



**HAWKE'S BAY**  
District Health Board

## TERMS OF REFERENCE

### Hawke's Bay District Health Board Governance Board February 2009

<b>Composition</b>	The Governance Board will consist of the Commissioner, the Deputy Commissioners and up to seven invited members. The Chief Executive and relevant senior management of HBDHB will attend the Governance Board meetings as requested by the Commissioner.
<b>Mode and Tenure of Appointment</b>	<p>The Commissioner, under Clause 38 of Schedule 3 of the New Zealand Public Health and Disability Act 2000 ("the Act"), has the power to establish a committee for particular purposes and will appoint the Deputy Commissioners to the Governance Board and will invite seven members, being those members elected to the HBDHB Board in October 2007, to join the Governance Board as at 1 February 2009.</p> <p>The Governance Board will remain in existence until DHB Board elections are held and the results are effective.</p>
<b>Chair</b>	The Commissioner will be the Chair of the Governance Board.
<b>Objectives, Purpose and Activities</b>	<p>The Governance Board composition will be similar to the structure of the Boards of the 20 other DHBs in New Zealand. It is intended that the Board's affairs are run on a similar basis as DHB Boards are managed.</p> <p>The key objectives and purpose of the Board are to assist the Commissioner in complying with Sections 26 and 27 of the Act relating to the role of a DHB Board and the duties of the Board.</p> <p>The Board will focus on monitoring performance, addressing the financial deficit, approving strategic and district plans, and ensure that there are appropriate audit and risk processes in place including ensuring that patient safety is paramount.</p>
<b>Regularity of Meetings</b>	No less than ten meetings will be held in a year, on months specified by the Commissioner. If additional meetings are required these will be determined by the Commissioner and will be in addition to the ten meetings specified.
<b>The Basis for Decisions</b>	<p>Section 31 of the Act specifies that the Commissioner has all the functions, duties, powers and protection of the DHB Board and a member of the DHB Board.</p> <p>Notwithstanding this the Commissioner, wishes that the Board's affairs are</p>

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	<p>conducted on a basis that a normal Board would operate, with each member having full speaking rights and the ability to advise the Commissioner as to their opinion on matters before the Governance Board. The Commissioner's objective is to manage meetings largely based on a consensus culture in addressing all matters.</p>
<p><b>Other Committees</b></p>	<p>The HBDHB has three statutory committees, an Audit Committee and a Quality Assurance and Risk Committee and each Governance Board member may be invited by the Commissioner to participate in one or more of these committees.</p>
<p><b>Entitlement of Members to Company Information</b></p>	<p>The Governance Board members are entitled to the same information commensurate with good corporate governance that a "Board member" on the Board of a DHB is entitled to.</p>
<p><b>Authorisation to Communicate with External Parties, Including the Media</b></p>	<p>In line with good corporate governance, and the board's governance manual and communication policy, the Commissioner shall be responsible for governance of the DHB and other related matters, while the Chief Executive or his/her nominee will be responsible for operational matters. If a Governance Board member wishes to communicate with the media in regard to HBDHB matters, it should be only done with the consent of the Commissioner.</p>
<p><b>Relationship and Access with Management</b></p>	<p>Governance Board members will have access to the Chief Executive on DHB activities, and will interface with management at Board and Committee meetings. Any meetings or communications with management outside Board and Committee meetings should be with the consent of the Commissioner and Chief Executive.</p>
<p><b>Remuneration Arrangements</b></p>	<p>Invited Governance Board members will be paid Governance Board fees and statutory committee fees according to their membership on these committees, on the basis set out in Schedule 4 of the Board's Governance Manual "Board Member Remuneration, Fees and Expenses" subject to the Government's approval of the fee structure.</p>
<p><b>Conflicts of Interest</b></p>	<p>The Board's Conflict of Interest policy set out in the Board's governance manual will apply to the Governance Board members. Under clause 38(6), prior to appointment each Board member must provide a Conflict of Interest statement.</p>
<p><b>Minutes</b></p>	<p>Minutes of all meetings of the Board will be recorded.</p>