



# Board Charter

Darling Downs Hospital and Health Service | Last reviewed 27 May 2025  
Office of the Chief Executive | Phone 4699 8670 |  
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# Our vision

Caring for our communities - *healthier together*

# Our values

- **Compassion** - We engage with others and demonstrate empathy, care, kindness, support and understanding.
- **Integrity** - We are open, honest, approachable, equitable and consistent in everything we do.
- **Dignity** - We treat others with respect, display reasonableness and take pride in what we do.
- **Innovation** - We embrace change and strive to know more, learn more and do better.
- **Courage** - We respectfully question for clarity and have the strength and confidence to Speak Up.

## Darling Downs Hospital and Health Service Board

### Version control

The first version was formally approved by the Darling Downs Hospital and Health Board on 24 July 2012.

This version was formally approved by the Darling Downs Hospital and Health Board on 27 May 2025.

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# Board Charter

## 1. Role of the Board

The Board is accountable to the Minister for the management of the Darling Downs Hospital and Health Service (DDHHS) business, and as such is responsible for the overall strategy, governance and performance of the Health Service.

Board members have a responsibility to promote a culture committed to safe, lawful and ethical behaviour.

## 2. Authorisation

- The Board functions under the authority of the *Hospital and Health Boards Act 2011* (the Act).
- The Board may delegate the Health Service's functions under the Act and the *Financial Accountability Act 2009* to a Committee of the Board if all of the members of the Committee are Board members or the Health Service Chief Executive (HSCE).
- The Chair is authorised to sign the Terms of Reference of such sub-committees and other subsidiary bodies when reviewed by the Board.

## 3. Scope of the Board

The Board controls the DDHHS (the Act, Section 22). The DDHHS has the following functions (the Act, Section 19):

- To deliver hospital services, other health services, teaching, research and other services stated in the service agreement for the health service.
- To ensure the operations of the health service are carried out efficiently, effectively and economically.
- To enter into a service agreement with the HSCE.
- To comply with the health service directives and health employment objectives that apply to the health service.
- To contribute to, and implement, Statewide service plans that apply to the health service and undertake further service planning that aligns with state-wide plans.
- To monitor and improve the quality of health services delivered by the health service, including, for example, by implementing national clinical standards for the health service.
- To develop local clinical governance arrangements for the health service.
- To undertake minor capital works, and major capital works approved by the HSCE, in the health service area.
- To maintain land, buildings and other assets owned by the Service.
- Where prescribed by regulation employ staff under the Act.
- To cooperate with other providers of health services, including other health services, the department and providers of primary healthcare, in planning for, and delivering, health services.
- To cooperate with local primary healthcare organisations.
- To arrange for the provision of health services to public patients in private health facilities.

- To manage the performance of the health service against the performance measures stated in the service agreement.
- To provide performance data and other data to the HSCE.
- To consult with health professionals working in the health service, health consumers and members of the community about the provision of health services.
- Other functions approved by the Minister.
- Other functions necessary or incidental to the above functions.

The DDHHS has the following powers (*the Act, Section 20*) and may:

- Enter into contracts and agreements.
- Subject to subsection (2), acquire, hold, deal with or dispose of property (with the prior written approval of the Minister and Treasurer).
- Engage consultants or contractors.
- Appoint agents and attorneys.
- Charge for the services it provides.
- Do anything else necessary or convenient to be done in performing its functions.
- Employ health executives.
- Enter into leases of a type prescribed by Regulation or of other forms (with the written approval on the Minister and Treasurer).
- Buy or sell land or building (with the written approval of the Minister or Treasurer).

The Darling Downs Hospital and Health Board receives the following reports:

Report	Description	Frequency	Responsibility
<b>Board Meeting Minutes</b> Board Executive Committee Board Finance Committee Board Audit and Risk Committee Board Safety and Quality Committee Board Health Equity Committee	Board Minutes	In accordance with Committee Meeting frequency	Chair of each respective Committee
Health Service Performance Report	Quantitative data and analysis of performance against Service Agreement KPIs	Monthly	Health Service Chief Executive
Financial Report	Financial data and analysis of operating position	Monthly	Chief Finance Officer
Board Actions	Summary of current and outstanding Board actions	Monthly	Board Secretary

Additional Reports:

- DDHHS Board may also receive reports from other bodies on an 'as needs' basis, where the report is relevant to Board functions.

## 4. Risk Management

The Board has a pro-active approach to risk management within the parameters of the Board Risk Appetite Statement.

The Board will:

- Identify risks and mitigating strategies with all decisions and recommendations made.
- Implement processes to enable the Committee to identify, monitor and arrange management of risks as they relate to the scope of the Committee.

## 5. Work Health and Safety

The Board is committed to ensuring the health and safety of workers and others, so far as is reasonably practicable and in doing so complies with its primary duty of care under the *Work Health and Safety Act 2011*.

The *Work Health and Safety Act 2011* imposes an obligation on officers (including the Board) to exercise due diligence with respect to the management of health and safety. Due diligence requires officers to be proactive in ensuring they comply with their duties and obligations.

The Darling Downs Health Safety Management System sets out how we systematically manage workplace safety and wellbeing risks that may impact our workers, contractors, patients, visitors and volunteers.

Roles and responsibilities relating to officers are documented in:

- Department of Health - Health, safety and wellbeing governance standard.
- Department of Health - Health, safety and wellbeing governance guideline.
- Darling Downs Health Safety Management System Manual.
- Darling Downs Health Safety and wellbeing governance and accountability procedure.
- Darling Downs Health Safety and wellbeing accountability matrix.

## 6. Commitment to Health Equity

The Board is committed to achieving health equity for the Aboriginal and Torres Strait Islander peoples of the Darling Downs and collaborates with the following entities on the Health Equity Strategy to this end:

- Carbal Medical Services.
- Cherbourg Regional Aboriginal and Islander Community Controlled Health Services.
- Goolburri Aboriginal Health Advancement Co Limited.
- Goondir Health Services.
- Cherbourg Aboriginal Shire Council.
- Darling Downs and West Moreton Primary Health Network.

## 7. Sub-committees

The Board has the authority create relevant sub-committees or other subordinate bodies deemed necessary to assist the Board in discharging its responsibilities.

As per Part 2, Division 2, Subdivision 3 of the Act, should these Committees only consist of Board members, decision making may be delegated. If the Committees established includes non-Board members, the Committee can only provide recommendations to the Board.

To assist the Board in discharging its responsibilities, the Board has established the following Committees:

- Board Executive Committee.
- Board Audit and Risk Committee.
- Board Finance Committee.
- Board Safety and Quality Committee.
- Board Health Equity Committee.

The following bodies report to the Health Service Chief Executive to provide advice:

- Darling Downs Hospital and Health Service - Safety and Quality Standard Committees report through to the Healthcare Improvement Committee.
- Darling Downs Hospital and Health Service - Regional Consumer Consultative Committee.

## 8. Key Performance Indicators/Deliverables

Report	Deliverable	Reporting Timeframe	Responsible Person
<b>Governance</b> <i>Hospital and Health Boards Act 2011 (Div4, s35-39) - Service Agreement</i>	Enter into Service Agreement with the Department of Health	1 July	Board Chair
<b>Strategic Planning</b> <i>Financial and Performance Management Standard 2019 (s9)</i> and Agency Planning Requirements, Department of Premier and Cabinet – 18.4 and NSQHS Standards The organisation provides quality, safe health care and services through strategic and operation planning and development	Endorsement of Health Service Strategic Plan	31 March	HSCE
<b>Reporting</b> <i>Financial Accountability Act 2009 (s63)</i> and <i>Financial and Performance Management Standard 2019 (s46-50)</i>	Endorsement of Annual Report	1 September	HSCE
<b>Governance - Consultation</b> <i>Hospital and Health Boards Act 2011 (s40)</i>	Clinician Engagement Strategy	Every three (3) years	HSCE

Report	Deliverable	Reporting Timeframe	Responsible Person
<b>Governance - Consultation</b> <i>Hospital and Health Boards Act 2011 (s40)</i> And <i>NSQHS Standard 2</i>	Consumer and Community Engagement Strategy	Every three (3) years	HSCE
<b>Governance - Consultation</b> <i>Hospital and Health Boards Act 2011 (s42)</i>	Protocol with Darling Downs and West Moreton Primary Health Network	Every three (3) years	HSCE
<b>Governance - Consultation</b> <i>Hospital and Health Boards Act 2011 (s40)</i>	Health Equity Strategy	Every three (3) years	HSCE
<b>Risk Management</b> <i>Financial Accountability Act 2009 (s61)</i>	Decisions consider the risks involved	Number of papers for matters for decision documenting risks of options/ Number of decisions taken - Annually	Executive Director Transformation, Analytics and Governance
<b>Governance - Delegations</b> Governance is assisted by formal structures and delegation practices within the organisation and <i>Financial and Performance Management Standard 2019 (s7)</i>	Endorsement of HSCE delegations	1 July	Executive Director Transformation, Analytics and Governance
<i>Financial Accountability Act 2009 (s62)</i> and <i>Financial and Performance Management Standard 2019 (s39)</i>	Sign off of Annual Financial Statement by Board Chair and CFO	31 August	Chief Finance Officer
Safety and Wellbeing Compliance Monitoring and Assurance Procedure And <i>Work Health and Safety Act 2011</i>	Endorsement of Senior Management Review	30 June	Executive Director People and Culture
	Endorsement of Legislative Compliance Review	30 June	Executive Director People and Culture
	Completion of Safety & Wellbeing Officer Due Diligence Self-Assessment	31 May	Board Members

## 9. Membership

As appointed by Governor in Council.

Standing Invitees

Holders of the following positions may not be members of the Board however are invited, and expected to attend each meeting:

- HSCE.
- Director, Office of the Chief Executive.
- Board Secretary.

#### Proxies

- Proxies are not permitted if a member is unable to attend Meetings.
- Proxies are permitted if a standing invitee is unable to attend Meetings.

#### Alternate Members

- Alternate members are not permissible.
- If the Chair is absent from a Meeting or vacates the Chair at a Meeting, the Deputy Chair is to preside. In the absence of the Chair and Deputy Chair a member of the Board chosen by the members is to preside.
- It is the responsibility of the Chair to induct new members.

## 10. Quorum Arrangements

As detailed in Schedule 2 of the *Hospital and Health Boards Act 2011*. A quorum for a Meeting of the Board is one-half of the number of its members, or if one-half is not a whole number the next highest whole.

## 11. Other Attendees

The Chair may from time to time invite other individuals or groups to present to or observe Meetings of the Board. Where agreed by the Chair, members may invite guests to attend Meetings to provide expert advice and support to a specific topic raised. A guest's attendance is limited to the duration of discussion on that specific topic.

Observers and guests do not have authority to make determinations in respect to Board deliberations.

## 12. Frequency of Meetings

Meetings of the Board must be held at least eleven (11) times a year.

- Monthly.
- Last Monday and Tuesday (or as determined by the Board).

## 13. Agenda, Papers, Minutes, Actions and Summary

The Board should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats.

## Agenda

- Members wishing to place items on the agenda must notify the Secretariat at least seven (7) working days prior to the scheduled Meeting.
- The agenda must be cleared by the Chair prior to distribution to Members.
- Agenda and relevant (supporting) papers will be sent out to all Members five (5) days prior to the Meeting.
- Late agenda items will be tabled at the discretion of the Chair.

## Papers, submissions and reports

- Agenda papers, submission and reports will only be accepted if submitted through Board Member.
- Papers in respect to agenda items are to be supplied to the Secretariat no later than seven (7) days prior to the scheduled Meeting via email to [DDHHS\\_Board@health.qld.gov.au](mailto:DDHHS_Board@health.qld.gov.au)
- Papers must be submitted on the correct briefing note template, available from the Secretariat.
- All papers must be submitted in Word format (as per original template).
- The numbers and names of electronic attachments must mirror the numbers and names used in the brief.

## Minutes

- Minutes must be cleared by the Chair prior to distribution to Members.
- Minutes (and action items) will be distributed to all Members within five (5) days of the Meeting.
- Minutes are included in the papers for the next Meeting.
- Minutes are taken as unconfirmed until they are ratified at the next Meeting of the Board.
- Minutes should comply with the Organisational and Committee Framework.

## 14. Urgent out of session matters

As prescribed in Schedule 1 section 6 of the Act,

*A resolution is validly made by the Board, even if it is not passed at a meeting of the Board, if:*

- *A majority of the Board members gives written agreement to the resolution.*
- *Notice of the resolution is given under procedures approved by the Board.*

Items can be managed out-of-session where:

- The item is urgent and must be considered before the next scheduled Meeting.
- In circumstances when face-to-face Meetings are not possible, to enable business to be progressed.
- Out of session matters must be minuted at the next meeting of the Board.

## 15. Conflict of Interest

To meet the ethical obligations under the *Public Sector Ethics Act 1994*, members must declare any conflicts of interest whether actual, potential, apparent, or appear likely to arise, and manage those

in consultation with the Chair. This may relate to a position a member holds (e.g. Chair of an external organisation) or to the content of a specific item for deliberation.

Members of the Board 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 bring discredit to the DDHHS.

Members also must refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Members must not disclose DDHHS information for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of the DDHHS.

## 16. Confidentiality

Members of the Board may receive information that is regarded as 'commercial-in-confidence', clinically confidential or have privacy implications. Members acknowledge their responsibility to maintain confidentiality of all information that is not in the public domain.

## 17. Decision Making

Decisions are made by a majority of votes. Each member present at a Meeting has a vote and if the votes are equal the member presiding has a casting vote. Members participating in a Meeting by use of technology such as teleconferencing are taken to be present at the Meeting.

A resolution is validly made by the Board, even if it is not passed at a meeting if:

- A majority of the Board members gives written agreement to the resolution.
- Notice of the resolution is given under procedures approved by the Board.

## 18. Evaluation

The Board will develop an annual work plan. The work plan is linked to Board functions, the DDHHS Strategic Plan and Service Agreement, and details the activities to be completed by the Board during the financial year.

The Board will be evaluated in terms of its performance against the approved Charter and the annual work plan through an annual self-assessment process.

## 19. Secretariat

The Secretariat support will be provided by the Office of the Chief Executive. The role of the Secretariat is outlined in the Board Operational Guidelines.

## 20. Changes to the Charter

This Charter may be altered following Board consultation and endorsement by the Chair of the Board and approval by the Board.

This Charter will be reviewed in April of each year in conjunction with the annual Board performance evaluation.

This Charter will be reviewed upon any changes to the membership of the Board.

The Charter was formally approved by the Board on 27 May 2025.

*Original Signed*

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**Dr Dennis Campbell**  
**Board Chair**  
**Darling Downs Hospital and Health Board**