



Gippsland Education and Training for General Practice



## **getGP Board Governance**

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# GOVERNANCE PROCESS POLICIES

## BOARD TERMS OF REFERENCE

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### **Board Authority**

The Board is the legal authority for the organisation. Board members are trustees representing the interests of the organisation both constitutional and moral. As such, both the Board and its members are entrusted to ensure that the organisation is soundly managed for the benefit of all.

### **Board Governance**

The role of the Board is governance rather than management which is the preserve of the CEO and staff. Governance focuses on the organisation's wider issues of organisational purpose, including the setting and monitoring of strategic direction, and the establishment and monitoring of Board level policies.

### **Requirements for Board Membership**

1. A commitment to work for the greater good of the organisation.
2. Knowledge, expertise and influence relevant to the organisation's affairs.
3. A willingness to serve on one or more Board committees or working parties if required.
4. A willingness to attend all Board meetings and devote sufficient time to become familiar with the organisation's affairs and the wider environment within which it operates.
5. A commitment to reflecting the organisation's requirements in policy making and other appropriate decisions.

### **Board - Level Policy**

In order to fulfil its governing role of providing a framework for the organisation's operation, yet at the same time maintaining its distance from the operational processes, the Board will develop and monitor Board - level policies which provide direction and boundaries for both its own and the CEO's functions. The Board will develop the following Board - level policies:

***Strategic Objectives policies;*** encompassing the organisation's mission, key result areas, priorities, vision statements, values, constitution and bylaws and any other legal frameworks, and the interactions it has with other organisations; these policies are contained in the Board's current strategic plan.

***Governance Process policies;*** describing the way the Board carries out its governing role.

***Board – CEO Relationships policies;*** defining the nature of the interrelationship between the Board and the CEO.

***CEO Responsibilities and Limitations policies;*** limiting the CEO's freedom by preventing use of means unacceptable to the Board in the achievement of the strategic objectives policies

## **Monitoring**

The Board will regularly monitor:

- Progress towards the achievement of the organisation's Strategic Objectives policies
- CEO Limitations policies
- All other Board - level policies as appropriate.
- New initiatives and other specific areas as needed from time to time
- Monitoring will ordinarily be against an agreed monitoring schedule

## **Effectiveness Evaluation**

The Board will undertake an assessment of its effectiveness on an annual basis based on the fulfilment of its overall responsibilities as defined in this Terms of Reference and policies.

## **Term of Office**

Board members are elected for a *2 year* period in office. Each alternate year, half of the Board Members are required to seek re-endorsement by the organisation whose seat they occupy.

## **Guidelines on Attendance**

Board members are expected to attend all scheduled meetings of the Board. Members of Board Committees are expected to attend all scheduled meetings of such committees.

A member who is unable to attend a specific meeting is expected to submit a prior apology.

Failure to attend 3 successive meetings will result in a review of the member's position on the Board and possible removal from office.

## LINKAGE TO OWNERS

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The Board acts in trusteeship for the “owners” of the organisation. The “owners” of getGP are the stakeholders who have a vital interest in the organisation performing effectively and achieving the outcomes expected of it. This includes the groups which nominate members to the Board. As such the Board will at all times recognise the trust placed in it by the owners and their requirements and expectations of the Board and the organisation, demonstrating this:

Through their attitudes expressed as appropriate behaviours towards the department, users and the community at large

By demonstrating loyalty to the ownership

By gathering information from the owners about their concerns, needs, demands and fears

By remaining up-to-date in matters concerning the owners’ interests.

## CODE OF ETHICS AND PROPER PRACTICE

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The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority. In so doing it binds its members to the same principles and practices.

### **Individually and Collectively Board members shall:**

1. Act honestly and in good faith at all times in the interest of the organisation and its owners, ensuring that all stakeholders, particularly those who are recipients of services, are treated fairly according to their rights.
2. Carry out their duties in a lawful manner and ensure that the organisation carries out its business in accordance with the law and the terms of its own constitution.
3. Avoid conflicts of interests in as far as this is possible. Where such conflicts arise, the member/s concerned must act within the terms of the Board’s Conflict of Interests policy.
4. Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board’s decision making.
5. Observe the confidentiality of non-public information acquired by them in their role as Board members and not disclose to any other person such information that might be harmful to the organisation.
6. Act in accordance with the responsibilities entrusted with the position,

complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.

7. Interact with the Board and the organisation in a positive and constructive manner.
8. Meet regularly to monitor the performance of management and the organisation as a whole. To do this the Board will ensure that appropriate monitoring and reporting systems are in place and that these are maintained and utilised to provide accurate and timely information to the Board.
9. Ensure that there is an appropriate separation of duties and responsibilities between itself and CEO and that no one has unfettered powers of decision making.
10. Ensure that the individual views of Board members are given due consideration and weight.
11. Ensure that owners are provided with an accurate and balanced view of the organisation's performance including both financial and service provision.
12. Regularly review their own performance as the basis for their own development and quality assurance.
13. Carry out their meetings in such a manner as to ensure fair and full participation of all Board members.
14. Ensure that the organisation's assets are protected via a suitable risk management strategy.
15. Be loyal to the Board, abiding by Board decisions once reached.
16. Not do anything that in any way denigrates the organisation or harms its public image.

## **POLICY-MAKING**

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Policies are designed to provide clear, unambiguous guidelines for the implementation of the various operational elements of the organisation. Policies provide continuity and a consistent point of accountability.

Policy-making shall therefore follow set procedures to ensure the efficacy of the process and the overall policy framework.

A policy does not exist until adopted by the Board as a whole. Once a policy is adopted the Board will speak with one voice around that policy.

There shall be two levels of policy making:

- A. Board level policy
- B. Operational policies

**A. Board - level policy including:**

- (i) Strategic objectives policies defining the outcomes and results sought from all operational effort.
- (ii) Governance Process policies defining the Board's own operating practices
- (iii) Board – CEO Linkage policies defining the nature of the Board's interrelationship with the CEO.
- (iii) CEO Limitations policies defining the limits of the CEO's freedom to prevent the use of means unacceptable to the Board in the achievement of the Board strategic objectives Policies.

***Processes for Board policy making***

1. All Board - level policies will be approved by the Board at formally constituted Board meetings.
2. All policies will be programmed for review, normally on annual basis, to be carried out by the Board as a whole.
3. The need for new policies or alterations to existing policies may be notified by individual Board members, the CEO, staff members or owner/members of the organisation.
4. Whenever possible, policies will be developed in response to the potential for future use or in advance of an event rather than in response to an event, crisis or problem.
5. Subcommittee or Board working parties may research and draft new policies. These will then be circulated to all Board members and other interested parties for comment prior to presentation to the Board for adoption.
6. All Board - level policies shall be available to all Board members, the CEO and to staff as appropriate via the CEO.

**A. Operational policies:**

These are developed by the CEO defining day-to-day operational frameworks/guidelines for medical education and administrative staff. All operational policies shall be consistent with the principles, boundaries and definitions espoused in the Board - level policies.

1. The CEO is responsible for the development of all operational policies.
2. All operational policies shall be freely available to all staff.
3. All operational policies shall be regularly reviewed.
4. Operational policies shall be available to the Board upon request if sought.

## GOVERNANCE PROCESS

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### Principles

The Board will adopt as its guiding principle a governing approach to its stewardship; it will make every effort to separate the twin roles of governance and management and maintain a focus on strategic objective issues and policy matters rather than on day-to-day administration.

The Board will:

1. Utilise its Terms of Reference as the base document from which it takes its operational direction.
2. Remain focused on its outwards vision, addressing its Strategic Objectives policies rather than focusing on their management.
3. The Board will cultivate a sense of group responsibility with a close attention to achieving a high level of governance excellence.
4. Govern the organisation through careful design and review of written policies focusing on the long-term effects of these on external populations.
5. Maintain an emphasis on the policy implications of all matters coming before it.
6. Maintain a commitment to excellence in all matters coming before it. It will establish a code of ethics and proper practice that is binding on all members.
7. Accept a level of accountability that automatically accompanies Board membership. The Board is accountable to its owners for the organisation's actions and decisions.
8. Provide formal induction training for new members and provide ongoing training to ensure positive support for members in their work on the Board.
9. Carry out regular self-review based on the Board's own governance process policies.

### Conflict Resolution

The Board's role includes conflict resolution in the following ways:

1. reviewing unresolved conflicts referred to it by the CEO or directly by either of the parties to a dispute in accordance with the Board's policies on Complaints and Grievances and Appeals
2. resolving conflicts between any of its members in a constructive and commonsense manner which best serves the needs of the organisation.

## CHAIRPERSON ROLE DESCRIPTION

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The Board's Chairperson is the leader of the Board. As such he/she carries overall responsibility for the integrity of the Board's own processes.

The role involves the following responsibilities:

**1. Spokesperson for the organisation as appropriate**

**2. Meeting management**

- Leading Board meetings in order to achieve productive outcomes.
- Ensuring fairness and even-handedness in all meeting process matters.
- Ensuring that the Board stays within its governance role at Board meetings.
- Provides counsel for Board members who do not comply with Board protocols or policies or who, in the Chair's opinion, perform poorly.
- Manages the agenda setting and minute writing processes.

**3. Chairperson authority**

The Chairperson:

- is limited by the Board Governance Process policies and the Board – CEO Linkage policies in the same way that the CEO is limited by the CEO Limitations policies. Outside of the conditions stated in these two areas of Board policy, the Chairperson is authorised to make any reasonable interpretation of the provisions in the policies.
- has no authority to alter the Board Strategic Objectives or CEO Limitations policies.
- has no authority to supervise or direct the CEO.
- may delegate aspects of his/her role but remains accountable for this.
- is an ex-officio member of all Board committees and working parties
- has the authority to initiate appropriate action in response to an emergency situation in which the organisation is put at high risk and the CEO is irrevocably impaired in his/her ability to manage the organisation

## BOARD MEMBER INDUCTION

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All Board members are expected to contribute to Board meetings to the best of

their ability. To facilitate this the Board will guarantee a thorough induction into the affairs of both the Board and the organisation at large, its issues, current concerns, staff, its financial position and its liabilities and assets.

1. New members will receive a copy of all Board - level policies together with a copy of the previous year's accounts and an up-to-date copy of year-to-date financial statements.
2. New Board members will meet with the chairperson for a governance familiarisation. This meeting may be held as a group session or with individuals.
3. New Board members will meet with the CEO for an operational familiarisation. This may include a tour of the facility, meeting with staff, and an opportunity for the CEO and staff to share views on the issues traversed by the chairperson.

## CONFLICT OF INTERESTS

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The Board places great importance on making clear any existing or potential conflicts of interest for its members. All such conflicts of interest shall be declared by the member concerned and **documented** as appropriate.

1. Any business or personal matter that is or could be a conflict of interest involving the individual and his/role and relationship with the organisation, must be declared and, if appropriate, documented.
2. Where a conflict of interest is identified and/or registered, the Board member concerned shall not vote on that issue. With the unanimous agreement of all other members present the member concerned may participate in any Board discussion on that topic. Failing such agreement being reached the individual concerned shall at the Chairperson's discretion be required to either refrain from participation or leave the room.

*Examples of conflicts of interest are:*

- When a Board member or his/her immediate family or business interests stands to gain financially from any business dealings, programmes or services of the organisation.
- When a Board member personally offers a professional service to the organisation.
- When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.

## MEETING PROCESS

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The Board is committed to the achievement of effective and efficient meetings.

Meetings will:

- Be based on a pre-prepared agenda, the preparation of which is the responsibility of the Chairperson or in his/her absence the Deputy Chairperson. Such an agenda should reflect the Board's governing role.
- Be conducted according to Standing Orders as agreed by the Board.
- Be held with the expectation that members have prepared for them and will participate in all discussions at all times within the boundaries of behaviour considered acceptable by the Board.

There shall be an annual agenda designed to ensure that the Board reviews its strategic objectives policies on an ongoing basis and attends to its own development requirements

From time to time, with the agreement of the CEO, staff may be invited to the meeting of the Board to present an issue or provide information or advice.

The Board has the right to go 'in committee' at any time it chooses but in doing so will:

- make the reasons for this clear
- reserve the right to include or exclude any non-Board member it so chooses
- Make all efforts to look ahead and signal any such 'in committee' session in the agenda or at the beginning of the meeting.

## **BOARD COMMITTEES**

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The Board recognises that there are times when a committee can act more effectively than can the full Board. The Board will establish committees only in response to its own work, never to interfere with the delegations made to the CEO.

1. Committees shall have terms of reference clearly defining their role, procedures and functions, reporting requirements and the boundaries of their authority.
2. Whilst staff may be involved in Board - level committee, their role is to advise and assist the committee to do its work, not to bring their work to the committee.
3. Committees may co-opt outside members from time to time in order to bring additional skills, experience or networks.
4. Committees cannot exercise authority over staff nor shall they delegate tasks to any staff unless the CEO has specifically agreed to such delegations.

5. All ad hoc committees are automatically disestablished once they have completed their work and have reported to Board.
6. All standing committees shall review their terms of reference annually including their membership and the results of their work and so report to the Board.
7. Unless explicitly empowered by the full Board, committees cannot make binding Board decisions. For the most part the function of committees is to consider problems on behalf of, and make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.

## **COST OF GOVERNANCE**

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The Board recognises that poor governance is a cost to the organisation and thus will invest in training and development to increase its governance capacity.

1. All new Board members will receive a formal induction programme (see Board Member Induction Policy)
2. The Board will carry out a programme of formal and informal training for all Board members whether new or existing in order to enhance their capacity for governance excellence
3. The Board will annually carry out a review of its performance.
4. All costs associated with governance training will be prudently incurred, though designed to ensure the development of the highest standard of governance. The governance development costs are allocated as per the annual budget and include:
  - induction costs for new members
  - costs for attendance at workshops seminars and conferences
  - external audits and performance reviews
  - meeting costs and an allowance for other governance costs such as surveys, focus groups etc

## BOARD – CEO RELATIONSHIPS

### BOARD-CEO LINKAGE

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The principles underlying the Board’s governance role and relationship with its CEO are:

- The Board - Chief Executive relationship is a partnership that is approached in the spirit of mutual respect and support for the interdependent but separate roles.
- The Chief Executive is the Board’s sole direct employee in whom is vested accountability for the operational organisation.
- The Board should direct, not manage the Chief Executive by providing clearly defined outcomes to be achieved and policy parameters (delegation policies) within which the Chief Executive must remain.
- The Board’s delegation to the Chief Executive must be unambiguous – the Board must stand behind its own policies.
- The Chief Executive is the Board’s only direct employee, all further staff being under the management of the Chief Executive.
- The Board’s assessment of the chief executive’s performance is based on the performance indicators agreed at the commencement of a performance year as negotiated.

The Boards’ sole connection with the **operations** of the organisation, its achievements and its conduct will be through the CEO.

### BOARD - CEO DELEGATION

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The Board delegates to the CEO responsibility for implementation of its strategic objectives and CEO Responsibilities and Limitations policies. The Board allows the CEO to use any reasonable interpretation of these policies to achieve the intended results.

#### **Accordingly:**

1. The Board will develop Strategic Objectives policies that make clear its instructions to the CEO for the achievement of results or outcomes required under the contract with GPET as its major funding body and contracts with other funding bodies.
2. The Board will develop CEO Limitations Policies that provide the framework within which the CEO is expected to work, offering boundaries of prudence and ethics.
3. All Board authority is delegated through the CEO who in turn may delegate some authority to staff who are accountable to the CEO.
  - (a) The Board will never give instructions to persons who report directly or indirectly to the CEO.

- (b) The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.
4. The CEO is responsible for establishing all operational practices essential for the effective management of the organisation and shall take all actions necessary to give effect to the Board's policies.
  5. As long as the CEO uses *any reasonable interpretation* of the Board's Strategic Objectives policies and CEO Responsibilities and Limitations policies he/she is authorised to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
  6. The Board may change its Objectives and CEO Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the Board will respect and support the CEO's choices.
  7. Only decisions of the Board acting as a body are binding on the CEO.
  8. The CEO is not restricted from using the expert knowledge of individual Board members.
  9. The Board will view the **CEO's performance as the same as organisational performance** so that achievement of the Board's strategic objectives policies **and** non violation of CEO Responsibilities and Limitations policies will be viewed as successful CEO performance.

## MONITORING CEO PERFORMANCE

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The Board's evaluation of the CEO's performance will be rigorously assessed against agreed CEO outputs, i.e. achievement of the Board's Strategic Objectives policies and non violation of CEO Responsibilities and Limitations policies

1. The purpose of monitoring the CEO's performance is to determine the extent to which the Board's policies are being met. Data that does not do this will not be considered to be monitoring data.
2. There will be established an agreed time when the CEO and the Chairperson (or designated committee) meet annually to carry out a formal appraisal based on the criteria agreed to and set **at the beginning** of the monitoring period. The format and process for this meeting will be negotiated and agreed upon between the CEO and the Chairperson/committee.
3. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
4. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored.

5. If at any time the Board engages an outside evaluator to conduct an assessment of the CEO's performance, the process is the same as for other approaches, i.e. based on the achievement of and compliance with the Board's policies.

## **CEO RESPONSIBILITIES AND LIMITATIONS POLICIES**

### **OVERARCHING CEO RESPONSIBILITY AND LIMITATION**

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The CEO shall use his/her best endeavours to promote and achieve the Board' strategic directions and priorities within the policy framework established by the Board and the contractual obligations it is required to meet from its major funding body - General Practice Education and Training and other funding bodies.

The CEO shall not cause or allow any practice, activity, organisational circumstance, or decision which is in any way unethical, unlawful, imprudent or which violates any organisational policy or expressed values, or any commonly held business or professional ethic.

### **FINANCIAL CONDITION**

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The CEO is responsible for the day-to-day financial management of the organisation and shall carry out this duty in a manner that shall in no way threaten its financial strength. To ensure the affairs are managed on a prudent basis, the CEO shall:

1. Ensure the organisation does not incur unauthorised indebtedness.
2. Use organisational funds solely for the furtherance of its purposes and priorities as approved by the Board in its strategic objectives policies.
3. Not allow ordinary operating expenses to become undischarged debts beyond a two month period from due date.
4. Use restricted or 'tagged' income solely for the purposes designated.
5. Ensure that any one person alone does not have complete authority over any of the organisation's financial transactions.
6. Ensure staff are paid on time.
7. Not make a purchase or commitment of greater than permitted by her/his delegated authority.
8. report any significant variances from budget figures.
9. Comply with generally accepted accounting practices.
10. Not Acquire, encumber or dispose of real property

## **BUDGETING /FINANCIAL PLANNING**

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Financial planning (budgeting) for any fiscal year, including the remaining part of the current year, shall not deviate markedly from the Board's strategic objectives priorities or risk financial jeopardy. Therefore the CEO shall present a budget which:

1. Contains sufficient detail to provide an accurate projection of revenues, expenditures and capital movements.
2. Discloses the true cash flow position
3. Contains projected expenditures that a reasonable in the light of the projected estimate of revenue during the period covered by the budget.
4. provides for an adequate proportion of the gross operating budget for the Board's own requirements as defined in the Cost of Governance policy.
5. Proposes the use of the organisation's reserves in a manner consistent with the Reserves Policy.

## **RESERVES**

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The organisation will establish and maintain a minimum level of cash reserves fund in order to provide protection in the event of an unexpected or drastic reduction in income. Therefore the CEO shall:

1. Maintain the "Cash reserves at no less than the value of 3 month's trading or 3/12 of budgeted expenditure" in any financial year.
2. Not use the reserve for any purposes other than those approved by the Board.

## **INVESTMENTS**

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The organisation's investment assets are to be invested in such a way as to maximise long term total returns consistent with prudent levels of risk, whilst maintaining sufficient liquidity to enable the organisation to meet its day-to-day financial commitments. Returns should enhance the real value of the assets after the funds have been released to meet the organisation's needs.

The Board will determine the appropriate level of risk (such as exposure to equity investments and variability of returns) after taking into account the practical difficulties that result from capital losses, be they realised or not.

The Board delegates to the CEO day-to-day investment management. In carrying

out this delegation the CEO shall not take any investment decisions which fall outside of these guidelines.

## **REMUNERATION AND BENEFITS**

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With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO shall not in any way jeopardise the organisation's financial integrity or good name in the community. Therefore the CEO shall:

1. Not change his/her own remuneration or benefits, in any way, without approval from the Board.
2. Establish remuneration or benefits that do not vary markedly from industry averages in the sector having regard for the employee's skills and experience and the market conditions for such skills and experience.
3. Only create obligations that can be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
4. Not cause unfunded liabilities to occur or in any way commit the organisation to benefits that incur unpredictable future costs.

## **PROTECTION OF ASSETS**

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### **Management of Property and Physical Resources**

All physical resources shall be appropriate for the organisation's goals and objectives and will meet all relevant occupational health and safety and other relevant design standards where appropriate. Therefore the CEO shall:

1. ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
2. ensure that all property and resources shall be depreciated in accordance with Australian Accounting standards and practices, and that adequate provision for repairs and maintenance is made in the budget

### **Asset Protection**

The organisation aims at all times to prevent disrepair, excessive risk, untraceable transactions, or conflicts of interest in the management of resources or allow abuse or misuse of assets. Therefore the CEO shall:

1. Ensure that no unauthorised person is permitted to handle cash.
2. Not deposit funds in institutions where they are exposed to above average

risk.

3. Ensure assets are insured adequately having regard for prudent risk management.
4. Not allow employees to drive the organisations or rental vehicles if their driving record causes the vehicle insurance to be cancelled.
5. Ensure intellectual property, information or files are only used for purposes that are in the organisation's best interests
6. Not allow insurances to terminate without Board notification.
7. Ensure that the organisation, its Board and staff are not unnecessarily exposed to claims of liability.

## **COMMUNICATION AND SUPPORT TO THE BOARD**

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The CEO reports to the Board as a whole and keeps it informed of the true and accurate position of the outcomes of policy implementation as identified in the Board's strategic objectives and CEO Responsibilities and Limitations policies, significant operational issues arising from time to time about which the Board should be informed, and all matters having real or potential legal considerations for the organisation. Therefore the CEO shall:

1. Submit data in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.
2. Inform the Board of significant trends, implications of Board decisions, issues arising from policy matters or changes in the basic assumptions upon which the Board's policies are based.
3. Inform the Board when for any reason there is actual or anticipated non-compliance with a Board policy.
4. Ensure the Board has access to as many staff and external points of view, issues and opinions as needed for fully informed Board choices.
5. Inform the Board of such occasions when it violates one of its own policies, particularly when this relates to the CEO's ability to carry out his/her responsibilities.
6. Ensure that there are effective communication channels relevant to the Board's tasks.
7. Deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

## **CEO EMERGENCY SUCCESSION**

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In order to protect the organisation from sudden or unexpected loss of its CEO's services, the CEO shall not fail to ensure that there is at least one other person who is capable of assuming the CEO role and tasks and who is familiar with Board issues and priorities.

## **TREATMENT OF STAFF**

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The Board delegates full responsibility to the CEO for all matters relating to the employment and management of staff in the expectation that they will be managed in a sound, fair and respectful manner. Therefore, the CEO shall:

1. Uphold employee rights to personal dignity, privacy, freedom from harassment, safety, rights to ethical position related dissent and to an approved and fair internal grievance process.
2. Not violate any part of relevant workplace employment legislation.
3. Uphold the right of any employee to join a relevant professional association or union or to have access to the services of that union as these relate to the workplace and related conditions.
4. Ensure that staff, supervisors and registrars are kept well-informed of their rights and responsibilities under occupational health and safety legislation and that requirements under this legislation are upheld in the workplace.
5. Keep the Board fully informed about impending disputes and grievances that may lead to termination of employment or action against the Board.
6. Uphold the right of staff to bring a grievance or appeal to the Board when (a) a Board policy has been violated to his/her detriment or (b) a Board policy does not adequately protect his/her human rights. (The channel for such a grievance is via the Board chairperson.)
7. Ensure that all staff are acquainted with their rights under this policy.

### **Privacy**

The organisation places a high regard on the rights, safety, personal dignity and privacy of its staff, registrars and other clients. Therefore, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality or privacy. Accordingly, the CEO shall:

1. Ensure that application/data collection forms only elicit information for which there is a clear necessity.

2. Ensure that methods of collecting, reviewing, transmitting, or storing client information adequately protect against improper access to the material elicited.
3. Maintain facilities to provide a reasonable level of privacy.
4. Establish with registrars and other clients a clear understanding of what may be expected and what may not be expected from the service offered.
5. Inform registrars and other clients of the policy, provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under the policy.
6. Not violate any of the regulations contained in relevant Acts, eg. the Privacy Act.

## **EQUAL OPPORTUNITY**

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The organisation is committed to supporting the principles of equal opportunities in employment, training and promotion.

It is our philosophy to ensure that there is no discrimination as defined in the Human Rights Act. Therefore the CEO shall:

1. Ensure that staff are solely Selected or employed on the basis of an impartial assessment of their ability to achieve the excellent performance standards needed to attain the organisation's goals.
2. Remunerate employees solely in response to their level of authority, responsibility, accountability, technical competence and achievement of results.
3. Take all reasonable steps to provide every employee with a working environment free of harassment.

## **PROGRAMS AND SERVICES**

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All the organisation's programs and services shall be thoroughly researched prior to commencement and carefully managed once established. Therefore the CEO shall:

1. Only establish programs and services that are aligned to the Board's Strategic objectives and policies.
2. Only establish programs and services which are able to be resourced, taking account of existing demands on staff and other physical resources.
3. Only establish programs and services that have been carefully and accurately costed.

4. Not establish programs or services which conflict with existing priorities as defined by the Board.

## **PUBLIC AFFAIRS**

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Only the Board Chairperson or CEO is authorized to represent the policy and position of the organisation in public without the express permission of the Board.

There is an expectation that the CEO shall only approve or support advocacy and public affairs action or activity that promotes the good name and standing of the organisation. Therefore the CEO shall not make, or knowingly allow to be made, any statements to the press or any other public media that are derogatory or in any way damaging to the organisation.

## SPECIFIC GOVERNANCE POLICIES

### AUDIT COMMITTEE

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#### Scope and Purpose

A capacity for on-going monitoring and review of the processes for management of the key activities of getGP are an essential part of quality assurance and improvement.

The Board has established an Audit Committee to monitor all matters related to internal systems, processes, policies and procedures relating to finance, information systems, human resources, risk management and compliance with the GPET agreement and other contractual arrangement. The GPET Quality Framework has been adopted as the foundation for the quality audit plan.

#### Terms of Reference

<b>Objectives</b>	<p>Monitor and audit matters to ensure that:</p> <ul style="list-style-type: none"><li>▪ organisational systems, processes, policies and procedures are appropriate and comply with government legislation, GPET policies and professional standards</li><li>▪ financial performance is satisfactory when measured against the approved budget</li><li>▪ adequate risk management plans and strategies are maintained</li><li>▪ the quality and reliability of internal and external financial information is maintained</li><li>▪ the Board makes informed decisions regarding accounting policies, practices and disclosures.</li><li>▪ adequate internal review and external audit procedures are maintained and that the outcome of the external audit is acted upon</li><li>▪ Consideration is given to any matter referred to it by the Board.</li></ul>
<b>Authority</b>	<ol style="list-style-type: none"><li>1. The Audit Committee shall:<ul style="list-style-type: none"><li>▪ Recommend the appointment of an external Auditor to the Board.</li><li>▪ Develop and recommend an internal audit plan, including where appropriate construction of a brief for an internal auditor, to the Board</li><li>▪ Consider and recommend a risk management plan to the Board</li><li>▪ Consider and recommend an annual budget for approval by the Board</li><li>▪ Make recommendations to the Board regarding audit and related matters.</li><li>▪ Monitor actions taken by management to resolve issues raised by audit.</li></ul></li><li>2. The Audit Committee may seek information about and consider any matter relevant to its objectives. This may include, but is not limited to, internal systems, processes, policies and procedures relating to finance, information systems, human resources, risk management and compliance with the GPET Agreement and other contractual arrangements.</li></ol>
<b>Composition</b>	<ul style="list-style-type: none"><li>▪ Chairperson of Board (ex Officio) and up to four elected Board Members.</li><li>▪ The Audit Committee has the power to co-opt other Board members if</li></ul>

	<p>the need arises.</p> <ul style="list-style-type: none"> <li>▪ The CEO will attend as Executive officer.</li> <li>▪ The appointment of Audit Committee members shall take place once a year in conjunction with the AGM</li> <li>▪ In the event of a position becoming vacant, the Board shall appoint a replacement member to the Committee for the remainder of the unexpired term.</li> </ul>
<b>Chairperson</b>	The Chairperson of the Audit Committee will be elected by the committee. If the Chairperson is not present, members present must elect another member to preside.
<b>Voting</b>	The Audit Committee will operate on a consensus basis.
<b>Meetings</b>	<ul style="list-style-type: none"> <li>▪ Meetings will be held on a regular basis and no less than three times per year.</li> <li>▪ There shall be a quorum of at least three members present at meetings.</li> <li>▪ Meetings will be considered proper meetings if held in person or by teleconference.</li> <li>▪ Notice of meeting shall be at least seven days.</li> </ul> <p>The CEO will be responsible for the taking and distribution of minutes of the meetings.</p>

## CEO POSITION DESCRIPTION

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### POSITION DESCRIPTION

Position Title: **Chief Executive Officer**  
 Classification: **Employment Contract**  
 Location: **getGP office, Churchill**  
 Engagement: **Continuing subject to performance and funding (0.7 to 1.0 negotiable)**  
 Reports to: **Board of Directors**  
 Review: **Annual performance appraisal**  
 Date:

### POSITION OBJECTIVES

The main objective of the position is to promote achievement of the vision and purposes of getGP by exercising overall leadership and management of the programs, operations, administration and strategic development of the organisation according to the policies and strategic plan set by the Board.

### KEY RESPONSIBILITIES

The key responsibilities are aligned with the getGP Board Strategic Plan Key Result Areas:

#### KRA 1: EDUCATION

- a) Consult regularly with the Director of Training in relation to all matters associated with getGP training, education and assessment requirements
- b) Ensure that getGP GP training, education and assessment activities as set out in the strategic plan are effectively implemented, monitored and evaluated
- c) Exercise overall responsibility for the delivery of training to meet RACGP/ACRRM standards and enable registrars to achieve competence as rural GPs
- d) Ensure that getGP documentation of education and training requirements is accurate and clear

- e) Ensure evaluation, action research and quality improvement activities are undertaken in accordance with program priorities and GPET quality standards.

#### KRA 2: RECRUITMENT, PROMOTION & STAKEHOLDER RELATIONS

- a) Ensure that the public and professional profile of getGP as provider of high quality training is maintained and improved
- b) Promote rural medicine, general practice and GP training in Gippsland to potential future GP registrars
- c) Promote GP training and getGP's role to current and future GP supervisors and educators
- d) Promote general practice and getGP to the community in conjunction with GP Divisions, Monash University and other stakeholders
- e) Maintain regular communication with bodies represented on the getGP Board including LRH, Divisions, Medical colleges, Monash University, RWAV, VACCHO and other Gippsland Hospitals.
- f) Ensure that a program of in service education and continuing professional development for supervisors and medical educators is effectively implemented
- g) Maintain regular contact with teaching practices and other stakeholders to promote cooperation, seek input and obtain feedback.
- h) Ensure that a planned approach to accreditation and re-accreditation of teaching practices is implemented consistent with RACGP/ACRRM standards
- i) Represent getGP at regional and national meetings, and on national and state committees as appropriate.
- j) Ensure effective preparation of getGP publications and information for recruitment and promotional purposes and the organisation and delivery of promotional events and activities

#### KRA 3: REGISTRAR SUPPORT & GUIDANCE

- a) Ensure that the social, cultural and domestic needs of Gippsland registrars and their families are constantly under consideration and met in accordance with Board policy.
- b) Ensure that sound and timely advice and guidance is available to registrars regarding education and training matters, RPL, Completion of Training, training attachments, remediation, etc.

#### KRA 4: ADMINISTRATION & GOVERNANCE

##### *Management*

- a) Ensure that the getGP training program is implemented in a manner consistent with the getGP Board's Strategic Plan and policies
- b) Ensure that getGP training program is delivered in accordance with GPET contractual requirements and operating policies
- c) Ensure there are efficient management and information systems regarding financial matters, staff matters, registrar matters, practice matters, and other facets of activity.
- d) Ensure that getGP complies with GPET reporting requirements regarding activity levels, financial information, registrar numbers, etc
- e) Ensure the development and maintenance of, and adherence to, documented policies and procedures to cover all major facets of the organisation
- f) Ensure that the National Selection Process is conducted effectively and in manner consistent with GPET requirements.

##### *Staffing*

- g) Develop and maintain effective policies and procedures for staff recruitment, training, employment conditions and performance review
- h) Maintain effective consultative and internal communication processes with administrative and medical education staff
- i) Ensure all staff involved in the program actively engage in professional development.

##### *Financial*

- j) Ensure that comprehensive and accurate financial information is maintained and that the management and administration of the finances are carried out effectively
- k) Ensure that financial reporting requirements to GPET are met
- l) Ensure regular financial reports of expenditure against budget and forecasts of future expenditure are presented to the Board

- m) Prepare annual budget for consideration and approval by the Audit & Finance Committee and Board prior to submission to GPET

#### *Governance*

- n) Ensure that the Board is provided with effective executive and secretariat support including coordination of meetings, preparation of agenda papers, recording of minutes and follow up action.
- o) Attend the getGP Board meetings and act as executive officer to the Audit & Finance Committee
- p) Provide regular written reports to the Board about progress toward achievement of the strategic plan, program implementation and outcomes and other relevant matters
- q) Brief the Board on current and emerging issues in general practice education and government policy, in consultation with the Director of Training
- r) Ensure the organisation meets all local, state and federal government work and safety legislation and legal, auditing and corporate compliance requirements
- s) Ensure development of risk management policies and strategies
- t) Ensure the Board is aware of its governance responsibilities and state and federal legislation relating to not-for-profit incorporated companies governed by a Board of Management.

### **SELECTION CRITERIA**

The person appointed must be able to demonstrate that they possess all or most of the following criteria:

- Sound understanding of the general practice environment, in particular the environment of rural practice, and willingness to act in an advocacy role for general practitioners. Experience in working in a general practice environment or in adult education would be beneficial.
- Academic qualification in management, educational/health administration
- Extensive experience in an executive management and supervisory role.
- Excellent financial management skills and ability to use accounting package software.
- Sound understanding of and experience in the strategic planning process.
- Advanced word processing skills, including data/information management and database development and management
- Excellent leadership skills and ability to motivate and gain the confidence of staff under your supervision.
- Proven experience to work independently and/or collaboratively with other members of staff to reach agreed outcomes.
- High level organisational and time management skills to ensure timely completion of tasks
- Exceptional verbal, written, negotiation and listening skills

## **BUDGETING, EXPENDITURE CONTROL AND FORECASTING**

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### **Scope and Purpose**

An annual planned systematic approach to budget preparation, monitoring of expenditure against budget, expenditure control and forecasting of expenditure is an essential element of effective resource management.

The Audit Committee's role includes monitoring policies and procedures relating to finance. The Committee makes recommendations for Board approval in relation to these matters. This includes:

Budget preparation for submission to GPET as the basis of the funding Agreement.

Regular monitoring of:

- Financial performance against the approved budget and against Board Key Result Areas
- The financial position of getGP
- Forecasting anticipated expenditure and cash flow
- Ensuring financial records and reporting comply with legal obligations and accounting standards

## DELEGATIONS OF AUTHORITY

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### **Scope and Purpose**

Effective management of the organisation requires clear delegations of authority for committing resources and representing getGP policies externally.

The general principle is that the authority for expenditure of getGP funds is allowed within the Board approved budget provided that any single item of expenditure item does not exceed the relevant financial delegation

The financial delegation limit shall apply to recurrent and capital expenditure apart from specifically excluding items. Specifically excluded items must be approved by the Board.

Authority for approval of expenditure over the limits of delegation is exercised directly by the Board.

The terms of reference of the Audit Committee preclude involvement in authorising expenditure.

### ***Level of Financial Delegation:***

CEO	\$25000
Program Manager	\$2000

These levels of financial delegation apply to items listed in the attachment.

### ***Authority to Sign:***

There is provision for up to four authorised signatories:

CEO  
Program Manager  
2 members of the Board

Two signatures/EFT authorisations are required for approved expenditure.

### ***Authority to Appoint Staff:***

- The Board is solely responsible for approving the appointment of the CEO.
- The CEO is solely responsible for approving the appointment of staff.
- The CEO is solely responsible for approving the engagement of contractors/consultants.

### ***Authority to Sign Correspondence:***

- Chairman of the Board for correspondence to Ministers, MPs, Boards of other organisations.
- CEO for correspondence other than above to external bodies including GPET, Divisions, professional bodies, universities and government departments regarding policy matters.
- CEO for letters of appointment and engagement.
- Program Manager for correspondence to getGP GP registrars, GP supervisors, teaching practices, and other agencies regarding operating matters.

### ***Other Matters:***

CEO has responsibility for authorising all other matters within the limits of delegated authority described above.

### **Expenditure within Delegated Authority**

#### **CEO**

1. Land and Building – purchase, sale, lease
2. Building Works to include repairs and alterations
3. Equipment
4. Non-stock goods and services (other than equipment)
5. Special Services: Appointment or Engagement of Legal Counsel
6. Engagement of External Consultants
7. Approval and arrangement of Public Functions
8. Catering for meeting and functions
9. Signature of Purchase Orders
10. Approval of Maintenance Contracts
11. Approval of Lease Arrangements
12. Stock Requisitions
13. Telephone Expenditure
14. Calling of Tenders

#### **Program Manager**

1. Equipment
2. Non-stock goods and services (other than equipment)
3. Approval and arrangement of Public Functions
4. Catering for meeting and functions
5. Signature of Purchase Orders
6. Stock Requisitions

#### **Excluded Items**

Items which require the specific prior approval of the Board when the value exceeds \$500

1. Write off bad debts
2. Obsolete/Damaged Stores
3. Equipment write-off
4. Disposal of “Old Ware” by tender
5. Waiving need to call for tenders/quotations
6. Trade-ins

**Note:**

The Audit Committee has responsibility for monitoring new asset acquisitions and assets written off through the asset register.

**Accounting Authorities****CEO**

1. Opening Accounts
  - Bank Accounts
  - Ledger, Trust, General
2. Sign Group Certificates
3. Variation and Authorisation of Accounts Payable
4. Cheque Signatures (all accounts)
5. Placement of Investments
6. Initial authority to refund private telephone rental or other agreed personal expenses/allowances

**Program Manager**

1. Variation and Authorisation of Accounts Payable

**Staff Authorities****CEO**

1. Creation of new position
2. Appointment offers
3. Variation of Rates of Pay to staff employed directly by getGP
4. Dismissal
5. Time Sheets
6. Approving leave

**RISK MANAGEMENT**

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**Scope and Purpose**

getGP needs a systematic approach to the identification and management of potential risks which might effect the capacity of the organisation to achieve its goals and implement its activities effectively.

The basic approach will be overseen through the Audit Committee by maintaining it as a standing agenda item.

The aim of the policy is to improve contingency planning to minimise the occurrence and impact of risks. Risks may potentially occur in relation to:

- Loss of key staff and intellectual property
- Loss of key resources
- Employee and other stakeholder safety

The main steps to be undertaken are:

- Analysis of risks and possible impact

- Rank likelihood and severity of potential risks
- Rank the levels time and resources needed to manage risks
- Identify possible strategies to prevent, reduce or avoid risks and their consequences.
- Determine the appropriate short-term and long-term strategies to manage risks including communication and dissemination requirements
- Monitor and review progress.

## **STRATEGIC PLANNING AND REVIEW**

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### **Scope and Purpose**

As part of its role in determining the strategic directions of getGP, the Board develops a Strategic Plan for the current 3 year funding period and has established an annual process for formulating, reviewing and where appropriate revising the plan. After each funding period the Board intends to develop a new Strategic Plan to reflect changed directions and priorities.

The Strategic Plan sets out the getGP vision, objectives, and key result areas. The plan also demonstrates how the Outcomes for Regionalisation required as part of the contract with GPET are to be included in getGP activities and strategies.

At each meeting, the Board receives reports from the CEO setting out activities undertaken in relation to each of the KRAs in the strategic plan.

Staff position descriptions are structured around the Strategic Plan KRAs.

The Strategic Plan forms the basis for the CEO performance review.

An annual Strategic Planning Workshop is held, normally in June, to review the plan and amend it as appropriate.

The current strategic plan is made available on the getGP website.