

SESLHD HANDBOOK COVER SHEET



Health
South Eastern Sydney
Local Health District

NAME OF DOCUMENT	Framework for Committees
TYPE OF DOCUMENT	Handbook
DOCUMENT NUMBER	SESLHDHB/028
DATE OF PUBLICATION	June 2024
RISK RATING	Low
LEVEL OF EVIDENCE	National Safety and Quality Health Service Standards: Standard 1 - Clinical Governance
REVIEW DATE	June 2029
FORMER REFERENCE(S)	N/A
EXECUTIVE SPONSOR	Chief Executive
AUTHOR	Executive Services Manager
POSITION RESPONSIBLE FOR DOCUMENT	Manager, Governance and Policy SESLHD-Policy@health.nsw.gov.au
FUNCTIONAL GROUP(S)	Corporate Governance
KEY TERMS	Committee, council, working group, charter, terms of reference, corporate governance,
SUMMARY	The Framework for Committees provides structure and guidance on the creation and governance of committees in South Eastern Sydney Local Health District (SESLHD).

COMPLIANCE WITH THIS DOCUMENT IS MANDATORY
This Policy is intellectual property of South Eastern Sydney Local Health District.
Policy content cannot be duplicated.

Feedback about this document can be sent to SESLHD-Policy@health.nsw.gov.au

Framework for Committees

Section 1 – Background.....	3
Section 2 – Principles of the Framework.....	4
Section 3 – Definitions.....	5
Section 4 – Responsibilities.....	6
The Chief Executive is responsible for:.....	6
Executive Sponsors are responsible for:.....	6
Committee Chair is responsible for:.....	6
Committee Members are responsible for:.....	7
Committee Secretary is responsible for:.....	7
Section 5 – Overview of Committees.....	8
The purpose of a committee:.....	8
Types of committees:.....	8
Section 6 – Role of Committees.....	9
Section 7 – Procedures.....	10
Establishing a committee:.....	10
Disbanding of a committee:.....	10
Terms of Reference (TOR):.....	10
Terms of Reference Review:.....	11
Committee Register:.....	11
Committee Structure:.....	11
Record Keeping:.....	11
Section 8 – Process for monthly, quarterly or annual meetings.....	12
Agendas:.....	12
Tabling of late papers at meetings:.....	12
Confidential Items:.....	12
Conflicts of Interest and Gifts and Benefits:.....	12
Quorum:.....	13
Voting:.....	13
Minutes:.....	13
Action Items List:.....	13
Evaluation:.....	14
Section 9 – Other factors to consider.....	15
Aboriginal Cultural Activities.....	15
Teleconference and videoconference facilities:.....	15
Templates:.....	16
Section 10 – References.....	16
Section 11 – Version and Approval History.....	16

Section 1 – Background

The Framework for Committees ('the Framework') provides a structure for guidance on the creation and governance of committees in South Eastern Sydney Local Health District (SESLHD).

This Framework forms part of SESLHD's corporate governance arrangements.

SESLHD's corporate governance requirements are outlined in the [Corporate Governance and Accountability Compendium for NSW Health \('the Compendium'\)](#) and the *Service Agreement between the Secretary, NSW Health and the South Eastern Sydney Local Health District*.

SESLHD is required to have certain committees in line with the *Health Services Act 1997* (NSW) and as specified in the SESLHD By-laws. No part of this Framework is intended to overrule or replace the SESLHD By-laws.

Division 3, Section 29B of the *Health Services Act 1997* (NSW) states "the Chief Executive may establish such committees and councils as [they] consider appropriate to assist the Local Health District in the exercise of its functions."

This Framework is intended to set out the governance process for committees and the procedures for conducting a committee.

Committees with consumer representation are to be guided by this Framework and must also comply with the requirements of the [SESLHDPR/523 Consumer and Carer Representatives - Paid participation in South Eastern Sydney Local Health District \(SESLHD\) Committees](#) and [SESLHDGL/041 Claiming Out of Pocket Expenses for Community Members and Community Committee Members \(Contingent Workers\)](#).

This Framework is a guide to establishment, operation and review of committees in SESLHD. Committees at all levels within the organisation are recommended to apply the principles and procedures outlined in this document.

Section 2 – Principles of the Framework

1. SESLHD is required to have a number of committees as outlined in the *Health Services Act 1997* (NSW).
2. The Chief Executive is accountable and responsible for ensuring that committees are in place as per legislative and governance requirements.
3. The Framework outlines a system for managing committees and promotes best corporate practice, standardised record keeping and provides clarity around governance requirements and reporting relationships. It describes requirements for the establishment of committees and subcommittees.
4. This document is a framework for the structure and operation of committees within SESLHD.
5. The Framework clarifies the roles and responsibilities of executive sponsors, chairs, secretaries and members.
6. The procedures and processes outlined in this document aim to ensure SESLHD committees function in an accountable, efficient and transparent manner.

Section 3 – Definitions

Charter: High level document that outlines the committee’s aim or mission statement – should include the committee’s purpose or primary goals and objectives.

Chief Executive: The Chief Executive (CE) of SESLHD, the person responsible to the Board for management of its recognised establishment and services.

Committee: A group with the relevant skillset tasked with the responsibility to guide, provide advice and oversee certain projects / services / programs within an organisation.

Compliance: Adhering to the requirements of laws and regulations, organisational standards, codes and principles of good governance and accepted community and ethical standards (Australian Standard AS3606-2006: Compliance Programs).

Conflict of Interest: Can arise where a staff member could be influenced or perceived to be influenced, by a competing interest when carrying out their committee duty.

Consumer Representatives: A health consumer representative is a health consumer who has taken up a specific role to provide an informed community perspective on a District committee.

Corporate Governance and Accountability Compendium for NSW Health: Provides a summary of the key governance requirements applicable to NSW Health agencies that apply at both a system and whole of Government level.

Executive Sponsor: The person who has executive responsibility for a portfolio.

Governance: The action or manner of governing an organisation.

Line Managers: Managers, team leaders or other roles responsible for managing a cost centre, ward, team or group of staff.

NSW Health: Refers to public health organisations, the NSW Ministry of Health, the Ambulance Service of NSW, and all other organisations under the control and direction of the Minister for Health or the Secretary, NSW Health.

SESLHD: South Eastern Sydney Local Health District

Staff: Any person working in a casual, temporary or permanent capacity in NSW Health, including volunteers, consultants, contractors, board members and any person performing a public official function whose conduct could be investigated by an investigating authority.

Terms of Reference (TOR): For internal committees, other than Board; defines the committee’s structure, purpose, scope and authority. Sets out the committee’s aims and goals.

Section 4 – Responsibilities

The Chief Executive is responsible for:

- Ensuring SESLHD committees are in place as required by legislation
- Approving the SESLHD committee structure.

Executive Sponsors are responsible for:

- Taking portfolio responsibility for a committee and chairing the meeting or delegating the chair function to another staff member with the appropriate knowledge and skills.

Committee Chair is responsible for:

- Overseeing the committee to ensure it is operating within the objectives set out in the terms of reference, within its delegations and in accordance with SESLHD policies and procedures
- Ensuring at each meeting:
 - the appropriate quorum is in attendance
 - they declare the meeting open
 - they state an acknowledgement of Country
 - they welcome any new members
 - they list apologies
 - they request members to declare any conflicts of interest
 - the meetings run on time and on track
 - they ensure members confirm the minutes from previous meeting
 - that relevant actions are minuted and where appropriate added to the action item list
 - declaring the meeting closed.
- Actively contributing to the agenda
- Ensuring that any decisions are by majority movement
- Approving the agenda and associated papers prior to the secretariat sending to committee members
- Rejecting late papers if there is insufficient time for members to review
- Reviewing minutes drafted by secretary and approving circulation prior to endorsement
- Facilitating regular review of the committee's functions.

Committee Members are responsible for:

- Ensuring they are prepared for the meeting by reviewing the agenda and papers
- Being an active member, by expressing their opinion, giving advice, and listening to other member's opinions
- Respecting the confidential nature of the committee's business
- Ensuring they act in the best interest of the organisation
- Providing apologies via the committee secretary prior to the meeting if they are unable to attend and sending a delegate where permitted by committee TOR / Charter
- Reviewing the previous meetings minutes to ensure they are an accurate reflection of the meeting
- Attending no less than 75% of meetings, or as required by the TOR / Charter.

Committee Secretary is responsible for:

- Compiling the agenda and requesting agenda items
- Scheduling the meetings with members, including room and video / teleconference bookings, parking and catering etc
- Compiling the briefings and distributing papers for the committee's consideration generally one week prior to the meeting
- Taking minutes at the meeting
- Organising for the draft minutes to be reviewed by the chair and distributed to all committee members
- Updating the committee's action items list
- Advising the Governance and Policy team when new committees are created for inclusion in the Committee Register and Committee Structure
- Advising the Governance and Policy team when changes are required to their committee information on the intranet
- Maintaining a committee membership contact list
- Ensuring that a copy of minutes are reported or provided to the reporting line peak committee
- Ensuring that any consumer representative is managed in line with SESLHD Policy Directive – [SESLHDPR/523 Consumer and Carer Representatives - Paid participation in South Eastern Sydney Local Health District \(SESLHD\) Committees](#)
- Providing evidence of review of the Terms of Reference to the Governance and Policy team
- Ensuring committee records are maintained in line with the *State Records Act 1998* (NSW), in an approved Electronic Document Records Management System.

Section 5 – Overview of Committees

The purpose of a committee:

A committee is formed of members with the relevant skillset, who are tasked with the responsibility to guide, provide advice and oversee certain projects or services within an organisation. Some committees are formed to meet ongoing statutory requirements and others are formed temporarily for a specific purpose.

A well-constructed committee with a clear direction and good processes is an effective way to guide or manage core functions.

The SESLHD By-laws define the Board established committees of the organisation and the functions of such committees.

The [Corporate Governance and Accountability Compendium for NSW Health](#) and the SESLHD By-laws set requirements for a number of peak SESLHD committees.

Types of committees:

SESLHD has a range of committees; such as Board, clinical and corporate committees.

Different terms are used to describe the types of committees, and these include:

Governance Committees – These are committees under the authority of the governing body, the Chief Executive. The objective is to provide oversight to major strategic and operational functions, setting direction, monitoring performance and preparing the organisation for new developments. These committees are usually ongoing.

Management Committees – Have an operational focus. They plan, implement, manage and deliver those initiatives.

Steering Committees – Have oversight and implementation functions, usually for a single strategy or initiative.

Working Parties or Working Groups – Are focussed on a specified task, strategy or operational program. Reporting lines are either to another committee or an individual. They are usually time limited and meet until their objectives, or task has been completed.

Section 6 – Role of Committees

The main objectives of each committee will be outlined in the committee's Terms of Reference or Charter.

These objectives may include, but are not limited to:

- Efficient and economic operation of the organisation, industrial relations, human resources; and financial and asset management
- Adequate standards of patient care and services
- Health needs of the community serviced by the organisation
- Strategies to ensure an appropriate balance in the provision and use of resources for health protection, health promotion, ethics and medical research, health education and treatment services
- Effective communication with other health services and health service providers
- Adequate arrangements for effective communication and cooperation with external service providers.

Section 7 – Procedures

Establishing a committee:

To establish a SESLHD-level committee, a brief is to be provided to Executive Services for submission to the Chief Executive for approval, and then endorsed by the SESLHD Executive Meeting or SESLHD Clinical and Quality Council. The brief should outline the committee's propose, nominate an Executive Sponsor, Chair and secretary and attach the draft terms of reference.

Committees at other levels in the organisation are to be established in accordance with local processes and a brief may not be required.

Disbanding of a committee:

A committee may be disbanded for a number of reasons;

- The objectives of the committee have been met, therefore there is no requirement to continue to meet; or
- The objectives have changed so greatly that the committee member's skills no longer meet the requirements and a newly formed committee, with updated Terms of Reference will be required; or
- The committee is not meeting the objectives set out in the Terms of Reference, and continuing on would be ineffective.

Approval to disband a committee should be sought from the committee that it reports to or from the relevant senior manager as appropriate. This may involve submitting a brief for approval to disband the committee.

Committees or groups that are established as time-limited for a specific project or program do not require a brief to be disbanded, but should instead consider methods for communicating the outcomes of the project at the finalisation of the committee's work.

Note: A SESLHD-level committee may only be disbanded if approved by the peak committee to which it reports i.e. SESLHD Executive Meeting or SESLHD Clinical and Quality Council. A brief is to be provided to Executive Services for submission to the Chief Executive and endorsement by the peak committee.

Note: The above does not include the Board, or Board subcommittees which are governed by the SESLHD By-laws and the *Health Services Act 1997* (NSW).

Terms of Reference (TOR):

- The Terms of Reference template is to be used
- The TOR outlines the purpose of the committee and what the committee is designed to achieve

- A draft TOR is to be provided when a brief is submitted to establish a committee. The TOR are to be approved by the Executive Sponsor and endorsed at the first meeting of the committee.

Terms of Reference Review:

The TOR is to be reviewed on an agreed, regular basis, at least every two years. To do this, the Committee Performance Evaluation template should be circulated to all committee members to fill out, results reviewed and any necessary adjustments made to the TOR. The TOR then requires re-endorsement at a committee meeting with the outcome minuted.

Updated terms of reference for SESLHD-level committees are to be provided to the Governance and Policy team for recording in the Committee Register and publication on the intranet.

Committee Register:

The Committee Register of District level committees is maintained by the Governance and Policy team and holds the following information regarding the Board and District committees:

- Committee name
- Executive Sponsor
- Contact person
- Reports to
- Meeting frequency
- Charter / TOR number
- Charter / TOR review date
- Committee review date.

Secretaries of SESLHD-level committees are to advise the Governance and Policy team on the creation and disbanding of committees. Secretaries are to provide the Governance and Policy team with updated committee information on an annual basis, or when a key document, such as the TOR is updated.

Committee Structure:

The [SESLHD Peak Committee Structure](#) located on the intranet, shows the reporting lines of the peak SESLHD-wide committees. This chart is updated by the Governance and Policy team.

Record Keeping:

All committee records, such as the terms of reference, agenda, minutes and action items list must be recorded in an appropriate electronic document record management system (EDRMS) as required by the *State Records Act 1998* (NSW). In SESLHD the corporate EDRMS is Content Manager. Disposal of records is to occur in line with the *State Records Act 1998* (NSW).

Section 8 – Process for monthly, quarterly or annual meetings

Note: meetings that are held more frequently than monthly may require an amended process.

Agendas:

A Committee Agenda template is available on the SESLHD intranet for use if suitable or can be adapted as per the requirements of the committee.

The chair and the secretary request items for the committee agenda prior to the meeting, with a recommended timeframe of at least two weeks prior.

The agenda should be approved by the Chair.

It is recommended the agenda and related papers are sent to committee members at least one week prior to the meeting to ensure enough time for members to review.

The secretary should catalogue the agenda and papers in Content Manager.

Tabling of late papers at meetings:

When a matter needs urgent attention, or a decision to be made immediately, papers can be tabled at meetings, if appropriate to the format of the committee and if approved by the chair. Papers should be concise as the members have not had time to review.

The secretary should be made aware that urgent papers will be tabled and brief the Chair.

Confidential Items:

Members are to treat all items as though they are confidential and they are not to be discussed outside of the meeting. Members should not forward or disseminate committee papers without approval of the Chair.

Note: this does not apply to documents in the public domain.

Conflicts of Interest and Gifts and Benefits:

As outlined in the [NSW Ministry of Health Policy – PD2015 045 Conflicts of Interest and Gifts and Benefits](#) no committee members are to accept gifts or incentive rewards of any type.

Conflicts of interest are to be noted on the agenda for relevant committee meetings and declared at the commencement of every committee meeting. Members are responsible for declaring any conflicts of interest.

If a conflict of interest has been declared about a topic, the Chair is to ask the member to leave the room whilst that topic is discussed. The secretary is to minute this action.

Framework for Committees

SESLHDHB/028

Note: Payments made to consumer and carer representatives in line with the [SESLHDPR/523 Consumer and Carer Representatives - Paid participation in South Eastern Sydney Local Health District \(SESLHD\) Committees](#) are not a conflict of interest.

Quorum:

The quorum shall consist of 50% + 1.

If the quorum is not reached then the meeting may need to be rescheduled if appropriate, particularly if there are significant decisions to be made or items for approval. The meeting may proceed if there are no decisions to be made or approvals required.

Members should advise the secretary if they are unable to attend at least a few days prior to the meeting to ensure the meeting will have the quorum required to proceed.

Voting:

Voting on a decision may be required during a committee meeting. The Chair should advise the members that the topic requires a vote and the members should either vote, as 'in favour' or 'opposed'.

The Chair confirms the outcome of the vote, which is to be minuted. Movements put to vote will be passed by majority decision.

Minutes:

Committee meetings should have minutes taken by the secretary, as a formal way to record the outcomes. The minutes template is available on the Intranet templates page.

If the meeting is to be recorded the Chair is to advise all members at the start of the meeting and confirm all committee members are in agreement. This is to be noted in the minutes.

The meeting cannot be digitally recorded without the consent of all members present.

The draft minutes should be approved for circulation by the Chair and distributed to members. The suggested timeframe is within two weeks of the meeting taking place. Minutes will then be endorsed at the next meeting.

The Action Items List should form part of the minutes.

Draft minutes should be catalogued in Content Manager and once endorsed a finalised version is to be saved as a new revision.

Action Items List:

The Action Items List should be completed in line with the minutes, noting the items that are to be actioned and their due date. The list is a working document and should be tabled and reviewed at the next committee meeting, with the status of the items minuted. Items that have not been marked as completed should remain on the list.

Evaluation:

The committee's performance and terms of reference or charter should be evaluated as required in the TOR. The Committee Performance Evaluation template is available and suggested for use.

This document should be tabled at the committee meeting on the anniversary of the committee. The importance of evaluation should be discussed and members asked to complete the form and forward through to the secretariat by a certain date. The evaluation should be discussed in an upcoming committee meeting. If any opportunities for improvement are identified an agreed plan on how and when to implement changes should be put into place.

Section 9 – Other factors to consider

Aboriginal Cultural Activities

As outlined in [NSW Health Policy Directive PD2019_025 Aboriginal Cultural Activities Policy](#), Aboriginal ceremonies, as appropriate, should be included in NSW Health events including meetings, forums, seminars and conferences. Aboriginal ceremonies include Welcome to Country, Acknowledgement of Country and Smoking Ceremonies.

Consideration should be given to the most appropriate type of ceremony for a particular meeting or event.

Refer to [NSW Health Policy Directive PD2019_025 Aboriginal Cultural Activities Policy](#) for further information and guidance.

Teleconference and videoconference facilities:

Teleconferencing and videoconferencing facilities should be made available when suitable for the meeting purpose and objectives.

Teleconference or videoconference information should be provided in the calendar invitation for committee meetings.

A committee may approve a member or invitee participating from a location other than the place where the meeting is being held.

Participation from another location may be by telephone, video or other electronic medium as is appropriate to the circumstances or the business being transacted.

A member participating from a remote location shall be regarded as being present at the meeting for the purposes of the calculation of a quorum, voting or any other similar matter.

A committee may determine a protocol or procedure for remote participation of members or other persons in its meetings.

Intranet:

The [SESLHD Peak Committee Structure](#) and list of peak SESLHD-wide committees are listed on the intranet under the Board and Governance tab.

Secretaries of SESLHD-level committees are responsible for providing the Governance and Policy team with updated committee information for publication onto the intranet. The year's meeting schedule, chair, secretary, membership should be listed and provided at the commencement of each year. Endorsed and updated TOR are to be provided following committee review.

Templates:

Templates are located on the [Committee Templates Page](#) on the intranet:

- Committee action items list
- Committee meeting agenda
- Committee charter
- Committee performance evaluation
- Committee meeting minutes
- Committee terms of reference.

Section 10 – References

Legislation:

- [Health Services Act 1997 \(NSW\)](#)
- [State Records Act 1998 \(NSW\)](#)

NSW Health documents:

- [Corporate Governance and Accountability Compendium for NSW Health](#)
- [NSW Health Policy Directive PD2015_049 NSW Health Code of Conduct](#)
- [NSW Health Policy Directive PD2015_045 Conflicts of Interest and Gifts and Benefits Policy](#)
- [NSW Health Policy Directive PD2019_025 Aboriginal Cultural Activities Policy](#)

SESLHD documents:

- [SESLHD By-laws](#)
- [SESLHDPR/523 Consumer and Carer Representatives - Paid participation in South Eastern Sydney Local Health District \(SESLHD\) Committees](#)

Section 11 – Version and Approval History

Date	Version	Version and approval notes
June 2018	1	Executive Services Consultant
July 2018	2	Executive Services Consultant; feedback collated and incorporated.
July 2018	2	Executive Services Consultant; submitted to SESLHD Executive Council for endorsement prior to publishing.
July 2018	2	Executive Services Consultant; approved by A/CE for publishing and processed by Executive Services.
December 2018	2	Executive Services Consultant; updated Executive Sponsor to Chief Executive.
June 2020	4	Executive Services Consultant; updated Executive Sponsor from Acting Chief Executive, to Chief Executive.

Framework for Committees

SESLHDHB/028

17 June 2024	4.1	Minor review to update terminology and references throughout the document in line with review due date, ahead of planned major review. Section 9 updated to reflect updated NSW Health policy directive and current practice. Change of name to better reflect the purpose of the document.
--------------	-----	---