

**Inner North West Primary Care Partnership
Governance Group
Terms of Reference – February 2018**

1. Purpose

The purpose of the Inner North West Primary Care Partnership/INW PCP Governance Group is as follows:

1. Develop, implement and monitor strategic directions;
2. Further develop robust governance systems and process;
3. Take responsibility for the Primary Care Partnership/PCP internal accountability;
4. Implement appropriate management structures and processes for the PCP to enable planning and effective change within and between partner agencies and the broader health system;
5. Provide decision making with respect to the PCP planning, priorities and activities;
6. Actively support the PCPs vision and core values and
7. Communicate with PCP members and stakeholders.

2. Accountability

The Governance Group is accountable to the PCP members for discharging these governance management and decision making responsibilities including areas as follows:

- Financial performance and budget
- Strategic planning and reporting
- Appointment, management and performance review of Executive Officer
- Infrastructure
- Communication and reporting to member organisations / stakeholders
- Auspice/fund holder arrangements

3. Membership

Membership is drawn from member organisations and includes sector representation in line with stated requirements as detailed in the Information Resource, Primary Care Partnership Governance Requirements, Department of Health, March 2010. The number of members on the Governance Group is limited to 12.

The membership of the Governance Group comprises members with full voting rights as follows:

Sector	Representatives of Organisations
Community Health	Caz Healy, cohealth
	Nigel Fidgeon, Merri Health
At Home Support	Marilyn Harper, Bolton Clarke
Aboriginal Health	Leanne Brooke, The Long Walk
Homelessness	Tony McCosker, St Mary's House of Welcome
Hospital	Fiona McKinnon, St Vincent's Hospital
Hospital & ACAS	Fiona McCormack, Melbourne Health
Local Government	Barry Hahn, Moreland City Council
	Adrian Murphy, City of Yarra
Mental Health	Jess McGrath, Neami National
Womens Health	Robyn Gregory, Womens Health West
Ethno-specific	Huy Luu, Australian Vietnamese Women's Association

3.1 Membership Criteria

- Must be the CEO/Senior Manager with the service as listed on the INW PCP Member Agency Register;
- Agree to be a signatory to INW PCP 2015/2018 Consortia Agreement;
- Be an active member of the partnership and have demonstrated alignment to the INW PCP Strategic Plan;
- Agree to sign the Partnership Agreement;
- Must be prepared to attend 75% of monthly meetings annually and actively participate in Working Groups;
- Agree to attend an orientation session for new INW PCP Executive members.

Representatives who participate in an “ex officio” capacity and do not form part of the quorum include:

- Departmental representatives from North Division and/or West Division, Department of Health and Human Services/DHHS.
- North Western Melbourne Primary Health Network

Other non-governance group members and relevant external people (visitors) may be invited to attend a meeting/s at the request of the Chair or on behalf of committee to provide advice/information. Non governance group members and external people do not have voting rights.

The INW PCP Governance Group will strive to achieve a gender and sector balance in the membership including any sub- committees.

3.2 Term of Membership

The term of membership on the Governance Group is 2 years.

4. Quorum

- A quorum of half (50%) of members plus one further member must be present before decisions of the meeting can be made.
- If a quorum is not in attendance then the meeting may proceed, however, decisions may not be endorsed at the meeting. In such cases, and in between Governance Group meetings, Governance Group decisions and endorsements can be made using an e-mail feedback process
- If vacancies on the Governance Group are not filled, then the accepted quorum will be 50% plus one of the currently filled positions.

5. Decision Making

The Governance Group is committed to working within a decision-making model that promotes full and fair discussion based on adequate information and encourages full participation and ownership of decisions. The aim is to reach resolutions by consensus.

When consensus cannot be reached, the resolution will be determined on a show of hands or, if a member requests, by a poll taken in such manner as the member presiding at that meeting may determine.

All decisions must be agreed by 50% plus one of those in attendance at the meeting.

Each Member present at a Governance Group meeting or any PCP sub-committee is entitled to one vote and, in the event of an equality of votes, the Chair may exercise a second or casting vote.

The Governance Group will make decisions by majority vote of those present at the Governance Group meeting. The process for urgent decision making is by email, with 24 hours response timelines and by majority of Governance Group members responding indicating agreement.

6. Proxy

Each partner is entitled to appoint a substitute representative to act on its behalf whenever the nominated representative is unable to attend Governance Group meetings. The substitute representative must hold a senior position within the Level 1 Partner organisation.

The INW PCP Executive Officer/EO will be informed prior to the meeting of the Proxy's attendance.

7. Governance Group Vacancies

- (a) In the event of a vacancy occurring in the executive members of the Governance Group (Chair, Deputy Chair, sub-committee representatives), the Governance Group may appoint a Governance Group member to fill that vacancy and the person so appointed will hold that position until the next election.
- (b) In the event of a vacancy in any elected position, the Governance Group may appoint another of its members to the vacant position taking account of sector representation and relevant skills, experience and authority. The member appointed may continue in this role up to the next election meeting.

The position of a PCP Governance Group member becomes vacant if the representative:

1. Ceases to be an employee of the Level 1 Partner that the member represents; or
2. Resigns by notice in writing given to the Executive Officer (via mail or electronic transmission); or
3. A Level 1 Partner appoints a different person as its nominated representative; or
4. The Level 1 Partner that member represents ceases to be a member of the PCP for any reason; or
5. The Governance Group, by resolution of the majority of all Governance Group members, has requested a partner to remove that representative and appoint an alternative.

7.1 Removal of a Governance Group member

- (a) If the INW PCP Governance Group is of the opinion that a member has acted in way prejudicial to the interests of the Governance Group or the PCP and after all dispute resolution avenues have been applied, the Governance Group may, by resolution of a majority of all members, request the partner to remove that representative and appoint an alternative.
- (b) If a member fails to attend 60% of meetings annually unless Governance Group approval has been granted for leave of absence, the Governance Group may, by resolution of a majority of all members, request the partner to remove that representative and appoint an alternative.

8. Chair

The position of chair is fixed and initially confirmed by the Governance Group for a period up to 30 June 2018.

The Chair is responsible for as follows:

- Chairing the Governance Group meetings according to agenda and timetable
- Facilitating discussion to ensure all members present are heard and items discussed
- Ensuring EO provides strategic, operational and financial reporting to the Governance Group
- Representing the Governance Group to the wider PCP community
- Representation and attendance at Regional and Statewide PCP and or DHHS meetings
- Liaison with funds holder/ auspice and DHHS
- Ensuring that operational and strategic planning is undertaken in accordance with DH requirements
- Ensuring the EO schedules meetings and notifies members
- Inviting external people to Governance Group meetings

The EO reports to the Chair.

9. Deputy Chair

The INW PCP Governance Group elects a Deputy Chairperson to support the Chairperson in performing their responsibilities. The position of Deputy Chair is fixed and initially confirmed by the Governance Group for a period up to 30 June 2018. The duties of the Deputy Chair include:

- Assisting the Chairperson as required
- Standing in place of the Chairperson when they are absent

The Chairperson and the Deputy will negotiate respective roles and areas of responsibility to ensure that overall governance and leadership functions are performed effectively.

INW PCP Governance Group will ensure where possible that the position of Chair and Deputy Chair are balanced by gender and sector.

10. Executive Officer

The PCP Executive Officer is the Secretary of the Governance Group and will provide administrative and other required support, but will not hold voting rights.

The EO with respect to the Governance Group is responsible for:

- Scheduling meetings
- Preparing agendas and minute taking
- Communication to and consultation with Governance Group members, PCP members and broader PCP community
- Attendance at Governance Group meetings and providing advice as required
- Provision of administrative support to the Governance Group
- Attending and participating in regular meetings with the Chair
- Following consultation development of strategic, transition, operational plans for Governance Group approval
- Management and monitoring of annual budget and provision of bi monthly reports to Governance Group
- Implementation of plans
- Provision of progress and final reports against plans
- Management of the operations of the Inner North West PCP

11. Governance Group – Committees and Working Groups

The Governance Group recognises that there are times when a committee can act more effectively than the full governance group. For the most part the function of a committee is to consider advice and/or solve problems and/or make recommendations to the Governance Group on which only the latter has the power to make decisions or policy. There may be working groups established as required, from time to time.

There are two governance group committees:

1. Finance and Risk Committee

- The Finance and Risk Committee will consist of a minimum of 2 and maximum of 3 Governance Group members and the EO
- They will review the annual budget mid financial year in terms of ensuring the budget is aligned year to date and review the draft annual budget, as developed by the EO and provide a recommendation to the Governance Group for approval
- They will review INW PCP risk documentation, as developed by the EO and provide recommendation to the Governance Group for approval.
- They will meet twice annually or more frequently as required, as per the Governance Group annual agenda
- A representative from the INW PCP auspice agency is required to be a member of the Finance & Risk Committee

2. Executive Officer Performance Review Committee

- The Executive Officer Performance Review Committee will consist of a minimum of 2 and maximum of 3 governance group members
- They will be responsible for the annual EO performance review as per the Governance Group Annual Agenda.
- The INW PCP Governance Group Chair is required to be a member of the Performance Review Committee.

11.1 Governance Group Committee Procedures

1. Committees may from time to time seek advice from other sources e.g. Governance Group or EO. Committees may not delegate tasks to staff without governance group or EO approval.
2. The Governance Group will review the committees annually and nominations for membership will proceed.
3. Unless explicitly empowered by the full Governance Group, committees cannot make binding governance group decisions.

12. Conflict of interest procedure

At each meeting of the Governance Group, disclosure of any pecuniary interests of a partner or member in any agenda item will be recorded. It will be the Chair's decision as to whether the member will absent themselves from the discussion and any subsequent decision related to the item.

13. Governance Group Meetings

There are 6 governance group meetings per annum which are held bi-monthly for up to three hours on the second Monday of the month commencing 1.30- 3.30 pm. Duration of meetings may vary according to the agenda. Venue will be advised as per each meeting agenda.

14. Agendas and Minute Taking

The Chair will delegate minute taking and preparation of agendas to the EO. Agendas will be provided to members via email five working days prior to and minutes will be provided five working days after meetings. Minutes will be placed on the INW PCP website.

15. Confidentiality

INW PCP Governance Group members may at times be provided with access to confidential information. As such it is necessary to take all reasonable steps to ensure that confidential information is kept confidential.

Matters determined by governance group members as being “confidential” in nature will not be recorded in meeting minutes.

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Review Date: February 2019	Date: February 2018