



Victoria Government Gazette

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Health Services Act 1988

RE-ORGANISATION OF WODONGA REGIONAL HEALTH SERVICE INTO ALBURY WODONGA HEALTH AND APPOINTMENT OF CHAIRPERSON AND DIRECTORS

Order in Council

The Governor in Council declares that:

- (i) pursuant to section 248(1)(a) of the **Health Services Act 1988** ('the Act'), Albury Wodonga Health ('AWH') is established as a public health service, effective from 1 July 2009.
- (ii) pursuant to section 248(1)(b) of the Act, Kenneth Taylor be appointed to act as the first chief executive officer of AWH for the period from 1 July 2009 until the board appoints a chief executive officer under section 65XA of the Act, or 30 December 2009, whichever occurs earlier.
- (iii) pursuant to section 248(1)(c) of the Act, the by-laws contained in Schedule 1, including the core objects of AWH are effective from 1 July 2009.
- (iv) pursuant to section 248(1)(d) of the Act, all property, rights and liabilities (wherever located) of Wodonga Regional Health Service (WRHS) be allocated to AWH, effective from 1 July 2009.
- (v) pursuant to section 248(1)(d) of the Act, all property, rights and liabilities (wherever located) of Albury Wodonga Health, as established under section 8(4)(a) of the Act by Order published in the Government Gazette on 2 April 2009, be allocated to AWH effective from 1 July 2009.
- (vi) pursuant to section 248(1)(e) of the Act, the incorporation of WRHS be cancelled, effective from 1 July 2009.
- (vii) pursuant to section 248(1)(e) of the Act, the incorporation of AWH, as established under section 8(4)(a) of the Act, be cancelled, effective from 1 July 2009.
- (viii) pursuant to section 266(1) of the Act, AWH be designated as the successor of WRHS, for the purposes of all trusts in relation to WRHS, effective from 1 July 2009.
- (ix) pursuant to section 250(2)(a) and (b) of the Act, the persons listed in the table below are appointed to the first board of AWH, on the terms and conditions set out in Schedule 2, as a public health service listed in Schedule 5 of the Act, for the periods specified (all dates inclusive):

Name	Title	Period of Appointment
Ulf Olof Ericson	Director and Chairperson	1 July 2009 – 30 June 2012
Julia Ann Coyle	Director	1 July 2009 – 30 June 2012
Christopher Charles Halburd	Director	1 July 2009 – 30 June 2011
Victor James Issell	Director	1 July 2009 – 30 June 2012
Nicola Jane Melville	Director	1 July 2009 – 30 June 2012
Ian Stanley Thompson	Director	1 July 2009 – 30 June 2011

Dated 30 June 2009

Responsible Minister:

HON DANIEL ANDREWS MP
Minister for Health

TOBY HALLIGAN
Clerk of the Executive Council

SPECIAL

Health Services Act 1988
BY-LAWS OF ALBURY WODONGA HEALTH
SCHEDULE 1 TO THE ORDER

1. Incorporation

- 1.1. Albury Wodonga 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 acts and 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 Albury Wodonga Health

‘**Chairperson**’ means the chairperson of the Board of Directors

‘**Chief Executive Officer**’ means the person holding the position of Chief Executive Officer of Albury Wodonga 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 Albury Wodonga 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 acute health services (other than mental health) in New South Wales and public health services in Victoria which meet the needs of the Albury Wodonga Community.
- 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 otherwise in accordance with any applicable New South Wales or Victorian laws; 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 s65S 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 must, 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, including employees seconded to the Service from New South Wales Health; 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. Alternatively, 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. The Chief Executive Officer will be subject to the direction of the board in controlling and managing the Service in accordance with section 65XA(2) of the Act.
- 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) or its successor from time to time,

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 the Standing Directions of the Minister for Finance under the **Financial Management Act 1994** 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 the Standing Directions of the Minister for Finance under the **Financial Management Act 1994** 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) ensuring that a comprehensive quality plan or strategy for the Service and its component parts is implemented and regularly reviewed; and
 - b) receiving 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) investigating and making 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 one Primary Care and Population Health Advisory Committee as required by section 65ZA of the Act.
- 18.2. The Board may appoint such other advisory committees as it determines are required.
- 18.3. The Community Advisory Committee shall be established and constituted in accordance with section 65ZB of the Act.
- 18.4. The Primary Care and Population Health Advisory Committee shall be established and constituted in accordance with section 65ZC of the Act.
- 18.5. 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.
- 18.6. The Board must comply with any guidelines published by the Secretary pursuant to section 65ZD of the Act.
- 18.7. 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 subcommittee 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.
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Health Services Act 1988
APPOINTMENT OF DIRECTORS AND CHAIRPERSON
BOARD OF DIRECTORS OF ALBURY WODONGA HEALTH
SCHEDULE 2 TO THE ORDER

1. Appointment Arrangements

These appointments are part-time.

2. Period of Appointment

The appointments are for the periods specified in this Order.

3. Duties and Responsibilities of the Position

Under section 65S(2) of the **Health Services Act 1988** ('the Act') the functions of the board of a public health service are:

- (a) to develop statements of priorities and strategic plans for the operation of the public health service and to monitor compliance with those statements and plans;
- (b) to develop financial and business plans, strategies and budgets to ensure the accountable and efficient provision of health services by the public health service and the long term financial viability of the public health service;
- (c) to establish and maintain effective systems to ensure that the health services provided meet the needs of the communities served by the public health service and that the views of users and providers of health services are taken into account;
- (d) to monitor the performance of the public health service to ensure that –
 - (i) the public health service operates within its budget;
 - (ii) its audit and accounting systems accurately reflect the financial position and viability of the public health service;
 - (iii) the public health service adheres to its financial and business plans, strategic plans and statements of priorities;
 - (iv) effective and accountable risk management systems are in place;
 - (v) effective and accountable systems are in place to monitor and improve the quality and effectiveness of health services provided by the public health service;
 - (vi) any problems identified with the quality or effectiveness of the health services provided are addressed in a timely manner;
 - (vii) the public health service continuously strives to improve the quality of the health services it provides and to foster innovation;
 - (viii) committees established or appointed under this Division operate effectively;
- (e) to appoint a chief executive officer of the public health service and to determine, subject to the Secretary's approval, his or her remuneration and the terms and conditions of appointment;
- (f) to monitor the performance of the chief executive officer of the public health service each financial year, having regard to the objectives, priorities and key performance outcomes specified in the service's statement of priorities under section 65ZFA;
- (g) to establish the organisational structure, including the management structure of the public health service;
- (h) to develop arrangements with other relevant agencies and service providers to enable effective and efficient service delivery and continuity of care;
- (i) to ensure that the Minister and the Secretary are advised about significant board decisions and are informed in a timely manner of any issues of public concern or risks that affect or may affect the public health service;

- (j) to establish a Finance Committee, an Audit Committee and a Quality Committee;
- (k) to facilitate health research and education;
- (l) to adopt a code of conduct for staff of the public health service;
- (m) to provide appropriate training for directors;
- (n) any other functions conferred on the board by or under this Act.

4. Termination Arrangements

Under section 65V(1) of the Act, a director of a public health service board 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 public health service board from office.

5. Payment Provisions

Under section 65U(3)(b) of the Act a director is entitled to be paid such remuneration as is specified in the instrument of appointment.

It is recommended that remuneration be paid at \$40,986 per annum to Mr Ericson, as chairperson to the board of Albury Wodonga Health.

It is recommended that remuneration be paid at \$14,260 per annum to Mr Hallburd, Mr Issell, Mr Thompson and Mrs Melville as directors to the board of Albury Wodonga Health.

Dr Coyle is considered a type 1 public sector employee under the Guidelines and is not eligible to receive remuneration

6. Superannuation Obligations

Superannuation contributions will be paid by the employer in accordance with the Commonwealth's **Superannuation Guarantee Act 1992**.

7. Travel and Personal Expenses Arrangements

Under section 65U(3)(a) of the Act a director is entitled to be paid reasonable expenses incurred in holding office as a director of the board. Reasonable expenses will be paid to the persons listed in this Order in accordance with the Guidelines for the Provision of Allowances for Travelling and Personal Expenses in the Victorian Public Service.

8. Leave Arrangements

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

9. Prior Service

These are the first appointments to the Board of the new public health service.

Health Services Act 1988

ALBURY WODONGA HEALTH –
SAVING OF APPROVED QUALITY ASSURANCE BODY

I, Daniel Andrews, Minister for Health, acting under section 261 of the **Health Services Act 1988** (the Act), declare that the Wodonga Regional Health Service Quality Assurance Committee, 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 21 April 1999, is to be taken to be a body established by Albury Wodonga Health, effective from 1 July 2009.

HON DANIEL ANDREWS MP
Minister for Health

Health Services Act 1988

ALBURY WODONGA HEALTH – STAFF TRANSFER DATE

I, Daniel Andrews, Minister for Health, under section 262(1) of the **Health Services Act 1988** (the Act) determine that 1 July 2009 is to be the staff transfer date for the purposes of the Albury Wodonga Health employee transfer list prepared by the Secretary to the Department of Human Services on 19 June 2009 (being a list prepared under section 263(1) of the Act).

HON DANIEL ANDREWS MP
Minister for Health

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