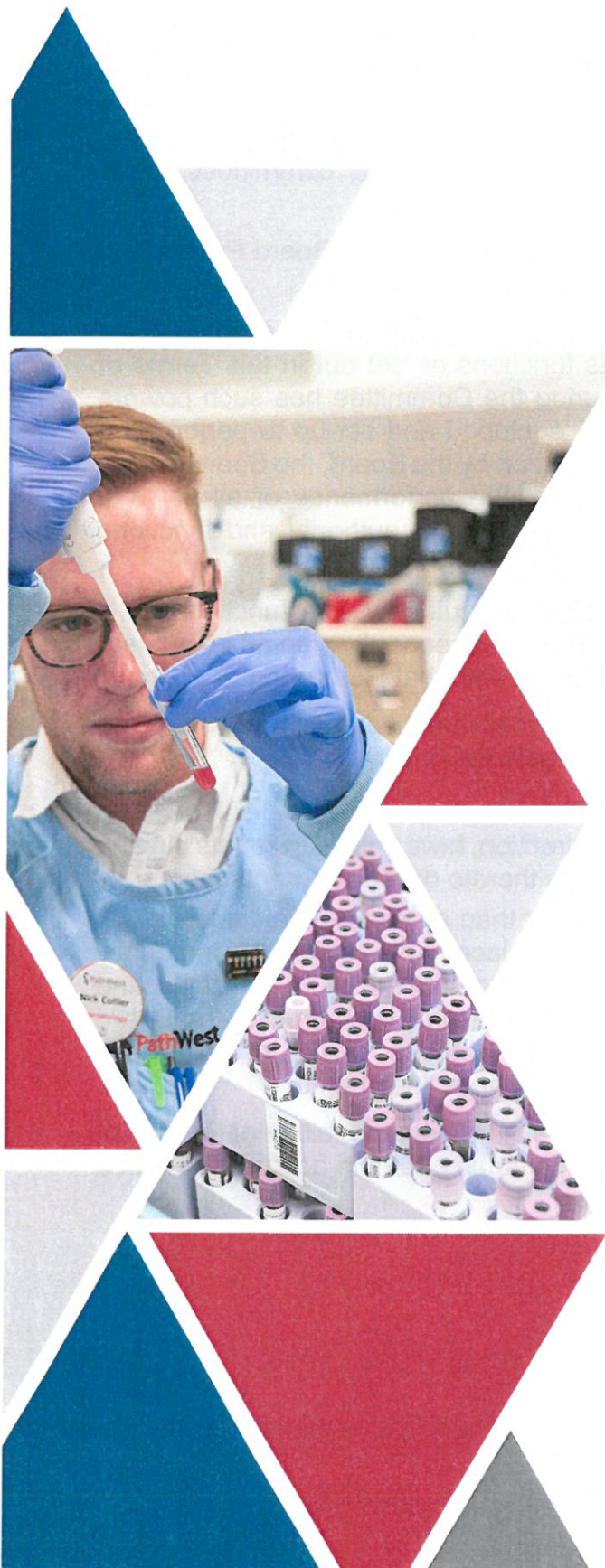




PathWest Board

People and Culture Committee

Terms of Reference

January 2021

Version: 1.0

1. Establishment

- 1.1 Pursuant to Part 8 of the *Health Services (Health Service Providers) Order 2016*, the PathWest Laboratory Medicine (PathWest) was established as a stand-alone health service provider (HSP) in accordance with section 32 of the *Health Services Act 2016* (HS Act) from 1 July 2018.
- 1.2 Pursuant to section 92 of the HS Act the PathWest Board may appoint committees to assist it to perform its functions and may discharge or alter any committee it has appointed. Further, the *Health Service Provider Board Governance Policy (Statutory Board Operations Policy Framework)* requires HSP Boards to, where appropriate, delegate or authorise functions to be performed by board committees, chief executives, staff members and agents.
- 1.3 Accordingly, the Board has determined to appoint the PathWest Board People and Culture Committee by resolution dated 27 January 2021.
- 1.4 This People and Culture Committee is an advisory committee and is responsible for assisting the PathWest Board to perform its functions as set out in this Terms of Reference. The Board is charged with ensuring the Committee has such powers and authority delegated to it, and is properly equipped and set up to perform the delegated functions. Notwithstanding any delegation by the Board, the Board retains the ultimate responsibility and accountability for the performance of all powers, authority and functions, including any particular powers, authority and functions which may have been delegated.
- 1.5 The Board must make any delegation of powers, authority and functions by a resolution of the Board, and the Board Chair must subsequently sign an instrument of delegation on behalf of the Board in accordance with that Resolution.
- 1.6 In these Terms of Reference any term not specifically defined shall have the same meaning as in the HS Act unless the context otherwise requires.
- 1.7 In these Terms of Reference any reference to:
 - (a) A Policy Framework, Department CEO Direction, laws and instruments binding upon PathWest includes any amendments thereto or replacements thereof.
 - (b) A document, instrument or agreement other than an item within clause 1.7(a) above do not include any amendments or replacements where they materially affect the operation and discharge by the Committee of its functions and responsibilities under these Terms of Reference until such time as the Board has approved the consequential changes to these Terms of Reference necessary to address any such amendments or replacements.
- 1.8 These Terms of Reference are effective on and supersede all prior Terms of Reference applicable to the Committee from 27 January 2021 in accordance with a resolution of the Board made 27 January 2021.

2. Purpose of the PathWest Board People and Culture Committee

- 2.1 Assist the Board in fostering a shared vision and positive culture of open, appropriate and effective engagement between staff, clinicians, patients, carers, our other customers and the wider community including minority groups and advising on matters related to People and Culture.
- 2.2 Focus on all aspects of workforce current and future, with the aim of ensuring PathWest's delivery of its strategic themes, specifically:
 - (a) innovation and service development;
 - (b) research;
 - (c) operational excellence
 - (d) staff development; and
 - (e) customer experience
- 2.3 The Committee will provide recommendations to the Board in relation to:
 - (a) evidence based and timely advice to the Board to assist it in discharging its functions and meeting its responsibilities regarding workforce matters;
 - (b) assurance in relation to PathWest's' arrangements for workforce in accordance with its stated objectives and the requirements and standards determined by the National Safety and Quality Health Service Standards and professional registration bodies;
 - (c) assurance in relation to PathWest's engagement of workforce in adherence with the standards required by law; and
 - (d) future workforce needs.
- 2.4 The Committee is directly responsible and accountable to the Board for the exercise of its functions and responsibilities.
- 2.5 The Committee must recognise day-to-day responsibility for the management of PathWest rests with the Chief Executive.

3. Responsibilities of the People and Culture Committee

3.1 Strategic workforce and workforce effectiveness

The functions of the Committee are to:

- (a) oversee strategic workforce issues including the creation and delivery of an overarching workforce plan aligned to PathWest's strategies to provide assurance that PathWest has adequate staff with the necessary skills, capabilities and competencies to meet the current and future needs of patients and service users;
- (b) ensure the application of key workforce-related legislation and contractual arrangements;
- (c) monitor the workforce effectiveness to meet PathWest's strategic priorities; and
- (d) monitor action taken in response to internal and external reports relating to workforce.

3.2 Monitoring wellbeing and staff development

The functions of the Committee are to:

- (a) Promote a "one team, one service" culture consistent with a high performing, compassionate, integrated and co-ordinated health service;

- (b) Monitor, in conjunction with the sites, staff morale through feedback mechanisms;
- (c) Promote leadership innovation in the development of a People and Culture Strategy, and contribute to the benchmarks
- (d) ensure appropriate performance management, staff development, team building, talent management and succession planning is in place and effective;
- (e) ensure appropriate infrastructure and access arrangements are in place for staff health, wellbeing, and morale; and ensure there are mechanisms in place to allow staff to raise concerns and that these are appropriately managed.

3.3 Risk Management and internal control

The functions of the Committee are to:

- (a) Ensure workforce risks and relevant controls are identified, assessed and appropriately managed;
- (b) Provide feedback to the Board on the audit program as it pertains to workforce and on the plan to monitor the outcomes, recommendations and their implementation;
- (c) Provide feedback to the Board on the mitigation of workforce risks;
- (d) Notify the Board of newly identified high and extreme workforce risks.

3.4 External Audit

The functions of the Committee are to review and recommend to the Board any Workforce Key Performance Indicators (KPIs) included in the Annual Report.

4. Powers of the People and Culture Committee

- 4.1 The Committee will hold the powers delegated to it by the Board. The Committee will conform to any directions and financial limits within which it is required to operate as imposed on it by the Board.
- 4.2 In discharging its functions and responsibilities, the Committee has the power and authority to:
 - (a) require reviews be conducted by PathWest Executive into matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference;
 - (b) require the provision of reports by PathWest Executive on matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference;
 - (c) recommend to the Board that reviews or further reviews be conducted into matters within or related to PathWest, whether those investigations be by the Board, PathWest Executive, the Committee, or any other person or entity (inside or outside of PathWest);
 - (d) access information, records, PathWest Personnel and other parties in connection with matters within the scope of the Committee's functions and responsibilities as set out in these Terms of Reference with the support of the Chief Executive (CE);
 - (e) request attendance of any PathWest Personnel and other parties, at Committee meetings;
 - (f) with the approval of the Board:
 - i. obtain legal advice in accordance with the Legal Policy Framework; and

- ii. obtain independent professional advice of any person or entity outside of PathWest with relevant experience and expertise if considered necessary by the Committee;
 - (g) conduct meetings jointly with any one or more Other Board Committees where the respective Chairs of each such Board Committee agree that it is appropriate; and
 - (h) undertake such other tasks the Board authorises or delegates to the Committee.
- 4.3 The Committee Chair has the authority to meet formally and informally with:
- (a) The Chief Executive of PathWest and/or any member of PathWest Executive;
 - (b) The Chairs of Other Board Committees;
 - (c) The Chairs of equivalent committees of other health services providers, with the approval of the Board Chairs of those health service providers (including jointly with or in the presence of the Chairs of Other Board Committees and/or the Chairs of any other committees of other health service providers); and
 - (d) Such other persons or entities as the Board may approve from time to time.
- 4.4 The Committee does not have the authority to enter into contracts or agreements independently of the Board.

5. Delegation of authority to a sub-committee

- 5.1 The People and Culture Committee does not have the authority to create sub-committees.
- 5.2 Neither the Committee nor the Committee Chair has the authority to delegate any powers, functions or responsibilities contained in these Terms of Reference or as delegated by the Board from time to time.

6. Structure and composition of the People and Culture Committee

6.1 Membership appointment

- (a) Membership of People and Culture Committee is to be determined by the PathWest Board Chair in consultation with the Board.
- (b) The Committee must have at least three (3) members.
- (c) The Committee must comprise two (2) persons who are current members of the Board.
- (d) A person who is a staff member of PathWest (as defined in section 6 of the HS Act) is not eligible to be a member of the Committee.

6.2 Chair

- (a) The Committee Chair shall be a member of the Board as nominated by Board from time to time.
- (b) The Board Chair cannot act in the capacity as Committee Chair.
- (c) If the Committee Chair is absent from a meeting or vacates the Chair at a meeting, the Committee Chair must appoint another member to act as the Committee Chair on a temporary basis. Where the Committee Chair is unavailable to or does not otherwise appoint another member to act on a temporary basis as the Chair then the Committee shall elect a temporary Chair from those members of the Committee present at any such meeting.

6.3 Invitees, Standing invitees and attendance by Board Members

- (a) Holders of the following PathWest positions or equivalent positions may not be members of the Committee; may not vote on Committee decisions; and are not included in determining a quorum for a meeting of the Committee however they **may be invited** to attend from time to time meetings of the Committee by the Committee Chair:
 - i. any one or more of the PathWest Executive
- (b) Holders of the following positions **shall be standing invitees** to and shall be given notice of all meetings of the Committee (although any such member of the Board not expressly appointed to the Committee, nor any PathWest Executives shall not become a member of the Committee by virtue of such attendance, may not vote on Committee decision and are not included in determining a quorum for a meeting of the Committee):
 - i. Chief Executive
 - ii. Executive Director, Workforce
 - iii. the Board Chair
 - iv. the Chair of any other Board Committees.
- (c) The Committee may from time to time resolve that the holders of certain positions (or equivalent positions) at PathWest and/or Board shall be standing invitees to all meetings of the Committee (although such persons shall not be members of the Committee, may not vote on Committee decisions and are not included in determining a quorum for a meeting of the Committee).
- (d) Any member of the PathWest Board may attend Committee meetings (although any such members of the Board not expressly appointed to the Committee shall not become a member of the Committee by virtue of such attendance, may not vote on Committee decisions and are not included in determining a quorum for a meeting of the Committee).

6.4 Other participants

- (a) The Committee Chair may request other PathWest Executives, PathWest personnel, the Department of Health Chief Financial Officer or equivalent role or external parties to attend a meeting of the Committee. However, such persons do not assume membership of the Committee or participate in any decision-making processes of the Committee and are not included in determining a quorum for a meeting of the Committee.

6.5 Secretariat

- (a) Secretariat support will be provided to the Committee by the PathWest Board support office.
- (b) All records, including the agenda, minutes and any reports or recommendations will be prepared and retained by PathWest in accordance with *State Records Act 2000* and pursuant to the Health Service Provider Board Governance Policy, as set out within the PathWest Board Manual.
- (c) Individuals who are not members of the Board shall only have access to the minutes, reports, recommendations and/or documents of the Committee with the prior approval to the Committee Chair or the Board Chair where the Committee Chair considers it appropriate to refer to the matter to her/him for

approval. Any individual permitted to access such materials will observe the confidentiality obligations imposed upon a Board Member and such obligations shall apply to all such persons.

7. Meetings

7.1 Meeting schedule

- (a) Committee meetings will be held at least once every three (3) months. Meetings should be scheduled to coincide with key dates in the reporting cycle with consideration given to the Board meeting cycle.
- (b) The Committee Chair will convene meetings of the Committee whether pursuant to any schedule or timetable or from time to time.
- (c) The Committee Chair will call a meeting of the Committee if so requested by any member(s) of the Committee or Board Chair within a reasonable period of such a request(s).
- (d) Notwithstanding any existing meeting date, schedule or timetable having been set, the Committee Chair may call additional meetings of the Committee to consider any items that are:
 - i. unable to be accommodated within existing meeting schedule or timetable
 - ii. of such urgency that it requires consideration prior to the next scheduled meeting.

7.2 Quorum

- (a) A quorum for any Committee meeting will be the majority of Committee members and must include no less than one Board member.
- (b) At the discretion of the Committee Chair, the members may attend meetings of the Committee in any manner (including by video or teleconference) by which the Board Members may attend meetings of the Board.

7.3 Voting

- (a) The majority of affirmative votes of a quorum at a meeting of the Committee are sufficient to pass a resolution.
- (b) Each Committee Member's vote has equal weight.
- (c) In the case of an equal number of votes, the Committee Chair shall have a casting vote in addition to their deliberative (i.e. normal) vote as a Committee Member.

7.4 Agenda and papers

- (a) The Committee meetings will abide by normal meeting procedure and will be minuted. An agenda and supporting papers will be distributed not less than five (5) working days prior to the meeting. Draft minutes will be circulated not more than seven (7) days after each meeting.
- (b) The Committee will receive the following reports (in the form and style as requested by the Committee from time to time) from PathWest Executive as standing items:
 - i. Annual Reports or relevant Consumer Advisory Committees reports
 - ii. PathWest Consumer Engagement Reports

- iii. Patient Experience/Feedback Results
- iv. Staff Survey Results
- v. Workforce dashboards and metrics
- vi. Updates on engagement related strategies in progress by the health service External Reviews and Actions
- vii. Occupational Health and Safety (for information)
- viii. Legal actions against PathWest
- ix. Media reports

The Committee will also receive those further reports (whether as standing items, on a period or ad hoc basis) as specified by the Committee Chair or the Board from time to time.

7.5 Out-of-session matters

- (a) Urgent matters can be progressed out-of-session with agreement of the Committee Chair.
- (b) Matters progressed out-of-session and out-of-session votes may occur in the same manner as an out-of-session matter or vote with respect to the Board. A reasonable time must be given to vote. A quorum of members must vote for a decision to stand.
- (c) Confirmation of those matters progressed out-of-session and the outcome of any out-of-session vote shall be included in the meeting agenda for the next Committee meeting and confirmation of the outcome of any out-of-session vote recorded in the minutes of the next meeting of the Committee.

8. Formal mechanisms for reporting key decisions

8.1 Making recommendations

- (a) The Committee makes recommendations to the Board in regards to items within its Terms of Reference.
- (b) Recommendations of the Committee will be regarded as its collective decision or advice unless there is material dissension. Where there exists a material dissension both the majority and minority view will be recorded in the minutes of the meeting.
- (c) If consensus cannot be reached the Committee Chair reserves the right to escalate the matter to the Board. Both the majority and minority view will be recorded in the minutes of the meeting and submitted to the Board.
- (d) Where the matter for consideration is not solely within the scope of the Committee and falls within the scope of another Board Committee, the matter shall also be referred to that other Board Committee for consideration.
- (e) When the matter for consideration is beyond the scope of the Committee, it shall be recorded in the minutes of the Committee and the matter is to be referred to:
 - i. another Board Committee if considered to fall within the scope of another Board Committee
 - ii. if not within the scope of another Board Committee, or where relevant then in addition to, the Board.

8.2 Reporting key decisions

- (a) The Committee will develop two-way communications through formal and ad hoc reporting to both the Board and the Board Chair.
- (b) The Committee reports directly to the Board.
- (c) The minutes of the Committee meetings (whether draft or approved) shall be included in the papers for the next Board meeting.
- (d) Once finalised and approved the minutes of each Committee meeting shall be made available to all Board Members whether through a central data repository or other medium accessible by all Board Members.

9. Ethical practices

- 9.1 Committee Members must at all times comply with relevant the WA health system Policy Framework mandatory requirements.
- 9.2 In accordance with the section 79(1)(2) of the HS Act, all Committee Members must act impartially and in the public interest in the exercise of the member's functions. Accordingly, they must put the public interest before the interest of PathWest, the personal interests of the Committee Member or any Board Member.
- 9.3 Committee Members will at all times in the discharge of their duties and responsibilities exercise honesty, objectivity, independence and not engage knowingly in acts or activities that have the potential to discredit PathWest, the Board, the Committee and/or individual Committee or Board Members.
- 9.4 Committee Members will refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and will, at all times, act in a proper and prudent manner in the use of information acquired in the course of their duties.
- 9.5 Committee Members will not use PathWest information for personal gain or in any matter that would be contrary to law or detrimental to the welfare and good will of another person, the Committee, the Board, PathWest or the WA health system.
- 9.6 Committee Members must not publicly comment on matters related to activities of the Board, the Committee and/or PathWest other than as authorised by the Board.
- 9.7 The PathWest Secretariat shall on behalf of the Board and the Committee maintain the following in accordance with the *Health Service Provider Board Governance Policy*:
 - (a) a register of personal interests of all members of the committee and any standing invitees to the Committee meetings together with any management plan regarding such personal interests
 - (b) a register of all declarations of personal interest and/or actual, potential or perceived conflicts of interest declared by members of the Committee or any attendees at a meeting of the Committee, together with any management plan regarding such conflict of interest; and
 - (c) a register of gifts.
- 9.8 Committee Members must declare all material personal interests and any actual, potential or perceived conflicts of interest or duty. Actual, potential or perceived conflicts of interest must be managed pursuant to the *Health Service Provider Board Governance Policy*.

- 9.9 A Committee Member who has a material personal interest or in respect of whom there exists an actual, potential or perceived conflict of interest in a matter being considered or about to be considered by the Committee must, as soon as possible after the relevant facts have come to the Committee Member's knowledge, disclose the nature of such personal interest or an actual, potential or perceived conflict of interest first to the Committee Chair and then at a Committee meeting.
- 9.10 Subject to clause 9.11, Committee Members and any other person otherwise in attendance at a Committee Meeting must not be present while a matter is being considered, participate in discussions and must not vote on any issues in respect of which there is a material personal interest or where there exists an actual, potential or perceived conflict of interest.
- 9.11 A Committee Member may be present while a matter is being considered, participate in discussions and/or vote on the matter where the Committee has passed a resolution that specifies the Committee Member has a material personal interest or actual, potential or perceived conflict of interest but the Committee considers the interest or conflict:
- (a) as so trivial or insignificant as to be unlikely to influence the disclosing Committee Member's conduct
 - (b) they should not be disqualified from considering or voting on the matter in question pursuant to section 82 of the HS Act.

10. Confidentiality

- 10.1 Committee Members may from time-to-time be in receipt of information that is regarded as confidential. Committee Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.
- 10.2 Committee Members and any other invitee or attendee to a Committee meeting in receipt of the Committee papers will maintain the Committee papers in a confidential manner separate from any other business or responsibilities of the Committee Member other than business or responsibilities of the Committee Member as a Board Member.
- 10.3 Committee Members and any other invitee to or attendee at a Committee meeting in receipt of Committee papers or otherwise privy to information will observe the confidentiality obligations as imposed upon a Board Member.

11. Code of Ethics and Code of Conduct

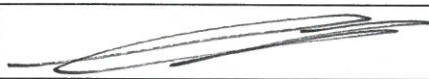
- 11.1 Committee Members and any other invitee to a Committee meeting will observe the obligations with respect to the code of ethics and code of conduct as imposed upon a Board Member.

12. Evaluation

- 12.1 The Committee will undertake an annual self-assessment of its performance to ensure that the Committee remains fit-for-purpose and to identify and action any areas in which the effectiveness of the Committee could be improved.
- 12.2 The Committee will provide a report on the annual review of performance and achievements to the Board.

12.3 The Committee's annual self-assessment must be aligned with the Board's evaluation framework and be provided to the Board in advance of the Board's annual self-assessment.

Endorsement

Committee Chair	Board Chair
Sue van Leeuwen	Christobel Saunders
	
4 March 2021	4 March 2021

Review date

This document will be reviewed every year from the date of approval. The next review will be prior to July 2021.

13. Change control register

Version	Author	Reviewed by	Approved by	Change Summary
0.1	M lelati	People and Culture Committee	Endorsed People and Culture Committee – 10 December	
1.0	M lelati	PathWest Board	Approved PathWest Board – 27 January 2021	