

interRAI New Zealand Governance Board

Terms of Reference

Purpose

The Governance Board members have been appointed by the Director-General of Health to provide leadership and oversight to interRAI New Zealand (interRAI NZ) to ensure the continuous improvement of health outcomes for New Zealanders as they age, and the effectiveness and efficiency of our health system by guiding and leading the use of interRAI instruments and the dissemination and use of interRAI information.

Governance and accountability

The Governance Board is a governance group with the authority to give direction and provide strategic governance for interRAI from a clinical, operational, and consumer perspective. The Governance Board will take strategic guidance from the New Zealand Health Strategy and the Health of Older Persons Strategy. The interRAI Governance Board must have consumer representation to ensure that stakeholders and shareholders keep the connection, and be a governance group with commitment to lead.

The Principles influencing good governance of interRAI are identified as:

- Active Consumer involvement and influence.
- Effective and appropriate information governance practices.
- Effectiveness and efficiency, enhancing the value of investment.
- Integration and alignment with health sector business and IT systems.
- District Health Board (DHB), provider and sector coordination and leadership
- Fitting with long-term outcomes for interRAI;
- Ability to consider the needs of all involved communities of interest;
- Clear accountability for management and outcomes.

The Governance Board will work collaboratively with the Ministry of Health, the Technical Advisory Service and key stakeholders such as District Health Boards, Aged Residential Care Providers and consumer groups.

Decision making

Decisions on the continuous improvement of health outcomes for New Zealanders as they age will be based on collective decision making and through consensus, and will align with the Ministry of Health New Zealand Health Strategy and Health Ageing Strategy.

Strategic leadership

The Board will provide oversight to the delivery of a well-coordinated interRAI NZ programme to ensure improvements for older people across New Zealand. The Board have developed a programme of work that includes agreeing a Memorandum of Understanding with the Ministry of Health that sets out the formal arrangements on how the Governance Board will deliver the outcomes required by the Ministry of Health. The interRAI NZ – Future Direction three year rolling strategic plan was approved by the Board in August 2016 and will be updated each year. The Future Direction is based on the five strategic themes of the refreshed New Zealand Health Strategy and how interRAI can support the implementation of the strategy.

Chairperson

The Chair of the interRAI NZ Governance Board is appointed by the Director-General of Health. The Chairperson will preside at every meeting of the Board. If the Chair is not in attendance at a meeting, or is required to withdraw for any reason, the Deputy Chair will preside. If both the Chair and Deputy Chair are not available the remaining Board Members may elect an Acting Chair for that meeting by majority vote.

Duties and responsibilities of a member

This section sets out the Director-General's expectations on the duties and responsibilities of a person appointed as a member of the Governance Board. This is intended to aid members by providing them with a common set of principles for appropriate conduct and behaviour and serves to protect the Board and its members.

The Board will conduct its activities in an open and ethical manner, and operate in an effective and efficient way within the parameters of its functions as set out in its Terms of Reference.

Board members should have a commitment to work in the best interests of interRAI and the Board.

Members are expected to make every effort to attend all the Board meetings and devote sufficient time to become familiar with the affairs of the Board and the wider environment within which it operates.

Members are expected to act responsibly with regard to the effective and efficient administration of the Board.

Members will:

- be diligent, prepared and participate
- be respectful, loyal and supportive

- not denigrate or harm the reputation of interRAI or the Board.

The Board as a whole will:

- ensure that the independent views of members are given due weight and consideration
- ensure fair and full participation of members
- regularly review its own performance against the Board agreed work plan.
- act in accordance with the principles of the Treaty of Waitangi.

Risk management

Public statements about the Governance Board's work shall be made by the Chair, or as delegated by the Chair.

Board members must ensure that all information acquired or created for the Governance Board is only used for performing duties as a Governance Board member.

Performance management

The Governance Board is accountable to the Director-General for delivering the outcomes set out in the agreed Memorandum of Understanding and the Board work plan. The Governance Board will report through the Chair to the Director-General at least once per year, to advise of its progress in fulfilling its purpose and objectives.

Appointment duration

Member appointments shall be made for a term of up to three years and members are eligible for reappointment at the completion of their terms.

Terms and conditions of appointment

Members of the Governance Board are appointed by the Director-General of Health for a term of up to three years. The terms of members of the Board will be staggered to ensure continuity of membership.

A role description is provided to board applicants.

Board applicants must supply a résumé to reflect skills relevant to being a member of the interRAI NZ Governance Board.

Unless a person sooner vacates their office, every appointed member of the Board will continue in office until their successor comes into office.

Any member of the Board may at any time resign as a member by advising the Director-General in writing.

Any member of the Board may at any time be removed from office by the Director-General for inability to perform the functions of office, bankruptcy, neglect of duty, or misconduct, proved to the satisfaction of the Director General.

The Director General may from time to time alter or reconstitute the Board, or discharge any member of the Board or appoint new members to the Board for the purpose of decreasing or increasing the membership or filling any vacancies.

Board support

The Chair and Board members will be supported by the Technical Advisory Service and designated Ministry of Health staff to ensure appropriate administrative and technical resources is available.

Membership

The interRAI NZ Governance Board will be appointed by the Director-General of Health. The function of the Board will be reviewed in December 2017, to ensure interRAI is delivering against the agreed Memorandum of Understanding (MoU). This MoU will be developed from consultation and agreement between the interRAI Governance Board and the Ministry of Health.

The interRAI NZ Governance Board will consist of **thirteen** members, to comprise of:

- Funders (2)
- Consumers (2)
- Clinician (1)
- Health Professional (1)
- Nurse Leader (1)
- Research (1)
- Health Informatics (1)
- ARC Provider representative (1)
- Home Care Provider representative (1)
- Chair (1)
- interRAI Fellow (1)

The interRAI Fellow member will be nominated by the interRAI Fellows in New Zealand.

A review of the composition of the Board will be undertaken on a regular basis to reflect changes in the work programme.

A principle is that Consumers and Providers are not to be out-numbered by Officials.

Meetings

The interRAI NZ Governance Board will meet at least quarterly or as requested by the Chair.

A written Agenda will be circulated at least 5 working days prior to the meeting and will be published on the interRAI New Zealand website at time of circulation.

A quorum of seven members plus the Chair must be present for decisions to be made. Decision-making will be by consensus. Where a consensus cannot be reached a majority vote will apply.

Each meeting should have in attendance:

- A representative of the Ministry of Health
- A consumer representative
- interRAI Services General Manager or representative of interRAI Services Management Team
- Secretariat

Appropriate advice from stakeholders or ex officio members, on specific areas of interest, can be gained by invitation to attend as agreed by the Chair.

Conflicts of interest and confidentiality

Members must perform their functions in good faith, honestly and impartially, and avoid situations that might compromise their integrity or otherwise lead to conflicts of interest. Proper observation of these principles will protect the Board and its members and will ensure it retains public confidence.

Members attend meetings and undertake Board activities as independent persons responsible to the Board as a whole. Members are not appointed as representatives of professional organisations and groups. The Board should not, therefore, assume that a particular group's interests have been taken into account because a member is associated with a particular group.

Members are required to declare any actual or perceived interests to the full Board. The Board will then determine whether or not the interest represents a conflict, and if so, what action will be taken.

In general, no member may take part in any deliberation, discussion or decision relating to the matter in which they have a conflicting interest, unless given leave by the Board. If the Board allows a member with a conflict of interest to take part in any action of the Board, it must be recorded in the minutes:

- that the board permitted the conflicted member to take part
- the reasons for this permission being given
- a summary of what the conflicted member said in any deliberation or discussion. The Chairperson will ask members to declare any actual or perceived interests at the start of each meeting.

A Register of Declaration Conflicts of interests will be maintained by the Secretariat and reviewed as an agenda item at each meeting.

Minutes/documentation

An agenda will be distributed to members at least one week prior to the meeting. Responsibility for the agenda rests with the Board Chair.

Minutes will be taken during the meeting and distributed to Members no later than two weeks following the meeting. A summary of the meeting outcomes will be published on the interRAI web page once the Minutes have been agreed as a true and accurate record.

Fees and allowances

Fair and reasonable costs associated with individual members participation in meetings will be met using as a reference the Department of the Prime Minister and Cabinet, Cabinet Fees Framework for Group 4, '*All Other Committees and other Bodies*'.

Review period

The Terms of Reference and function of the interRAI Governance Board, New Zealand, will be reviewed on a two yearly basis following the review in December 2017.

Final version agreed at the interRAI NZ Governance Board meeting on 9 February 2017. Updated to reflect the decision made at the Board meeting on 8 August 2017 and then further updated to reflect the decision made at the Board meeting on 6 June 2018.