

**NORTHERN ADELAIDE LOCAL HEALTH
NETWORK HEALTH ADVISORY COUNCIL INC.**

CONSTITUTION

9/05/2011

THE CONSTITUTION OF THE NORTHERN
ADELAIDE LOCAL HEALTH NETWORK
HEALTH ADVISORY COUNCIL WAS
DETERMINED BY THE MINISTER FOR
HEALTH IN ACCORDANCE WITH SECTION
17(1) OF THE HEALTH CARE ACT 2008 ON
THE _____ DAY
OF _____ 2011.

**NORTHERN ADELAIDE LOCAL HEALTH NETWORK HEALTH ADVISORY
COUNCIL INC.**

<u>LIST OF CONTENTS</u>	<u>PAGE</u>
PART 1 - PRELIMINARY	1
Establishment	1
Functions	1
Powers	2
PART 2 - GOVERNING COUNCIL MEMBERSHIP	2
The Council	2
• Composition of the Governing Council	2
• Deputies	3
• Chief Executive Officer of the Local Health Network	3
Appointment of Members	4
• Vacancies	4
• Filling of Vacancies	5
PART 3 - PROCEEDINGS OF THE GOVERNING COUNCIL	5
Ordinary Meetings of the Governing Council	5
Special Meetings of the Governing Council	7
Minutes	7
Rescission	8
Conflicts of Interest	8
Procedures	8
PART 4 - MISCELLANEOUS	8
Vacancy in membership or irregularity in appointment of member	8
Remuneration	8
No Compensation	9
Common Seal and Signing of Cheques	9
Access	9
Accounts and Reports	9
Non-profit	10
PART 5 – DEFINITIONS	10
SCHEDULE 1	12

PART 1 - PRELIMINARY

Establishment

1. The Minister has by notice in the Gazette established the Northern Adelaide Local Health Network Health Advisory Council Inc (“the Governing Council”) as an incorporated health advisory council pursuant to section 15 of the *Health Care Act 2008* (“the Act”). In particular, the Governing Council is established in relation to the Minister and the Northern Adelaide Local Health Network Incorporated, a hospital incorporated under section 29 of the Act.

Functions

2. The Governing Council is established to:
 - (a) advise the Local Health Network on effective clinical and corporate governance frameworks to support the maintenance and improvement of standards of patient care and services by the Local Health Network;
 - (b) advise on systems:
 - i) to support the efficient and economic operation of the Local Health Network; and
 - (ii) to ensure the Local Health Network manages its budget to ensure performance targets are met; and
 - (iii) to ensure that the Local Health Network’s resources are applied equitably to meet the needs of the community served by the network;
 - (c) advise on strategic plans to guide the delivery of services for the Local Health Network;
 - (d) provide strategic oversight of and monitor the Local Health Network’s financial and operational performance in accordance with any performance measures in the performance agreement for the Local Health Network;
 - (e) make recommendations to the Chief Executive for the appointment of the Chief Executive Officer and, where it considers it appropriate to do so, to make recommendations concerning the removal of the Chief Executive Officer;
 - (f) confer with the Chief Executive Officer in connection with the operational performance targets and performance measures to be negotiated pursuant to the service agreement for the Local Health Network;
 - (g) advise on the service agreement for the Local Health Network;

- (h) seek the views of providers and consumers of health services, and of other members of the community served by the Local Health Network, as to the network's policies, plans and initiatives for the provision of health services, and to confer with the Chief Executive Officer on how to support, encourage and facilitate community and clinician involvement in the planning of network services;
 - (i) promote the Local Health Network's policies, plans and initiatives to providers, consumers of health services and other members of the community;
 - (j) endorse the Local Health Network's annual report;
 - (k) liaise with the governing councils of other Local Health Networks in relation to both local and state-wide initiatives for the provision of health services;
 - (l) perform such other functions as are conferred or imposed on it by the regulations.
3. In fulfilling the roles for which it is established, the Governing Council will:
- 3.1. act in accordance with the Act and give effect to the policies from time to time determined by the Minister either generally or specifically;
 - 3.2. operate in accordance with the strategic objectives of the Government of South Australia either generally or specifically and not act in any way to adversely affect the rights or interests of the Government of South Australia under the terms of any agreement.

Powers

4. Subject to the Act and this Constitution, the Governing Council is empowered to do anything necessary, expedient or incidental to performing its functions.

PART 2 - GOVERNING COUNCIL MEMBERSHIP

The Council

Composition of the Governing Council

5. The Governing Council will comprise not fewer than six and not more than eight Members including a Presiding Member, appointed in accordance with this Constitution and the Act.

6. When making appointments to the Governing Council, the Minister shall have regard to the need to ensure that the membership of the Governing Council has an appropriate mix of skills and expertise required to oversee and provide guidance to the Local Health Network, including:
 - 6.1. hospital or health service management;
 - 6.2. business management and/or financial management;
 - 6.3. clinical experience;
 - 6.4. health consumer representation;
 - 6.5. health needs of people of Aboriginal or Torres Strait Islander descent;
 - 6.6. such other skills and experience as the Minister considers appropriate (for example, health and medical research).
7. When making appointments to the Governing Council, the Minister will ensure, as far as practicable that:
 - 7.1. the appointees will consist of equal numbers of men and women;
 - 7.2. relevant Medicare Locals are represented;
 - 7.3. the overall makeup of the Governing Council takes into account the need to ensure local community knowledge and understanding.

Deputies

8. The Minister may, from time to time, appoint a suitable person to be the deputy of a Member of the Governing Council, and the Minister may revoke such an appointment.
9. The requirements of qualification and nomination set out in this Constitution in relation to the appointment of a Member extend to the appointment of a deputy of that Member.
10. If a Member of the Governing Council is unable to attend a meeting of the Governing Council, the Member's deputy:
 - 10.1. may, if available, act in the place of the Member; and
 - 10.2. while so acting, has all the functions of the Member and is taken to be a Member.

Chief Executive Officer of the Local Health Network

11. The Chief Executive Officer of the Local Health Network, or his or her nominee, shall attend all meetings of the Governing Council, but the Chief Executive Office or his or her nominee will not be entitled to vote and is not a Member of the Governing Council.

Appointment of Members

12. The Governing Council will comprise of the Members set out in clauses 5, 6 and 7.
13. Members of the Governing Council may be appointed by the Minister in the following manner:
 - 13.1. At least five weeks before the first meeting of the Governing Council and after that five weeks before the term of a Member is due to expire, the Minister will cause a notice to be published in a prominent part of a newspaper or newspapers having a wide circulation in the areas serviced by the Local Health Network;
 - 13.2. The notice will call for persons to be nominated to fill each of the offices which will become vacant;
 - 13.3. Each nomination will be made in writing in the form appearing as Schedule 1 to this Constitution;
 - 13.4. Each nomination must be received by the Minister by the date specified in the notice;
 - 13.5. In the event that no nomination for appointment for any vacancy is received by the date requested by the Minister, the Minister may, at his discretion, appoint a person to be such a Member;
 - 13.6. In the event that less than three nominations for a particular vacancy are received by the date specified in the notice, the Minister may, at his discretion, appoint one of the nominated persons or another person without a nomination.
14. Notwithstanding clause 13, the Minister may, at his discretion, directly appoint one or more persons to be a Member of the Governing Council.
15. Unless terminated earlier, a Member of the Governing Council will be appointed on the conditions contained in this Constitution and for a term, not exceeding three years, specified in the instrument of appointment and, at the expiration of a term of appointment is eligible for reappointment.
 - 15.1. Notwithstanding the provisions of this section, a Member of the Governing Council may not hold office for consecutive terms that exceed nine years in total.

Vacancies

16. In addition to those matters set out in clause 2(2) of Schedule 2 to the Act, the office of a Member will become vacant if the Member:
 - 16.1. is absent for three or more consecutive meetings of the Governing Council without the prior written permission of the Governing Council;
 - 16.2. fails to comply with a duty imposed under Part 2, Division 1 of the *Public Sector (Honesty and Accountability) Act 1995*;
 - 16.3. ceases to satisfy the qualification by virtue of which the Member was eligible for appointment to the Governing Council.

Filling of Vacancies

17. Upon the office of a Member becoming vacant by expiration of the term of office, a person may be appointed to that office in accordance with this Constitution.
18. The Minister may appoint a person to be a Member to fill a casual vacancy on the Governing Council (namely a vacancy that has occurred by reason of other than the expiration of the Member's term of office). Any such Member shall hold office from the date of appointment for the unexpired term of the Member whose office is being filled.
19. In the event that the casual vacancy filled in accordance with clause 18 is that of the person who has been appointed as Presiding Member of the Governing Council, then the Minister shall within seven days of the filling of the casual vacancy, appoint one of the members to be Presiding Member in accordance with clause 4 of Schedule 2 to the Act.

PART 3 - PROCEEDINGS OF THE GOVERNING COUNCIL

Ordinary Meetings of the Governing Council

20. The Governing Council is to hold ordinary meetings at times and places determined by the Governing Council.
21. The Governing Council will hold at least four ordinary meetings in any 12 month period and these meetings are to be held at regular intervals.
22. The Governing Council may invite persons other than Members to any meetings of the Governing Council, but such persons will not be entitled to vote and are not Members of the Governing Council.
23. Written notice of an ordinary meeting of the Governing Council is to be given by a Nominated Officer at least seven days before the meeting. Written notice is to be given to all Members and persons invited to attend the meeting by the Governing Council.
24. The written notice to a Member is to be accompanied by the following:
 - 24.1. a copy of the agenda for the meeting;
 - 24.2. a copy of the minutes of the previous ordinary meeting of the Governing Council if a copy has not previously been distributed

to Members; and

- 24.3. a copy of the minutes of any special meeting of the Governing Council held since the Governing Council's last ordinary meeting if a copy has not previously been distributed to Members.
25. Written notice is to be provided to persons invited to attend the meeting and will be accompanied by such of the material referred to in clause 24 as the Presiding Member considers appropriate.
26. The quorum for a meeting of the Governing Council is a majority of the Members for the time being.
27. The Presiding Member of the Governing Council or, in the absence of the Presiding Member, another Member elected to preside at the meeting by the Members present, is to preside at a meeting of the Governing Council.
28. The person presiding at any meetings of the Governing Council has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.
29. A decision supported by a majority of the votes cast at a meeting of a Governing Council at which a quorum is present is the decision of the Governing Council.
30. A conference by telephone or other electronic means between the Members of the Governing Council will be taken to be a meeting of the Governing Council at which the participating Members are present if:
 - 30.1. notice of the conference is given to all Members in the manner determined by the Members of the Governing Council for that purpose; and
 - 30.2. each participating Member is capable of communicating with every other participating Member during the conference.
31. A proposed resolution of the Governing Council becomes a valid decision of the Governing Council despite the fact that it is not voted on at a meeting of the Governing Council if:
 - 31.1. notice of the proposed resolution is given to all Members in accordance with procedures determined by the Members of the Governing Council; and
 - 31.2. a majority of the Members of the Governing Council for the time being express their concurrence in the proposed resolution by letter, facsimile transmission or other written or electronic communication setting out the terms of the resolution.

Special Meetings of the Governing Council

32. The Minister will nominate the first Nominated Officer to the Governing Council. The Nominated Officer is to be chosen from the membership of the Governing Council for the time being, but must not be the Member who has been appointed as the Presiding Member. Thereafter the Nominated Officer may be any person nominated by the Governing Council.
33. A special meeting of the Governing Council is to be called by a Nominated Officer:
 - 33.1. at the direction of the Presiding Member; or
 - 33.2. within 48 hours of receipt by a Nominated Officer of a written request for a special meeting signed by at least 3 other Members.
34. A special meeting is to be held not later than seven days after receipt by a Nominated Officer of a request referred to in sub-clause 33.2.
35. A nominated officer is to give at least 24 hours notice of a special meeting to each Member and each person invited to attend the meeting by the Governing Council.
36. Notice of a special meeting is to specify the business to be considered at that meeting. Only business specified in the notice of a special meeting is to be considered at the special meeting.

Minutes

37. The Governing Council will cause minutes to be made of all proceedings of all meetings of the Governing Council.
38. A motion for the confirmation of minutes of any meeting of the Governing Council is to be put to the next ordinary meeting.
39. The Governing Council must provide copies of its minutes to the Chief Executive or the Chief Executive Officer as and when requested.
40. Clauses 37 to 39 do not limit the application of any other Act or policy of the Minister relating to the provision of information.

Rescission

41. The Governing Council may at any ordinary or special meeting vary or rescind any resolution carried at any previous meeting of the Governing Council only if the motion to vary or rescind the resolution has been included in or with the notice of the meeting.
42. If a motion to vary or rescind any resolution is considered at a meeting of the Governing Council and is not carried, the motion is not to be reconsidered by the Governing Council during a period of three months from the date of that meeting.

Conflicts of Interest

43. In performing their functions, members of the Governing Council will act in the best interest of the Local Health Network;
44. A member who has a direct or indirect personal or pecuniary interest in a matter under consideration by the Governing Council –
 - 44.1. Must, as soon as reasonably practicable, disclose in writing to the Minister, full and accurate details of the interest; and
 - 44.2. Must not take part in any discussion by the Governing Council relating to that matter; and
 - 44.3. Must not vote in relation to that matter; and
 - 44.4. Must be absent from the meeting room when any such discussion or voting is taking place.

Procedures

45. The Governing Council may develop a set of procedures to be followed by the Governing Council, at and between, meetings. Such procedures may include provision for internal dispute resolution and identify persons or entities with whom the Governing Council may consult when it requires assistance in relation to any matters.

PART 4 - MISCELLANEOUS

Vacancy in membership or irregularity in appointment of member

46. An act or proceeding of the Governing Council is not invalid by reason only of a vacancy in its membership or a defect or irregularity in, or in connection with, the appointment of a Member.

Remuneration

47. A Member of the Governing Council or a member of a committee of the

Governing Council may be paid such remuneration (including travelling and subsistence allowances) as the Minister may from time to time determine, and any remuneration may vary from Member to Member.

48. Such remuneration will be determined in accordance with the policy from time to time of the Government of South Australia.

No compensation

49. A Member who is removed from office or not re-appointed at the end of his or her term of office or resigns is not entitled to be paid any compensation by reason of ceasing to hold office.

Common Seal and Signing of Cheques

50. The Governing Council will provide for the safe custody of its common seal which will only be used pursuant to a resolution of the Governing Council and every instrument to which the common seal is affixed will be signed by any two Members or in such other manner as the Governing Council may determine.
51. All cheques, promissory notes, bills of exchange, drafts and other negotiable or transferable instruments, and all receipts for money paid to the Governing Council will be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Members or in such other manner as the Governing Council may from time to time determine.

Access

52. The Governing Council will allow any employee of the Chief Executive, or any person authorised in writing in that regard by the Minister, to enter any premises owned or occupied by the Governing Council and to have access to and inspect all buildings, equipment, and documents in the possession of the Governing Council and to interview officers of the Governing Council.

Accounts and Reports

53. If applicable, in addition to the matters set out in section 21 of the Act, the accounts of the Governing Council are to be kept as follows:
 - 53.1. The Governing Council will cause proper accounts to be kept of its financial affairs and financial statements in respect of each financial year, and will keep such records correctly to explain the transactions and financial position of the Governing Council including the expenditure of funds allocated by the Department,

and will keep such records in such a manner as will enable true and fair accounts of the Governing Council to be conveniently and properly audited at least once every year by an auditor approved by the Auditor-General.

- 53.2. The Governing Council will keep such records in such place and for such period of time after the completion of the transaction to which they relate as the Minister may determine.
- 53.3. The Governing Council will, upon the demand by or on behalf of the Minister, produce such records of the Governing Council to the Minister or to a duly authorised agent of the Minister as directed by the Minister.
- 53.4. The Governing Council will prepare and submit to the Minister, when required from time to time, a report explaining any aspect of the financial position or the activities of the Governing Council.

Non-profit

54. No portion of the assets or income of the Governing Council may be distributed directly or indirectly to the Members of the Governing Council or officers of the Governing Council except as bona fide compensation for services rendered or expenses incurred on behalf of the Governing Council.

PART 5 - DEFINITIONS

55. In this Constitution whenever appearing:

"**Act**" means the *Health Care Act 2008*.

"**Constitution**" means this Constitution and the Schedules and includes any amendment thereto.

"**Chief Executive**" means the Chief Executive of the Department of Health and includes a person for the time being acting in that position.

"**Chief Executive Officer**" means that Chief Executive Officer of the Northern Adelaide Local Health Network and includes a person for the time being acting in that position.

"**Department**" means the administrative unit of the Public Service that is, under the Minister, responsible for the administration of the Act.

"**Governing Council**" means the Northern Adelaide Local Health Network Health Advisory Council Incorporated established by the Minister by notice in the Gazette dated XX.

“Local Health Network” (LHN) means the Northern Adelaide Local Health Network established pursuant to 29 of the Act.

“Local Health Network Service Agreement” means the agreement between the State and the LHN

“Medical Practitioner” has the same meaning as in the *Health Practitioner Regulation National Law (South Australia) Act 2010*.

"Member" unless the contrary intention appears, means a Member of the Governing Council for the time being and includes a person appointed to act in the office of a Member during the absence of the Member.

"Minister" means the Minister of the Crown to whom the administration of the Act is for the time being committed, and includes any Minister of the Crown for the time being discharging the duties of office of that Minister or, where the Minister has delegated the relevant power or function under the Act or this Constitution, any such delegate of the Minister.

“National Health Reform Agreement” means the agreement between the South Australian Government and the Commonwealth Government to implement a National Health and Hospitals Network.

"Nominated Officer" means any person or officer nominated pursuant to clause 32 of this Constitution.

“People of Aboriginal or Torres Strait Islander Descent” means people who identify as Aboriginal or as Torres Strait Islander and who are accepted as such by their communities.

“Presiding Member” means the person appointed by the Minister pursuant to Clause 4 of Schedule 2 to the *Health Care Act 2008*.

"State" means the State of South Australia.

"Written Notice" includes notice by electronic means.

56. Other terms in this Constitution have the same meaning as that ascribed to them in the Act.

SCHEDULE 1

Form for nomination to the

Northern Adelaide Local Health Network Health Advisory Council Inc

To: The Minister for Health

I (insert full name)

Of (insert residential address)

hereby nominate to be considered for appointment pursuant to the Constitution of the Northern Adelaide Local Health Network Health Advisory Council Inc.

I possess the following relevant knowledge or experience in one or more of the following areas (please provide details of your relevant experience):

- Hospital or Health Service Management experience;
- Business Management and/or Financial Management experience;
- Experience in the provision of clinical medical, nursing/midwifery or allied health services;
- Health Consumer representation;
- Knowledge or experience of the needs of People of Aboriginal or Torres Strait Islander Descent;
- Other (Please provide details:)

Please provide contact details for 2 referees.

Referee 1

Name:

Job Title:

Organisation:

Email:

Daytime ph:

Referee 2

Name:

Job Title:

Organisation:

Email:

Daytime ph:

I acknowledge the following:

- any information supplied in association with this nomination may be provided to other persons and agencies and/or used for criminal history, reference and identity checking
- incomplete applications will not be processed
- if I am not offered membership to my elected Governing Council, I may be offered a deputy position.

Signature of nominee:

A copy of my current *curriculum vitae* is attached and it is no more than two pages.

A copy of my application document is attached and it is no more than two pages.

My contact details:

Title: First name: Surname:

Job Title:

Postal address:

Email:

Daytime ph: