

## Committees - Department of Health - Governance

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**Summary** All proposals to establish a new departmental committee are to be reviewed by the Corporate Governance and Risk Management (CGRM) Branch prior to approval by the Director-General. Directors are responsible for ensuring appropriate governance controls are in place for their respective committees. An annual report for each departmental committee is to be completed and will be reviewed by Deputy Directors-General for committees in their Divisions at least annually.

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### Director-General

This Policy Directive may be varied, withdrawn or replaced at any time. Compliance with this directive is **mandatory** for NSW Health and is a condition of subsidy for public health organisations.

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**COMMITTEES – DEPARTMENT OF HEALTH – GOVERNANCE**

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## 1. POLICY

### 1.1 Approval and Management of Committees

A departmental committee is defined as being an ongoing group, supported by the Department in order to investigate, provide advice on, assist or manage a particular issue or policy area.

Under this policy directive:

- The Director-General must approve any departmental committee where it proposed to pay members for their work on the committee.
- Deputy Directors-General are responsible for ensuring the appropriate governance of committees within their area of responsibility.
- A report on significant committees is to be completed by the end of August each year for the Department of Health Annual Report and for review by Deputy Directors-General.

### 1.2 Approval of Certain Appointments by the NSW Cabinet

Premier's Memorandum 2004-10, *Guidelines for NSW Board and Committee Members: Appointments and Remuneration* requires the Department to ensure that the Minister for Health and the NSW Cabinet approve appointments to certain committees.

The Premier's guideline applies to:

*“statutory and non-statutory boards, committees, advisory councils and trusts of state or regional significance as well as quasi-judicial boards. These bodies range from governing boards involved in decision making for Government Businesses, through to committees that serve in an advisory role to a Minister.”*

The guideline does not apply to:

- *“Local boards, local advisory committees, local advisory councils and local trusts.*
- *Advisory committees and advisory councils of state and regional significance where no members receive remuneration for their work on the committee.*
- *Boards of subsidiaries where the parent body's board is covered by these guidelines.*
- *Departmental and Inter-departmental committees.*
- *Boards of State Owned Corporations.”*

For committees that are covered by the Premier's Guideline, Deputy Directors-General are responsible for ensuring that selection processes accord with the

requirements set out within the guideline and that appropriate candidates are identified for the approval of the Minister for Health and Cabinet.

## 2. PROCEDURES

### 2.1 Establishing a Departmental Committee

All proposals for a new departmental committee where members will be paid for their work on the committee must be endorsed by the relevant Deputy Director-General and submitted to the CGRM Branch for review prior to approval by the Director-General.

Proposals to establish a committee as referred to above should include:

- A background and justification for the creation of the committee.
- An outline of the work plan for the committee.
- The resources (budget and staff) required to support the committee and the source of these resources.
- A draft terms of reference for approval by the Director-General, or in the case of a committee to be established under s20 of the *Health Administration Act 1982*, by the Minister for Health.

CGRM Branch will review proposals to ensure that there are no existing committees or entities that duplicate or significantly cross over the role of the proposed committee and that the terms of reference, membership and remuneration rates comply with Departmental and Government requirements.

### 2.2 Annual Reporting of Significant Committees

The Department is required to report in its Annual Report on the achievements and membership of significant committees.

Significant committees are considered to comprise the following:

- Advisory committees established under s20 of the *Health Administration Act 1982* or within other NSW Legislation where the Department of Health provides secretariat support.
- Committees that have been identified within a government policy statement or commitment.
- Groups where persons external to the Department are invited to provide advice on a specific issue or policy area whether paid or unpaid.

In order to prepare information required for the Annual Report, Directors are required to complete an annual survey for each of their significant committees by the end of August each year. CGRM Branch will issue a survey in June each year.

The outcomes of this reporting will be provided to the Deputy Directors-General by the end of September in order to facilitate an annual review of departmental committees.

## 3. GOVERNANCE GUIDELINES

### 3.1 Terms of Reference

All departmental committees should have a documented terms of reference that identifies the following:

- Name and purpose of the committee.
- Authority by which the committee is established.
- Membership of the committee (including establishment of quorum).
- Procedures for the appointment of members.
- Remuneration rates to be paid to members.
- Procedures and timeframe for the review of the committee.
- How the committee communicates with its key stakeholders.

Ministerial Advisory Committees established under s20 of the *Health Administration Act 1982*, must have a formal instrument of establishment approved by the Minister for Health setting out its terms of reference.

### 3.2 Remuneration and Allowances

The Premier's Memorandum 2004-10, *Guidelines for NSW Board and Committee Members: Appointments and Remuneration*, should be used as a guide for setting sitting fees and allowances for departmental committees. Note that under the Premier's Memorandum 2004-10, Public Sector Employees are not to be paid sitting fees for work on government committees.

The Employee Relations Branch of the Department is responsible for reviewing rates paid to non-public sector members of departmental committees. Approval from the Employee Relations Branch is required where sitting fees are to be paid to members above the rates identified in Premier's Memorandum 2004-10. Deputy Directors-General must endorse proposals for remuneration above the established rates prior to review by Employee Relations.

No sitting fees should be paid to non-public sector members of Departmental Committees without either the Director-General or the Minister approving the rates of payment and the conditions by which the payments are to be made.

### 3.3 Committee Procedures

Where appropriate, departmental committees should agree on procedures by which the business of the committee will be conducted.

These might include details of the following:

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- Meeting locations and provisions for remote participation.
- Voting rights of members and rescinding decisions.
- How minutes and agendas will be distributed.
- Procedures for approving the release of information.
- Procedures for handling conflicts of interest.
- Co-opting members and experts.

Committee records should be managed as efficiently and effectively as possible to ensure compliance with all external requirements concerning record management practices.

Procedures for the management and oversight of any sub-committees established by a committee are the responsibility of the parent committee. The work of sub-committees should be monitored by the parent committee and be consistent with its approved terms of reference.

### **3.4 Standards of Conduct**

All Department of Health employees and members of the NSW Health Service are required to abide by the NSW Health Code of Conduct whilst performing duties as part of a departmental committee.

All external members of departmental committees are required to abide by either the NSW Health Code of Conduct (PD2005\_626), a code of conduct developed specifically for the committee or the *Conduct Guidelines for Members of NSW Government Boards and Committees*.

All departmental committees should have processes in place to ensure that external members understand the relevant code of conduct that applies to their appointment and, if appropriate to the work of the committee, complete a confidentiality undertaking prior to their appointment.

Conflicts of interests reported by departmental committee members should be managed in accordance with PD2005\_469, *Conflicts of Interest in the Public Health System*, and registered with the Corporate Governance and Risk Management Branch.

### **3.5 Criminal Record Checking**

On the basis that they are required to undergo criminal record checking as a part of their engagement, criminal record checking is not necessary for members of committees who are employed within the Department of Health or the NSW Health Service.

Directors are to determine whether a Criminal Record Check is required for external members of departmental committees when establishing the terms of reference for the committee.

As a guide, criminal record checks should generally only be conducted where a criminal background would be relevant to and adversely effect the performance of work by committee members – that is, the work of the committee is of a nature where a criminal record would be relevant to the appointment of the members.

Where criminal record checks are to be undertaken as part of the appointment process for a departmental committee, the CGRM Branch is to be consulted.

## **4. NSW CABINET APPOINTMENTS**

### **4.1 Government Boards and Committees Appointment Form**

For appointments to be considered by the NSW Cabinet, Premier's Memorandum 2004-10 requires a Government Boards and Committees Appointment Form (GBCA form – Attachment 1) be completed and be signed by the Minister.

The NSW Cabinet reviews the information provided within the GBCA form in order to monitor the representation of government target groups on committees. Appointments of an ex-officio nature must also be submitted to Cabinet for this reason.

A standard expression of interest form (Attachment 2) has been prepared by the CGRM Branch to assist Branches in completing the GBCA form for candidates external to NSW Health.

Any person external to NSW Health should complete and sign an expression of interest form which requires them to indicate that they understand the requirements of the appointment and the standards of conduct expected of them.

### **4.2 Submissions for the Minister for Health**

In order to allow for appropriate consideration by the Minister and Cabinet, nominations for the Minister should be submitted at least eight weeks prior to the expiry of an appointment, or in the case of an unexpected vacancy as soon as a selection process has been completed.

A briefing approved by the relevant Deputy Director-General should be submitted to the CGRM Branch to facilitate this process and must include:

- An outline of the process undertaken to identify candidates;
- Candidates recommended for appointment together with a justification for the recommended candidates;
- A copy of the approved terms of reference of the committee;
- A copy of an appropriate approval if remuneration is to be paid above the rates identified within Premier's Memorandum 2004-10; and,

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- A completed GBCA form and an up-to-date current curriculum vitae for each candidate.

The CGRM Branch will review briefings to ensure that the requirements of Premier's Memorandum 2004-10 have been met, in particular that the GBCA Form has been completed correctly.

When approved by the Minister and Cabinet, the CGRM Branch will submit papers for review by NSW Cabinet and notify relevant officers.

CGRM maintains a database of appointments approved by Cabinet and should be notified where a resignation is received or a member otherwise discontinues membership of one of these committees.

## 5. INFORMATION AND ASSISTANCE

For further information or assistance on any of the elements of this policy directive, please contact the Corporate Governance and Risk Management Branch on (02) 9391 9394.

The following resources may also be accessed to assist implement Governance controls:

- Premier's Department NSW, Ministerial and Parliamentary Services (2005), *Guidelines for NSW Board and Committee Members: Appointments and Remuneration*, Available 20 July 2007 at: <http://www.premiers.nsw.gov.au>
- Premier's Department NSW (2001), *Conduct Guidelines for Members of NSW Government Boards & Committees*, Available 20 July 2007 at <http://www.premiers.nsw.gov.au>
- NSW Parliament, Legislative Assembly Public Bodies Review Committee (2006), *Report on Corporate Governance: Follow-Up Review of Performance Audit Report on Corporate Governance*, Available 20 July 2007 at: <http://www.parliament.nsw.gov.au>
- Audit Office of NSW (1999), *Public Sector Corporate Governance – Ready Reckoner*, Available 20 July 2007 at: <http://www.audit.nsw.gov.au>
- Audit Office of NSW (1999), *On Board: Guide to Better Practice for Public Sector Governing and Advisory Boards*, Available 20 July 2007 at: <http://www.audit.nsw.gov.au>
- Audit Office of NSW (1997) *Performance Audit Report: Corporate Governance*, Available 20 July 2007 at: <http://www.audit.nsw.gov.au>

## **6. LIST OF ATTACHMENTS**

- Attachment 1: Government Boards and Committees Appointment Form
- Attachment 2: Expression of Interest Form

## ATTACHMENT 1

### GOVERNMENT BOARDS AND COMMITTEES APPOINTMENT FORM

Government policy is to increase representation of women, people of culturally diverse backgrounds, Aboriginal and Torres Strait Islander people, people with a disability and young people on boards and committees.

1. Name of Board, Committee, etc:	Please tick: <input type="checkbox"/> Part-time <input type="checkbox"/> Full-time	
2. Legislation or terms of reference under which the board is constituted:		
3. Position (eg Chair, Member):		
4. Appointment criteria of position:		
5. Name of previous incumbent or indicate if reappointment:		
6. Reasons for appointment:		
7. Nominee of:		
8. Full name of proposed appointee:	Please tick: <input type="checkbox"/> Male <input type="checkbox"/> Female	
9. a) Does the proposed appointee identify as belonging to one of these groups? b) What is the person's Ancestry? *eg English, Irish, Italian, German, Greek, Chinese, Australian etc	Yes/No <input type="checkbox"/> Aboriginal or Torres Strait Islander <input type="checkbox"/> Person with a disability <input type="checkbox"/> Young Person (under 25) date of birth if young person ...../...../..... Ancestry (Please specify*) _____ (please provide more than one ancestry if necessary)	
10. Is the proposed appointee a member of any other Government boards or committees? If yes, please list:	Yes/No	
11. Address of proposed appointee:		
12. Qualifications/experience of proposed appointee:		
13a. Please provide details of the remuneration for the position: eg annual retainer fee (\$), other payments amount (\$), /time (hour, meeting, etc)	Annual fee:	Amount \$.....
	Sitting Fee:	Amount /time \$...../.....
13b. Is remuneration actually paid? ("No" in the case of Public Servants)	Yes/No	
14. Term of proposed appointment: Indicate appointment and termination date if possible		

All sections must be complete. Omission of any information will delay submission to Cabinet.

Signed: \_\_\_\_\_  
Minister for Health

## Government boards and committees appointment form: Explanatory Notes.

The Form has been designed with a view to achieving greater consistency in the information supplied to Cabinet for board and committee appointments. If the Appointment Form is copied onto an internal computer it should be identical to the form above. It must be one page only.

1. Please give full name of board or committee using no abbreviations Eg. Armidale Local Land Board.
2. Enter current legislation or terms of reference which govern this board or committee. Eg. Crown Lands Act 1989.
3. Enter the position of the proposed appointee on the board or committee Eg. member, chair, ex-officio member.
4. Specify the qualifications, experience, etc **necessary** for appointment to this position as stated in the legislation or terms of reference for this board. Eg. Barrister with a minimum of 7 years experience.
5. Indicate who the proposed nominee is replacing. If the person is new to the board or committee and is replacing a previous member the full name of the previous member must be entered here. Eg. Ms Fiona May DUPONT. If this is a new position and all of the previous members are still sitting then enter the words new position. An explanation of why a new position has been created on the board should be given in the covering letter that is sent with the appointment form. If the person is being reappointed, then enter the word reappointment here.
6. Explain why the appointment is necessary e.g. new board, new position on board, resignation.
7. The nominating body must be entered for each proposed appointee. Eg. Minister for the Environment, Australian Bureau of Statistics. Indicate if the proposed appointee is ex-officio. The full name of the nominating body must be entered with no abbreviations.
8. The full name of the proposed appointee should be entered here with no abbreviations and including title, the tick box indicating gender must always be checked. Eg. Mr Robert James LEE. A tick should be placed in the appropriate box to indicate gender.
9. If the proposed appointee does not identify with any of the groups specified then *No* should be entered. If the proposed appointee does choose to identify with any of these groups *Yes* must be entered and a tick must be placed in the appropriate box/es for the purpose of identifying which group the proposed appointee belongs to. Young Person indicates that the current age of the propose appointee is less than 25 years. Where the proposed appointee is under 25 years of age at the time of appointment their date of birth should also be entered. Board members are also asked to indicate their ancestry. Ancestry should be counted back as far as three generations, if known. For example, consider parents, grandparents and great grandparents.
10. If the proposed appointee is not a member of any other boards or committees *No* must be entered here. If the proposed appointee is a member of other boards or committees then *Yes* must be entered together with a list of all of the boards to which he/she belongs. The information concerning positions on other boards and committees should be checked with the nominee at each reappointment and not taken from a curriculum vitae which may be out of date. Members have a

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responsibility to the boards and committees to which they belong and should not over-commit themselves by being appointed to many organisations.

11. The address of the proposed appointee must be entered.
  12. Indicate what qualifications or experience the proposed appointee has that make him/her suitable for this appointment. Eg. Bachelor of Arts, Bachelor of Laws, Barrister.
  - 13a. Annual Fee:** The annual fee in dollars that is associated with this position. Please enter this figure even if the particular member holding this position at this time does not receive remuneration. Enter zero if there is no annual fee associated with this position.
  - Sitting Fee:** The rate in dollars that the member is paid for attendance at meetings. Please enter this figure even if the particular member holding this position at this time does not receive remuneration. Enter zero if there is no sitting fee associated with this position.
  - Time:** Specify whether the above sitting fee is per half day, per day, etc.
- Allowances to cover costs of attending meetings etc are not included as remuneration.
- 13b. Remuneration:** Yes indicates that the member does receive remuneration for the position. No indicates that the person does not receive remuneration for the position. If the member does not receive remuneration please indicate why, eg member is a public employee, member works on the board as an unpaid volunteer.
  14. Indicate the appointment date and termination date. Eg. 1/9/2004 to 31/8/2007 or appointment for 3 years from the date of approval.

## ATTACHMENT 2

### NSW HEALTH BOARD & COMMITTEE EXPRESSION OF INTEREST

In order to be considered for an appointment or reappointment to a NSW Health Board or Committee, please complete the details below and submit with an up to date Curriculum Vitae (of no more than 2 pages) to the contact officer.  
For some appointments a Criminal Record Check may be required prior to appointment.

1. Full name:			
2. Gender (please tick):	<input type="checkbox"/> Male	<input type="checkbox"/> Female	3. Date of Birth: <input type="text"/>
4. Address:			
5. Committee:			
6. Position:	<input type="checkbox"/> Chair	<input type="checkbox"/> Member	<input type="checkbox"/> Other:
7. Are you a member of any other NSW Government boards or committees? If yes, please list:			
8. Do you identify as belonging to any of these groups? (Please tick)	<input type="checkbox"/> Aboriginal or Torres Strait Islander <input type="checkbox"/> Person with a disability		
9 What is your current employer?			
10. What is your Ancestry? English, Irish, Italian, German, Greek, Chinese, Australian etc			
11. Are you a Public Servant (Employee of public service, statutory body or State Owned Corporation)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
12. In the space below, please describe your qualifications and experience applicable to the committee:			

I acknowledge that I am aware of the requirements of the position and the remuneration that I am entitled to if appointed. I acknowledge that if my appointment is approved that I am obliged to undertake my duties in accordance with the NSW Government *Conduct Guidelines for Members of Boards and Committees* or any other code of conduct relevant to the board or committee I am appointed to.

<b>Signed:</b>		<b>Date:</b>	
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