



Victoria Government Gazette

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Health Services Act 1988

ESTABLISHMENT OF PUBLIC HEALTH SERVICES, BOARD APPOINTMENTS TO THOSE BODIES, APPOINTMENT OF FIRST CHIEF EXECUTIVE OFFICERS OF THOSE BODIES AND SPECIFICATION OF BY-LAWS OF THOSE BODIES

Order in Council

The Governor in Council on the recommendation of the Minister for Health made under section 248 of the **Health Services Act 1988** ("the Act") and acting under sections 65T, 65U, 248 and 250(2) of the Act, by this Order –

1. (a) Establishes a public health service to be known as The Royal Children's Hospital;
- (b) Appoints under sections 65T, 65U and 250(2) of the Act the first board of The Royal Children's Hospital which will:
 - i be constituted
 - ii be appointed for the term;
 - iii be remunerated as members of the board; and
 - iv have the chairpersonas specified below:

Directors to The Royal Children's Hospital Board of Directors		
Appointee	Period (per annum)	Remuneration
Anthony John Beddison (chairperson)	30 June 2007	\$25,000
Heather Malloch Scovell	30 June 2007	\$12,000
John Roger Rimmer	30 June 2007	\$12,000
Barry Newton Novy	30 June 2007	\$12,000
Maxwell John Beck	30 June 2006	\$12,000
Christine Julie Kilpatrick	30 June 2006	\$12,000
Patrick Martin Burroughs	30 June 2006	\$12,000

- (c) Specifies under section 250(2) of the Act the terms and conditions of appointment of the chairperson and members of the board of directors in Schedule A to this Order to be the additional terms and conditions of appointment of the chairperson and members of the board of directors of The Royal Children's Hospital.
 - (d) Appoints under section 248(1)(b) of the Act Anthony Bernard Cull to act as the first chief executive officer of The Royal Children's Hospital from the commencement of this Order until 31 October 2004.
 - (e) Specifies under section 248(1)(c) of the Act the by-laws in Schedule C to this Order to be the by-laws (including the core objects) of The Royal Children's Hospital.
2. (a) Establishes a public health service to be known as The Royal Women's Hospital;
 - (b) Appoints under sections 65T, 65U and 250(2) of the Act the first board of The Royal Women's Hospital which will:
 - i be constituted
 - ii be appointed for the term;
 - iii be remunerated as members of the board; and
 - iv have the chairperson

SPECIAL

as specified below:

Directors to The Royal Women's Hospital Board of Directors		
Appointee	Period (per annum)	Remuneration
Rhonda Louise Galbally (chairperson)	30 June 2007	\$25,000
Sharon Margaret Butler	30 June 2007	\$12,000
Elaine Sylvia Canty	30 June 2007	\$12,000
Janet Mary Vivienne Whiting	30 June 2007	\$12,000
George Morstyn	30 June 2006	\$12,000
John Watson Funder	30 June 2005	\$12,000
Stewart James Leslie	30 June 2006	\$12,000
Felicity Pia Hampel	30 June 2006	\$12,000

- (c) Specifies under section 250(2) of the Act the terms and conditions of appointment of the chairperson and members of the board of directors in Schedule B to this Order to be the additional terms and conditions of appointment of the chairperson and members of the board of directors of The Royal Women's Hospital;
- (d) Appoints under section 248(1)(b) of the Act Dale Fisher to act as the first chief executive officer of The Royal Women's Hospital from the commencement of this Order until 31 December 2004.
- (e) Specifies under section 248(1)(c) of the Act the by-laws in Schedule D to this Order to be the by-laws (including the core objects) of The Royal Women's Hospital.

This Order takes effect on 1 July 2004.

Dated 29 June 2004

Responsible Minister
HON BRONWYN PIKE MP
Minister for Health

DIANE CASEY
Clerk of the Executive Council

Health Services Act 1988**SCHEDULE A****ADDITIONAL TERMS AND CONDITIONS OF APPOINTMENT OF THE
CHAIRPERSON AND MEMBERS OF THE BOARD OF DIRECTORS OF
THE ROYAL CHILDREN'S HOSPITAL****1. Appointment Arrangements**

The appointments are part-time.

2. Functions of the Board of Directors

The functions and powers of the board of a public health service and the matters to which the board must have regard in performing its functions and exercising its powers are specified in section 65S of the **Health Services Act 1988**.

3. Termination Arrangements

Under section 65V(1) of the Act a director may resign by writing, signed by that person and delivered to the Governor in Council.

Under section 65V(2) of the Act the Governor in Council, on the recommendation of the Minister, may remove a director of a board from office.

4. Payment of Expenses Incurred in Holding Office

Under section 65U(3) of the Act, a director is entitled to be paid such remuneration as is specified in the instrument of appointment and reasonable expenses incurred in holding office as a director of the board.

Reasonable expenses will be paid to the chairperson and all members of the board of directors of The Royal Children's Hospital in accordance with the *Guidelines for the Provision of Allowances for Travelling and Personal Expenses in the Victorian Public Service*.

5. Superannuation Obligations

Superannuation contributions will be paid by The Royal Children's Hospital in accordance with the Commonwealth **Superannuation Guarantee Act 1992**.

6. Leave Arrangements

There are no leave provisions for these part-time statutory positions.

7. Prior Service

Not applicable.

Health Services Act 1988

SCHEDULE B

**ADDITIONAL TERMS AND CONDITIONS OF APPOINTMENT OF THE
CHAIRPERSON AND MEMBERS OF THE BOARD OF DIRECTORS OF
THE ROYAL WOMEN'S HOSPITAL**

1. Appointment Arrangements

The appointments are part-time.

2. Functions of the Board of Directors

The functions and powers of the board of a public health service and the matters to which the board must have regard in performing its functions and exercising its powers are specified in section 65S of the **Health Services Act 1988**.

3. Termination Arrangements

Under section 65V(1) of the Act a director may resign by writing, signed by that person and delivered to the Governor in Council.

Under section 65V(2) of the Act the Governor in Council, on the recommendation of the Minister, may remove a director of a board from office.

4. Payment of Expenses Incurred in Holding Office

Under section 65U(3) of the Act, a director is entitled to be paid such remuneration as is specified in the instrument of appointment and reasonable expenses incurred in holding office as a director of the board.

Reasonable expenses will be paid to the chairperson and all members of the board of directors of The Royal Women's Hospital in accordance with the *Guidelines for the Provision of Allowances for Travelling and Personal Expenses in the Victorian Public Service*; and

5. Superannuation Obligations

Superannuation contributions will be paid by The Royal Women's Hospital in accordance with the Commonwealth's **Superannuation Guarantee Act 1992**.

6. Leave Arrangements

There are no leave provisions for these part-time statutory positions.

7. Prior Service

Not applicable.

SCHEDULE C**BY-LAWS OF THE ROYAL CHILDREN'S HOSPITAL****1. Incorporation**

- 1.1 The Royal Children's Hospital is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of The Royal Children's Hospital

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of The Royal Children's Hospital

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**The Hospital**” means The Royal Children's Hospital, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Hospital is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Hospital as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Hospital strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Hospital; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Hospital's assets or activities.
- 4.3 The Hospital must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.
- 5. Functions**
- 5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.
- 6. Board of Directors**
- 6.1 There shall be a Board of Directors (the Board) of the Hospital whose functions and composition are prescribed by the Act.
- 6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.
- 6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.
- 6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.
- 6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.
- 6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.
- 6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.
- 6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.
- 7. Chairperson**
- 7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.
- 8. Quorum**
- 8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.
- 9. Voting**
- 9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 10. Disclosure of Interest**
- 10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to
 - a) an employee or a class of employees of the Hospital; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Hospital by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Hospital.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Hospital unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.

14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.

15. Remuneration and Conditions – Executive and Senior Appointments

15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Hospital, the Board and the Hospital must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.2 The Board and the Hospital must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.

15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.

16. Committees

16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.

17. Board Committees

Finance Committee

17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.

Audit Committee

17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.

Quality Committee

17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.

17.4 The Quality Committee is to be responsible to the Board for ensuring that—

- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Hospital;
- b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
- c) the Hospital strives to continuously improve quality and foster innovation.

17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Hospital and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Hospital, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

Remuneration Committee

17.6 The Board must establish a Remuneration Committee and must specify the functions and provide for the membership of the Remuneration Committee.

Investment Committee

17.7 The Board must establish an Investment Committee and must specify the functions and provide for the membership of the Investment Committee.

17.8 Clause 24 of these by-laws outlines the power of the Hospital to invest money.

Intellectual Property Committee

17.9 The Board must establish an Intellectual Property Committee and must specify the functions and provide for the membership of the Intellectual Property Committee

18. Advisory Committees

18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.

18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.

18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.

18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.

18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.

18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

19.1 The Board may establish as many quality assurance committees for the Hospital as, in the opinion of the Board, are necessary or desirable to enable the Hospital to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.

19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:

- a) the assessment and evaluation of the quality of health services provided by the Hospital; and
- b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

19.3 In establishing a quality assurance committee, the Board must specify the –

- a) name of the committee;
- b) initial chairperson and initial members of the committee;
- c) rules of membership of the committee; and
- d) procedures to be followed by the committee.

19.4 The rules of membership for a quality assurance committee must make provision for –

- a) the qualifications for membership of the committee;
- b) the selection of a chairperson and members;
- c) the resignation of members;
- d) a record of the names of members; and
- e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Hospital may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Hospital desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Hospital desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Hospital in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Hospital must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Hospital must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Hospital must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Hospital may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Hospital must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

SCHEDULE D
BY-LAWS OF THE ROYAL WOMEN'S HOSPITAL

1. Incorporation

- 1.1 The Royal Women's Hospital is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of The Royal Women's Hospital

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of The Royal Women's Hospital

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**The Hospital**” means The Royal Women's Hospital, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Hospital is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Hospital as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Hospital strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Hospital; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Hospital's assets or activities.

4.3 The Hospital must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.

5. Functions

5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.

6. Board of Directors

6.1 There shall be a Board of Directors (the Board) of the Hospital whose functions and composition are prescribed by the Act.

6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.

6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.

6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.

6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.

6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.

6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.

6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.

7. Chairperson

7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.

8. Quorum

8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.

9. Voting

9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.

10. Disclosure of Interest

10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to
 - a) an employee or a class of employees of the Hospital; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Hospital by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Hospital.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Hospital unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.

14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.

15. Remuneration and Conditions – Executive and Senior Appointments

15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Hospital, the Board and the Hospital must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.2 The Board and the Hospital must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.

15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.

16. Committees

16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.

17. Board Committees

Finance Committee

17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.

Audit Committee

17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.

Quality Committee

17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.

17.4 The Quality Committee is to be responsible to the Board for ensuring that–

- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Hospital;
- b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
- c) the Hospital strives to continuously improve quality and foster innovation.

- 17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –
- a) to ensure that a comprehensive quality plan or strategy for the Hospital and its component parts is implemented and regularly reviewed; and
 - b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Hospital, quality assurance committees and such other persons or bodies as the Board thinks fit; and
 - c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

Remuneration Committee

- 17.6 The Board must establish a Remuneration Committee and must specify the functions and provide for the membership of the Remuneration Committee.

Investment Committee

- 17.7 The Board must establish an Investment Committee and must specify the functions and provide for the membership of the Investment Committee.

- 17.8 Clause 24 of these by-laws outlines the power of the Hospital to invest money.

Intellectual Property Committee

- 17.9 The Board must establish an Intellectual Property Committee and must specify the functions and provide for the membership of the Intellectual Property Committee

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.

- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.

- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.

- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.

- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.

- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Hospital as, in the opinion of the Board, are necessary or desirable to enable the Hospital to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.

- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:

- a) the assessment and evaluation of the quality of health services provided by the Hospital; and
- b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

19.3 In establishing a quality assurance committee, the Board must specify the –

- a) name of the committee;
- b) initial chairperson and initial members of the committee;
- c) rules of membership of the committee; and
- d) procedures to be followed by the committee.

19.4 The rules of membership for a quality assurance committee must make provision for –

- a) the qualifications for membership of the committee;
- b) the selection of a chairperson and members;
- c) the resignation of members;
- d) a record of the names of members; and
- e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Hospital may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Hospital desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Hospital desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Hospital in compliance with section 65ZF of the Act.

- 20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.
- 20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.
- 21. Statement of Priorities**
- 21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.
- 22. Annual Meeting**
- 22.1 The annual meeting of the Hospital must be convened in accordance with section 65ZG of the Act.
- 23. Annual Report**
- 23.1 The annual report of the Hospital must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.
- 24. Auditors**
- 24.1 The Hospital must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.
- 25. Investment**
- 25.1 The Hospital may invest money in any manner authorised by law for the time being for the investment of trust funds.
- 26. Amendment**
- 26.1 The Hospital must not –
- a) change its name
 - b) change its objects
 - c) make, amend or alter its By-laws
- without first obtaining the approval in writing of the Secretary under 24(1) of the Act.
- 26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

Health Services Act 1988
ALLOCATION OF PROPERTY RIGHTS AND LIABILITIES OF
WOMEN'S AND CHILDREN'S HEALTH TO THE ROYAL WOMEN'S HOSPITAL
AND THE ROYAL CHILDREN'S HOSPITAL

Order in Council

The Governor in Council, on the recommendation of the Minister for Health made under section 248 of the **Health Services Act 1988** ("the Act") and acting under section 248 of the Act by this Order –

1. Allocates such of the property, rights and liabilities of Women's and Children's Health (other than property, rights or liabilities under a trust to the extent that it is a trust as defined in section 3 of the Act in relation to Women's and Children's Health) to The Royal Women's Hospital as specified in the sub-clauses below:
 - 1.1 all property, rights and liabilities in and in relation to the land:
 - (a) as described and identified in item 1 of Schedule 1 to this Order; and
 - (b) any easement, licence or other interest in land in respect of the land described in (a);
 - 1.2 all property, rights and liabilities in respect of:
 - (i) all medical records and medical files in whatever format that relate to the treatment of patients solely at the Women's Hospital campus; and
 - (ii) all other records and files in whatever format that are physically located at the Women's Hospital campus;
 - 1.3 all property, rights and liabilities in respect of the bank accounts and investment accounts (if any) described in item 2 of Schedule 1 to this Order;
 - 1.4 all property, rights and liabilities in respect of the motor vehicles described in item 3 of Schedule 1 to this Order;
 - 1.5 all property, rights and liabilities in relation to any business name registered under the **Business Names Act 1962** in relation to Women's and Children's Health and used solely in connection with a business conducted at the Women's Hospital campus;
 - 1.6 all personal property (including, without limitation, records and files in whatever format) that is, immediately before the date of this Order, ordinarily located at or ordinarily used in connection with the operation of the Women's Hospital campus other than –
 - (a) personal property allocated under another sub-clause of clause 1 of this Order; and
 - (b) personal property described in item 4 of Schedule 1 to this Order;
 - 1.7 all property, rights and liabilities in and in relation to and under any agreement, lease, licence, permit or consent entered into by or granted to Women's and Children's Health that relate solely to the operation of or solely in respect of the Women's Hospital campus;
 - 1.8 all property, rights and liabilities in and in relation to the company trading as Royal Bank Health Recruitment (ACN 103 003 309);
 - 1.9 all other property, rights and liabilities of Women's and Children's Health which arise solely out of or solely in connection with the operation of the Women's Hospital campus.
2. Allocates such of the property, rights and liabilities of Women's and Children's Health (other than property, rights or liabilities under a trust to the extent that it is a trust as defined in section 3 of the Act in relation to Women's and Children's Health) to The Royal Children's Hospital as specified in the sub-clauses below:

- 2.1 all property, rights and liabilities in and in relation to the land:
 - (a) as described and identified in item 1 of Schedule 2 to this Order; and
 - (b) any easement, licence or other interest in land in respect of the land described in (a);
- 2.2 all property, rights and liabilities in respect of:
 - (i) all medical records and medical files in whatever format that relate to the treatment of patients solely at the Children's Hospital campus; and
 - (ii) all other records and files in whatever format that are physically located at the Children's Hospital campus;
- 2.3 all property, rights and liabilities in respect of the bank accounts and investment accounts (if any) described in item 2 of Schedule 2 to this Order;
- 2.4 all property, rights and liabilities in respect of the motor vehicles described in item 3 of Schedule 2 to this Order;
- 2.5 all property, rights and liabilities of Women's and Children's Health in and in relation to any business name registered under the **Business Names Act 1962** in relation to Women's and Children's Health and used solely in connection with a business conducted at the Children's Hospital campus;
- 2.6 all personal property (including, without limitation, records or files in whatever format) that is, immediately before the date of this Order, ordinarily located at or ordinarily used in connection with the operation of the Children's Hospital campus other than personal property allocated under another sub-clause of clause 2 of this Order;
- 2.7 all personal property described in item 4 of schedule 1 to this Order;
- 2.8 all property, rights and liabilities in and in relation to and under any agreement, lease, licence, permit or consent entered into by or granted to Women's and Children's Health that relate solely to the operation of or solely in respect of the Children's Hospital campus;
- 2.9 all property, rights and liabilities in and in relation to –
 - (i) the company known as Royal Children's Hospital Education Institute Ltd (ACN 006 927 233); and
 - (ii) the company known as Communities that Care Limited (ACN 089 300 765);
- 2.10 all other property, rights and liabilities of Women's and Children's Health whatsoever and wheresoever located.

DEFINITIONS AND INTERPRETATION

3. In this Order:
 - (a) the terms "property", "rights" and "liabilities" have the meaning given to them by section 244 of the Act;
 - (b) "personal property" includes, without limitation, a legal or equitable estate or interest (whether present or future and whether vested or contingent) in personal property of any description;
 - (c) the "Women's Hospital campus" means the campus of Women's and Children's Health located at Grattan Street Carlton and includes the premises whether owned, leased, licensed or otherwise occupied by Women's and Children's Health described as follows:
 - the premises within the area bounded by Grattan, Cardigan, Faraday and Swanston Streets Carlton;
 - Centre Against Sexual Assault located at 270 Cardigan Street Carlton;
 - Drug and Alcohol Services located at 264 Cardigan Street Carlton;

- Breastfeeding Education and Support Services (BESS) located at 3/234 Cardigan Street Carlton;
 - 35 Johnstone Street Broadmeadows (other than the mental health service located at 35 Johnstone Street, Broadmeadows);
 - the premises at 7/233 Cardigan Street Carlton;
- (d) the “Children’s Hospital campus” means the campus of Women’s and Children’s Health located at Flemington Road Parkville and includes the premises whether owned, leased, licensed or otherwise occupied by Women’s and Children’s Health described as follows:
- mental health service located at 35 Johnstone Street, Broadmeadows;
 - mental health service located at 117-129 Warringa Crescent Hoppers Crossing;
 - mental health service located at 22 Withers Street Sunshine;
 - Travencore mental health service located at 50 Flemington Street, Flemington;
 - mental health service (inpatient unit) located at Mavis Street Footscray;
 - Adolescent Forensic Health Service located at 90 Park Street Parkville;
 - Centre for Adolescent Health, William Buckland House located at the corner of Gatehouse Street and Flemington Road, Parkville;
- (e) a reference to each of The Royal Women’s Hospital and The Royal Children’s Hospital is a reference to a public health service established on 1 July 2004 by Order under section 248 of the Act.

This Order takes effect on 1 July 2004.

Dated 29 June 2004

Responsible Minister:
HON BRONWYN PIKE MP
Minister for Health

DIANE CASEY
Clerk of the Executive Council

SCHEDULE 1

PARTICULARS OF ALLOCATION OF PROPERTY RIGHTS AND LIABILITIES OF WOMEN’S AND CHILDREN’S HEALTH

ITEM 1 – LAND

Volume	Folio	Address
10755	657	Grattan Street Carlton
9513	610	224-254 Cardigan Street Carlton
9513	610	31-65 Dorrit Street Carlton
9513	610	264-270 Cardigan Street Carlton
8800	799, 800	127 Grattan Street Carlton
8800	798	141 Grattan Street Carlton
9513	610	96 Grattan Street Carlton

SCHEDULE 1**ITEM 2 – BANK AND INVESTMENT ACCOUNTS**

Account Number	Account Name	Bank
06 3010 1094 5584	Royal Women's Hospital Operating Account	Commonwealth Bank of Australia 367 Collins Street Melbourne

SCHEDULE 1**ITEM 3 – MOTOR VEHICLES**

Vehicle Rego Number	Cost Centre	Make	Body	Colour
QFB104	WO-C1870	Daewoo Nubira	Sedan	White
PSD026	WO-W6000	Toyota Camry	Sedan	White
PSD027	WO-W6000	Toyota Camry	Sedan	White
PSD029	WO-W6000	Toyota Camry	Sedan	White
PSD030	WO-W6000	Toyota Camry	Sedan	White
PSD031	WO-W6000	Toyota Camry	Sedan	White
QFB105	WO-W6000	Daewoo Nubira	Sedan	White
QFB106	WO-W6000	Daewoo Nubira	Sedan	White
QFB107	WO-W6000	Daewoo Nubira	Sedan	White
QFB108	WO-W6000	Daewoo Nubira	Sedan	White
SFJ809	WO-W3060	Mazda Tribute	Wagon	Black
QHT884	WO-E3700	Toyota Avalon	Sedan	White
PWG349	WS-34196	Hiace Commuter	Bus	White
RQW825	WS-34196	Toyota Commuter	Bus	White
SCU671	WO-K9700	Toyota Camry	Sedan	White
SCU672	WO-K9700	Toyota Camry	Sedan	White
RSD772	WF-48800	Subaru Outback	4WD	Blue Mica
NZM746	WF-48800	Mitsubishi Magna	Sedan	White

SCHEDULE 1**ITEM 4 – PERSONAL PROPERTY****(a) Computer Equipment**

Hospital	Location	Server Name/ Hardware	Make	Model	Asset Serial Number	Label	Used By
RWH	Server Farm	BETA	Compaq	Alpha DS20E	S310100301	IT04132	RCH/ RWH
RWH	Server Farm	HP3000	HP	3000 928LX	A1896A	IT04139	RCH
RWH	Server Farm	SIGMA	Compaq	Alpha DS20E	S310100298	IT04128	RCH

**SCHEDULE 1
ITEM 4
(b) Equipment**

TAG	DESCRIPTION	MAKE	MODEL	SERIAL NUMBER	SUPPLIER	LOCATION / ROOM NUMBER	ACQUISITION DATE	PURCHASE PRICE
ED45085	Sterilizing Unit Steam (Portable)	Sillex Australia	HC2D	13303	GALLAY SCIENTIFIC	MOMI 603B	1999	
BE12576	Balance Electronic - Analytical	A & D Mercury Pty Ltd	ER-182A	4701892		MOMI 642A		
BE12577	Balance Electronic - Top Loading	BrainWeigh	B500	10227		MOMI 642A		
W25458	CABINET BIOLOGICAL SAFETY CABINET BIOLOGICAL	CLEMCO	BHA 143C2	2089777		MOMI 642A		
	Fridge/Freezer	Kelvinator	C410F-R	15066176		MOMI 642A		
	pH meter	islet	KS723	8D02		MOMI 642A		
W32338	Ultra-Low Temperature Freezer	Forma Scientific	5284	81258-57		MOMI CORRIDOR NEXT TO ROOM 642A		
W34509	Ultra-Low Temperature Freezer	Forma Scientific	817	84370-382		MOMI CORRIDOR NEXT TO ROOM 642A		
	Freezer	Williams	SDK6	11198203		MOMI CORRIDOR NEXT TO ROOM 642A		
BE12569	Ultra-Low Temperature Freezer	Revco	ULT1786-5-WI	007K-473034OK		MOMI CORRIDOR NEXT TO ROOM 642A		
ED47361	CENTRIFUGE FLOOR ULTRAHIGH SPEED	BECKMAN INSTRUMENTS	L-80			MOMI M 06 155	1/12/82	\$75,000.00
	ICE MAKER MACHINE	SCOTSMAN	AF80			MOMI M 06 155		\$5,500.00
W32261	WATER PURIFICATION SYSTEM DEIONIZER	MILLIPORE	MILLIRO			MOMI M 06 155	1/07/94	\$10,000.00
W32262	WATER PURIFICATION SYSTEM DEIONIZER	MILLIPORE	MILLIRO			MOMI M 06 155	17/01/90	\$6,300.00
W32263	WASHING MACHINE DISHES INDUSTRIAL - controller	MIELE	G7748, G7735	297188		MOMI M 06 155	1/07/89	\$13,333.33
W32264	WASHING MACHINE DISHES INDUSTRIAL	MIELE	G775			MOMI M 06 155	30/06/92	\$13,333.33
W32265	TRANSILLUMINATOR	SPECTROLINE	TR-302			MOMI M 06 155		
W35549	SHAKER LABORATORY	NEW BRUNSWICK	G25			MOMI M 06 155	3/09/86	\$9,000.00
W41763	Fridge/Freezer	Westinghouse	RES21T-R	2375055		MOMI M 06 155		
	PUMP FOR WATER PURIFICATION SYSTEM DEIONIZER					MOMI M 06 155		
BE12573	Centrifuge Tabletop Micro-Sample	Eppendorf	5415C	5415 B 42747		MOMI M 06 156		
W31852	PLATE HOT	IEC	209-1			MOMI M 06 156		
W32319	MIXER VORTEX	LAB-LINE INSTRUMENTS				MOMI M 06 156		
W32322	STIRRER	CHILTERN SCIENTIFIC	MM21	8 11		MOMI M 06 156		
	CABINET FLAMMABLE STORAGE	PRATT SAFETY SYSTEMS	40 LITRE			MOMI M 06 156		
	PACKAGE SEALER	VENUS	E821 63(S)	33932		MOMI M 06 156		
BE12562	Centrifuge Tabletop Micro-Sample	Abbott	75003530/02	244402		MOMI M 06 158		
BE12564	STERILIZING UNIT DRY HEAT	Eppendorf	5415C	(5415) 28037		MOMI M 06 158		
BE12566	Incubator: Aerobic	GFL	7601	4632909		MOMI M 06 158	1/01/97	\$1,850.00
BE12567	Incubator: Aerobic	Clayson	IG 400T	98108		MOMI M 06 158		
BE13403	Centrifuge Tabletop Refrigerated	Beckman	ALLEGRA 25R	AJD01K016		MOMI M 06 158		
W31856	SHAKER PLATE	AMERSHAM	ZMD 201	15688		MOMI M 06 158		
W32313	WATERBATH	RATEK				MOMI M 06 158		
W32859	OVEN MICROWAVE	SHARP	CAROUSEL			MOMI M 06 158		
W32984	PRINTER LASER	EPSON	EPL4000	4670001793		MOMI M 06 158	2/09/92	\$1,219.20

W40012	DNA Thermal Cycler	CORBETT RESEARCH	FTS960	7211		MOMI	M 06 158	
W40879	DNA Thermal Cycler	CORBETT RESEARCH	FTS960	7150		MOMI	M 06 158	
W41552	DNA Thermal Cycler	CORBETT RESEARCH	FTS960	7809		MOMI	M 06 158	
W41554	WASHER CELL	BIO-RAD LABORATORIES	8070-03	204083		MOMI	M 06 158	\$8,000.00
W41563	PHOTOMETRIC MICROPLATE READER	DYNATECID	MUREX	2 CXA1-393		MOMI	M 06 158	\$9,500.00
WBE4821	DNA Thermal Cycler	Roche	LightCycler	1400412		MOMI	M 06 158	\$100,000.00
	CABINET FLAMMABLE STORAGE	PRATT SAFETY SYSTEMS	60 LITRE			MOMI	M 06 158	
	DNA Thermal Cycler	Roche	LightCycler	1402235		MOMI	M 06 158	\$100,000.00
	ELECTROPHORESIS CELL	BIORAD	SUB-CELL GT			MOMI	M 06 158	
	GEL DOCUMENTATION SYSTEM	SYNGENE	GENEGENIUS			MOMI	M 06 158	
	GENETIC ANALYSIS SYSTEM	BECKMAN COULTER	CEQ 8000	3066937		MOMI	M 06 158	
	MIXER ROLLER	THERMOLYNE	MAX-MIX III	65800		MOMI	M 06 158	
	MONITOR COMPUTER	COMPAQ	SS00 PE1112	948BB48HMD06		MOMI	M 06 158	
	PHOTOCOPIER	XEROX	ABLE 3120	303867		MOMI	M 06 158	
	SPECTROPHOTOMETER	BIOCHROM	GENEQUANT PRO			MOMI	M 06 158	
W32323	Fridge	Westinghouse	FREEZAMATE 301	nil visible		MOMI	M 06 158 / MAIN CORRIDOR	
BE12574	Centrifuge Tabletop Low Speed	Sigma	4-15	54743		MOMI	M 06 166	
BE12575	Incubator Aerobic	Scientronic	HB 900	900306		MOMI	M 06 166	
AF00133	CENTRIFUGE TABLETOP MICRO-SAMPLE	SIGMA	1-15	96994		MOMI	M 06 166	\$2,150.00
ED42807	Fridge	SIGMA	1-15	96995		MOMI	M 06 166	\$2,150.00
W25460	CABINET BIOLOGICAL SAFETY CABINET BIOLOGICAL	Westinghouse	342	BN004086		MOMI	M 06 166	
W27606	Freezer	SEMAIL	BSC1200C2	419		MOMI	M 06 166	
W32094	OVEN MICROWAVE	SHARP	F360T	318B		MOMI	M 06 166	
W32366	ANALYZER	INNOVONICS	GENE MACHINE			MOMI	M 06 166	
W40561	MIXER VORTEX	RATEK				MOMI	M 06 166	
	ANALYZER	ROCHE DIAGNOSTICS	MagNA Pure LC			MOMI	M 06 166	\$150,000.00
	HEATING BLOCK	RATEK	DBH10	112011727		MOMI	M 06 166	

SCHEDULE 1
ITEM 4
(c) Equipment

TAG	ASSET NUMBER DESCRIPTION	MAKE	MODEL	SERIAL NUMBER	SUPPLIER	LOCATION	OWNER	ROOM NUMBER	ACQUISITION DATE	PURCHASE PRICE COMMENTS
BE13773	40944 Centrifuge Tabletop Low Speed	Juani	CP-12	29504128	ANY	ANDY	8 06 004	30/06/1995	\$9 313.53	W40944
BE13774	Centrifuge Tabletop Micro Samples	Hermle	Z160M	116907003	ANY	ANDY	8 06 004			
BE13775	Centrifuge Tabletop Micro Samples	Hermle	Z160M	116907006	ANY	ANDY	8 06 004			
BE13776	Incubator Anabolic	SEM	GLCL	166907149	ANY	ANDY	8 06 004			W33311 RESEARCH USE
BE13777	Incubator Anabolic (Optical Mixer)	Rink	OM10S	OM169	ANY	ANDY	8 06 004		\$2 833.33	W22769
ED46847	Freezer	Westinghouse	RP-252S-R'6	11407412	ANY	ANDY	8 06 004			
ED46848	Freezer	Westinghouse	RP-252S-R'6	11407412	ANY	ANDY	8 06 004			
W32182	Bio-Fluorimeter - Top Loading	Olympus	BM-10	2446850	ANY	ANDY	8 06 004		\$3 000.00	
W31710	31710 Microscope Laboratory Light	Leitz	Leitlux K	512792027148	ANY	ANDY	8 06 012		\$5 333.33	
W31711	31717 Ultra Low Temperature Freezer	Leitz	AL-39	81173174	ANY	ANDY	8 06 012		\$10 833.33	
W31712	31720 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK A
W31721	31721 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK B
W31722	31722 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK C
W31723	31723 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK D
W31724	31724 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK E
W31725	31725 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 012		\$1 416.67	TANK F
W35978	35978 Microscope Laboratory Light	Leitz	Leitlux K	512792027148	ANY	ANDY	8 06 004		\$1 416.67	TANK G
W35984	35984 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 004		\$1 416.67	TANK H
W35985	35985 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 004		\$1 416.67	TANK I
W35986	35986 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 004		\$1 416.67	TANK J
W35987	35987 CONTAINER CRYOBIOLOGICAL STORAGE	ANY	AL-39	21288	ANY	ANDY	8 06 004		\$1 416.67	TANK K
W40514	40514 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	27/21/1996	\$2 000.00	TANK L
W40515	40515 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	27/21/1996	\$2 000.00	TANK M
W43081	43081 109724 WATER PURIFICATION SYSTEM DEIONIZER	MILLIPORE	RDS 5	FRAM340A	ANY	ANDY	8 06 004	28/09/1989	\$5 686.00	INCLUDES MILLIPORE RESERVOIR MODEL TANK PEDIG SERIAL FROM1355
W43113	43113 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK N
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK O
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK P
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK Q
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK R
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK S
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK T
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK U
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK V
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK W
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK X
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK Y
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK Z
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AA
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AB
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AC
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AD
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AE
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AF
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AG
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AH
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AI
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AJ
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AK
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AL
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AM
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AN
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AO
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AP
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AQ
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AR
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AS
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AT
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AU
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AV
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AW
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AX
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AY
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK AZ
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BA
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BB
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BC
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BD
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BE
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BF
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BG
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BH
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BI
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BJ
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BK
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BL
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BM
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BN
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BO
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BP
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BQ
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BR
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BS
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BT
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BU
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BV
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BV
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BV
W43414	43414 CONTAINER CRYOBIOLOGICAL STORAGE	TAYLOR WHARTON	39HC	50101142	ANY	ANDY	8 06 004	31/07/1995	\$2 000.00	TANK BV
W43414	43									

SCHEDULE 2
PARTICULARS OF ALLOCATION OF PROPERTY RIGHTS AND LIABILITIES OF
WOMEN'S AND CHILDREN'S HEALTH

ITEM 1 – LAND

Volume	Folio	Address
8152	846	151 Flemington Road North Melbourne
8424	663	155 Flemington Road North Melbourne
8459	492	157 Flemington Road North Melbourne
8766	081	159 Flemington Road North Melbourne
7417	334	2-4 Gatehouse Street Parkville
8933	533	6 Gatehouse Street Parkville
8721	075	8 Gatehouse St Parkville
8735	450	12-18 Gatehouse Street Parkville
9646	861	12-18 Gatehouse Street Parkville
789	787	22 Gatehouse Street Parkville
9679	772	24-32 Gatehouse Street Parkville
1548	576	34 Gatehouse Street Parkville
10099	632	56 Chapman Street North Melbourne
10099	716, 756	93/133, 163-171 Flemington Road North Melbourne
8336	277	931 Ocean Court Golden Beach
9421	055	116 Rennie Street Coburg

SCHEDULE 2

ITEM 2 – BANK AND INVESTMENT ACCOUNTS

Account Number	Account Name	Bank
06 3010 1094 5576	Royal Children's Hospital Operating Account	Commonwealth Bank of Australia 367 Collins Street Melbourne
06 3000 1042 1348	Women's and Children's Health Operating Account	Commonwealth Bank of Australia 367 Collins Street Melbourne
06 3010 1088 2253	Women's and Children's Health Payroll Account	Commonwealth Bank of Australia 367 Collins Street Melbourne

SCHEDULE 2
ITEM 3 – MOTOR VEHICLES

Vehicle Rego Number	Cost Centre	Make	Body	Colour
POM995	CO-W0040	Toyota Camry	Sedan	Red
POM996	CO-W0040	Toyota Camry	Sedan	White
PPS820	CO-W0040	Toyota Camry	Sedan	Silver
PQU020	CO-W0020	Toyota Camry	Sedan	Red
PWG348	CO-W0040	Toyota Camry	Sedan	White
QAC122	CO-W0040	Toyota Camry	Sedan	Emerald
QOM177	CO-W0060	Toyota Camry	Sedan	Blue
RCP626	CO-W0050	Toyota Camry	Sedan	Light Green
RNY495	CO-J8800	Toyota Corolla	Sedan	White
RUJ400	CO-J8800	Toyota Camry	Sedan	White
QPY845	CO-J8800	Toyota Camry	Sedan	White
QPY854	CO-J8800	Toyota Camry	Sedan	White
REP959	CO-J8800	Toyota Camry	Sedan	White
REP960	CO-J8800	Toyota Corolla	Sedan	White
QOE307	CO-J8800	Holden Commodore	Sedan	Red
ROM797	CO-G2000	Holden Statesman	Sedan	Quicksilver
RZE107	CO-G2000	Ford Fairmont	Sedan	Grey
FLA862	CO-W8480	Kubota	Tractor	Red
PWG336	CO-W8420	Toyota Hiace	Bus	White
RTO124	CO-W8420	Mitsubishi Magna	Sedan	Kashmir
QTY567	CO-W8510	Mitsubishi Magna	Sedan	Blue
RIN102	CO-W8510	TH Magna	Sedan	Blue
RIN103	CO-W8530	Magna Exec	Sedan	Blue
RIN104	CO-W8470	Magna Exec	Sedan	Kashmir
RIN105	CO-W8530	Magna Exec	Sedan	Sable
RIN106	CO-W8530	Magna Exec	Sedan	Green
RIN107	CO-W8440	Magna Exec	Sedan	Blue
RIN108	CO-W8520	Magna Exec	Sedan	Red
RIN109	CO-W8460	Magna Exec	Sedan	Blue
RIN110	CO-W8440	Magna Exec	Sedan	Blue
RIN144	CO-W8480	Magna Exec	Sedan	Blue
RIN145	CO-W8480	TH Magna	Sedan	Blue
RIN470	CO-W8480	Toyota Avalon	Sedan	Red
RIN473	CO-W8480	Toyota Avalon	Sedan	Red
RCP832	KO-X9000	Toyota Camry	Sedan	Silver
RTO217	KO-X1000	Holden Berlina	S/Wagon	Blue
RSN861	KO-X2000	Toyota Hi-Lux	Sedan	Silver

Vehicle Rego Number	Cost Centre	Make	Body	Colour
RZG267	KO-X1000	Toyota Conquest	Sedan	White
SGX742	KO-X0010	Holden Commodore	S/Wagon	White
ROM815	KO-X4800	Holden Berlina	Sedan	Vesper Blue
RTO068	KO-X3300	Holden Berlina	Sedan	Silver
RSX954	KO-X0530	Subaru Outback	S/Wagon	White
PPJ669	KO-X4100	Isuzu	Truck	White
RNW604	KO-X4100	Toyota Hiace	Van	White
NEC119	KO-X3700	Mazda LW	Van	White
SBP572	KO-X0950	Mazda MPV	Van	Blue
SAR882	KO-X0950	Ford Falcon	S/Wagon	White
RNH622	PW45702	Volkswagon Golf	Hatch	Blue
SRY117	CF-45864	Holden Commodore	Wagon	Red
RJH860	CF-45864	Mazda Tribute	Wagon	Silver
OKR735	CF-48710	Mazda Eunos	Sedan	White

Health Services Act 1988
TRUSTS IN RELATION TO WOMEN'S AND CHILDREN'S HEALTH

Order in Council

This Order is made under section 266 of the **Health Services Act 1988** (the Act).

The Governor in Council, on the recommendation of the Minister for Health, designates the agency listed in column A of the following table as the successor of Women's and Children's Health (the transferring agency) for the purposes of the class or category of trust in relation to Women's and Children's Health (including its former agencies) specified in the corresponding row of column B of the table:

A – Successor agency (established as a public health service on 1 July 2004 by Order under section 248 of the Act)	B – Class or Category of Trust in relation to Women's and Children's Health
The Royal Children's Hospital	A trust created on or after 1 July 2000 for the specific purposes of a campus of Women's and Children's Health that was known or formerly known as the Royal Children's Hospital.
The Royal Children's Hospital	A trust created on or after 1 August 1995 and prior to 1 July 2000 for the specific purposes of a campus of the Women's and Children's Health Care Network that was known or formerly known as the Royal Children's Hospital.
The Royal Children's Hospital	A trust created at any time before 1 August 1995 for the specific purposes of, or in relation to, the Royal Children's Hospital.
The Royal Children's Hospital	A trust created at any time before 1 August 1995 for the specific purposes of, or in relation to, the Children's Hospital.
The Royal Children's Hospital	A trust created at any time before 1 August 1995 for the specific purposes of, or in relation to, The Children's Hospital.
The Royal Women's Hospital	A trust created on or after 1 July 2000 for the specific purposes of a campus of Women's and Children's Health that was known or formerly known as The Royal Women's Hospital.
The Royal Women's Hospital	A trust created on or after 1 August 1995 and prior to 1 July 2000 for the specific purposes of a campus of the Women's and Children's Health Care Network that was known or formerly known as The Royal Women's Hospital.
The Royal Women's Hospital	A trust created at any time before 1 August 1995 for the specific purposes of, or in relation to, The Royal Women's Hospital.
The Royal Women's Hospital	A trust created at any time before 1 August 1995 for the specific purposes of, or in relation to, The Women's Hospital.

Without limiting the generality of this Order, a reference in this Order to a trust for the specific purposes of a campus of Women's and Children's Health or the Women's and Children's Health Care Network includes –

1. a trust –
 - a) in which a campus or part of a campus is identified (whether by name, place or other manner) in the trust instrument; or
 - b) which is capable of being applied solely in relation to the campus or part of the campus; or

2. a trust for the purposes of a campus or part of a campus which is otherwise identifiable; or
3. a trust which is for the purposes of, or can be applied in relation to, teaching or research (including facilities or equipment for the purposes of that teaching or research) that was of a kind undertaken by Women's and Children's Health or the Women's and Children's Health Care Network solely or principally at that campus.

The effective date of this Order is 1 July 2004.

Dated 29 June 2004

Responsible Minister:
HON BRONWYN PIKE MP
Minister for Health

DIANE CASEY
Clerk of the Executive Council

Mental Health Act 1986

REVOCATION OF THE PROCLAMATION
OF WOMEN'S AND CHILDREN'S HEALTH

I, John Landy, Governor of Victoria, with the advice of the Executive Council and under section 94 of the **Mental Health Act 1986**, fix 1 July 2004 as the day on which the proclamation made by the Governor in Council on 28 June 2000 of Women's and Children's Health as an approved mental health service known as "Women's and Children's Health" under section 94(1)(b) of the **Mental Health Act 1986**, is revoked.

Given under my hand and the seal of
Victoria on the 29th June 2004.

(L.S.) JOHN LANDY
Governor
By His Excellency's Command

BRONWYN PIKE
Minister for Health

Mental Health Act 1986

PROCLAMATION OF THE ROYAL
CHILDREN'S HOSPITAL

I, John Landy, Governor of Victoria, with the advice of the Executive Council and under section 94(1)(b) of the **Mental Health Act 1986**, fix 1 July 2004 as the day on which The Royal Children's Hospital is proclaimed to be an approved mental health service known as "The Royal Children's Hospital".

Given under my hand and the seal of
Victoria on the 29th June 2004.

(L.S.) JOHN LANDY
Governor
By His Excellency's Command

BRONWYN PIKE
Minister for Health

Health Services Act 1988

BY-LAWS OF PUBLIC HEALTH SERVICES ESTABLISHED ON 1 JULY 2004

Order in Council

The Governor in Council, on the recommendation of the Minister for Health, specifies under section 241 of the **Health Services Act 1988**:

- (a) the by-laws in schedule 1 to this Order to be the by-laws (including the core objects) of Ballarat Health Services;
- (b) the by-laws in schedule 2 to this Order to be the by-laws (including the core objects) of Barwon Health;
- (c) the by-laws in schedule 3 to this Order to be the by-laws (including the core objects) of Bendigo Health Care Group;
- (d) the by-laws in schedule 4 to this Order to be the by-laws (including the core objects) of Goulburn Valley Health;
- (e) the by-laws in schedule 5 to this Order to be the by-laws (including the core objects) of Latrobe Regional Hospital.

In this Order:

- “Ballarat Health Services” means the body that becomes a public health service under the Act on 1 July 2004;
- “Barwon Health” means the body that becomes a public health service under the Act on 1 July 2004;
- “Bendigo Health Care Group” means the body that becomes a public health service under the Act on 1 July 2004;
- “Goulburn Valley Health” means the body that becomes a public health service under the Act on 1 July 2004; and
- “Latrobe Regional Hospital” means the body that becomes a public health service under the Act on 1 July 2004.

This Order takes effect on 1 July 2004.

Dated: 29 June 2004

Responsible Minister:
HON BRONWYN PIKE MP
Minister for Health

DIANE CASEY
Clerk of the Executive Council

SCHEDULE 1
BY-LAWS OF BALLARAT HEALTH SERVICES

1. Incorporation

- 1.1 Ballarat Health Services is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**the Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of Ballarat Health Services

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of Ballarat Health Services

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**the Service**” means Ballarat Health Services, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Service is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Service as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Service strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Service; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Service's assets or activities.
- 4.3 The Service must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.
- 5. Functions**
- 5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.
- 6. Board of Directors**
- 6.1 There shall be a Board of Directors (the Board) of the Service whose functions and composition are prescribed by the Act.
- 6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.
- 6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.
- 6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.
- 6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.
- 6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.
- 6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.
- 6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.
- 7. Chairperson**
- 7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.
- 8. Quorum**
- 8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.
- 9. Voting**
- 9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 10. Disclosure of Interest**
- 10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to
 - a) an employee or a class of employees of the Service; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Service by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Service.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Service unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

- 14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.
- 14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.
- 15. Remuneration and Conditions – Executive and Senior Appointments**
- 15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Service, the Board and the Service must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.
- 15.2 The Board and the Service must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.
- 15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.
- 15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.
- 16. Committees**
- 16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.
- 17. Board Committees**
- Finance Committee**
- 17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.
- Audit Committee**
- 17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.
- Quality Committee**
- 17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.
- 17.4 The Quality Committee is to be responsible to the Board for ensuring that—
- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Service;
 - b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
 - c) the Service strives to continuously improve quality and foster innovation.
- 17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Service, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.
- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.
- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Service as, in the opinion of the Board, are necessary or desirable to enable the Service to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.
- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:
- a) the assessment and evaluation of the quality of health services provided by the Service; and
 - b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

- 19.3 In establishing a quality assurance committee, the Board must specify the –
- a) name of the committee;
 - b) initial chairperson and initial members of the committee;
 - c) rules of membership of the committee; and
 - d) procedures to be followed by the committee.
- 19.4 The rules of membership for a quality assurance committee must make provision for –
- a) the qualifications for membership of the committee;
 - b) the selection of a chairperson and members;
 - c) the resignation of members;
 - d) a record of the names of members; and
 - e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Service may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Service desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Service desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Service in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Service must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Service must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Service must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Service may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Service must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

SCHEDULE 2
BY-LAWS OF BARWON HEALTH

1. Incorporation

- 1.1 Barwon Health is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**the Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of Barwon Health

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of Barwon Health

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**the Service**” means Barwon Health, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –

- a) words in the singular include the plural; and
- b) words in the plural include the singular; and
- c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Service is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.

- 4.2 The other objects of the Service as a public health service are to:

- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
- b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
- c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
- d) ensure that the Service strives to continuously improve quality and foster innovation;
- e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
- f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Service; and
- g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
- h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Service's assets or activities.

4.3 The Service must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.

5. Functions

5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.

6. Board of Directors

6.1 There shall be a Board of Directors (the Board) of the Service whose functions and composition are prescribed by the Act.

6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.

6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.

6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.

6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.

6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.

6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.

6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.

7. Chairperson

7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.

8. Quorum

8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.

9. Voting

9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.

10. Disclosure of Interest

10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to —
 - a) an employee or a class of employees of the Service; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Service by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Service.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Service unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.

14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.

15. Remuneration and Conditions – Executive and Senior Appointments

15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Service, the Board and the Service must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.2 The Board and the Service must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.

15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.

16. Committees

16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.

17. Board Committees

Finance Committee

17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.

Audit Committee

17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.

Quality Committee

17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.

17.4 The Quality Committee is to be responsible to the Board for ensuring that–

- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Service;
- b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
- c) the Service strives to continuously improve quality and foster innovation.

17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Service, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.
- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.
- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Service as, in the opinion of the Board, are necessary or desirable to enable the Service to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.
- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:
 - a) the assessment and evaluation of the quality of health services provided by the Service; and
 - b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

- 19.3 In establishing a quality assurance committee, the Board must specify the –
 - a) name of the committee;
 - b) initial chairperson and initial members of the committee;
 - c) rules of membership of the committee; and
 - d) procedures to be followed by the committee.
- 19.4 The rules of membership for a quality assurance committee must make provision for –
 - a) the qualifications for membership of the committee;
 - b) the selection of a chairperson and members;
 - c) the resignation of members;
 - d) a record of the names of members; and
 - e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Service may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Service desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Service desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Service in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Service must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Service must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Service must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Service may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Service must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

SCHEDULE 3**BY-LAWS OF BENDIGO HEALTH CARE GROUP****1. Incorporation**

- 1.1 Bendigo Health Care Group is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**the Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of Bendigo Health Care Group

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of Bendigo Health Care Group

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**the Service**” means Bendigo Health Care Group, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Service is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Service as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Service strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Service; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Service's assets or activities.
- 4.3 The Service must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.
- 5. Functions**
- 5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.
- 6. Board of Directors**
- 6.1 There shall be a Board of Directors (the Board) of the Service whose functions and composition are prescribed by the Act.
- 6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.
- 6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.
- 6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.
- 6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.
- 6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.
- 6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.
- 6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.
- 7. Chairperson**
- 7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.
- 8. Quorum**
- 8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.
- 9. Voting**
- 9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 10. Disclosure of Interest**
- 10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to
 - a) an employee or a class of employees of the Service; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Service by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Service.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Service unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.

14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.

15. Remuneration and Conditions – Executive and Senior Appointments

15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Service, the Board and the Service must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.2 The Board and the Service must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.

15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.

16. Committees

16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.

17. Board Committees

Finance Committee

17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.

Audit Committee

17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.

Quality Committee

17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.

17.4 The Quality Committee is to be responsible to the Board for ensuring that—

- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Service;
- b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
- c) the Service strives to continuously improve quality and foster innovation.

17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Service, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.
- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.
- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Service as, in the opinion of the Board, are necessary or desirable to enable the Service to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.
- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:
- a) the assessment and evaluation of the quality of health services provided by the Service; and
 - b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

- 19.3 In establishing a quality assurance committee, the Board must specify the –
- a) name of the committee;
 - b) initial chairperson and initial members of the committee;
 - c) rules of membership of the committee; and
 - d) procedures to be followed by the committee.
- 19.4 The rules of membership for a quality assurance committee must make provision for –
- a) the qualifications for membership of the committee;
 - b) the selection of a chairperson and members;
 - c) the resignation of members;
 - d) a record of the names of members; and
 - e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Service may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Service desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Service desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Service in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Service must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Service must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Service must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Service may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Service must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

SCHEDULE 4
BY-LAWS OF GOULBURN VALLEY HEALTH

1. Incorporation

- 1.1 Goulburn Valley Health is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**the Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of Goulburn Valley Health

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of Goulburn Valley Health

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**the Service**” means Goulburn Valley Health, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Service is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Service as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Service strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Service; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Service's assets or activities.

4.3 The Service must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.

5. Functions

5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.

6. Board of Directors

6.1 There shall be a Board of Directors (the Board) of the Service whose functions and composition are prescribed by the Act.

6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.

6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.

6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.

6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.

6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.

6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.

6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.

7. Chairperson

7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.

8. Quorum

8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.

9. Voting

9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.

10. Disclosure of Interest

10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to —
 - a) an employee or a class of employees of the Service; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Service by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Service.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Service unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.

14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.

15. Remuneration and Conditions – Executive and Senior Appointments

15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Service, the Board and the Service must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.2 The Board and the Service must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.

15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.

15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.

16. Committees

16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.

17. Board Committees

Finance Committee

17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.

Audit Committee

17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.

Quality Committee

17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.

17.4 The Quality Committee is to be responsible to the Board for ensuring that–

- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Service;
- b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
- c) the Service strives to continuously improve quality and foster innovation.

17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Service, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.
- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.
- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Service as, in the opinion of the Board, are necessary or desirable to enable the Service to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.
- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:
 - a) the assessment and evaluation of the quality of health services provided by the Service; and
 - b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

- 19.3 In establishing a quality assurance committee, the Board must specify the –
 - a) name of the committee;
 - b) initial chairperson and initial members of the committee;
 - c) rules of membership of the committee; and
 - d) procedures to be followed by the committee.
- 19.4 The rules of membership for a quality assurance committee must make provision for –
 - a) the qualifications for membership of the committee;
 - b) the selection of a chairperson and members;
 - c) the resignation of members;
 - d) a record of the names of members; and
 - e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Service may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Service desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Service desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Service in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Service must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Service must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Service must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Service may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Service must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

SCHEDULE 5
BY-LAWS OF LATROBE REGIONAL HOSPITAL

1. Incorporation

- 1.1 Latrobe Regional Hospital is incorporated pursuant to the provisions of the **Health Services Act 1988** (as amended) and is a public health service capable of doing and suffering all things which bodies corporate may by law do or suffer.

2. Definitions

- 2.1 In these By-laws:

“**the Act**” means the **Health Services Act 1988** (as amended)

“**Board**” means the Board of Directors of Latrobe Regional Hospital

“**Chief Executive Officer**” means the person holding the position of Chief Executive Officer of Latrobe Regional Hospital

“**Committee**” means a committee established under these By-laws

“**Department**” means the Department of Human Services

“**Director**” means a Director of the Board and includes the chairperson of the Board

“**Minister**” means the Minister for Health

“**Secretary**” means the Secretary to the Department of Human Services

“**the Service**” means Latrobe Regional Hospital, established under the Act as a public health service.

3. Interpretation

- 3.1 In these By-laws, unless the contrary intention appears –
- a) words in the singular include the plural; and
 - b) words in the plural include the singular; and
 - c) words importing a gender include every other gender.

4. Objects

- 4.1 The core object of the Service is to provide public health services in accordance with the principles established as guidelines for the delivery of public hospital services in Victoria under section 17AA of the Act.
- 4.2 The other objects of the Service as a public health service are to:
- a) provide high quality health services to the community which aim to meet community needs effectively and efficiently;
 - b) integrate care as needed across service boundaries in order to achieve continuity of care and promote the most appropriate level of care to meet the needs of individuals;
 - c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
 - d) ensure that the Service strives to continuously improve quality and foster innovation;
 - e) support a broad range of high quality health research to contribute to new knowledge and to take advantage of knowledge gained elsewhere;
 - f) operate in a business like manner which maximises efficiency, effectiveness and cost effectiveness and ensures the financial viability of the Service; and
 - g) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
 - h) operate a public health service as authorised by or under the Act; and

- i) carry out any other activities that may be conveniently carried out in connection with the operation of a public health service or calculated to make more efficient any of the Service's assets or activities.

4.3 The Service must not do or suffer anything to be done which is inconsistent with its objects or is not otherwise authorised by or under the Act or these By-laws.

5. Functions

5.1 The functions of the Board, and the matters that it must have regard to, are as prescribed by s 65S of the Act.

6. Board of Directors

6.1 There shall be a Board of Directors (the Board) of the Service whose functions and composition are prescribed by the Act.

6.2 Directors of the Board shall be appointed by the Governor in Council on the recommendation of the Minister for Health.

6.3 Subject to these By-laws, the procedure of the Board shall at all times be in the discretion of the Board to determine.

6.4 The Board shall meet not less than 6 times a year. Without limiting the discretion of the Board to regulate meetings of the Directors, the Directors may meet by telephone, closed circuit television, via the Internet or any other electronic means of audio or audio-visual communication.

6.5 Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a meeting shall be deemed to have been passed at a meeting of the Directors held on the day on which, and at the time at which the meeting was held but shall be ratified at the next Board meeting at which the Directors are present together in one place.

6.6 A Director present at the commencement of the meeting will be conclusively presumed to have been present, and subject to other provisions of these By-laws, to have formed part of the quorum throughout the meeting.

6.7 Any minutes of a meeting of the type referred to in these By-laws purporting to be signed by the Chairperson will be sufficient evidence of the observance of all necessary formalities regarding convening and conduct of the meeting.

6.8 When under the By-laws a resolution is deemed to be passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairperson provided that a least one of the Directors that took part in the meeting was at such place for the duration of the meeting.

7. Chairperson

7.1 The Chairperson of the Board shall be appointed by the Governor in Council, on the recommendation of the Minister for Health.

8. Quorum

8.1 Where the Board consists of six Directors, three Directors shall constitute a quorum. Where the Board consists of more than six Directors, four Directors shall constitute a quorum.

9. Voting

9.1 Voting shall be by a majority of votes and the determination by majority of Directors shall for all intents and purposes be deemed a determination of the Board. In case of an equality of votes, the Chairperson shall have a second or casting vote.

10. Disclosure of Interest

10.1 Any Director of the Board who has a direct or indirect pecuniary interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the

relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board in accordance with section 65W of the Act.

- 10.2 Any Director of the Board who has any other kind of conflict of interest in a matter being considered, or about to be considered by the Board shall, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of that interest at a meeting of the Board.
- 10.3 The Chairperson must cause a declaration of a conflict of interest under paragraph 10.1 or 10.2 to be recorded in the Minutes of the meeting at which the declaration is made.
- 10.4 A Director who has a conflict of interest in a matter must not be present during any deliberations by the Board on the matter and is not entitled to vote on the matter.
- 10.5 If a Director votes on a matter in contravention of the Act or these By-laws, his or her vote must be disallowed.
- 10.6 The Act and these By-laws in relation to disclosure of conflict of interest by Directors do not apply in relation to a matter relating to a supply of goods or services to the Director if the goods or services are, or are to be, available to members of the public on the same terms and conditions.

11. Delegation

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to
 - a) an employee or a class of employees of the Service; or
 - b) a committee established under the Act or these By-laws; or
 - c) any person that the Board thinks fit.
- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

12. Seal

- 12.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board for that purpose.
- 12.2 Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by the Chief Executive Officer or Chairperson or some other person appointed by the Board for the purpose or the Board may dispense with the need to affix the Seal to an instrument and resolve instead that the instrument may be signed by an Attorney appointed by resolution of the Board for that purpose.

13. Chief Executive Officer

- 13.1 The Board shall oversee the management of the Service by the Chief Executive Officer.
- 13.2 Under section 65XA(2) of the Act, the Chief Executive Officer is subject to the direction of the board in controlling and managing the Service.
- 13.3 The functions of the Chief Executive Officer, and the matters he or she must have regard to, are set out in section 65XB of the Act.

14. Position of Chief Executive Officer

- 14.1 Under section 25(2) of the Act the board must not appoint a person as Chief Executive Officer of the Service unless the appointment of that person is approved by the Secretary.
- 14.2 The Board must ensure that the Secretary is advised, as soon as practicable, of any proposal to appoint a person to the position of Chief Executive Officer, and must consult the Secretary on the process to be followed for appointing the Chief Executive Officer.

- 14.3 In the case of a vacancy in the position of Chief Executive Officer, a selection panel shall be appointed to consider applications for the position and to make recommendations to the Board with respect to the appointment of a person to fill the vacancy. The panel shall consist of the Chairperson of the Board, a person nominated by the Secretary and such other persons as are agreed between the Chairperson and the Secretary.
- 14.4 The appointment of a Chief Executive Officer and his or her terms and conditions of employment and remuneration must be approved by the Secretary in compliance with sections 25(2) and 65XA(1) of the Act.
- 15. Remuneration and Conditions – Executive and Senior Appointments**
- 15.1 In appointing a person to the position of chief executive officer or any executive or senior position (however described) within the Service, the Board and the Service must comply with any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.
- 15.2 The Board and the Service must not enter into an agreement with any person which contravenes any applicable Victorian Government policies, guidelines or directives issued from time to time with respect to the remuneration and terms and conditions of executive staff in the public hospital sector or in public statutory authorities generally.
- 15.3 If there is any doubt as to whether Victorian Government policies, guidelines or directives are applicable, clarification shall be sought from the Secretary.
- 15.4 The applicable Victorian Government policies, guidelines and directives include those issued by the Government Sector Executive Remuneration Panel (GSERP) in force as at 1 July 2004, and these policies, guidelines and directives apply unless they are revoked, altered or replaced by the Victorian Government.
- 16. Committees**
- 16.1 The Board must establish those committees required to be established under the Act and may establish such other committees as it considers necessary or convenient to provide assistance to it in carrying out its functions.
- 17. Board Committees**
- Finance Committee**
- 17.1 The Board must establish a Finance Committee (which may comprise all the members of the Board) in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Finance Committee.
- Audit Committee**
- 17.2 The Board must establish an Audit Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Audit Committee.
- Quality Committee**
- 17.3 The Board must establish a Quality Committee in compliance with section 65S of the Act and must specify the functions and provide for the membership of the Quality Committee.
- 17.4 The Quality Committee is to be responsible to the Board for ensuring that—
- a) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the Service;
 - b) any systemic problems identified with the quality and effectiveness of health services are addressed in a timely manner; and
 - c) the Service strives to continuously improve quality and foster innovation.
- 17.5 The functions of the Quality Committee shall be as specified by the Board and shall include –

- a) to ensure that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
- b) to receive reports containing aggregate data relevant to the functions of the Committee from senior managers within the Service, quality assurance committees and such other persons or bodies as the Board thinks fit; and
- c) to investigate and make recommendations to the Board in relation to actions which should be taken to improve quality and achieve best practice in quality systems for health services.

18. Advisory Committees

- 18.1 The Board must appoint at least one Community Advisory Committee and a Primary Care and Population Health Advisory Committee as required by the Act and such other advisory committees as it determines are required.
- 18.2 The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.3 The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.4 Subject to the provisions of section 65ZB and section 65ZC of the Act and any guidelines published by the Secretary pursuant to section 65ZD of the Act, the composition, role, functions and procedures of advisory committees shall be determined by the Board.
- 18.5 The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.6 The Board must include in its report of operations under Part 7 of the **Financial Management Act 1994**, a report on the activities of its advisory committees in compliance with section 65ZA(3) of the Act.

19. Quality Assurance Committees

- 19.1 The Board may establish as many quality assurance committees for the Service as, in the opinion of the Board, are necessary or desirable to enable the Service to fulfil its statutory functions in relation to the monitoring and improvement of the quality of health services.
- 19.2 The functions of each quality assurance committee established by the Board shall be the functions specified by the Board for that committee and must include:
- a) the assessment and evaluation of the quality of health services provided by the Service; and
 - b) the review of clinical practices or clinical competence of persons providing health services.

Membership and procedure of quality assurance committees

- 19.3 In establishing a quality assurance committee, the Board must specify the –
- a) name of the committee;
 - b) initial chairperson and initial members of the committee;
 - c) rules of membership of the committee; and
 - d) procedures to be followed by the committee.
- 19.4 The rules of membership for a quality assurance committee must make provision for –
- a) the qualifications for membership of the committee;
 - b) the selection of a chairperson and members;
 - c) the resignation of members;
 - d) a record of the names of members; and
 - e) such other matters relating to membership of the committee as the Board thinks fit.

19.5 If the rules of membership of a quality assurance committee so provide, persons who are not employed or engaged by the Service may be members of that committee.

Sub-committees

19.6 A quality assurance committee established by the Board may form sub-committees. A sub-committee shall consist solely of the members or officers of the quality assurance committee for the time being.

19.7 In establishing a sub-committee, the quality assurance committee must specify the members and functions of that sub-committee.

Change of committee name or functions

19.8 Any proposed change in the name, functions or rules of a quality assurance committee which has been declared to be an approved quality assurance committee pursuant to section 139 of the Act must be approved by the Board.

19.9 Where –

- a) a quality assurance committee has been declared to be an approved quality assurance committee pursuant to section 139 of the Act; and
- b) the Service desires to change the name, rules or functions of the committee or to replace the committee with a different quality assurance committee; and
- c) the Service desires the altered or new committee to be declared as an approved quality assurance committee pursuant to s.139 of the Act; and
- d) the Board has approved –
 - (i) a change in the name of the committee; or
 - (ii) a change to the rules of the committee; or
 - (iii) any significant change in the functions of the committee; or
 - (iv) a proposal to replace that quality assurance committee with a different quality assurance committee –

a fresh application for approval pursuant to s.139 of the Act shall be submitted to the Department outlining the proposed changes approved by the Board.

20. Strategic Plan

20.1 The Board must, at the direction of the Minister of Health, and at the time or times determined by the Minister, prepare and submit to the Minister for approval a Strategic Plan for the operation of the Service in compliance with section 65ZF of the Act.

20.2 A strategic plan must be prepared in accordance with the guidelines issued by the Minister from time to time.

20.3 The Board must advise the Minister if it proposed to exercise its functions in a manner inconsistent with its approved strategic plan.

21. Statement of Priorities

21.1 A Statement of Priorities must be completed in respect of each financial year in accordance with section 65ZFA of the Act. The Statement of Priorities must specify the matters referred to in section 65ZFB of the Act.

22. Annual Meeting

22.1 The annual meeting of the Service must be convened in accordance with section 65ZG of the Act.

23. Annual Report

23.1 The annual report of the Service must be prepared and submitted in accordance with Part 7 of the **Financial Management Act 1994** and in compliance with the provisions of the Act.

24. Auditors

24.1 The Service must comply with the provisions of the Act and the **Audit Act 1994** in providing for audit of the financial statements prepared in accordance with the provisions of the **Financial Management Act 1994**.

25. Investment

25.1 The Service may invest money in any manner authorised by law for the time being for the investment of trust funds.

26. Amendment

26.1 The Service must not –

- a) change its name
- b) change its objects
- c) make, amend or alter its By-laws

without first obtaining the approval in writing of the Secretary under 24(1) of the Act.

26.2 The Board must comply with any direction of the Secretary made pursuant to section 24 of the Act to amend or alter its objects or By-laws or to make new By-laws.

Health Services Act 1998

I, Bronwyn Pike, Minister for Health, under section 262 of the **Health Services Act 1988** (“the Act”) determine that 1 July 2004 is to be the staff transfer date for the purposes of the Women’s and Children’s Health employee transfer list dated 30 June 2004 (being a list prepared under section 263 of the Act).

BRONWYN PIKE, MP
Minister for Health

Health Services Act 1998

SAVING OF APPROVED QUALITY ASSURANCE BODY

I, Bronwyn Pike, Minister for Health, acting under section 261 of the **Health Services Act 1988** (the Act) declare that “the Royal Children’s Hospital Patient Safety Committee” is to be taken to be a body established by The Royal Children’s Hospital.

This declaration takes effect on 1 July 2004.

In this declaration:

1. “**the Royal Children’s Hospital Patient Safety Committee**” means the committee-
 - established by Women’s and Children’s Health; and
 - declared under section 139 of the Act to be an approved quality assurance body for the purposes of Part 7 of the Act by the Minister for Health on 6 February 2002, as published in the Government Gazette on 14 February 2002;
2. “**The Royal Children’s Hospital**” means the public health service established on 1 July 2004 under section 248 of the Act and which is also a receiving agency for the purposes of Part 13 of the Act.

BRONWYN PIKE, MP
Minister for Health

Dated 29 June 2004

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