

Boards Ministerial Advisory Committee

Terms of Reference

Objectives

The key objectives of the Boards Ministerial Advisory Committee (the Committee) are:

- To provide advice on proposed board appointments to:
 - the Minister for Health for public health service and public hospital boards (including Health Purchasing Victoria, multi purpose services and early parenting centres)
 - the Minister for Ambulance Services for Ambulance Victoria
 - the Minister for Mental Health for the Victorian Institute of Forensic Mental Health (Forensicare)
- To work with the Department of Health and Human Services (the department) to ensure all boards are highly skilled, independent and objective.

Role and Functions

The committee:

- provides advice to the Minister for Health (and other ministers as relevant) on how to ensure all public health service and public hospital boards are highly skilled, independent and effective
- acts in accordance with the legislative requirements set out in the *Health Services Act 1988* (the Act) and other relevant Victorian Government policies including the Premier's Circular No. 2015/02 – *Good Board Governance* and the *Appointment and Remuneration Guidelines*
- collaborates with boards to identify any skill gaps, and advise on how identified skill gaps are best addressed
- provides active oversight at key points of the appointment process and other board appointments considered by the Boards Ministerial Advisory Committee or the department to be high-risk
- provides advice on other matters referred to it by the minister.

The committee will:

- in exceptional circumstances, participate in board appointment shortlisting and interviews when referred by the department to provide governance expertise and independent authority
- develop clear guidelines covering the skill mix and experience required for boards (the skills matrix)
- consider implementation of a multi-point scale to rate director skills and capability, as recommended in the *Targeting Zero* report
- make recommendations to the Minister on policy related to board and director capability including setting expectations for ongoing professional development of board members
- make recommendations to the Minister on additional measures (e.g. delegate appointments to boards) if skills gaps cannot be filled or other major capability issues are identified
- make recommendations on requests for exemption from the nine-year director tenure limit set out in

the Act

- make recommendations to the Minister on the boards appointment process and identify areas of perceived or actual risk that may require greater oversight
- develop guidance and strategies to attract highly skilled board applicants, particularly in regional and rural areas
- develop strategies to improve the quality and diversity of applicants and applications more broadly across Victoria
- make recommendations to the Minister on how the department and Safer Care Victoria can work together to create a pipeline of registered clinician applicants
- work closely with boards to understand and provide expert advice on governance issues at a local level.

It is expected that the Committee will take a strategic approach to board appointments. The Committee will also provide the relevant Ministers as required, with advice on other matters relating to further improvements to the boards appointment process, or matters more generally impacting the effective operation of the Boards Ministerial Advisory Committee.

Appointment of members

The Committee shall consist of a Chair, appointed by the Minister for Health in accordance with the Guidelines. A maximum of three (3) members will also be appointed by the Minister for Health.

Appointments of the chair and members will be according to a Group C, Band 2 classification for an advisory body advising government on key strategic matters and/or matters of state-wide importance as outlined in the Guidelines. The chair and members will be selected on the basis of:

- demonstrated expertise in corporate governance for all members, with the chair having demonstrated experience in clinical governance
- demonstrated expertise and understanding of issues relating to quality and safety, in a healthcare setting
- demonstrated understanding and experience in the contextual operating environment of public health services and public hospitals
- strategic capacity to positively influence system change as a result of their leadership position.

Members are not selected to represent the interests of any organisation of which they may also be a member or director. The Chair and members are unable to nominate a proxy to attend meetings when they are not available.

Responsibilities and behaviours

Under section 4 of the *Public Administration Act 2004*, the appointed chair and members are considered directors of the Boards Ministerial Advisory Committee. As such, in performing their role, the chair and members are bound by the legislated requirements of:

- the Victorian public sector values; and
- the Directors' Code of Conduct.

In addition and as part of fulfilling their role, the chair and members are expected to:

- work diligently in the completion of their duties, approaching any deliberations in an impartial

- manner that does not reflect any organisational, sectional or vested interests
- complete all activities as authorised by the Minister for Health, the Minister for Ambulance Services and the Minister for Mental Health relating to the scope of the role of the Boards Ministerial Advisory Committee for relevant boards
 - assume that all information shared is in-confidence and not for public dissemination in line with the Directors' Code of Conduct, unless otherwise stated.

Authority

The Minister for Health, the Minister for Ambulance Services and the Minister for Mental Health, authorises the Boards Ministerial Advisory Committee, within the scope of its responsibilities for board appointments related to the identified portfolios, to:

- perform activities within its role and functions
- establish time limited, ad hoc working groups or sub-committees as needed
- participate in any public discussions as approved by the chair relating to the ongoing role and functions of the Boards Ministerial Advisory Committee, including attendance at relevant training sessions.

The Committee has no decision-making authority.

Terms of Appointment

The chair and members will be appointed for a term which cannot exceed three years. No member may serve more than two terms on the Committee, with the option for the chair to be appointed for a third term.

Appointments for members may be staggered to ensure continuity of the Committee.

The chair and members may tender their resignation in writing to the Minister for Health.

In line with the Directors Code of Conduct, the chair and members may be removed from positions they hold before the expiration of the specified term based on misconduct or incapacity to perform the duties required.

The chair and members will be remunerated in line with Schedule C of the Guidelines. Any remuneration outside the band will require approval by Cabinet. Sessional rates will be paid for the following:

- attendance at meetings, including official meetings of the Committee;
- other necessary activities, such as attendance at candidate interviews;
- annual board chairperson call program;
- formal visits with the department, Minister, boards and other representatives as required; and
- additional work directly related to the business of the body, such as preparation of reports formally commissioned for a meeting or for Government.

The chair and members will not be remunerated for:

- individual research, or reports (unless authorised by the Minister); or
- preparation time for meetings (as this is incorporated into the daily fee).

The Department of Health and Human Services will be responsible for preparing reports required for the use of the Committee, including skills matrices and candidate reports. Preparation of non-routine reports by the department may be requested by the Committee as needed.

Reasonable expenses incurred by the chair and members of the Boards Ministerial Advisory Committee will be reimbursed by the Department of Health and Human Services in accordance with the *Appointment and Remuneration Guidelines*.

Meetings

It is expected the Committee will meet monthly at minimum, however on a 'meet as needs' basis generally, with more intensive involvement from members at key periods (e.g. overseeing the shortlisting and appointment recommendation process for public health services and, for public hospitals).

The chair of the Committee will convene meetings with members and other relevant invited persons, as determined appropriate by the chair. Where the chair is not available, the chair will nominate which member will act in his or her place. The quorum for a meeting is 50 per cent of the appointed membership (including the chair).

The chair and the members will collectively agree their respective roles with respect to furthering the objectives of the Committee.

All recommendations to the Minister for Health, Minister for Ambulance Services and the Minister for Mental Health relating to board appointments, need to be endorsed by the chair of the Committee, or the appropriate delegate in his or her absence.

At the request of the Minister for Health, the Minister for Ambulance Services or the Minister for Mental Health, a meeting may be organised with the Committee to provide an update on how work is progressing in relation to board/s relevant to each Minister's portfolio.

Secretariat support for the Committee will be provided by the department.

Should the chair or members be unable to attend a meeting in person they may attend via electronic means (such as tele- or video-conference, phone, Skype or similar). By prior agreement, the membership may also approve decisions by email.

Review and evaluation

On an annual basis, the effectiveness of the Committee will be reviewed by the chair, in consultation with the members and the relevant departmental director with oversight of the department's functions in the boards appointment process. This review will consider among other aspects, any process improvements to improve the operation of the boards appointment process.

The outcome of this review may lead to possible modifications to the Terms of Reference, governance and membership of the Committee to ensure ongoing effectiveness.