

# PathWest Board

## People and Culture Committee

## Terms of Reference

April 2023  
Version: 4.0

## 1. Establishment

- 1.1 The PathWest Laboratory Medicine WA (PathWest) Board has appointed a People and Culture Committee (the Committee) in accordance with Section 92 of the *Health Services Act 2016* (the HS Act) by resolution dated 22 July 2021.
- 1.2 The Committee is an advisory Committee and is responsible for assisting the Board to perform its functions as set out in this Terms of Reference (ToR). 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.
- 1.3 The Board must make any delegation of powers, authority and functions by a resolution of the Board, and the Board Chair must sign an instrument of delegation in accordance with that Resolution.
- 1.4 In these ToR any term not specifically defined shall have the same meaning as the HS Act unless the context otherwise applies.
- 1.5 In these ToR, 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 1.5(a) does not include any amendments or replacements where they materially affect the operation and discharge by the Committee of its functions and responsibilities under these ToR until such time as the Board has approved the consequential changes to these ToR necessary to address any such amendments or replacements.
- 1.6 These ToR are effective on and supersede all prior ToR applicable to the Committee from 1 June 2023 in accordance with a resolution of the Board made 1 June 2023.

## **2. Purpose and Objectives**

The purpose of the Committee is to assist the Board in fostering shared vision and positive culture of open, appropriate and effective engagement between staff, clinicians, patients, carers, PathWest's other customers and the wider community, including minority groups, and advising on matters related to People and Culture.

- 2.1 Focus on all aspects of workforce both current and future, with the aim of ensuring PathWest's delivery of its strategic themes, specifically:
  - a) place customers and communities at the heart of what we do;
  - b) deliver world class pathology and forensic services;
  - c) engage, develop and inspire our people;
  - d) excel in research, innovation and teaching;
  - e) maintain robust governance and financial sustainability; and
  - f) protect our environment.
- 2.2 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;
  - d) future workforce needs; and
  - e) ensuring PathWest has up to date knowledge of all relevant work health and safety legislation and that PathWest is compliant with that legislation.
- 2.3 The Committee is directly responsible and accountable to the Board for the exercise of its duties and responsibilities. In carrying out these duties and responsibilities, the Committee recognises that day-to-day responsibility for management of PathWest rests with the Chief Executive.

## **3. Functions and responsibilities of the Committee**

### **3.1 Strategic workforce and workforce effectiveness**

- a) oversee strategic workforce issues, including the development 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 workforce effectiveness in meeting 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**

- a) promote a “one team, one service” culture consistent with a high performing, compassionate, integrated and coordinated health service;
- b) monitor staff morale through feedback mechanisms, in conjunction with PathWest sites;
- c) promote innovative leadership in the development of a People and Culture Strategy and contribute to Strategy benchmarks.
- d) ensure effective performance management, staff development, team building, talent management and succession planning is in place;
- e) ensure appropriate services, systems and access arrangements are in place to enhance staff health, wellbeing and morale, facilitate staff raising concerns and ensure these are appropriately managed.
- f) ensure appropriate processes are in place for receiving and considering information regarding incidents, hazards and risks and that relevant persons respond in a timely manner to that information;

### **3.3 Risk Management and internal control**

- 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 audit 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.
- e) Advise the Board on strategies for Work Health and Safety (OHS) matters

### **3.4 External Audit**

The functions of the Committee are to review Workforce Key Performance Indicators (KPIs) included in the Annual Report and where relevant, recommend to the Board inclusion of additional KPIs.

## **4. Powers of the Committee**

- 4.1 The Committee will hold the powers delegated to it by the Board and will conform to any directions and financial limits imposed on it by the Board.
- 4.2 In discharging its functions and responsibilities, the Committee has authority to:
  - a) examine any matter in relation to the Committee's purpose and responsibilities as it sees fit or as requested by the Board.
  - b) access information, records and personnel of PathWest for these and other purposes (within the remit of legislation, the statutory board governance policy, the local governance manual and the Board Communications Protocol).
  - c) conduct meetings with internal and external auditors as necessary (without the presence of Executive, if required).
  - d) access all levels of Executive through the PathWest CE in order to seek information from any employee of PathWest in order to carry out the Committee's responsibilities.
  - e) request the attendance of any PathWest personnel and other parties at Committee meetings.

- f) 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 ToR
  - g) recommend to the PathWest Board that reviews or further reviews be conducted into matters within or related to PathWest within the scope of the Committee's functions and responsibilities as set out in these ToR, whether those investigations be by the Board, PathWest Executive, the Committee, the internal audit function, or any other person or entity (inside or outside of PathWest)
  - h) 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;
- 4.3 The Committee may conduct meetings jointly with any one or more other Board Committees where the respective Chairs of each such Board Committee agrees that it is appropriate.
- 4.4 The Committee may undertake such other tasks as the Board authorises or delegates to the Committee.
- 4.5 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 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 ToR or as delegated by the Board from time to time.

## **6. Structure and composition of the Committee**

### **6.1 Membership appointment**

- a) Membership of the Committee is to be determined by the PathWest Board Chair in consultation with the Board. Members will be selected to ensure an appropriate mix of skills and experience relevant to the responsibilities and objectives of PathWest.
- b) The Committee must have at least three (3) members, with members to have an initial term of not more than three years and a maximum total period of service of not more than six years.
- c) The Committee may include persons who are not members of the PathWest Board but must include at least two (2) members of the Board. Any Committee member who ceases to be a member of the Board shall at the same time cease to be a member of the Committee.
- 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 but may be a member of another health service provider's People and Culture Committee.

### **6.2 Chair**

- a) The Committee Chair shall be a member of the Board as nominated by the 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 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. PathWest Board Chair
  - ii. PathWest Chief Executive
  - iii. Executive Director, People Capability and Culture
  - iv. Manager, Office of the Chief Executive
  - v. Chair of any other PathWest Board Committees.
- b) 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. Chair of any other Board Committees
  - ii. Others as requested by the business of the meeting
- 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 representative 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 Secretariat.



- 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 of the Committee Chair or the Board Chair where the Committee Chair considers it appropriate to refer 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 quarterly. Meetings should be scheduled to coincide with key dates in the reporting cycle with consideration given to the Board meeting cycle.
- b) 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 the existing meeting schedule or timetable
  - ii. of such urgency that it requires consideration prior to the next scheduled meeting.
- c) The Committee Chair will call a meeting of the Committee if requested by any member(s) of the Committee or Board Chair within a reasonable period of such a request(s).

### **7.2 Quorum**

- a) A quorum for any Committee meeting is set out under section 86 of the HS Act and is equal to at least half the number of the Committee. If one-half is not a whole number, quorum will be the next highest whole number.
- b) At the discretion of the Committee Chair, the members may attend meetings of the Committee in any manner (including by video or teleconference).

### **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 from PathWest Executive (in the form and style as requested by the Committee from time to time) as standing items:
  - i. Staff Survey Results
  - ii. Workforce dashboards and metrics
  - iii. Updates on engagement related strategies in progress by the health service External Reviews and Actions
  - iv. Occupational Health and Safety
  - v. Legal actions against PathWest
  - vi. Media reports
- c) The Committee will also receive 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 regarding items within its ToR.
- 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, to the Board.

## **8.2 Reporting key decisions**

- a) The Committee reports directly to the Board.
- b) The Committee will develop two-way communications through formal and ad hoc reporting to both the Board and the Board Chair.
- 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 WA health system Policy Framework mandatory requirements.
- 9.2 In accordance with 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 manner 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 Chair.
- 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 where from time-to-time gifts will be offered to the Board and Committee Members during the course of or incidental to their appointment. The Committee must ensure Members declare to the Committee the offer that was made and this must be recorded in the gifts register. The Committee must then determine if the gift should be accepted or declined. The Committee should not allow Members to accept unauthorised gifts. In all offers of gifts, the Committee must assess the possibility for an actual, perceived or potential conflict of interest before the gift can be accepted.
- 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 or participate in discussions 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 and such obligations shall apply to all such persons.

## 11. Code of Ethics and Code of Conduct

11.1 Committee Members and any other invitee or attendee 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 and such obligations shall apply to all such persons.



## 12. Evaluation

12.1 The Committee will undertake an annual self-assessment of its performance to provide assurance 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.

## 13. Endorsement

Committee Chair	Board Chair
Robert McPhee	Angie Paskevicius
	
1 June 2023	1 June 2023

## 14. Review date

This document will be reviewed every year from the date of approval. The next review will be prior to April 2024.

## 15. Change control register

Version	Author	Reviewed by	Approved by	Change Summary
0.1	M Ielati	People and Culture Committee	Endorsed People and Culture Committee – 10 December	
1.0	M Ielati	PathWest Board	Approved PathWest Board – 27 January 2021	
2.0	M Ielati	People and Culture Committee	Approved PathWest Board 5 August 2021	Nil change. Update resolution dates only – endorsed by Committee.
3.0	C McGhie	People and Culture Committee		Updated to add OSH component which was

				transferred from Safety and Quality Committee
3.1	Katrina Montaût	People and Culture Committee	Endorsed People and Culture Committee – 28 October 2022	Transfer Patient Experience/Consumer Engagement Standing Items to Safety and Quality Committee
4.0	K Galvin M Ielati	People and Culture Committee	Approved PathWest Board – 1 June 2023	Bring ToR inline and consistent with other PathWest Board Committee Terms of Reference