



BOARD OF VISITORS

TIN 60-68251-0-8

COLONIAL WAR MEMORIAL HOSPITAL BOARD OF VISITORS TERMS OF REFERENCE

CWMH Board of Visitors Terms of Reference

1 Purpose

The Board helps to ensure that the hospital reliably provides a high quality of care, medical services and safety to patients, focusing on top priorities and financial sustainability for the hospital. It works with hospital management to determine the hospital mission and strategic directions and support their advancement.

2 Function

2.1 The functions of the Board of Visitors for Colonial War Memorial Hospital(CWMH) are as prescribed in the amended Section 10 of the Public Hospitals and Dispensaries Act (Cap 110) attached, which states:

- (a) in consultation with the Medical Superintendent CWMH, ensures:
 - (i) the maintenance and repair of the hospital under its care and control;
 - (ii) the beautification of the hospital under its care and control; and
 - (iii) that the hospital under its care and control is well equipped and has the necessary technology to provide high quality care for patients.
- (b) subject to the approval of the Permanent Secretary, partner with private sector bodies to fulfil the functions given to it under this Act; and
- (c) assist and support the Ministry of Health in encouraging good health and preventing communicable and non-communicable disease.

3 Membership

3.1 The Board shall have a minimum of three (3) members and a maximum of nine (9) members.

3.2 The Chairperson and the Members of the Board of Visitors are appointed by the Minister of Health and Medical Services; and that the appointment of any member may be terminated by the Minister at any time.

3.3 Each member of the Board shall hold office for a term of two years and may be re-appointed for two (2) further consecutive terms.

3.4 Any member of the Board may resign at any time with a 30days written notice to the Minister.

3.5 The CWMH Superintendent may attend meetings, at the invitation of the Board Chair.

3.6 The Board Secretariat must maintain a register of the Board Members, attendance at meetings, and the relevant dates of appointment and expiry of a Member's term.

4 Accountability

4.1 The Board of Visitors is accountable to and will report directly to the Minister of Health and Medical Services;

4.2 Act in accordance with the laws of Fiji and any directions issued by the Minister to the Board.

4.3 Each Board (CWMH in this case) shall keep proper accounts in respect of its operations and shall prepare a statement of accounts for each financial year.

4.4 The accounts of the Board shall be audited annually by an independent auditor.

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4.5 The Board shall submit to the Minister as soon as practicable at the end of each financial year:

- (a) a copy of the statement of accounts; and
- (b) a copy of any report made by the independent auditor.

5 Administrative Board Appointments

5.1 The Board of Visitors shall appoint a secretary to prepare agendas, keep minutes and deal with any other matters concerning the administration of the Committee.

5.2 The Board of Visitors shall appoint a Treasurer to manage the Board's finances, accounts, reporting and audits as in 4 above.

6 Administrative Arrangements

6.1 Meetings

6.1.1 The Board is expected to hold a minimum of twelve (12) meetings each year. Additional meetings may be held as determined by the Board Chair in discussion and agreement with members of the Board.

6.1.2 Cancellation and re-scheduling of meetings will be at the discretion of the Board Chair.

6.2 Meeting Plan, Agenda and Work Plan

6.2.1 A forward meeting plan including meeting dates and standing agenda items will be agreed by the Board Chair and which may be amended at the discretion of the Board Chair from time to time.

6.2.2 The Board Chair and the Hospital Superintendent with the Secretariat, are responsible to review the Board's Work Plan and to ensure that all items listed for consideration are included on the Agenda at the appropriate time and to ensure that any new items raised by Board members are included on the Work Plan

6.3 Attendance at Meetings and Quorum

6.3.1 The Chair of the Board shall preside at all meetings of the Board and if the Chair is not present at a meeting, the members present may, for that particular meeting, appoint a member to preside as the acting Chair in the absence of the Chair.

6.3.2 Two thirds of the members of the Board shall constitute a quorum for a meeting, including the Chair of the Board.

6.3.3 Any issue raised shall be decided by the majority of the votes of the members of the Board present and in the event of the tie of votes, the Chairperson shall have a casting vote. (Section 9 (3) Act Cap 110).

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- 6.3.4** The Board Chair from time to time, through the Hospital Superintendent, request a CWMH executive or employee or external party to attend a meeting of the Board. For avoidance of doubt, this person (or people):
- Does not assume membership and is not entitled to participate in any decision-making process of the Board; and
 - Is only entitled to attend for that part of the meeting as authorised by the Board Chair.

6.4 Secretariat

- 6.4.1 The Board Secretariat is to provide secretariat support to the Board, including the preparation of meeting papers, meeting minutes and administrative support.
- 6.4.2 The Board Secretariat will prepare and maintain a corporate file of the Board's records. Files will be kept securely in accordance with the requirements of the Public Records Act 1971.

6.5 Board Meeting Papers/Minutes

- 6.5.1 The Board Secretariat will endeavor to distribute meeting papers to the Board members at least four (4) calendar days before the scheduled Board meeting date.
- 6.5.2 The Board Chair may allow the distribution of additional meeting papers closer to the meeting or to be tabled at the meeting.
- 6.5.3 The Secretariat, in conjunction with the Board Chair, is responsible to draft the minutes and to present the draft minutes from each meeting to the next scheduled Board meeting for comment and endorsement.
- 6.5.4 Minutes of meeting are intended to record, clearly and accurately, the decisions taken at the meetings, and a succinct account of the reasons for making those decisions.

6.6 Flying Minute

- 6.6.1 The Board Chair is entitled to distribute meeting papers and communication for decision on urgent matters which can be progressed by a flying minute.
- 6.6.2 The members must respond to the flying minute in accordance with the written instructions, by the due date; and otherwise in accordance with any instructions provided by the Board Chair.

7. Disclosure of Interest

- 7.1 If any member of a Board is present at a meeting of that Board where a matter is being considered and such a member has any direct or indirect pecuniary interest, conflict of interest or other interests in the matter, he or she shall immediately disclose that interest and take no

further part in the consideration of the matter. The Board Chair may require the member to leave the room whilst the other members continue with the discussion and make a decision.

- 7.2 Notwithstanding subsection (7.1), such disclosure of interest by any member of a Board shall not affect the constitution of a quorum.
- 7.3 Any act or omission made in good faith and without negligence in the exercise of a member of a Board's duties under this Act, or any act or omission made by the Minister, Permanent Secretary, member of the Board, shall not subject that person to any personal liability.
- 7.4 Members will at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity, independence and probity and not engage knowingly in acts or activities that have the potential to discredit the Health Service.
- 7.5 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.

8. Confidentiality

- 8.1 Under the Ministry of Health and Medical services, all matters dealt with in the Board of Visitors concerning health information are to be kept confidential and privy to the members only and the institution.
- 8.2 All information regarding the functions and processes of the Board are to be in confidence and any documentation and notes made regarding the Hospital processes should be maintained by the Board of Visitor member and also at the end of his or her term, handed over to the Secretary of the Board.
- 8.3 The Members acknowledge that:
 - (a) Members will receive information (verbal, electronic or written) that is commercially sensitive, private and confidential and which should be protected;
 - (b) a Member's duty to maintain confidentiality and to exercise discretion are paramount and the duty survives the termination or expiry of a Member's appointment;
 - (c) Members must maintain and secure access to the meeting papers (whether printed, electronic or in some other form); by keeping same in a safe place and secure location.

9. Information and the Media

- 9.1 All board members are to refrain from making any such declaration or sharing of pictures or footages of information in the social media and also the media in regards to any hospital events or board matters or projects.
- 9.2 The responsibility of communication with the media is with the Board Chair, reporting directly to the Minister of Health and Medical Services.

10. Review of Terms of Reference

- 10.1 The Board will review the terms of reference annually to ensure that it remains fit for purpose and is best facilitated to discharge its duties.