

# Metro North Hospital and Health Board

## Board Charter

### 1. Overview

The Board is responsible for the effective governance of the Metro North Hospital and Health Service (the “Service”), deriving its role, functions and authority from the *Hospital and Health Boards Act 2011* and the *Hospital and Health Boards Regulation 2012*. Specifically, the Board’s role is a strategic one and oversees the Service for which it is established, whilst the Chief Executive and leadership team are responsible for implementing the Board’s directions and for the day-to-day management of the Service.

Board meetings are held monthly, and venues alternate between each of the Metro North facilities, with staff engagement and facility tours held to allow the Board Members to meet and hear from staff, patients and consumers, as appropriate.

### 2. Functions of the Service<sup>1</sup>

A Service’s main function is to deliver the hospital services, other health services, teaching, research and other services stated in the service agreement for the Service.

A Service also has the following functions:

- Ensure the operations of the Service are carried out efficiently, effectively and economically
- Enter into a service agreement with the chief executive
- Comply with the health service directives and health employment directives that apply to the Service
- Contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans
- Monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service and developing local clinical governance arrangements for the Service
- Undertake minor capital works, and major capital works approved by the chief executive, in the health service area
- Maintain land, buildings and other assets owned by the Service
- For a prescribed Service, to employ staff
- Cooperate with other providers of health services, including other Services, the Department, and providers of primary healthcare, in planning for, and delivering, health services
- Cooperate with local primary healthcare organisations
- Arrange for the provision of health services to public patients in private health facilities
- Manage the performance of the Service against the performance measures stated in the service agreement
- Provide performance data and other data to the chief executive
- Consult with health professionals working in the Service, health consumers and members of the community about the provision of health services

<sup>1</sup> As prescribed in section 19(1) and (2) of the *Hospital and Health Boards Act 2011*.

- Other functions approved by the Minister
- Other functions necessary or incidental to the above functions.

### 3. Role of the Board

The Board controls the Service for which it is established.

In controlling the Service, a Board must have regard to:

- The need to ensure resources of the public sector health system are used effectively and efficiently; and
- The best interests of patients and other users of public sector health services throughout the State.

Board Members must at all times act impartially and in the public interest in performing their duties (section 31 of the *Hospital and Health Boards Act 2011*). Each member must comply with their duty to maintain confidentiality and their individual fiduciary duties including honesty and the exercise of reasonable care and diligence with respect to performance and discharge of official functions.

The Board must appoint a health service chief executive to manage the Service (subject to approval by the Minister for Health).

The Board may delegate any of the Service's functions under the *Hospital and Health Board Act 2011* or the *Financial Accountability Act 2009*<sup>2</sup>:

- To a committee of the board if all of the members of the committee are board members; or
- To the executive committee established by the board; or
- To the health service chief executive.

The Board governs the service within a legislative and regulatory framework including but not limited to:

- *Work Health and Safety Act 2011* which includes managing the risk of psychosocial hazards at work Code of Practice 2022
- *Public Sector Act 2022* comprising four priority areas: ensuring a responsive and unified public sector; creating a culturally capable public sector; creating a fair public sector; establishing a high performing, apolitical and representative public sector
- *Human Rights Act 2019*.

The Board is defined as a governing body in accordance with the National Safety and Quality Health Service (NSQHS) Standards which aims to protect the public from harm and to improve the quality of health care. The governing body approves an annual attestation statement which confirms compliance to the NSQHS Standards.

### 4. Guiding Principles<sup>3</sup>

The Board has regard to the following guiding principles when performing a function or exercising a power:

- The best interests of users of public sector health services should be the main consideration in all decisions and actions
- There is a commitment to ensuring quality and safety in the delivery of public sector health services
- There is a commitment to achieving health equity for Aboriginal people and Torres Strait Islander people

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<sup>2</sup> Section 30 Delegation by boards, *Hospital and Health Boards Act 2011*

<sup>3</sup> Section 13 Guiding principles, *Hospital and Health Boards Act 2011*

- There is a commitment to the delivery of responsive, capable and culturally competent health care to Aboriginal people and Torres Strait Islander people
- Providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors
- There should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services
- Information about the delivery of public sector health services should be provided to the community in an open and transparent way
- There should be a commitment to ensuring that places at which public sector health services are delivered are places at which –
  - Employees are free from bullying, harassment and discrimination; and
  - Employees are respected and diversity is embraced; and
  - There is a positive workplace culture based on mutual trust and respect
- There should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently.
- There should be engagement with clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services
- Opportunities for research and development relevant to the delivery of public sector health services should be promoted
- Opportunities for training and education relevant to the delivery of public sector health services should be promoted.

## 5. Accountability

The Minister responsible for administering the *Hospital and Health Boards Act 2011* can give the Board a written direction about a matter relevant to the performance of its functions under the Act.

The Director-General of the Department of Health is the “health system manager”, with whom the Board enters into a Service Agreement for the delivery of services. In addition to meeting its obligations under the Service Agreement, the Board is required to comply with Health Service Directives issued by the Director-General.

## 6. Membership

The Board comprises up to 11 independent members. The Board members collectively bring skills, knowledge and experience and knowledge from the public, private and not-for-profit sectors with a range of clinical, health, legal, financial, governance and business experience.

## 7. Board Committees and Advisory Groups

The following legislated committees support the functions of the Board, and each operate with a terms of reference describing the purpose, role, responsibilities, composition, structure and membership:

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

Committee meetings are held either bi-monthly or quarterly depending on the Committee, with membership made up of a smaller group of Board Members focused on the oversight and monitoring of the relevant functions.

Each committee chair provides a monthly update to the Board, a copy of the meeting minutes, and annually the committee work program and an evaluation report.

The Board also receives reports from the First Nations Health Equity Committee, the Board Community Advisory Committee, and the MNHHS Clinical Council comprising representatives from the facility clinical councils, as well as The Prince Charles Hospital Foundation, the Royal Brisbane and Women's Hospital Foundation, and the Metro North and Brisbane North PHN Joint Board Committee.

## 8. Board Member Orientation and Education

New board members will undertake an orientation program upon joining the Board.

Board member education is supported by an ongoing program which is included in Board and Committee work programs and part of annual meetings between the Board Chair and Board member.

## 9. Board Member Code of Conduct

Board Members are bound by the Code of Conduct for the Queensland Public Service (drawn from the *Public Sector Ethics Act 1994*). The act outlines the ethics principles fundamental to good public administration.

The code is based on the following principles and values:

- Integrity and impartiality
- Promoting the public good
- Commitment to the system of government
- Accountability and transparency.

Duties of Board Members are fulfilled by active participation in Board deliberations and activities in compliance with relevant Board Member duties as prescribed by the *Hospital and Health Boards Act 2011* and common law.

## 10. Board Meetings

The Board conducts its business in accordance with Schedule 1 of the *Hospital and Health Boards Act 2011*.

Key points from the schedule are provided below:

- The board may conduct its business, including its meetings, in the way it considers appropriate
- Meetings of the board are to be held at the times and places the chair decides
  - However, the chair must call a meeting if asked, in writing, to do so by the Minister or at least the number of members forming a quorum for the board
- A quorum for a meeting of the board is one-half the number of its members, or if one-half is not a whole number, the next highest whole number.
- The chair is to preside at all meetings of the board at which the chair is present (the deputy chair will preside, or another board member chosen by the members is to preside if the chair is not present)
- Conduct of meetings
  - A question at a meeting of the board is decided by a majority of the votes of the members present
  - A member present at the meeting who abstains from voting is taken to have voted for the negative
  - A resolution is validly made by the board, even if it is not passed at a meeting of the board, if a majority of the board members gives written agreement to the resolution
- The board must keep minutes of its meetings and a record of any resolutions
- Committees
  - The board may establish committees of the board for effectively and efficiently performing its functions
  - The board must establish the committees prescribed under a regulation
  - A committee may include a person who is not a member of the board
  - A committee must keep a record of the decisions it makes when exercising a power delegated to it by the board

- A member of a committee is entitled to the fees and allowances fixed by the Governor in Council
- Disclosure of interests
  - As soon as practicable after the relevant facts come to the [board member's] knowledge, they must disclose the nature of the interest to a board or committee meeting
  - Unless the board or committee otherwise directs, the [board member] must not be present when the board or committee considers the issue or take part in a decision of the board or committee about the issue
  - Disclosures must be recorded in the minutes of the board or committee.

## 11. Evaluation of Performance

The Board will undertake an annual assessment of its performance, the performance of Board committees, and the performance of individual board members. The Board will also undertake an external evaluation every three years in accordance with the Queensland Health, *Advice on Queensland Health's Governance Framework*.

## 12. Board Charter Review

The Board will review the Charter at least every two years.

## 13. Contact with the Board

The Metro North Board Office provides support to the Board and may be contacted as follows:

E: [metro\\_north\\_board@health.qld.gov.au](mailto:metro_north_board@health.qld.gov.au)

T: 07 3647 9701 or 07 3647 9702

Information regarding the Board is available from [www.health.qld.gov.au/metronorth/about/board.asp](http://www.health.qld.gov.au/metronorth/about/board.asp)

**Approved** by the Metro North Hospital and Health Board on 27 June 2023

**Review** date June 2025