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<b>KEY TERMS</b>	Committees Framework
	The SESLHD Framework for District Level Committees provides structure and guidance on the creation and governance of committees within the District.

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## Section 1 – Background

*The SESLHD Committee Framework (The Framework)* provides a structure for guidance on the creation and governance of District committees. Adhering to this *Framework* is mandatory and will assist in assuring good governance is in place for SESLHD committees.

This *Framework* forms part of the SESLHD corporate governance arrangements.

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

*The Service Agreement between the Secretary, NSW Health and the South Eastern Sydney Local Health District* states “*The Boards of Districts, Networks and Support Organisations are responsible for having governance structures and processes in place to fulfil statutory obligations and to ensure good corporate and clinical governance, as outlined in relevant legislation, NSW Health policy directives and policy and procedure manuals.*”

SESLHD is required to have certain committees in line with the *Health Services Act 1997* 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* states: *the Chief Executive may establish such committees and councils as he or she considers appropriate to assist the Local Health District in the exercise of its functions.*

This Framework is intended to set out the governance process for those 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 District Level Committees. However, committees at all levels within the organisation may refer to the overarching 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*.
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 sub-committees.
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:** Higher 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 skill-set 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 on behalf of consumers 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 Services Consultant:** Works in Executive Services and in the context of this Framework, is responsible for maintaining the SESLHD Committee Register for district level committees.

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

**Executive Clinical Sponsor:** The person who has executive responsibility for a clinical portfolio – the Director of a Clinical Stream or District-wide clinical service (such as the Director of Mental Health, or the Director of the Cancer Services Clinical Stream).

**Governance:** The action or manner of governing an organisation.

**Line Managers:** Nursing Unit Managers, Team Leaders and others responsible for managing a cost centre, ward, team or group of staff.

**NSW Health:** Refers 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 of Health.

**Senior Management:**

Chief Executive, Director Programs and Performance, Director Finance, Director Improvement and Innovation, Director Clinical Governance, Director Mental Health, Director Planning Population Health and Equity, Director Nursing and Midwifery, General Manager St George Hospital, Medical Executive Director, District Director Medical Services, General Manager Prince of Wales and Sydney/Sydney Eye Hospital, Director Primary and Integrated Health, Director Allied Health, Director Health ICT, Director Capital Redesign, Manager Media and Communications, Director Internal Audit, Director Professional Practice, Director of Workforce Services, General Manager Royal Hospital for Women, General Manager Sutherland Hospital and Garrawarra, Manager Executive Services.

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**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:**

- Ensuring that each committee has an Executive Sponsor who may either chair the meeting or delegate the chair function to another senior committee 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 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 Items 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 secretariat and approving circulation prior to endorsement
- Facilitating an annual review of the committee's functions.

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### 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 always act in the best interest of the organisation
- Providing apologies via the committee secretariat 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 terms of reference and charter.

### Committee Secretariat 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 minutes to be approved by the chair and distributed to all committee members
- Updating the committee's Action Items List
- Advising Executive Services when new committees are created for inclusion in the Committee Register and Committee Structure
- Advising Executive Services 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 / 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 the annual review of the Terms of Reference to Executive Services
- Ensuring committee records are maintained in line with the *State Records Act 1998*, in an approved Electronic Document Records Management System i.e. HPE Content Manager.



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### **Executive Services Consultants are responsible for:**

- Maintaining a register of District level committees, including Terms of Reference
- Maintaining SESLHD's committee page on the intranet ensuring the information is up to date
- Updating the committee structure ensuring the information is up to date
- Creating and updating when required the committee templates, including agenda, minutes, TOR, self-assessment annual review etc
- Registering evidence of each District level committee's annual review.

## Section 5 – Overview of Committees

### **The purpose of a committee:**

A committee is formed with members of the relevant skill-set, whom are tasked with the responsibility to guide, provide advice and oversee certain projects / 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.

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

District committees have been established to further build on the governance provided by the Board and its sub-committees.

The [Corporate Governance & Accountability Compendium for NSW Health](#) and the SESLHD By-laws outline a responsibility for a number of peak District 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.

**Reference Groups** – Are linked to a core function, or strategy and have an advisory role. They do not have operational responsibility for the delivery of the outcome. They may be ongoing or time-limited, depending on the function to which they are linked.

**Working Parties** – 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 District 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 – Procedure

### **Establishing a committee:**

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

### **Disbanding of a committee:**

A District level committee may only be disbanded if approved by the peak committee to which it reports (Executive Council, or 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.

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 pointless
- The committee is time-limited for a specific project / program.

NOTE: the above does not include the Board, or Board sub-committees which are governed by the SESLHD By-laws and the *Health Services Act 1997*.

### **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 (its objectives)
- 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 (TOR) Annual Review:**

The TOR is to be reviewed annually. 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.

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Updated terms of reference must be provided to Executive Services for recording in the Committee Register and publication on the Intranet.

### Committee Register:

The Committee Register of District level committees is maintained by Executive Services and holds the following information regarding the Board and District committees:

- Committee name
- Executive Sponsor
- Contact person
- Current year membership published
- Reports to
- Meeting frequency
- Minutes published
- Charter / TOR number
- Charter / TOR review date
- Committee review date
- Current year meeting schedule published.

Secretariats are to advise Executive Services on the creation and disbanding of committees. Secretariats are to provide Executive Services with updated committee information on an annual basis, or when a key document, such as the TOR is updated.

### Committee Structure:

[The SESLHD Committee Structure](#) located on the Intranet, shows the reporting lines of the committees. This chart is updated by Executive Services.

Secretariats are to advise Executive Services if any adjustments are required to the structure.

### 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*. In SESLHD the corporate EDRMS is HPE Content Manager.

Disposal of records is to occur in line with the *State Records Act 1998*.

## 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 two weeks prior to the meeting.

The agenda should be approved by the Chair.

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

The secretariat should catalogue the agenda and papers in HPE 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 secretariat 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 in the agenda 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.

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**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 are required to have minutes taken by the secretariat, as a formal way to record the outcomes. The Committee Minutes template is available for use or adaption as required, with the draft version approved by the Chair.

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 are to be catalogued in HPE Content Manager and once endorsed a signed version is to be saved as a new revision.

### Action Items List:

The Action Items List is to be completed in line with the minutes. The items that are to be actioned, with their due date are noted in the list. 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 are to remain on the list.

**Evaluation:**

The committee's performance and terms of reference / charter are to be evaluated annually. 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.

The reviewed TOR, whether changes made or not, are to be provided to Executive Services for recording in the SESLHD Committee Register.



## Section 9 – Other factors to consider

### Major Official Events – Welcome to Country

As outlined in the [NSW Ministry of Health Policy – PD2005\\_472 Welcome to the Country Protocols Policy](#) all major NSW Health official events are to include a **Welcome to Country** ceremony, where members of the public, representatives of NSW Health and other Government agencies and/or the media are present.

Events in this category include but not limited to:

- Commemorations and major festivals
- Annual public meetings
- Opening of new hospital wards.

### Teleconference and Videoconference facilities:

Teleconferencing and videoconferencing facilities should be made available when possible. The videoconferencing / teleconferencing facilities, if required, should be booked in advance. Ideally book these requirements when the meeting schedule for the year is set.

Teleconference information should be provided on the agenda, with the dial-in phone number and participant pin number provided.

The Chair will use the dial-in number and moderator pin to dial into the teleconference. Entering the moderator pin will connect the callers. The moderator pin should remain confidential.

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 required under these By-laws.

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

### Intranet:

The [SESLHD Committee Structure](#) and list of District Committees are listed on the Intranet under the Board and Governance tab. This page is maintained by Executive Services.

Committee secretaries are responsible for providing Executive Services with updated committee information for publication onto the Intranet. The year's meeting schedule, Chair, secretariat, membership should be listed as a minimum and provided at the

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commencement of each year. Endorsed and updated TOR are to be provided following annual 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](#)
- [State Records Act 1998](#)

### NSW Health documents:

- [Corporate Governance and Accountability Compendium for NSW Health](#)
- [NSW Ministry of Health Policy - PD2015\\_049 NSW Health Code of Conduct](#)
- [NSW Ministry of Health Policy - PD2015\\_045 Conflicts of Interest and Gifts and Benefits Policy](#)
- [NSW Ministry of Health Policy - PD2005\\_472 Welcome to Country Protocols Policy](#)

### SESLHD documents:

- [District By-Laws 2017](#)
- [SESLHDPR/523 Consumer and Carer Representatives - Paid participation in South Eastern Sydney Local Health District \(SESLHD\) Committees](#)

## Section 11 - Revision and Approval History

Date	Revision no	Author	Approval
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 the Executive Sponsor to Chief Executive.

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June 2020	4	Executive Services Consultant	Updated Executive Sponsor from Acting Chief Executive, to Chief Executive.
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