
- All amendments to the charter will be discussed and approved by the Board.

Approval of the Charter

The BHS Finance and Audit Committee Charter is endorsed by the resolution of the committee and approved by the Board.



Appendix G – Board of Management Policies

B001 Prudential Standards

B002 Clinical Governance

B003 Financial Governance

B004 Risk Opportunity Management

B005 Bequest

B006 Conflict of Interest

B007 Governance

B008 Board Chief Executive Linkage

B009 Board Chief Executive Limitation

B010 Board Succession Planning

B011 Occupational Health Safety OHS

B012 Procurement

B013 Board of Management Performance

B014 CEO Performance Management


B014x Appendix 1 BHS CEO Performance Template

B015 Board Remuneration

B016 Archive Collections



Appendix H – Board Directors Role Description

	
Role	Board Director
Date:	1 st July 2022
Classification:	Formulated as per the Department of Health and Human Services (DH) Board Remuneration Guidelines for public hospitals and other purpose services (August 2022)
Job Statement/Job Title:	Not applicable
Conditions:	As per the Department of Health and Human Services (DH) Board Remuneration Guidelines for public hospitals and other purpose services (August 2022)
Our Values:	Caring for and working with our Community.
Our Strategic Principles:	<ul style="list-style-type: none"> • Promote scientific and evidence based approaches to support our independence. • Engage our local communities in the development of our services, to ensure that we are responsive to the needs of our patients and the wider community. • Promote our services to ensure that we are best placed to meet the needs of our patients. • Work in partnership with our regional health services to ensure the best possible outcomes for our patients.
Our Values:	<ul style="list-style-type: none"> • Patient • Care • Quality • People • Innovation <p>Wessex Health Service is committed to the provision of superior patient care and the development of a culture of excellence in all that we do. We are committed to the highest standards of clinical governance, and to the highest standards of safety and quality of care for our patients.</p>
Position Purpose:	The role of a health service board director is to share the responsibility of the Board for the health service and its performance. The position also involves strategic leadership of the organisation, working in partnership with government and other stakeholders to ensure the health service is able to meet the needs of the community.
Qualification and Experience:	As determined by the Director of Health in accordance with government policy. Details of the following and as issued by the Director from time to time: <ul style="list-style-type: none"> • Strategic planning • Financial and economic indicators in perspective • Risk management and legal • Health and safety management systems • Human resources and other professional staff • Hospital services, health and safety • National and international health and safety standards

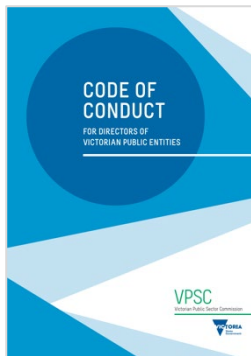
Position Description

Board Director – 1st July 2022

[Role-Description-Board-Director-2022.pdf](#)



Appendix J – Victorian Public Entity Directors’ Code of Conduct



Code of Conduct - VPSC

For Directors of Victorian Public Entities

https://vpsc.vic.gov.au/wp-content/uploads/2016/03/VPSC_Code_Directors_2016_Booklet.pdf

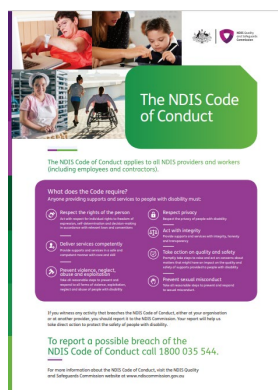


Code of Conduct for Age Care

For aged care workers and governing persons

<https://www.agedcarequality.gov.au/sites/default/files/media/code-of-conduct-for-aged-care-worker-guidance.pdf>

Code of Conduct for Aged Care - A fact sheet for aged care workers (agedcarequality.gov.au)



Code of Conduct for National Disability Insurance Scheme (NDIS)

For healthcare workers and providers

[NDIS Code of Conduct | NDIS Quality and Safeguards Commission \(ndiscommission.gov.au\)](https://www.ndiscommission.gov.au/ndis-code-of-conduct)

Appendix K – Directors Toolkit Contents

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Appendix L – Key Websites & Resources

Victoria State Government – Vic Health – Directors Toolkits

<https://www2.health.vic.gov.au/hospitals-and-health-services/boards-and-governance/education-resources-for-boards/directors-toolkit>

Victoria State Government – Vic Health – Directors Conduct & Workplace Culture

<https://www2.health.vic.gov.au/hospitals-and-health-services/boards-and-governance/education-resources-for-boards/directors-conduct-and-workplace-culture>

Victorian Public Sector Commission

<https://vpsc.vic.gov.au/resources/code-of-conduct-for-directors/>



Appendix M – Ethical decision making considerations and exemplar questions.

Ethics in Decision Making


All decision making by Beechworth Health Service that is designed to deliver on its remit is already complicated by the principles that underpin the broad range of services that are provided across the service domains of residential care, community care and hospital care and the economic and financial considerations associated with the scale of those services. The competing objectives of equity, equality, efficiency and effectiveness that underpin all public policy add to this complexity. Further, the majority of planning decisions are made by building on and adding to other decisions already taken. Consequently, the introduction of personal experience to the process of Beechworth Health Service's decision making compounds both understanding about the intent and impact of decisions and knowing what the right course of action may be in a set of defined circumstances.

All staff and volunteers (including the Board) face the dilemmas that arise from this complexity every time decisions are required for policy, planning and delivery of services. (Staff members at the front line face these dilemmas sometimes in planning for the delivery of services to individuals.) Creating an understanding of the legal and moral basis for decisions in addition to clarifying both the intent and impact of those decisions can help individuals and groups of individuals come to some agreement about what the "right" course might be in a given set of circumstances.

This clarification can be facilitated by considering following sets of questions and it can be used in planning, establishing and reviewing policy, considering proposals, business cases, and related submissions. It is intended as a guide help people in the discharge of their responsibilities when acting on behalf of the organization in their roles.

1. Is the decision, proposal or conduct lawful?
2. Is the decision, proposal or conduct consistent with State and Federal government policies?
3. Is the decision, proposal or conduct consistent with Beechworth Health Service's plans?
4. Is the decision, proposal or conduct consistent with the Charter of Human Rights (Victoria) Act 2007?
5. What morals, ethics or principles underpin the decision, proposal or conduct? How do these principles inter-relate?
6. Is the decision, proposal or conduct consistent with Beechworth Health Service's policies, practices and in line with objectives and relevant codes of conduct?
7. What will the outcomes be for:
 - staff members,
 - volunteers,
 - work colleagues,
 - patients, residents, clients,
 - Beechworth Health Service, and
 - other stakeholders?
8. Do outcomes raise conflicts of interest or lead to private gain at public expense?
9. Can the decision, proposal or conduct be justified in terms of the public interest?
10. Would the decision or conduct withstand public scrutiny?

A more detailed checklist follows. It is designed to help in the clarification of basic decision making principles and the management of both internal and external relationships in the process of decision



making (recognising that every person affected by a decision will have a different perspective about it).

1.0 PURPOSE, ROLE and DIRECTION

- 1.1 Is there consistency with Beechworth Health Service's Service Plan / Strategic Plan?
- 1.2 Is the 'fit' a high, medium or low one?
- 1.3 Is the decision or conduct lawful?
- 1.4 Are legislative and other statutory requirements able to be met?
- 1.5 What are the risks of proceeding?
- 1.6 What are the risks of not proceeding?
- 1.7 What is the likely/probable impact of this decision?


2.0 RISK MANAGEMENT and FINANCIAL VIABILITY

- 2.1 What is the likely/probable impact on Beechworth Health Service's financial position if this proceeds?
- 2.2 What is the likely/probable impact on Beechworth Health Service's financial position if this does not proceed?
- 2.3 What is the likely/probable impact on Beechworth Health Service's capital investment if this proceeds?
- 2.4 What is the likely/probable impact on Beechworth Health Service's capital investment if this does not proceed?
- 2.5 What is the likely/probable impact of this decision?

3.0 RISK MANAGEMENT and INDUSTRIAL VIABILITY

- 3.1 What is the likely/probable impact on organisation with staff if this proceeds?
- 3.2 What is the likely/probable impact on organisation with staff if this does not proceed?
- 3.3 What is the likely/probable impact of this decision?

4.0 RISK MANAGEMENT and ORGANISATIONAL DIRECTION (external relations)

- 4.1 Is the decision or conduct consistent with State and Federal government policies?
 - 4.2 Is the decision or conduct consistent with Beechworth Health Service's policies, practices and in line with objectives and the code of conduct?
 - 4.3 What is the likely/probable impact on external stakeholders if this proceeds?
 - 4.4 What is the likely/probable impact on external stakeholders if this does not proceed?
 - 4.5 What is the likely/probable impact of this decision?
 - 4.6 What are the risks of proceeding?
 - 4.7 What are the risks of not proceeding?
- 

5.0 RISK MANAGEMENT and PEOPLE

- 5.1 What values, principles, morality underpin the proposal/decision?
 - 5.2 How do these interact within the proposal/decision?
 - 5.3 Are they consistent with Beechworth Health Service's remit and values?
 - 5.4 What tensions exist between the remit and values, and how are or can these be reconciled?
 - 5.5 Do they fit with the Charter of Human Rights?
 - 5.6 What rights are affected, or potentially affected by the decision?
 - 5.7 What, if any, changes or actions are required to ensure compliance with the Charter of Human Rights?
 - 5.8 What will the outcomes be for the:
 - staff member,
 - volunteer,
 - work colleagues,
 - the patient, resident, client,
 - the organisation, and
 - other stakeholders?
 - 5.9 Do these outcomes raise a conflict of interest or lead to private gain at public expense?
 - 5.10 Can the decision or conduct be justified in terms of the public interest?
 - 5.11 Would the decision or conduct withstand public scrutiny?
 - 5.12 What is the likely/probable impact of this decision?
 - 5.13 What are the risks of proceeding?
 - 5.14 What are the risks of not proceeding?
- 