



# **IEPCP Executive Committee Terms of Reference and Partnership Application Form**

## 1. Strategic Intent of Inner East Primary Care Partnership (IEPCP)

The partnership's priority activities funded by the Department of Health and Human Services Victoria include:

- Prevention and Population Health
- Integrated Chronic Disease Management
- Service Coordination

## 2. Major promises of the parties to this Agreement

The Partners undertake:

- to cooperate in good faith consistent with the IEPCP strategic plan in order to meet the obligations of the Funding Agreements;
- to use all reasonable endeavours to comply with the IEPCP strategic plan;
- to comply with the business rules and Terms of Reference as set out in the policies and procedures of the IEPCP;
- to use all reasonable endeavours to provide collaborative support as set out in the IEPCP strategic plan; and in performing this agreement, to act reasonably and in good faith.

## 3. IEPCP Executive Committee Roles and Functions

The key function of the Executive Committee is to steer the IEPCP by applying the principles of good governance. Roles include both a **strategic** role (setting the overall strategic direction of IEPCP as articulated in the current Strategic Directions document) and a **stewardship** role (ensuring IEPCP operations reflect primary health sector and members' business principles and broader community values). The Executive Committee will ensure all necessary arrangements are in place to meet its obligations in this regard.

### 3.1 IEPCP Executive Committee Responsibilities

- The work of the IEPCP will be managed by the Executive Committee in accordance with this Agreement.
- The specific powers and responsibilities of the Executive Committee are:
  - Strategic Service Direction:** Conducting a strategic review of the challenges, needs and opportunities in the community and the capability and capacity of the partnership; and setting key objectives for the partnership as a whole.
  - Policy Development:** Developing policies for governance, planning and corporate management of the partnership.
  - Finance and Asset Management:** Long term financial planning and the monitoring of revenue, costing, pricing, assets and infrastructure, debt and annual budgets.
  - Performance Monitoring and Review:** Ongoing monitoring and auditing of partnership and service performance including meeting the challenge for the partnership to develop meaningful, but 'high level' performance indicators and avoiding masses of operational information.
  - Executive Officer relationship:** The Executive Committee's prime relationship is with the Executive Officer (EO). The Executive Committee is responsible for liaising closely with the fund-holding agency in appointing the EO, establishing contractual conditions, and developing a monitoring, feedback and review process linked to the partnership's strategic plan.
  - Marketing and communication:** Communicating and consulting with the community; promoting the work, challenges and achievements of the partnership.
  - Community representation and advocacy:** Executive Committee members have a primary role in understanding and negotiating the interests of partner agencies, service users, other organisations and government, and the community generally.

## 3.2 Executive Committee Composition

- a) The composition of the IEPCP Executive Committee will firstly be based on skills and expertise in governance (*see Table 1 below*) and meet the selection criteria as per Clause 3.2 [c] secondly, be representative of service sectors as relevant to the implementation of agreed strategic objectives and goals; and thirdly, reflect the diversity of member agencies and sectors located in, or providing services to, the communities of the IEPCP catchment area. Finally the composition of the Executive Committee will reflect the IEPCP's commitment to gender equity and practicable efforts will be made to ensure a gender balance.
- b) The Executive Committee will consist of up to nine (9) partners with a desirable minimum of six (6), one of whom must represent the funds holder. The remaining partners will be elected every three or four years in line with the partnership's strategic and operational planning cycles. (Note: The Executive Officer of the IEPCP will be the Secretary but will not have voting rights at Executive Committee meetings).
- c) Executive Committee Selection Criteria:
  - i. Is a CEO or Executive/Senior Manager for an organisation listed as a Partner on the most current IEPCP Partner Agency Register;
  - ii. Is willing to be a signatory to the Department of Health Funding and Service Agreement ("Consortium Agreement");
  - iii. Is a signatory to a current Partnering Agreement;
  - iv. Is an active partner of the partnership as demonstrated by regular attendance and participation in IEPCP's planning, implementation and/or evaluation activities;
  - v. Has completed the IEPCP orientation/induction process as necessary;
  - vi. Attends a minimum of 75% of Executive Committee meetings per annum; and
  - vii. Actively participates in any IEPCP Executive Committee Working Groups or sub-committees as applicable.
- d) The Executive of the IEPCP are the persons appointed to the named roles by the Executive Committee at the first meeting following election, and will consist of the:
  - Chairperson;
  - Deputy Chairperson (who is the nominated Funds Holder for IEPCP)
  - One other member of the Executive Committee.
- e) The Executive of IEPCP are delegated to make decisions between meetings where issues cannot be resolved by circular resolution on a case by case situation where the full committee is kept informed.
- f) Each member of the Executive Committee will hold office for a period of three or four years (in line with the IEPCP Strategic Plan period) but is eligible for re-election at the end of this period (refer Clause 3.3 [a]).
- g) Executive Committee members can only be nominated from Partner agencies according to the official IEPCP Partner Agency Register and must comply with the selection criteria (Clause 3.2 [c]). Nominations are voted on by the person's listed on the Partner Agency Register and/or the Executive Committee according to the Terms of Reference; and are endorsed by the Executive Committee.
- h) In the event of a casual vacancy occurring on the Executive Committee, the latter may at their discretion, call for expressions of interest from the CEO's/Senior Managers from agencies on the Partner Agency Register meeting the selection criteria including desirable skills, qualities and experience as indicated in Governance Competency Matrix (*Table 1*). Nominations will be tabled and voted on at an Executive Committee meeting. Representatives may remain in casual positions until the next election cycle.

**Table 1. Executive Committee – Governance Competency Matrix**

Skills	Qualities	Experience
<ul style="list-style-type: none"> <li>• Strategic thinking</li> <li>• Planning and leadership</li> <li>• Risk management and audit</li> <li>• Reading and understanding financial statements</li> <li>• Legal, financial and other professional skills</li> <li>• Marketing and communication</li> <li>• Health sector specific skills and knowledge</li> <li>• Stakeholder management</li> </ul>	<ul style="list-style-type: none"> <li>• Integrity and standing in the community</li> <li>• Demonstrated honesty</li> <li>• Tolerance of different views</li> <li>• History of acting in good faith and in the best interests of the partnership</li> <li>• Ability to listen, analyse, think clearly and work well with others</li> <li>• Willingness to attend meetings, ask questions and take responsibility</li> </ul>	<ul style="list-style-type: none"> <li>• Working on a governance group</li> <li>• Networking and dealing with stakeholders</li> <li>• Working in a regional/rural health context</li> <li>• Performing at high levels in relevant fields of expertise</li> <li>• Previous experience as a chair (if their role is to be Chair)</li> </ul>

### 3.3 Election of Executive and Ordinary Executive Committee members

Elections for the IEPCP Executive Committee will occur every three (3) to four (4) years in line with the IEPCP strategic planning schedule.

- a) Nominations of candidates for election of IEPCP Executive Committee must be made in writing, signed by senior manager/Chief Executive Officer of the organisation, and delivered (via mail or electronic transmission) to the Secretary (Executive Officer) of the IEPCP. All nominees must meet the eligibility criteria as previously specified and be listed on the official IEPCP Partner Agency Register.
- b) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated will be deemed to be elected.
- c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- d) If the number of nominations exceeds the number of vacancies to be filled, a membership vote/ballot will be held.
- e) All votes will be collated by the Secretary and tabled at the next scheduled IEPCP Executive Committee meeting for endorsement. Election outcomes will be notified to all member agencies and key stakeholders in a timely manner.

### 3.4 Executive Committee Vacancies

- a) An Executive Committee position be considered vacant if a member;
  - i. Ceases to be a Partner of the IEPCP; or
  - ii. Ceases to meet other eligibility criteria e.g. ceases to be a signatory to a current Partnering Agreement; or
  - iii. Resigns from office by notice in writing given to the Secretary; or
  - iv. Does not attend 75% of Executive Committee meetings annually; or
  - v. Fails to attend 3 meetings in succession.

### 3.5 Removal of an Executive Committee member

- a) The Executive Committee may, by resolution passed with at least 50% plus 1 of filled positions, vote in favour of removing a member of the Executive Committee who has failed to meet the provisions in 3.4 [a].

### 3.6 Meetings of the Executive Committee

- a) The Executive Committee must meet at least 6 times in each year at such place and such times as the Executive Committee may determine.
- b) Special meetings of the Executive Committee may be convened as necessary by the Chairperson.

### 3.7 Notice of Executive Committee meetings

- a) Electronic notice of each Executive Committee meeting must be given to each member of the Executive Committee at least 2 business days before the date of the meeting.
- b) Written notice (via electronic transaction) must be given to members of the Executive Committee of any special meeting specifying the general nature of the business.

### 3.8 Quorum for Executive Committee meetings

- a) 50% plus 1 of positions filled on the Executive Committee constitutes a quorum.
- b) If a quorum is not in attendance then the meeting may proceed, however, decisions may not be endorsed at the meeting. In such cases, and in between Executive Committee meetings, Executive Committee decisions and endorsements can be made through the implementation of the IEPCP Executive Committee Decision Making and Endorsement's Policy and Procedure.
- c) If vacancies on the Executive Committee are not filled, then the accepted quorum will be 50% plus one of positions filled.

### 3.9 Presiding at Executive Committee meetings

At meetings of the Executive Committee:

- a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
- b) If the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Executive Committee members present must choose one of their number to preside.

### 3.10 Voting at Executive Committee meetings

- a) Questions arising at a meeting of the Executive Committee, or at a meeting of any Sub-Committee appointed by the Executive Committee, will be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- b) Each member present at a meeting of the Executive Committee, or at a meeting of any Sub-Committee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **3.11 Minutes of Executive Committee meetings**

- a) The Secretary (Executive Officer) of the IEPCP must keep minutes of the resolutions and proceedings of each Executive Committee meeting, together with a record of the names of persons present at Executive Committee meetings.

## **4. Meetings of the IEPCP**

**4.1 Membership Forum** The Executive Committee may determine the date, time and place of the Annual Partnership Forum, which constitutes a meeting of all partner agencies listed on the IEPCP Partner Agency Register.

- b) The notice convening the Annual Partnership Forum must specify that the meeting is an "Annual Partnership Forum"

The ordinary business of a Forum will be to:

- i.* Share learnings and showcase agency activities related to the key strategic priorities of the partnership;
- ii.* Provide information about the partnership's achievements against the three (3) to four (4) year Strategic Plan;
- iii.* Seek feedback on key issues and initiatives;
- iv.* Provide updates on the broader primary health policy environment as it relates to the business of the IEPCP;
- v.* Identify opportunities for improvement in partnership services and relationships.

Further partnership forums can be arranged by the Executive Officer and staff on topics arising from the Strategic Plan, targeting groups of partner agencies appropriate to the topic.

### **4.2 Other Partnership meetings**

Other Partnership meetings may be held whenever the IEPCP Executive Committee and/or partners think fit.

### **4.3 Presiding at the Annual Partnership forum**

- a) The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, will preside as Chairperson at IEPCP Forums.
- b) If the Chairperson and the Deputy Chairperson are absent from a forum, or are unable to preside, an IEPCP Executive Committee member will preside over the meeting. If an Executive Committee member is not in attendance, then the Partners present may nominate someone from the partnership to preside.

### **4.4 Minutes of meetings**

The Secretary (Executive Officer) of IEPCP must keep minutes of Partnership Forums in a central file in the IEPCP office. Minutes and/or outcomes of forums are to be communicated to stakeholders consistent with the IEPCP Communication Strategy.

# Partnership Application Form

## About partnership of Inner East Primary Care Partnership:

Any organisation wishing to work in partnership with Inner East Primary Care Partnership may apply by completing the attached form. Acceptance as a partner is subject to approval by the Inner East Primary Care Partnership Executives. Partner agencies are eligible to be represented on the Executive Committee.

### 1. Partner Agency Registration and Contact Details:

Please complete the following details including the name of the CEO or Senior Manager to be listed as the partner agency representative on the Partner Agency Register and their contact details (please note this is the person who would also be eligible to nominate for IEPCP Executive Committee positions when vacant):

Name of Agency applying for partnership: \_\_\_\_\_

#### Chief Executive Officer (CEO)

Name:	
Email:	
Telephone:	
Postal Address:	
Office Address:	

Name of Agency applying for partnership: \_\_\_\_\_

#### Nominated Representative (if not the CEO)

Name:	
Email:	
Telephone:	
Postal Address:	
Office Address:	

\_\_\_\_\_ (Insert legal name of organisation)

**Supports the work of the Inner East Primary Care Partnership, and wishes to become a partner of Inner East Primary Care Partnership**

Signature	Print Name:	
	Position Title:	
	Date:	

### 2. Originals of signed and completed Partnership Forms should be forwarded to:

- Executive Officer, Inner East Primary Care Partnership 3/43 Carrington Road, Box Hill Vic 3128
- Or via email to [info@iepcp.org.au](mailto:info@iepcp.org.au)

### 3. Nomination to the Executive Committee:

- Yes, I wish to nominate for election to the IEPCP Executive Committee  
 No, I do not wish to nominate for election to the IEPCP Executive Committee

### 4. Application Endorsement:

This section confirms the acceptance of the partnership application.

Chair, Inner East PCP Executive Committee

Signature	
Print Name:	
Date:	

Original copies of this Partnership Application will be kept on file in the Inner East Primary Care Partnership Office. A duplicate copy will be returned to the organisation applying when the process for entry has been completed and endorsed by the Chair.

Date amended: February 2017 Date of review: February 2018

