

AGED CARE GOVERNANCE COMMITTEE

TERMS OF REFERENCE



1. BACKGROUND

Rural City of Murray Bridge is a provider of quality care and services to older people within the City and the region. It offers a continuum of care including residential aged care at Lerwin and in-home care and support.

Lerwin Aged Care Facility ('Lerwin') is owned and operated by the Rural City of Murray Bridge ('the Council').

Lerwin and the in-home care services ("Community Care") are accredited by the Aged Care Quality and Safety Commission. The approved provider is the Rural City of Murray Bridge.

2. ESTABLISHMENT

Pursuant to Section 41 of the *Local Government Act 1999*, the Council established an Advisory Committee to be known as the Aged Care Governance Committee ("the Committee").

2.1 The Committee is subject to the Council's direction and control and has the functions and powers that are provided by Council as set out in the Terms of Reference.

2.2 The purpose of the Committee is to assist Council to perform its functions to carry out the conduct and operations of Lerwin and in-home care services to older people.

3. PURPOSE

The Committee is established to assist the Council to have effective governance over the strategy, operations and performance of Lerwin and the Community Care program. The establishment of the Committee provides a governance system to assess, monitor and drive improvement in the quality and safety of the care and services that are delivered by Council.

The Committee is established to advise Council on:

3.1 The provision of a range of quality care and accommodation options for aged people primarily:

- 3.1.1 accommodation and care;
- 3.1.2 short stay restorative and respite services;
- 3.1.3 wellbeing and therapy services.

3.2 The provision of services to the community including:

- 3.2.1 home care;
- 3.2.2 health and wellness.

The Committee is responsible for assisting the Council as set out below:

3.3 advice on the processes in place and/or to be implemented or modified to ensure Lerwin and Community Care are compliant with the requirements of the Aged Care Act 1997 (and the related Principles) and the rules and standards applied by the Aged Care Quality and Safety Commission;

3.4 advice on Lerwin's Annual Business Plan, supporting financial plan and policies and whether they align to Council's Annual Business Plan, Long Term Financial Plan and

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Strategic Plan and set out the strategies, actions and performance targets and measures for Lerwin. The Committee will review Lerwin's Annual Business Plan before it is presented to the Council for consideration and adoption;

- 3.5 advice on Lerwin's organisational culture including the application and modelling of appropriate Council and Lerwin values by the employees and the members of the Committee;
- 3.6 monitoring and providing advice on Lerwin's performance against its Business Plan and supporting financial plan and reviewing, monitoring and providing advice on all significant strategic or business initiatives at Lerwin;
- 3.7 advice on the processes in place and/or to be implemented or modified to ensure Lerwin and Community Care are compliant with all relevant legislative obligations, relevant Council policies and financial reporting obligations;
- 3.8 advice on the effectiveness of Lerwin's risk management framework and processes in line with Council's Risk Register. This includes considering whether the key risks that Lerwin is exposed to are clearly identified and whether appropriate processes are in place to mitigate those risks. This includes the management of clinical governance and risk in aged care services;
- 3.9 advice on the appropriate policies, internal controls and quality assurance and compliance processes that are in place and/or to be implemented or modified to manage the operational, financial and compliance risks of Lerwin.

4. DUTIES AND CONDUCT OF COMMITTEE MEMBERS

- 4.1 All members of the Committee are required to comply with the *Code of Conduct s41 Independent Members*;
- 4.2 All members will comply with the endorsed resolutions of the Council;
- 4.3 Committee members will comply with all relevant Council policies;
- 4.4 All members of the Committee are required to comply with the conflict of interest requirements set out in the *Local Government Act 1999*;
- 4.5 Each member must attend relevant education and training programs, as required, by the Council.

5. MEETINGS

- 5.1 Meetings will be held a minimum of 6 times per year;
- 5.2 Ordinary meetings of the Committee will be held at times and places to be determined by the Committee and a special meeting of the Committee may be called in accordance with the Act;
- 5.3 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and observers, no later than 3 clear days before the date of the meeting;
- 5.4 The Chairperson will be responsible for the conduct of all Committee meetings with executive support from the Chief Executive Officer or relevant General Manager. The Chairperson and the Chief Executive Officer will ensure that the agendas are comprehensive, that all agenda items are appropriate and that the recommendations

are consistent with the responsibilities of the Committee;

5.5 Meeting procedures

- 5.5.1 If a member of the Committee is unable to attend a meeting, they may participate in the meeting by telephone or video conference, in accordance with any procedures prescribed by regulations under the *Local Government Act 1999* or determined by the Council under *Section 89* of the *Local Government Act 1999* and provided that any members of the public attending the meeting can hear the discussion between all committee members;
- 5.5.2 The decision of the Chairperson at the meeting of the Committee in relation to the interpretation and application of meeting procedures is final and binding on the Committee;
- 5.5.3 All decisions of the Committee shall be made on the basis of a majority decision of the members present;
- 5.5.4 A quorum will be half of the Committee members in office plus one, ignoring any fractions. No business can be transacted at a meeting unless a quorum is present;
- 5.5.5 The Chairperson has the right to refuse a motion without notice if they believe that the matter should be considered by way of a written notice of motion, or if they believe the motion is vexatious, frivolous or outside of the scope of the Committee.

6. MEETING MINUTES

- 6.1 Minutes will be presented to Council at the next available meeting to provide for recommendations of the Committee to be considered by Council.

7. MEMBERSHIP

- 7.1 The Committee consists of up to 5 persons constituted as follows:
 - 7.1.1 One (1) Elected Member as determined and appointed by the Council for a term to be determined by the Council;
 - 7.1.2 Up to four (4) and no less than three (3) other independent skills-based persons as determined and appointed by the Council for a term not exceeding 4 years;
 - 7.1.3 Subject to *Clause 7.1.4*, on expiry of their term, members of the Committee may seek reappointment. In the event a Committee member seeks reappointment, the Chief Executive Officer and the Chairperson will consider and make a recommendation to Council in relation to reappointment.
 - 7.1.3.1 If the Chief Executive Officer and the Chairperson cannot agree on the recommendation to be made, the Council will determine how to proceed which may be to reappoint the member or advertise the vacancy and seek Expressions Of Interest;
 - 7.1.4 A member may serve 2 consecutive terms at which time the position(s) must be subject to an open Expression of Interest process which sitting members can apply for.

- 7.2 A Committee member appointment will become vacant if:
- 7.2.1 in the case of the Elected Member – the member ceasing to hold office as an Elected Member of the Council;
 - 7.2.2 in the case of any other Committee member:
 - 7.2.2.1 resigns as a Committee member;
 - 7.2.2.2 is removed by Council as a Committee member for any reason;
 - 7.2.3 if any member is absent for three consecutive ordinary meetings of the Committee without leave of the Committee, the Committee may recommend to the Council that it remove that member from the Committee.

8. METHOD OF APPOINTMENT OF NEW MEMBERS

- 8.1 The method of appointment of new Committee members will be as follows:
- 8.1.1 the Council will advertise the vacancies and seek nominations for the position of member of the Committee including the Chairperson;
 - 8.1.2 nominations will be called for from appropriately skilled, experienced or qualified people;
 - 8.1.3 the Council shall appoint the Chairperson of the Committee who will not be an employee or member of Council;
 - 8.1.4 the selection panel for the Chairperson will comprise the Elected Member appointed to the Committee, a recruitment consultant with aged care expertise, and the Chief Executive Officer or their delegate;
 - 8.1.5 the selection panel for the Committee members will comprise the Elected Member appointed to the Committee, the Committee Chairperson and the Chief Executive Officer or their delegate;
 - 8.1.6 the selection panel will take into consideration the current and required skills for the Committee to fulfil its responsibilities, the current term of existing members and the gender diversity of the Committee;
 - 8.1.7 the selection panel will make recommendations to Council as to the appointment of the Chairperson and other Committee members for consideration and appointment by the Council;
 - 8.1.8 the Committee shall appoint an Acting Chairperson from the members of the Committee, as required, in circumstances where the Chairperson is absent and the member so appointed will act as the Chairperson for the period the Chairperson is absent or such other period as determined by the Committee.

9. OFFICE BEARERS

- 9.1 The Chairperson shall serve a three (3) year term in the position unless removed from the position by the Council. On expiry of their term, the Chairperson is eligible for reappointment for a further term (except that the Chairperson may only serve a maximum of 2 terms);
- 9.2 The Chairperson of the Committee shall be an ex-officio member of all sub-committees of the Committee.

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10. ROLES AND RESPONSIBILITIES

10.1 Chairperson:

- 10.1.1 To provide leadership to the Committee;
- 10.1.2 To act as the Chairperson at all meetings of the Committee, ensuring that the meeting is conducted in a proper and orderly manner, complying with the requirements of the *Local Government Act 1999*;
- 10.1.3 To act as the Committee's primary contact with the Chief Executive Officer;
- 10.1.4 To regularly liaise with the Chief Executive Officer or delegate in relation to the work of the Committee.

10.2 Committee Members:

- 10.2.1 To make effective and appropriate contribution as an individual member so that the Committee can carry out its role effectively;
- 10.2.2 To attend all meetings of the Committee - as practical;
- 10.2.3 To review all Agendas and Meeting papers for the Committee meetings unless granted a leave of absence;
- 10.2.4 Committee members have no authority to direct the employees of the Rural City of Murray Bridge in any matter. Any issues or concerns with staff should be raised with the Chief Executive Officer or delegate.

11. SITTING FEES

- 11.1 Committee members, are entitled to a sitting fee for attendances at Committee meetings except for Rural City of Murray Bridge Elected Members;
- 11.2 The applicable rates will be determined by the Council;
- 11.3 A sitting fee will only be paid to a member in respect of meetings the member attended unless the Council determines otherwise.

12. FINANCIAL MANAGEMENT

- 12.1 Financial records of Lerwin will be maintained by the Chief Executive Officer or delegate, and will comply with the relevant financial policies and procedures adopted by Council. Financial statements for Lerwin will be reviewed by the Committee at each meeting.
- 12.2 In accordance with the preparation of the annual Council budget cycle, the Chief Executive Officer will present to the Council for its consideration and adoption, a proposed annual budget for the management, operations and capital expenditure of Lerwin for the ensuing financial year before adoption by Council. This will be reviewed and considered by the Committee prior to being presented.

13. REPORTING REQUIREMENTS

- 13.1 The Committee shall, at least once every two years, review its own performance, terms

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of reference and membership and provide a report to the Chief Executive Officer including any recommended changes. The Chief Executive Officer of Council can approve an extension of this timeframe if circumstances require;

- 13.2 The Chairperson will report to the Council annually summarising the activities of the Committee during the previous year.

14. SUB-COMMITTEES

- 14.1 The Committee may appoint such sub-committees as it sees fit to assist it with carrying out its responsibilities;

- 14.1.1 Any subcommittee must regularly report to the Committee on its activities and will have no decision-making powers.

Reference Documents:

- *Local Government Act 1999 and associated Regulations*
- *Public Interest Disclosure Act 2018*
- *ICAC Act 2012*
- *Aged Care Act 1997 (Federal Legislation)*
- *Aged Care Quality Standards*

Policy Documents:

- Code of Conduct for Elected Members
- Code of Conduct for Independent S41 Committee members
- Access to Council meetings, Council Committees & Council Documents – Code of Practice
- Good Governance Framework
- Risk Management Framework
- Public Interest Disclosure Guideline
- Lerwin Specific Documents

Review

- Biennially; or
- As required by Legislation, Council or the Committee