

# Gilgandra Lifestyles' Advisory Board

## TERMS OF REFERENCE

### PURPOSE

Council owns and operates Gilgandra Lifestyles, which currently provides aged care services to the Gilgandra Community incorporating the services of:

- Cooee Lodge Hostel Residential Aged Care
- Cooee Lodge Retirement Village (Independent Living)
- Jack Towney Hostel (Indigenous Specific Residential Aged Care)
- Home Care Packages
- Commonwealth Home Support packages - Meals on Wheels and Community Transport, Social Support and respite

Council recognises the value of engaging people with the right expertise, skills and experience to support Gilgandra Lifestyles' mission, and on that basis, has established a Board to govern and oversee the operation and management of Gilgandra Lifestyles. Council has determined that the Board established will be referred to as the Gilgandra Lifestyles' Advisory Board.

These Terms of Reference set out the role, composition and responsibilities of Gilgandra Lifestyles' Advisory Board. The Board has three broad purposes – Compliance, Clinical Governance and Performance:

### COMPLIANCE

- Ensure Gilgandra Lifestyles operates in conformity with Council's legal authority, Aged Care Act and Standards, Retirement Villages NSW Act and associated regulations and formal agreements
- Comply with Board members' responsibilities in line with Council's Code of Conduct
- Comply with relevant laws
- Monitor and provide advice to Council on the financial performance and solvency of Gilgandra Lifestyles
- Ensure compliance with the Aged Care Act and Principles and the Australian Aged Care Quality Standards
- Ensure compliance with the Retirement Villages Act NSW

### CLINICAL GOVERNANCE

When reviewing the clinical governance arrangements, systematic action is to be taken in the following six areas:

- Leadership and culture
- Consumer partnerships
- Organisational systems
- Monitoring and reporting
- Effective workforce
- Communication and relationships.

## **PERFORMANCE**

### **Governance & Accountability**

- Advise and recommend to Council the strategic direction for Gilgandra Lifestyles
- Monitor Operational Plan and Budget relevant to Gilgandra Lifestyles on a quarterly basis and provide feedback to Council as appropriate.
- Monitor compliance with governance requirements
- Provide advice for overall performance of Gilgandra Lifestyles and report outcomes to Council

### **Public Relations**

- Represent Council and promote Gilgandra Lifestyles in the community
- Keep stakeholders, including Council, informed of the operations, risks and implications thereof
- Promote the outcomes of the Community Strategic Plan and protect the interests of stakeholders
- Speak with one voice regarding Board decisions

### **Risk Management**

- Ensure up-to-date and effective risk profile and management strategy is in place
- Be assured that risk mitigation procedures are operating in accordance with policies and the risk appetite
- Make recommendations to Council on when to avoid and accept risks associated with the operations of Gilgandra Lifestyles
- Monitor critical risks
- Be mindful that the Gilgandra Lifestyles' Advisory Board, in meeting its responsibilities, occurs in the context of the outcomes of the Gilgandra Region Community Strategic Plan 2032 and associated Delivery Program and Operational Plan.

## **RESPONSIBILITIES**

The Gilgandra Lifestyles' Advisory Board is responsible for overseeing and providing advice to Council on the operations and management of Gilgandra Lifestyles on Council's behalf.

This involves ensuring that Gilgandra Lifestyles:

- Meets the obligations of Standard 8 of the Aged Care Quality Standards
- Provides effective leadership and collaborates with the Gilgandra Lifestyles' Management Team in:
  - articulating Gilgandra Lifestyles' values, vision, mission and strategies
  - developing strategic (direction) plans and ordering strategic priorities
  - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
  - developing and maintaining a culture that supports Lifestyles objectives and manages risk to Council and its stakeholders
- Review and agree on the Delivery Plan and Operational Plan actions and annual budget proposed by the Gilgandra Lifestyles' Management Team.
- Monitor the achievement of the Operational Plan and Budget

- Ensure the Board's compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program and arrange for members to attend courses, seminars and/or participate in development programs as the Board judges appropriate
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently and meet all legal and contractual requirements
- Ensure that all significant risks are adequately considered and accounted for by the Gilgandra Lifestyles' Management Team through the development of a risk profile and matrix
- Ensure that the organisation has appropriate corporate and clinical governance structures in place

### **Gilgandra Lifestyles Community Strategic Plan Outcome**

- *Provide a range of quality aged and care options to meet industry standards and community needs*

This is achieved through the strategies and actions in the Gilgandra Shire Council Delivery Program and Operational Plan.

### **GOVERNANCE FRAMEWORK**

The Local Government Act sets out the ways in which a council may exercise its functions. In particular, section 355 of the Local Government Act provides that councils are able to exercise their functions by a committee of the Council, known as a section 355 Committee.

The Aged Care Act, Principals and the Aged Care Quality Standards set out ways in which governing bodies of Aged Care Providers are responsible for the Governance of those organisations.

While the Gilgandra Lifestyles' Advisory Board is responsible for advising Council and overseeing the operation and management of Gilgandra Lifestyles in accordance with this policy, Council remains responsible for actions and performance of the Gilgandra Lifestyles' Advisory Board.

### **LEGISLATIVE FRAMEWORK**

Members of the Gilgandra Lifestyles' Advisory Board should be familiar with the regulatory requirements that apply to Gilgandra Lifestyles including, but not limited to:

- Local Government Act
- Aged Care Act and Principles
- Quality and Safety Commission Act
- Retirement Villages Act NSW.
- Associated Regulations and/or formal agreements

Gilgandra Lifestyles Advisory Board members are likely to be construed as 'key personnel' within the meaning of the Quality and Safety Commission Act and must not be 'disqualified individuals' within the meaning of the Act.

In exercising Council's functions in relation to Gilgandra Lifestyles, the Gilgandra Lifestyles' Advisory Board will be doing so on Council's behalf. Legally, this means the exercise of such functions by the Gilgandra Lifestyles Advisory Board will be taken to be the exercise of those functions by Council.

If a Board Member acts outside the scope of this policy the Member may be liable for those actions.

Without limiting any other rights Council may have, Council can withdraw its delegation from the Gilgandra Lifestyles' Advisory Board or remove a Member from the Gilgandra Lifestyles Advisory Board at any time if Council deems necessary in its absolute discretion.

Some statutory protection is afforded to Members. Section 731 of the Local Government Act provides that a matter or thing done by a Member does not, if the matter or thing was done in good faith for the purpose of executing the Local Government Act or any other act, subject the Member to any action, liability, claim or demand.

The Gilgandra Lifestyles' Advisory Board cannot change its name or merge with another party without prior notice and approval from Council. Only Council can change the functions of the Gilgandra Lifestyles' Advisory Board.

## **CODE OF CONDUCT**

Members of the Advisory Board are bound by Council's Code of Conduct which is applicable to elected Councillors, employed staff and members. This Code of Conduct sets out the principles to ensure the business of Council is carried out in an efficient, honest and impartial way.

As the Gilgandra Lifestyles' Advisory Board operates as part of Council, it is important for members to be aware of and comply with this Code of Conduct. Failure by a member to comply with the Code of Conduct may, amongst other things, result in the removal by Council of that member from the Gilgandra Lifestyles' Advisory Board.

## **BOARD MEMBERSHIP**

### **General Requirements**

The Gilgandra Lifestyles Advisory Board shall comprise a total of nine members, each appointed by Council, of which six members must be Councillors. At its meeting on 19 April 2022, Council appointed the following Councillors as initial members of the Board:

- *Cr Batten*
- *Cr Bunter*
- *Cr Mudford*
- *Cr Babbage*
- *Cr Mann*
- *Cr Peart*

Council appoints three non-Councillor members with appropriate experience in areas of aged care. Board members, who are not Councillors must be appointed by the Council and possess skills within the skills matrix set out below.

In determining the composition of the Gilgandra Lifestyles' Advisory Board regard must be given to the skills, experience or expertise required by the Board.

The three non-Councillor members are to have relevant skills and experience in one or more of the following areas:

- Governance and industry reform experience
- Clinical governance
- Financial management in a corporate environment
- Residential aged care facility operations experience
- Experience as a senior manager in organisations which provide human services similar to those provided by Gilgandra Lifestyles
- Experience on the Board or governing body of organisations which provide services similar to those provided by Gilgandra Lifestyles
- Organisational strategy development
- Knowledge of the health care/ home care/retirement living sector knowledge and expertise
- Experience in community-based organisations.

At least one member must have clinical care and quality standard compliance experience. Clinical care experience means current:

- a) experience working in the delivery of aged care;
- b) registration as a health practitioner under the Health Practitioner Regulation National Law (NSW) No 86a;
- c) and knowledge of the Aged Care Quality and Safety Standards.

Members of the Gilgandra Lifestyles' Advisory Board are likely to be considered to be 'key personnel' for the purposes of the Aged Care Act 1997.

Members of the Gilgandra Lifestyles Advisory Board must not be disqualified individuals for the purpose of the Quality and Safety Commission Act.

### **Term of Appointment**

A term is defined as the election period of the current Council, noting the normal term of office of a Council elected member is four years. The initial term concludes at the end of the current Council term. Nothing within these terms of reference prevents the chair serving consecutive terms.

Council must appoint its chosen external skilled based members by providing confirmation in writing of their appointment.

### **Reappointment**

Skill based members are eligible for reappointment for a further term by resubmitting a nomination to Council.

Council has ultimate discretion in the endorsement, or otherwise, of Gilgandra Lifestyles' Advisory Board members.

### **Dissolution of Board**

The Gilgandra Lifestyles' Advisory Board can only be dissolved by a resolution to that effect by Council.

## **Vacation of Office**

Vacancy of a member will arise in the following circumstances:

- where a member who is a Councillor ceases to be a Councillor or upon the death of a Member
- if the member becomes bankrupt
- if the member becomes mentally incapacitated
- if the member becomes a disqualified individual within the meaning of the Quality and Safety Commission Act
- if the member resigns membership by notice in writing to the Council
- if the member is absent for more than three consecutive meetings without approved leave of absence by the Board
- Council passes a resolution to remove the member from the Board, including in circumstances where:
  - the member fails to comply with Council's Code of Conduct; or
  - the member fails to comply with a provision of this terms of reference

## **Chairperson**

The process for the selection of the Chairperson is as follows:

- The Chairperson is to be elected from the six Council elected members
- The term of the Chairperson to be aligned with the Mayoral term

## **Remuneration**

Councillors who are appointed to the membership of the Gilgandra Lifestyles' Advisory Board must not receive remuneration for their participation.

The three non-Councillor skill based members will be remunerated as agreed by Council.

## **Out of pocket expenses**

Councillor members are entitled to be reimbursed for out-of-pocket expenses in accordance with Council's policy: *Expenses and Facilities – Mayor and Councillors*.

Other members may apply to the General Manager for reimbursement of reasonable expenses incurred in carrying out their duties as members (which the General Manager may approve in their absolute discretion).

## **RECORDS AND RECORD MANAGEMENT**

Outgoing correspondence from the Gilgandra Lifestyles' Advisory Board is effectively outgoing correspondence on behalf of the Council.

The Board will maintain appropriate records of its meetings and procedures including:

- Agendas
- Records of attendance
- Minutes
- Reports from operational executives
- Reports from third parties expressly commissioned by the Board
- Actions arising log

The Gilgandra Lifestyles' Advisory Board must ensure that electronic records associated with the Board are maintained, including all meeting agendas and minutes.

## **FINANCIAL MANAGEMENT**

The Board is subject to the same rules and regulations as Council, which are set out in the Local Government Act, Local Government Regulation and Accounting Standards.

Council's requirement to be publicly accountable involves the responsibility to ensure that Gilgandra Lifestyles' funds are used in the manner for which they were intended.

No financial delegated authority is granted to members of the Board.

All financial transactions are to be in accordance with Council procurement process and delegation of authority as issued by the Council.

## **REPORTING**

### **Annual Report**

The Gilgandra Lifestyles' Advisory Board must provide an Annual Report to Council. In preparing the Annual Report, the Board may direct the Gilgandra Lifestyles' Management Team to prepare a draft of the Annual Report.

### **Quarterly Financial Report**

The Gilgandra Lifestyles' Advisory Board must consider a quarterly financial report of the financial affairs of Gilgandra Lifestyles.

In considering the quarterly financial report, the Gilgandra Lifestyles' Advisory Board must, amend (where appropriate) and approve the Quarterly Financial Report prior to providing it to Council.

### **Clinical reporting**

The Gilgandra Lifestyles' Advisory Board must establish and maintain a clinical governance framework that includes reporting requirements and ensure that management complies with this framework including reporting notifiable clinical or safety incidents to the Board as appropriate and within required timeframes.

The Board will report clinical incidents to Council where those matters are of significant impact or potential impact on Council.

### **Other reporting**

The Board must provide to Council any other reports as requested by Council.

## **REVIEW OF TERMS OF REFERENCE**

The Gilgandra Lifestyles Advisory Board will review these Terms of Reference at the commencement of each term to ensure they remain consistent with Council's objectives and responsibilities for Gilgandra Lifestyles.

<b>Responsible Officer:</b>	Director Aged Care & Disabilities		
<b>Date Adopted:</b>	13/9/22 13/11/23	<b>Resolution No:</b>	4/22 40/23
<b>Version:</b>	2	<b>Review Date:</b>	November (annually)