



Child and Adolescent Health Service Board

People, Capability and Culture Committee Terms of Reference

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1. Establishment

- 1.1 Pursuant to clause 12 of the *Health Services (Health Service Providers) Order 2016* the Child and Adolescent Health Service (“**CAHS**”) was established as a health service provider in accordance with section 32 of the *Health Services Act 2016* (WA) (“**Health Services Act**”).
- 1.2 Section 92 of the *Health Services Act* authorises the CAHS Board (“**Board**”) to appoint committees to assist it to perform its functions and the Board may delegate any of its functions or powers to a committee. Delegation of powers to a committee must be in accordance with section 40 of the *Health Services Act* and the written instrument of delegation must be executed by common seal. If a delegation is made to the committee, then the committee will act with the statutory power given to them by the Board and will be responsible and accountable for decisions made whilst exercising the function delegated.
- 1.3 Section 27 of the *Health Services Act* provides that a policy framework issued by the Department CEO is binding upon CAHS. The Department CEO has issued the Statutory Board Operations Policy Framework. In accordance with clause 6 of the Statutory Board Operations Policy Framework, CAHS is required to comply with the Statutory Board Governance Policy – Health Service Provider Boards.
- 1.4 The Board has the power to appoint the Committee pursuant to section 92 of the *Health Services Act*.
- 1.5 The Board has resolved to appoint the Committee by resolution dated 22 February 2019.
- 1.6 The Committee will be responsible for assisting the Board to perform its functions as set out in these Terms of Reference. The Board is charged with ensuring the Committee has such powers and authority delegated to it, and is properly equipped and set up, to perform the Committee’s functions. Notwithstanding any delegation by the Board, the Board retains the ultimate responsibility and accountability for the performance of all powers, authority and functions, including any particular powers, authority and functions which may have been delegated.
- 1.7 The Board must make any delegation of powers, authority and functions by a resolution of the Board and the Board Chair must then sign an instrument of delegation on behalf of the Board in accordance with that resolution.
- 1.8 The Terms of Reference set out the specific responsibilities of the Committee and describe the manner in which it will operate.
- 1.9 In these Terms of Reference the following expressions have the meanings shown:
 - (a) “**Board**” means the Board of CAHS;
 - (b) “**Board Chair**” means the Chair of the Board as designated pursuant to section 72 of the *Health Services Act* from time to time;
 - (d) “**Board Member**” means a member of the Board appointed pursuant to section 71 of the *Health Services Act* from time to time or any alternate members appointed pursuant to section 74 of the *Health Services Act* from time to time;
 - (e) “**CAHS**” means the health service provider and statutory body corporate known as Child and Adolescent Health Service established as a board governed provider pursuant to section 32 of the *Health Services Act*;

- (f) “**CAHS Executive**” means the members of the CAHS Health Service Executive Committee and those persons appointed to an office of health executive in CAHS pursuant to section 121 of the *Health Services Act*.
- (g) “**CAHS Personnel**” means all or any of:
 - (i) CAHS Executive;
 - (ii) A staff member (as defined in section 6 of the *Health Services Act*) of CAHS; and
 - (iii) Personnel acting as an agent of CAHS;
- (h) “**Chief Executive**” means the Chief Executive of CAHS as appointed pursuant to sections 106 and 108 of the *Health Services Act*;
- (i) “**Committee**” means the People, Capability and Culture Committee of the Board as appointed pursuant to section 92(1) of the *Health Services Act*;
- (j) “**Committee Chair**” means the Chair of the Committee as appointed by the Board from time to time;
- (k) “**Committee Members**” means those people appointed as members of the Committee by the Board from time to time;
- (l) “**Health Services Act**” means the *Health Services Act 2016 (WA)*;
- (m) “**Other Board Committees**” means any (as the context permits) of the other Board Committees that have been appointed by the Board, including, but not limited to:
 - (i) The Safety and Quality Committee;
 - (ii) The Finance Committee, and
 - (iii) The Audit and Risk Committee.
- (n) “**Policy Framework**” means a policy framework issued by the Department CEO pursuant to section 27 of the *Health Services Act*;
- (o) “**System Manager**” means the Department CEO undertaking the role as provided for in Part 3 of the *Health Services Act*.

1.10 In these Terms of Reference any term not specifically defined shall have the same meaning as in the *Health Services Act* unless the context otherwise requires.

1.11 In these Terms of Reference any reference to:

- (a) A Policy Framework, Department CEO Direction, laws and instruments binding upon CAHS includes any amendments thereto or replacements thereof;
- (b) A document, instrument or agreement other than an item within clause 1.11(a) above do not include any amendments or replacements where they materially affect the operation and discharge by the Committee of its functions and responsibilities under these Terms of Reference until such time as the Board has approved the consequential changes to these Terms of Reference necessary to address any such amendments or replacements.

1.12 These Terms of Reference are effective from 26 April 2019 in accordance with a resolution of the Board made 26 April 2019.

2. Purpose

2.1 The Committee is non-executive and its role is to focus on all aspects of workforce current and future, with the aim of ensuring CAHS' delivery of its strategic objectives, specifically:

- a) consistently high quality and safe patient care;
- b) services shaped around patients' needs;
- c) a skilled, competent, and motivated workforce;
- d) the provision of a positive workplace for staff; and
- e) a sustainable workforce.

2.2 The Committee will provide recommendations to the Board in relation to:

- a) evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities with regard to workforce matters;
- b) assurance in relation to CAHS' arrangements for workforce in accordance with its stated objectives and the requirements and standards determined by the National Safety and Quality Health Service Standards and professional registration bodies;
- c) assurance in relation to CAHS' engagement of workforce in adherence with the standards required by law; and
- d) future workforce needs.

2.3 The Committee is directly responsible and accountable to the Board for the exercise of its functions and responsibilities.

2.4 The Committee must at all times recognise day-to-day responsibility for the management of CAHS rests with the Chief Executive.

3. Responsibilities of the People, Capability and Culture Committee

3.1 Strategic workforce and workforce effectiveness

The functions of the Committee are to:

- a) oversee strategic workforce issues including the creation and delivery of an overarching workforce plan aligned to CAHS strategies to provide assurance that CAHS has adequate staff with the necessary skills, capabilities and competencies to meet the current and future needs of patients and service users;
- b) ensure the application of ~~key~~ workforce-related legislation and contractual arrangements;

- c) monitor the workforce effectiveness to meet CAHS' strategic priorities; and
- d) monitor action taken in response to internal and external reports relating to workforce.

3.2 **Aboriginal health workforce**

The functions of the Committee are to provide oversight of:

- a) the plan to develop a strong, skilled and growing Aboriginal health workforce across CAHS including clinical, non-clinical and leadership roles; and
- b) the progress toward the Aboriginal Workforce Strategy 2018-2026 implementation plan.

3.3 **Industrial relations**

The function of the Committee is to identify and provide advice regarding industrial relations issues that impact on the CAHS workforce.

3.4 **Monitoring wellbeing and staff development**

The functions of the Committee are to:

- a) ensure appropriate performance management, staff development, team building, talent management and succession planning is in place and effective;
- b) ensure appropriate infrastructure and access arrangements are in place for staff health, wellbeing, and morale; and ensure there are mechanisms in place to allow staff to raise concerns and that these are appropriately managed.

3.5 **Risk Management and internal control**

The functions of the Committee are to:

- a) Ensure workforce risks and relevant controls are identified, assessed and appropriately managed;
- b) Provide feedback to the Board on the audit program as it pertains to workforce and on the plan to monitor the outcomes, recommendations and their implementation;
- c) Provide feedback to the Board on the mitigation of workforce risks;
- d) Notify the Board of newly identified high and extreme workforce risks.

3.6 **External Audit**

The functions of the Committee are to review and recommend to the Board any Workforce Key Performance Indicators (KPIs) included in the Annual Report.

4. Powers of the People, Capability and Culture Committee

- 4.1 The Committee will hold the powers delegated to it by the Board. The Committee will conform to any directions and financial limits within which it is required to operate as imposed on it by the Board.
- 4.2 In discharging its functions and responsibilities, the Committee has the power and authority to:
- (a) require reviews be conducted by CAHS Executive into matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference;
 - (b) require the provision of reports by CAHS Executive on matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference;
 - (c) recommend to the Board that reviews or further reviews be conducted into matters within or related to CAHS, whether those investigations be by the Board, CAHS Executive, the Committee, or any other person or entity (inside or outside of CAHS);
 - (d) access information, records, CAHS Personnel and other parties in connection with matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference;
 - (e) request attendance of any CAHS Personnel and other parties, at Committee meetings;
 - (f) with the approval of the Board:
 - (i) obtain legal advice in accordance with the Legal Policy Framework; and
 - (ii) obtain independent professional advice of any person or entity outside of CAHS with relevant experience and expertise if considered necessary by the Committee;
 - (g) conduct meetings jointly with any one or more Other Board Committees where the respective Chairs of each such Board Committee agree that it is appropriate; and
 - (h) undertake such other tasks the Board authorises or delegates to the Committee.
- 4.3 The Committee Chair, with the approval of the Board, has the authority to request and obtain access to information or records of any person or entity outside of CAHS where otherwise permitted by law where such information or records may relate to any matter within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference.
- 4.4 The Committee Chair has the authority to meet formally and informally with:
- (a) The Chief Executive of CAHS and/or any member of CAHS Executive;
 - (b) The Chairs of Other Board Committees;
 - (c) The Chairs of equivalent committees of other health services providers, with the approval of the Board Chairs of those health service providers (including jointly

with or in the presence of the Chairs of Other Board Committees and/or the Chairs of any other committees of other health service providers); and

(d) Such other persons or entities as the Board may approve from time to time.

4.5 The Committee does not have the authority to enter into contracts or agreements independently of the Board.

5. Delegation of authority to a sub-committee

5.1 The Committee does not have the authority to create sub-committees.

5.2 Neither the Committee nor the Committee Chair has authority to delegate any powers, functions or responsibilities contained in these Terms of Reference or as delegated by the Board from time to time.

6. Structure and composition of the People, Capability and Culture Committee

6.1 Membership and appointment

(a) Membership of the Committee is to be determined by the Board from time to time.

(b) The Committee must have at least four members. The Committee must comprise only persons who are current members of the Board. Any Committee member who ceases to be a member of the Board shall at the same time cease to be a member of the Committee.

(c) A person who is a staff member (as defined in section 6 of the Health Service Act) of CAHS is not eligible to be a member of the Committee.

6.2 Chair

(a) The Committee Chair shall be a member of the Board as nominated by the Board from time to time.

(b) The Board Chair cannot act in the capacity as Committee Chair.

(c) If the Committee Chair is absent from a meeting or vacates the Chair at a meeting, the Committee Chair must appoint another member to act as the Committee Chair on a temporary basis. Where the Committee Chair is unavailable to or does not otherwise appoint another member to act on a temporary basis as the Chair then the Committee shall elect a temporary Chair from those members of the Committee present at any such meeting.

6.3 Invitees, Standing invitees and attendance by Board Members

(a) Holders of the following positions (or equivalent positions) at CAHS:

(i) may not be members of the Committee;

- (ii) may not vote on Committee decisions; and
- (iii) are not included in determining a quorum for a meeting of the Committee, however, they may be invited to attend from time to time meetings of the Committee by the Committee Chair:
- (iv) Chief Executive;
- (v) CAHS Area Director Workforce;
- (vi) Executive Director Medical Services;
- (vii) Executive Director Nursing;
- (viii) Co-Director Allied Health; and
- (ix) Any one or more of the CAHS Executive.

Holders of the following positions shall be standing invitees to and shall be given notice of all meetings of the Committee (although any such member of the Board or CAHS Executive not expressly appointed to the Committee shall not become a member of the Committee by virtue of such attendance, may not vote on Committee decisions and are not included in determining a quorum for a meeting of the Committee):

- (i) The Executive Director of Corporate Services;
 - (ii) The Board Chair; and
 - (iii) The Chair of any Other Board Committees.
- (b) The Committee may from time to time resolve that the holders of certain positions (or equivalent positions) at CAHS and/or Board shall be standing invitees to all meetings of the Committee (although such persons shall not be members of the Committee, may not vote on Committee decisions and are not included in determining a quorum for a meeting of the Committee).
- (c) Any Board Member may attend Committee meetings (although any such Board Member not expressly appointed to the Committee shall not become a member of the Committee by virtue of such attendance, may not vote on Committee decisions and are not included in determining a quorum for a meeting of the Committee).

6.4 Other participants

- (a) The Committee Chair may request other CAHS Executives, CAHS Personnel, the Department of Health Director of Workforce (or equivalent role), or external parties to attend a meeting of the Committee. However, such persons do not assume membership of the Committee or participate in any decision-making processes of the Committee and are not included in determining a quorum for a meeting of the Committee.

6.5 Secretariat

- (a) Secretariat support will be provided to the Committee by the CAHS Secretariat.

- (b) All records, including the agenda, minutes and any reports or recommendations will be prepared and kept by the CAHS in accordance with *State Records Act 2000* and in the same manner as the requirements of the *Statutory Board Governance Policy – Health Service Provider Boards*.
- (c) People who are not members of the Board shall only have access to the minutes, reports, recommendations or documents of the Committee with the prior approval of the Committee Chair, or the Board Chair where the Committee Chair considers it appropriate to refer the matter to the Board Chair for approval. Any person permitted to access such materials will observe the confidentiality obligations as imposed upon a Board Member and such obligations shall apply *mutatis mutandis* to all such persons.

7. Meetings

7.1 Meeting schedule

- (a) The Committee will meet bi-monthly.
- (b) The Committee Chair will convene meetings of the Committee whether pursuant to any schedule or timetable or from time to time.
- (c) The Committee Chair will call a meeting of the Committee if so requested by any member of the Committee or the Board Chair within a reasonable period of such request.
- (d) Notwithstanding any existing meeting date, schedule or timetable having been set, the Committee Chair may call additional meetings of the Committee to consider any items that are:
 - (i) unable to be accommodated within any existing meeting schedule or timetable; or
 - (ii) of such urgency that it requires consideration prior to the next scheduled meeting.

7.2 Quorum

- (a) A quorum for a meeting of the Committee is at least half the members of the Committee and must include not less than one Board Member.
- (b) At the discretion of the Committee Chair the Committee Members may attend meetings of the Committee in any manner (including by video or tele-conference) by which Board Members may attend meetings of the Board.

7.3 Voting

- (a) The majority of affirmative votes of a quorum at a meeting of the Committee are sufficient to pass a resolution.
- (b) Each Committee Member's vote has equal weight.
- (c) In the case of an equal number of votes, the Committee Chair shall have a casting vote in addition to their deliberative (i.e. normal) vote as a Committee Member.

7.4 Agenda, Papers, Minutes, Actions and Summary

- (a) The Committee meetings will abide by normal meeting procedure and will be minuted. An agenda and supporting papers will be distributed not less than 5 working days prior to the meeting. Draft minutes will be circulated not more than 7 days after each meeting.
- (b) The Committee will receive the reports as specified by the Committee Chair or the Board from time to time.

7.5 Out-of-session matters

- (a) Urgent matters can be progressed out-of-session with the agreement of the Committee Chair.
- (b) Matters progressed out-of-session and out-of-session votes may occur in the same manner as an out-of-session matter or vote with respect to the Board. A reasonable time must be given to vote. A quorum of members must vote for a decision to stand.
- (c) Confirmation of those matters progressed out-of-session and the outcome of any out-of-session vote shall be included in the meeting agenda for the next Committee meeting and confirmation of the outcome of any out-of-session vote recorded in the minutes of the next meeting of the Committee.

8. Formal mechanisms for reporting key decisions

8.1 Making recommendations

- (a) The Committee may make recommendations to the Board on items within its Terms of Reference.
- (b) Recommendations of the Committee will be regarded as its collective decision or advice unless there is material dissension. Where there exists a material dissension both the majority and minority view will be recorded in the minutes of the meeting.
- (c) If consensus cannot be reached, the Committee Chair reserves the right to escalate the matter to the Board. Both the majority and minority view will be recorded in the minutes of the meeting and placed before the Board.
- (d) Where the matter for consideration is not solely within the scope of the Committee and falls within the scope of another Board Committee, the matter shall also be referred to that other Board Committee for consideration.
- (e) When the matter for consideration is beyond the scope of the Committee, it shall be recorded in the minutes of the Committee and the matter is to be referred to:
 - (i) Another Board Committee if considered to fall within the scope of another Board Committee; and

- (ii) If not within the scope of another Board Committee, or where relevant then in addition to, the Board.

8.2 Reporting key decisions

- (a) The Committee will develop two-way communications through formal and ad hoc reporting to both the Board and the Board Chair.
- (b) The Committee reports directly to the Board.
- (c) The minutes of the Committee meetings (whether in draft or approved) shall be included in the papers for the next Board meeting.
- (d) Once finalised and approved the minutes of each Committee meeting shall be made available to all Board Members whether through a central data repository or other medium accessible by all Board Members.

9. Ethical practices

- 9.1 In accordance with the *Health Services Act* all Committee Members must act impartially and in the public interest in the exercise of the member's functions. Accordingly, a Committee Member must put the public interest before the interest of CAHS, the personal interests of the Committee Member or any Board Member.
- 9.2 Committee Members will at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and not engage knowingly in acts or activities that have the potential to discredit CAHS, the Board, the Committee and/or individual Board Members or Committee Members.
- 9.3 Committee Members will refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and will, at all times, act in a proper and prudent manner in the use of information acquired in the course of their duties.
- 9.4 Committee Members will not use CAHS's information for personal gain or in any manner that would be contrary to law, or detrimental to the welfare and goodwill of another person, the Committee, the Board, CAHS or the WA health system.
- 9.5 Committee Members must not publicly comment on matters related to activities of the Board, the Committee and/or CAHS other than as authorised by the Board.
- 9.6 The CAHS Secretariat shall on behalf of the Board and the Committee maintain the following registers:
 - (a) A register of personal interests of all members of the Committee and any standing invitees to the Committee meetings, together with any management plan regarding such person interests;
 - (b) A register of all declarations of personal interest and/or actual, potential or perceived conflicts of interest declared by members of the Committee or any attendees at a meeting of the Committee, together with any management plan regarding such conflict of interest; and
 - (c) A register of gifts

in accordance with the *Statutory Board Governance Policy – Health Service Provider Boards*.

- 9.7 As per the Statutory Board Governance Policy, Committee Members must declare all material personal interests, and any actual, potential or perceived conflicts of interest or duty. Actual, potential or perceived, conflicts of interest should be managed as per the Statutory Board Governance Policy.
- 9.8 A Committee Member who has a material personal interest or in respect of whom there exists an actual, potential or perceived conflict of interest in a matter being considered or about to be considered by the Committee must, as soon as possible after the relevant facts have come to the Committee Member's knowledge, disclose the nature of such personal interest or an actual, potential or perceived conflict of interest first to the Committee Chair and then at a Committee meeting.
- 9.9 Subject to clause 9.10, Committee Members and any other person otherwise in attendance at a Committee Meeting must not be present while a matter is being considered, participate in discussions and must not vote on any issues in respect of which there is a material personal interest or where there exists an actual, potential or perceived conflict of interest.
- 9.10 A Committee Member may be present while a matter is being considered, participate in discussions and/or vote on the matter where the Committee has passed a resolution that specifies the Committee Member has a material personal interest or actual, potential or perceived conflict of interest but the Committee considers the interest or conflict:
 - (a) as so trivial or insignificant as to be unlikely to influence the disclosing Committee Member's conducts, and
 - (b) they should not be disqualified from considering or voting on the matter in question (section 82 of the *Health Services Act*).

10. Confidentiality

- 10.1 Committee Members may from time-to-time be in receipt of information that is regarded as confidential. Committee Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.
- 10.2 Committee Members and any other invitee or attendee to a Committee meeting in receipt of the Committee papers will maintain the Committee papers in a confidential manner separate from any other business or responsibilities of the Committee Member other than business or responsibilities of the Committee Member as a Board Member.
- 10.3 Committee Members and any other invitee to or attendee at a Committee meeting in receipt of Committee papers or otherwise privy to information will observe the confidentiality obligations as imposed upon a Board Member and such obligations shall apply *mutatis mutandis* to all such persons.

11. Code of Ethics and Code of Conduct

- 11.1 Committee Members and any other invitee to a Committee meeting will observe the obligations with respect to the code of ethics and code of conduct as imposed upon a Board Member and such obligations shall apply *mutatis mutandis* to all such persons.

12. Evaluation

- 12.1 The Committee will undertake an annual self-assessment of its performance to ensure that the Committee remains fit for purpose and to identify and action any areas in which the effectiveness of the Committee could be improved.
- 12.2 The Committee will provide a report on the annual review of performance and achievements to the Board.
- 12.3 The Committee's annual self-assessment must be aligned with the Board's evaluation framework and be provided to the Board in advance of the Board's annual self-assessment.


13. Endorsement

Committee Chair



Signature
/ / 2019

DERBIE KARASINSKI
Board Chair



Signature
26 / 4 / 2019

14. Review date

This document will be reviewed every year from the date of approval. The next review will be prior to April 2020.

15. Change control register

Version	Author	Reviewed by	Approved by	Changes
1	Julia Lawrinson	People, Capability and Culture Committee of the CAHS Board	CAHS Board, as at 22 February 2019	NA
2	Julia Lawrinson	CAHS Board	CAHS Board, as at 26 April 2019	



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