

Board Charter

North West Hospital and Health Board

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1. Purpose

The purpose of the North West Hospital and Health Board (the 'Board') is to govern and control the Service for which it is established namely the North West Hospital and Health Service (HHS), deriving its authority from the *Hospital and Health Boards Act 2011* ('the HHB Act') and the *Hospital and Health Boards Regulation 2012* ('the Regulation').

2. Functions and Statutory Authority

The Board controls the Hospital and Health Service and is responsible for ensuring the Service performs its functions as prescribed under section 19 of the HHB Act.

- (1) 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
- (2) A Service also has the following functions—
 - (a) to ensure the operations of the Service are carried out efficiently, effectively and economically;
 - (b) to enter into a service agreement with the chief executive;
 - (c) to comply with the health service directives and health employment directives that apply to the Service;
 - (d) to contribute to, and implement, Statewide service plans that apply to the Service and undertake further service planning that aligns with the Statewide plans;
 - (e) to monitor and improve the quality of health services delivered by the Service, including, for example, by implementing national clinical standards for the Service;
 - (f) to develop local clinical governance arrangements for the Service;
 - (g) to undertake minor capital works, and major capital works approved by the chief executive, in the health service area;
 - (h) to maintain land, buildings and other assets owned by the Service;
 - (i) for a prescribed Service, to employ staff under this Act;
 - (j) to collaborate with the Queensland Ambulance Service to manage the interaction between the services provided by the Queensland Ambulance Service and health services provided by the Hospital and Health Service;
 - (k) to cooperate with other providers of health services, including other Services, the department and providers of primary healthcare, in planning for, and delivering, health services;
 - (l) to cooperate with local primary healthcare organisations;
 - (m) to arrange for the provision of health services to public patients in private health facilities;
 - (n) to manage the performance of the Service against the performance measures stated in the service agreement;
 - (o) to provide performance data and other data to the chief executive;
 - (p) to consult with health professionals working in the Service, health consumers and members of the community about the provision of health services;
 - (q) other functions approved by the Minister;
 - (r) other functions necessary or incidental to the above functions.
- (3) In performing its functions, a Service must have regard to—
 - (a) the need to ensure resources of the public sector health system are used effectively and efficiently; and
 - (b) the best interests of patients and other users of public sector health services throughout the State; and

- (c) the need to promote a culture and implement measures to support the health, safety and wellbeing of staff of public sector health service facilities.

3. Guiding Principles

The Board must conduct itself in accordance with the North West HHS values.

The Board must also recognise and adhere to the principles set out in the *Hospital and Health Boards Act 2011*, the *Public Sector Act 2022*, the *Public Sector Act 2022*, the *Financial Accountability Act 2009* and the *Public Records Act 2023* in carrying out the Board's functions.

The relevant principles from the above-mentioned legislation are contained in the attached Schedule 1.

4. Board Composition

4.1. Membership

The Board membership is prescribed in s23 of the *Hospital and Health Boards Act 2011*:

- (1) A board consists of 5 or more members appointed by the Governor in Council, by gazette notice, on the recommendation of the Minister.
- (2) The Minister is to recommend person the Minister considers have the skills, knowledge and experience required for a Service to perform its functions effectively and efficiently, including –
 - (a) persons with expertise in health management, business management, financial management and human resource management; and
 - (b) persons with clinical expertise; and
 - (c) persons with legal expertise; and
 - (d) persons with skills, knowledge, and experience in primary healthcare; and
 - (e) persons with knowledge of health consumer and community issues relevant to the operations of the Service; and
 - (f) persons with skills knowledge and experience in Aboriginal and Torres Strait Islander health and community issues relevant to the operation of the Service; and
 - (g) where relevant, persons from universities, clinical schools or research centres with expertise relevant to the operations of the Service; and
 - (h) persons with other areas of expertise the Minister considers relevant to a Service performing its functions.
- (3) One or more of the members of a board must be clinicians
- (4) One or more the members of a board must be Aboriginal persons or Torres Strait Islander persons

Under s24A of the HHB Act the Minister may:

- (a) appoint a person as a member of the board for a period of not more than 6 months; and
- (b) reappoint the person as a member of the board once for a period of not more than 6 months

Under s25 of the HHB Act the Governor in Council may, on the recommendation of the Minister appoint –

- (a) a member of a board to be chair of the board; and
- (b) another member to be deputy chair of the board

4.2. Tenure

S26 of the HHB Act prescribes the conditions of appointment. A member of a Board is appointed for not more than 4 years. The Governor in Council may remove a Board Member from office in the circumstances defined at s28 of the HHB Act.

5. Governance

5.1. Delegation

Under s30(1) of the HHB Act

- (1) the Board may delegate any of the Service's functions under the HHB Act or the *Financial Accountability Act 2009*:
 - (a) to a committee of the board if all of the members of the committee are board members;

- (b) to the executive committee established by the board; or
 - (c) to the health service chief executive
- (2) The health service chief executive, with the written approval of the board, may subdelegate a function mentioned in subsection (1) to an appropriately qualified:
- (a) employee of the Hospital and Health Service; or
 - (b) health service employee employed in the department and working for the Service.

5.2. Committees

Section 8, schedule 1 of the HHB Act prescribes that a Board may establish Committees of the Board to assist it in effectively and efficiently performing its functions. The following committees have been established to advise and assist the Board in carrying out its functions:

- Board Executive Committee
- Board Audit and Risk Committee
- Board Finance and Performance Committee
- Board Safety and Quality Committee
- Board Stakeholder Engagement Committee

The terms of reference for each Board Committee are approved by the Board and reviewed periodically. As part of the review, the Board must be satisfied that each of the Committees has and is complying with the legislative functions.

Each Committee must report to the Board at such intervals as directed by the Board from time to time and in accordance with each Committee's terms of reference.

5.3. Health Service Chief Executive Relationship

The Board governs the Hospital and Health Service and is responsible for strategic oversight, performance monitoring and ensuring the Service meets its statutory obligations.

The Health Service Chief Executive (HSCE) is responsible for the day-to-day management and administration of the Hospital and Health Service in accordance with the HHB Act and directions of the Board.

The Board and the HSCE will maintain an effective working relationship characterised by mutual respect, open communication and clear accountability.

5.4. Ethical and Legal Obligations

Hospital and Health Board members must comply with all applicable legislative, ethical and governance obligations, including the Code of Conduct for the Queensland Public Service and requirements relating to confidentiality and conflicts of interest. Further guidance is provided in the North West HHS Board Member Handbook.

6. Board Processes

6.1. Board Meetings

6.1.1. Frequency

The Board will meet at least 11 times per year. Cancellation and rescheduling of meetings will be at the discretion of the Chair. In instances of rescheduling the proposed date will be agreed by a majority vote.

6.1.2. Board Papers

The Secretariat will distribute the agenda and meeting papers for the meeting electronically to members five (5) days before the meeting where practicable. The Chair may allow the distribution of additional meeting papers closer to the meeting or to be tabled at the meeting.

Minutes will be approved by the Chair and tabled for confirmation at the next meeting of the Board. Inclusion of any feedback on the minutes received will be at the discretion of the Chair.

6.1.3. Attendance

Meetings can be attended in person, or by using technology that reasonably allows members to hear and take part in discussions as they happen.

Board Members attending via technology should notify the Board Chair and Board Secretary of their intent at least 24 hours prior to the meeting, unless exceptional circumstances apply.

A Board Member who is unable to attend a meeting must advise the Chair and the Board Secretary as soon as practicable, preferably in writing via email, and provide notice of an apology for non-attendance.

Schedule 1 of the HHB Act provides that:

- (a) The chair is to preside at all meetings of the board at which the chair is present.
- (b) If the chair is not present at a meeting, the deputy chair is to preside.
- (c) If neither the chair nor deputy chair is present at a meeting, a member of the board chosen by the members is to preside.

6.1.4. Participation

Board Members are expected to actively contribute to Board and committee meetings through appropriate preparation, engagement and constructive participation.

Effective Board participation includes demonstrating integrity, curiosity, professional judgement, respect for differing views and a commitment to the effective governance of the Hospital and Health Service.

The Chair may address matters relating to member participation or conduct where improvements are required.

6.2. Meeting Governance

6.2.1. Quorum

Quorum must be reached for each Board meeting. Quorum is achieved when one-half of the number of the voting members (including the Board Chair) is in attendance (section 4 of Schedule 1 of the Act). If one-half is not a whole number, quorum is taken as the next highest whole number.

If a quorum is not present, the meeting may continue for discussion but no formal decisions may be made. If the meeting proceeds, any matters requiring a decision must be determined out-of-session in accordance with clause 6.2.2.

6.2.2. Closed/In Camera Session

In-camera sessions are closed sessions of the Board without the presence of executives and are included as a standing agenda item. Matters discussed in camera may be progressed through formal Board processes where required.

6.2.3. Confidentiality

Board Members will receive information in the course of performing their duties that may be confidential, sensitive or legally privileged.

Board Members must not disclose confidential information except where authorised or required under the HHB Act or other applicable legislation.

The duty of confidentiality continues after a Board Member ceases to hold office.

6.2.4. Conflicts of Interest

Board Members must act in the public interest and avoid situations in which personal, professional or financial interests conflict, or could reasonably be perceived to conflict, with the proper performance of their duties.

In accordance with the Hospital and Health Boards Act 2011, the Public Sector Act 2022 and the Public Sector Ethics Act 1994, Board Members must identify, disclose and appropriately manage all actual, potential or perceived conflicts of interest.

Conflicts must be declared as soon as they become known and managed in accordance with Schedule 1, section 9 of the Hospital and Health Boards Act 2011.

Where a conflict is declared, the remaining Board Members will determine how the conflict is to be managed, which may include requiring the member to leave the meeting during discussion and decision-making on the matter.

Hospital and Health Boards and Health Service Chief Executives may seek advice from the Queensland Integrity Commissioner on ethics or integrity matters, including conflicts of interest, under the Integrity Act 2009.

6.2.5. Collective Responsibility

Board Members must respect the confidentiality of Board deliberations and support the principle of collective responsibility.

Decisions of the Board represent the position of the Board as a whole. Once a decision has been made, Board Members are expected to support the decision of the Board and must not represent the views of the Board externally unless authorised by the Board or the Chair.

6.3. Meeting Administration

6.3.1. Secretariat Support

The Board Secretariat provides governance and administrative support to the Board and its committees.

This includes coordinating meetings, preparing agendas and papers, recording minutes and supporting the effective operation of Board governance processes.

Board Members and the Health Service Chief Executive have access to the Board Secretary for advice and assistance relating to the operation of the Board.

6.3.2. Observers and Guests

The Chair may, from time to time, invite individuals or groups to attend Board meetings to present to, or observe, the Board. With the approval of the Chair, Board members may also invite guests to attend meetings to provide expert advice or support on a specific agenda item, including clinical or operational expertise. A guest's attendance is limited to the duration of discussion of the relevant agenda item.

Executive Directors who submit an agenda item to the Board may be invited by the Chair to attend that part of the meeting at which the item is considered. The Chair may also approve the attendance of other North West HHS employees or external parties to attend a meeting for the purpose of discussing a particular item.

For the avoidance of doubt, all observers and guests, including employees attending under this clause:

- do not assume membership of the Board and do not participate in the Board's decision-making (although they may participate in discussion as invited); and
- may attend only for the duration of their designated agenda item.

All observers, guests and advisers will be briefed by the Secretariat on the confidentiality and privacy obligations that apply to Board business prior to their attendance.

Under section 44A of the Act the Minister may appoint up to two persons as advisers to the Board for terms of up to one year. In accordance with section 44C of the Act, the functions of an adviser are to:

- (a) attend Board meetings;
- (b) provide information and advice to assist the Board to perform its functions; and
- (c) advise the Minister and the Chief Executive on matters relating to the performance of the Board or the Service controlled by the Board.

An adviser is not a member of the Board and does not have voting rights or decision-making authority. The disclosure obligations that apply to Board members under section 9 of Schedule 1 of the HHB Act also apply to advisers.

6.4. Board Decision Making

6.4.1. Resolutions

Board resolutions are normally made by consensus. Each Board Member present at the meeting has one vote on each resolution to be decided. Members participating in a meeting by use of technology are taken to be present at the meeting.

If the votes are equal, the Board Member presiding has a casting vote. Any abstention from voting will be recorded in the minutes and will be treated as a vote against the resolution.

6.4.2. Out of Session Decisions via Flying Minute

In accordance with **Schedule 1, section 6 of the *Hospital and Health Boards Act 2011***, a resolution of the Board is validly made even if it is not passed at a meeting of the Board if:

- (a) A majority of Board Members gives written agreement to the resolution; and
- (b) Notice of the resolution is given under procedures approved by the Board.

Out-of-session decision-making may be used where:

- a matter is urgent and must be considered before the next scheduled Board meeting; or
- it is not practicable to convene a meeting and business must be progressed.

Out-of-session decisions are to be conducted by way of a Flying Minute, issued by the Secretariat in accordance with instructions approved by the Chair. Board Members must respond to Flying Minutes in writing, by the specified date and time, and in accordance with any directions provided by the Chair.

Where commentary or discussion is required prior to a decision being made, the Chair may convene a teleconference or other suitable forum.

All resolutions made out-of-session are to be recorded and noted at the next Board meeting.

7. Planning, Performance and Accountability

7.1. Deliverables and Reporting

The Board Secretary, in consultation with the Chair and the Health Service Chief Executive, will maintain an annual work plan of activities for the Board and Board committees, which is summarised in an Annual Calendar.

The annual work plan identifies the key matters for consideration and actions to be undertaken by the Board and Board committees during the year and allocates those matters and actions to the relevant meetings. The Annual Calendar supports forward planning and enables the Board and the Health Service Chief Executive to anticipate and prepare for scheduled matters throughout the year.

In addition to matters set out in the annual work plan, the Board may request and receive reports on an as-needed basis where the report relates to the Board's functions.

The minutes of Board committee meetings are provided to the Board for noting, together with the escalation of any matters requiring Board consideration or approval.

The Board work plan is contained in the attached Schedule 2. The work plan may be altered out of cycle and in response to Board resolutions. Out of cycle updates to be indicated as a minor version update of two-yearly major review.

7.2. Board Performance Evaluation

Two out of every three years the Board will undertake a self-assessment of performance as directed by the Chair of the Board. On the third year the Board will undertake an external assessment.

8. Document Control

Document History

Date	Nature of Amendment
09/11/2022	Draft TOR completed
13/12/2022	Draft TOR endorsed by Board
16/10/2023	Review and update including changes to <i>Hospital and Health Boards Regulation 2023</i> and reporting requirements and template update
05/03/2026	Comprehensive review and update to align with current legislation, governance standards and Board practices.

Approval

Effective Date:
 Reviewing Officer: Chair, North West Hospital and Health Board
 Endorsed: <Signature on File>
 Chair, North West Hospital and Health Board
 Status: Version 3.0

Schedule 1 – Guiding Principles

Hospital and Health Boards Act 2011 (Current as 19 December 2025)

“Section 13 - Guiding principles:

- (1) The following principles are intended to guide the achievement of this Act’s object –
 - (a) the best interests of users of public sector health services should be the main consideration in all decisions and actions under this Act;
 - (b) there is a commitment to ensuring quality and safety in the delivery of public sector health services;
 - (c) there is a commitment to achieving health equity for Aboriginal people and Torres Strait Islander people;
 - (d) there is a commitment to the delivery of responsive, capable and culturally competent health care to Aboriginal people and Torres Strait Islander people;
 - (e) providers of public sector health services should work with providers of private sector health services to achieve coordinated, integrated health service delivery across both sectors;
 - (f) there should be responsiveness to the needs of users of public sector health services about the delivery of public sector health services;
 - (g) information about the delivery of public sector health services should be provided to the community in an open and transparent way;
 - (h) there is a commitment to ensuring that places at which public sector health services are delivered are places at which –
 - i. employees are free from bullying, harassment and discrimination; and
 - ii. employees are respected and diversity is embraced; and
 - iii. there is a positive workplace culture based on mutual trust and respect;
 - (i) there should be openness to complaints from users of public sector health services and a focus on dealing with the complaints quickly and transparently;
 - (j) there should be engagement with clinicians, consumers, community members and local primary healthcare organisations in planning, developing and delivering public sector health services;
 - (k) opportunities for research and development relevant to the delivery of public sector health services should be promoted;
 - (l) opportunities for training and education relevant to the delivery of public sector health services should be promoted.
- (2) A person must have regard to the guiding principles when performing a function or exercising a power under this Act

Public Records Act 2023 (Current as at 5 December 2024)

“Section 14 - Making and keeping of public records

- (1) A public authority must ensure its public records are made in a way that accurately shows—The management of the public sector should be guided by the following principles—
 - (a) the actions or decisions of the authority; and
 - (b) the matters that inform or contextualise the actions or decisions of the authority.
- (2) The public authority must keep the public records made by the authority.
- (3) Subsection (2) does not prevent disposal of the public record under a disposal authorisation.

Schedule 1 – Guiding Principles (Cont.)

Public Sector Act 2022 (Current as 20 September 2025)

“Section 39 – Public sector principles:

- (1) In recognition that public sector entities are established for a public or State purpose, and of the trust the people of Queensland place in public sector entities, a public sector entity should be guided by the principles mentioned in subsections (2) and (3) (the **public sector principles**).
- (2) The management of the public sector should be guided by the following principles—
 - (a) achieving a spirit of service to the community;
 - (b) ensuring accountability, integrity and support of the public interest;
 - (c) ensuring independence, transparency and impartiality in giving advice and making decisions;
 - (d) achieving responsiveness, innovation and creativity;
 - (e) promoting collaboration between public sector entities and other entities in providing services to the community;
 - (f) achieving continuous organisational improvement.

Financial Accountability Act 2009 (Current as at 3 June 2023)








“Section 61 - Functions of accountable officers and statutory bodies




Accountable officers and statutory bodies have the following functions –









- (a) to achieve reasonable value for money by ensuring the operations of the department or statutory body are carried out efficiently, effectively and economically;
- (b) to establish and maintain appropriate systems of internal control and risk management;
- (c) to establish and keep funds and accounts in compliance with the prescribed requirements;
- (d) to ensure annual financial statements are prepared, certified and tabled in Parliament in accordance with the prescribed requirements;
- (e) to undertake planning and budgeting for the accountable officer’s department or the statutory body that is appropriate to the size of the department or statutory body;
- (f) to perform other functions conferred on the accountable officers or statutory bodies under this or another Act or a financial and performance management standard.

Schedule 2 – Board Work Plan/Required Reporting

Items for escalation to the Board are determined by the Committee at each meeting

Deliverables	Description/Notes	Author	ST N*	J	F	M	A	M	J	J	A	S	O	N	D
COMMITTEES															
Committee Summary and Escalation Report	A summary of key matters arising from Committee meetings, including noting of previous Committee minutes and the escalation of matters endorsed by Committees for Board consideration or approval.	Committee Chair (Lead) Board Sec			√	√	√	√	√	√	√	√	√	√	√
EXECUTIVE REPORTS															
HSCE Report	Executive update including key operational updates, performance against strategic objectives and matters requiring Board attention	HSCE		√	√	√	√	√	√	√	√	√	√	√	√
Financial Management and Infrastructure Report	Analysis of budget performance, financial forecasts, cash management and relevant financial strategies, capital works and infrastructure risks and priorities.	CFO		√	√	√	√	√	√	√	√	√	√	√	
Workforce Culture and Work, Health and Safety Due Diligence Report	Update on workforce issues and trends, WHS due diligence responsibilities, review the effectiveness of WHS Management System, and the impact of WHS risks on organisational risk profile.	EDPCP		√	√	√	√	√	√	√	√	√	√	√	
Risk and Safety															
Strategic Risk Report	Summary of Strategic Risks including review of key strategic risks, emerging risk trends and mitigation strategies.	EDPCP		√	√	√	√	√	√	√	√	√	√	√	
Mandatory Training including Due Diligence	Board members are required to maintain their mandatory training record (throughout the year). Externally delivered Due Diligence training as identified by the Board Chair or when there are material legislation changes impacting officers' duties.	EDPCP (Lead) Board Sec									√				
Directors and Officers Insurance	Directors' and Officers' (D&O) insurance renewal, including presentation from the insurance broker outlining policy terms and conditions, coverage, endorsements and annual premiums.	EDPCP (Lead) Board Sec				√									

Performance															
HHS Service Agreement Performance Report	Performance of the HHS against key performance indicators listed in the service agreement	COO (Lead) EDPCP		√				√				√		√	
Annual Report Sign Off	Board approval of the Annual Report content and endorsement of Chair to sign Management Certificate post QAO approval of the same.	HSCE										√			
Annual Financial Statements Sign Off	Board approval of the Annual Financial Statements following external audit and prior to submission to the Queensland Audit Office.	HSCE (CFO)										√			

1		Clinical Governance Standard	5		Comprehensive Care Standard
2		Partnering with Consumers Standard	6		Communicating for Safety Standard
3		Preventing and Controlling Healthcare-Associated Infection Standard	7		Blood Management Standard
4		Medication Safety Standard	8		Recognising and Responding to Acute Deterioration Standard