



GOVERNMENT OF
WESTERN AUSTRALIA



PathWest
LABORATORY MEDICINE WA



PathWest Board

Safety and Quality Committee

Terms of Reference

September 2021
Version: 2.0

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 Safety and Quality Committee by resolution dated 27 January 2021.
- 1.4 This Safety and Quality (S&Q) 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 7 October 2021 in accordance with a resolution of the Board made 7 October 2021.

2. Purpose of the PathWest Board Safety & Quality Committee

- 2.1 The S&Q Committee is appointed to assist PathWest Board perform its functions.
- 2.2 The purpose of the S&Q Committee is to assist the Board in fostering safety and quality for staff, patients and customer care across PathWest, by monitoring and advising on matters relating to safety and quality.
- 2.3 Provide assurance to the Board that the [Clinical Governance, Safety and Quality Policy Framework](#) is implemented and adhered to and clinical systems, processes and outcomes are effective.
- 2.4 The S&Q 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 must at all times recognise that primary responsibility the day to day management of PathWest rests with the Chief Executive (CE).
- 2.5 At all times the S&Q Committee must:
 - a) ensure the impact on patient safety and quality of care is considered in all decision making
 - b) ensure the impact on staff and organisational safety is considered in all decision making
 - c) ensure good communication with staff is in place.

3. Responsibilities of the Safety & Quality Committee

- 3.1 The primary function of the S&Q Committee is to monitor the PathWest compliance with the Clinical, Safety and Quality Policy Framework.
- 3.2 Assurance to the Board
 - a) Monitor the PathWest governance arrangements relating to the safety and quality of health services.
 - b) Monitor compliance with the PathWest safety and quality policies and plans.
 - c) Monitor the PathWest performance and compliance with state-wide and PathWest developed safety and quality performance indicators.
 - d) Review compliance with all relevant National Safety and Quality Health Service Standards.
 - e) Review accreditation with appropriate certification and accreditation agencies.
 - f) Monitor safety and quality accreditation strategy and processes.
 - g) Monitor credentialing strategy and processes.
 - h) Monitor performance in teaching and training for healthcare professionals at facilities that are a part of PathWest, including reporting against benchmarks and compliance with mandatory training.
 - i) Monitor compliance with research governance, research output and reporting on performance.
 - j) Ensure PathWest has up to date knowledge of all relevant work health and safety legislation and that PathWest meets the requirements of that legislation.

- k) Ensure Executives, Managers, supervisors, staff and others have a sound knowledge of the operations of PathWest relevant to them, the risks and the hazards associated with those operations and implement safe work practices for all processes associated with any duty or obligation.
- l) Ensure persons undertaking work on SMHS sites have available for use, and uses, appropriate resources and processes to eliminate or minimise risks to health and safety from the work carried out
- m) Ensure appropriate processes are in place for receiving and considering information regarding incidents, hazards and risks and relevant persons responding in a timely way to that information;
- n) Monitor the provision and use of resources is in accordance with approved work practices; and
- o) Monitor the continuous focus on improving safety performance through a systematic approach integrating planning, implementation and review.

3.3 Strategy

- a) Advise the Board on matters relating to the safety and quality of health services provided by PathWest, including PathWest strategies for the following:
 - i. minimising preventable patient harm, including through clinical incident reporting and management
 - ii. reducing unjustified variation in clinical care
 - iii. improving the experience of patients and carers of PathWest in receiving health services
 - iv. improving patient outcomes through consumer feedback mechanisms
 - v. managing complaints
 - vi. complying with National and State strategies, policies, agreements and standards.
 - vii. Occupational Health and Safety (OH&S) matters

3.4 Improving Quality

- a) Ensure quality Improvement processes are in place.
- b) Ensure patient relevant outcomes and patient experience is measured and where necessary responded to.
- c) Promote improvements in the safety and quality of health services provided by the services.
- d) Collaborate with other PathWest Committees, other Health Service Provider's S&Q Committees, the System Manager and State-wide Quality Assurance Committees in relation to the safety and quality of health services.
- e) Monitor clinical engagement.
- f) Promote safety and quality improvements and lessons learned in relation to safety and quality.

3.5 Performance Management

- a) Review of high level incident monitoring and trend analysis.

- b) Ensure appropriate clinical indicators are being used and reported against industry best practice bench marks.
 - c) Review outcomes of safety and quality investigations.
 - d) Review and contribute to performance recovery plans, prior to Board approval and Director General final endorsement, to ensure the clinical related drivers of the sustained performance concerns are identified, understood and addressed.
- 3.6 Risk management and internal control
- a) Ensure clinical risks and relevant controls are identified, assessed and appropriately managed.
 - b) Provide feedback to the Board on the clinical audit program and on the plan to monitor the outcomes, recommendations and their implementation.
 - c) Provide feedback to the Board on the mitigation of clinical risks.
 - d) Notify the Board of newly identified high and extreme clinical risks.
 - e) Notify board of OH&S incidents etc.
- 3.7 External audit
- a) Review and recommend to the Board the Safety and Quality Key Performance Indicators (KPI) included in the Annual Report.

4. Powers of the Safety and Quality Committee

- 4.1 The S&Q Committee will hold the powers delegated to it by the PathWest Board. The Committee will conform to directions and financial limits within which it is required to operate, as imposed on it by the Board.
- 4.2 In discharging its responsibilities, the Committee has the power and authority to:
- a) monitor and evaluate information related to the safety and quality of PathWest
 - b) advise the PathWest Board about matters related to the safety and quality of PathWest
 - c) examine any matter in relation to the Committee's purpose and responsibilities as it sees fit or as requested by the Board
 - d) recommend independent safety and quality investigations into matters within the Committee's scope of responsibility if required
 - e) access information, records and personnel of the service for these purposes (within the remit of legislation, the statutory board governance policy and the local governing manual)
 - f) conduct meetings with internal and external auditors as necessary (without the presence of Executive, if required)
 - g) seek advice from external parties (including the System Manager) as necessary
 - h) engage external expertise, if necessary, to obtain independent advice in relation to Committee matters with the approval of the Board

- i) 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
 - j) recommend / require reviews be conducted by PathWest Executive into matters within the scope of the Committee's functions and responsibilities as set out in these ToR
 - k) 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
 - l) recommend to the PathWest 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, the internal audit function, or any other person or entity (inside or outside of PathWest)
 - m) access information, records and personnel of PathWest.
- 4.3 With the approval of the Board the Committee may:
- a) obtain legal advice in accordance with the Legal Policy Framework
 - b) obtain independent professional advice of any person or entity outside of PathWest with relevant experience and expertise if considered necessary by the Committee.
- 4.4 The Committee may conduct meetings jointly with anyone or more other Board Committees where the respective Chairs of each such Board Committee agree that it is appropriate.
- 4.5 The Committee may undertake such other tasks as the Board authorises or delegates to the Committee.

5. Delegation of authority to a sub-committee

- 5.1 The S&Q 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 Safety and Quality Committee

6.1 Membership appointment

- a) Membership of the S&Q 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 may include persons who are not members of the PathWest Board but must include at least two (2) members of the Board. At least one member of the Committee must be a clinician. 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.

- e) A person who is a staff member of PathWest is not eligible to be a member of the PathWest S&Q Committee but may be a member of another health service provider's S&Q Committee.
- f) The Committee and its combined membership must possess:
 - i. clinical governance experience
 - ii. a commitment to the continual improvement in safety and quality of health services
 - iii. a high level understanding of patient safety systems
 - iv. the ability to monitor governance arrangements relating to safety and quality of health services
 - v. a sound knowledge of the accreditation models and State and National Safety and Quality standards, strategies, policies and agreements.

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 Standing invitees

- 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 S&Q Committee however they **may be invited** to attend each meeting:
 - i. Manager, Risk and Audit
 - ii. Consumer Representative
 - iii. Others as requested by the business of the meeting.
- 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 PathWest 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 decision and are not included in determining a quorum for a meeting of the Committee:
 - i. the Board Chair
 - ii. Chief Executive
 - iii. Chief Pathologist
 - iv. Executive Director, Corporate Services
 - v. the Chair of any other Board Committees.
- c) The Board may from time to time resolve that the holders of certain positions (or equivalent positions) at PathWest 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 member 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).
- e) A person who is a staff member of PathWest is not eligible to be a member of the Committee but may be a member of another health service provider's Safety and Quality Committee.

6.4 Other participants

- a) The Committee Chair may request other PathWest Executives, PathWest staff members, System Manager/Department of Health Executives Mental Health Commission Executives, the Chair of the Consumer Advisory Council (CAC) or their nominee 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 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) S&Q 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) The Committee Chair will convene meetings of the Committee.
- c) The Committee Chair may call additional meetings of the Committee to consider any items of urgency or if so requested by any member of the Committee within a reasonable period of such request.

7.2 Quorum

- a) A quorum for any Committee meeting is half the total members and must include no less than one Board Member.

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 adhere to the requirements of the *State Records Act 2000*.
- c) The Committee will receive the following reports (in the form and style as requested by the Committee from time to time) from PathWest Executive from time to time:
 - i. Safety and Quality Reports
 - ii. Reports on SAC 1 events including the outcomes of investigations, implementation of recommendations and evaluation
 - iii. External Reviews and Actions
 - iv. Legal Claims Report
 - v. Audit Reports including Compliance Audit Reports
 - vi. Risk Register
 - vii. Teaching and Training Report
 - viii. Research Report
 - ix. OH&S reports (*may also go to People and Culture*)

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
 - 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, 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 as such obligations shall apply to all such persons.


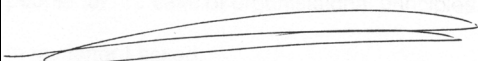
11. Code of Ethics and Code of Conduct

- 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 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 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
Kevin Taylor	Christobel Saunders
	
7 October 2021	7 October 2021

Review date

This document will be reviewed every year from the date of approval. The next review will be prior to July 2022.

13. Change control register

Version	Author	Reviewed by	Approved by	Change Summary
0.1	M. Ielati	Safety and Quality Committee	Endorsed by Safety & Quality Committee – 1 Dec 2020	
1.0	M. Ielati	PathWest Board	Approved PathWest Board – 27 January 2021	
2.0	M Ielati	PathWest Board	Approved PathWest Board – 7 October 2021	Minor update to membership Endorsed Safety and Quality Committee out of session