

MINUTES

GOVERNANCE REVIEW STEERING COMMITTEE

Held at 9:00am to 11:30am Thursday 29 August 2019
PHCC - 58 Sutton Street, Mandurah



In Attendance:

| | |
|-----------------|---|
| Jan Star | (Chair – Governance Steering Committee) |
| Caroline Knight | Member (Chair PHCC) |
| Paddi Creevey | Member |
| Howard Mitchell | Member |
| Amanda Willmott | Member |
| Sue Fyfe | Member (via phone) |
| Jane O’Malley | Member & minute taker |

Apologies:

Nil

1. Declarations of Interest

Nil

2. Confirmation of Minutes of Previous Meeting - 1 October, 2018

Moved: Sue Fyfe Seconded: Jan Star

That the minutes of the Governance Steering Committee meeting held on 1 October, 2018 be confirmed as a true and correct record of the meeting.

CARRIED

3. Business Arising from the Previous Meeting

Members addressed business arising from the previous meeting, suggesting that an action sheet be incorporated into the minutes of this meeting, including outstanding actions from the last meeting, to assist with managing the implementation of business arising.

4. Risk Management Plan – Annual Review for report to October meeting

The Risk Management Policy (adopted) states:

2.2 The Governance Steering Committee is responsible for overseeing the risk management system and ensuring its adequacy and will report to the Board annually

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The Risk Management Plan states:

Responsibility for regular review of the Plan rests with the CEO. The CEO will present a review on an annual basis to the Governance Steering Committee, who will in turn report to the PHCC.

The Risk Management Plan was provided with the agenda, along with a review table which the CEO provided comments for the Steering Committee's consideration prior to presentation to the Board at the AGM. The Steering Committee reviewed to determine if there are any actions are not appropriately being managed, and provide suggested priority and mitigation actions, to minimise risks to the PHCC, as identified in the Plan.

The Treasurer reviewed Financial Risks and confirmed that she is comfortable with the risks and associated strategies. It was noted that the previous ask for a visual financial tracking of expenditure of projects for Steering Committees is not yet in place, but is aspired to.

It was noted that the strategic projects and finance was sound but it was felt that we need more robust strategies around personnel, e.g. should the CEO, Finance Manager or Treasurer, suddenly or unexpectedly not be available to do their jobs.

Action: Governance Steering Committee to support the CEO to look at more robust strategies around the management of lost I.P., relationships, knowledge and experience if any key staff or Board Members are unexpectedly and suddenly unable to do their jobs/roles, with little or no handover to successive persons.

Recommendation: That the Board acknowledge the review of the status/progress against risk management strategies, as presented, as appropriate to adequately manage the risks of the PHCC, but noting the Steering Committee will work with the CEO to put in place strategies to protect the organisation if the PHCC unexpectedly lose key personnel (staff or Board).

5. Conflicts of Interest (Policy 4.2) – Annual Review (Attachment)

The Conflicts of Interest Policy (adopted) states:

"4.1.1 The Conflict of Interest Register must be reviewed annually by The Board of Management and in relation to the risk management strategies of the organisation"

Members, noted the modifications to the conflicts of interest register, as requested at the last meeting. Members reviewed the Conflicts of Interest Register, and resolved that they were satisfied that potential conflicts had been declared and appropriately managed.

Recommendation: That the Steering Committee report to the Board that they have reviewed the Conflicts of Interest Register and are satisfied that potential conflicts have been declared, and are appropriately managed, as detailed against each prescribed conflict, and that the register be tabled at the October AGM as defined in clause 4.1.1 of the Policy.

6. Gifts and Benefits (Policy 4.4) – Annual Tabling (Attachment)

The Gifts and Benefits Policy states:

“The receipt and use of all gifts and benefits must be reported to the Governance Steering Committee annually”

Members reviewed the Gifts and Benefits Register for the 2018/19 period and confirmed that they were satisfied that the register is being maintained appropriately and that there were no conflicts or inappropriate gifts or benefits being received.

Recommendation: That the PHCC:

Acknowledge that the Governance Steering Committee have reviewed the Gifts and Benefits Register and accept that the Register is being maintained appropriately (in accordance with the Gifts and Benefits Policy 4.4) with no conflicts or inappropriate gifts and/or benefits being received.

7. Policy Framework (Policy 4.5) – Annual Review (Attachment)

The Policy Framework Policy (adopted) states:

“The Board must annually review their compliance and effectiveness against governance policies”

A copy of the Policy Register was provided to Members with the Agenda, along with the acknowledgements matrix which shows which policies Members have read, understood and that they commit to abide by those policies. It was noted that there were several members who are shown as not completing this process.

Recommendation: That the PHCC note that the Governance Steering Committee have reviewed the Policy Framework and believe that the Board are compliant against an effective suite of governance policies.

Action: The Chairman (Caroline) to contact Board members who have not completed the policies process and ask them to complete it before the AGM (to avoid any embarrassment).

Future surveys to have an introduction to ensure that Members have upfront advice about how long it is expected the survey will take (so they can ensure they set aside appropriate time); and whether they have to complete in one session, or there is the ability to do the survey in stages and when people log in, they are directed back to where they finished off, and not have to start again.

8. Fraud Plan (refer attachment)

As part of our service agreement with the Australian Government, we are required to prepare a Fraud Plan and have it available, should they ask for it. We have engaged AMD to prepare the plan. In doing so it was pointed out that we needed to prepare relevant policies to support the plan. These have been prepared and endorsed by the Board and the draft Fraud Plan was presented and supported by the Steering Committee, with the addition that any suspected or potential fraud be reported to the Chairman and the Board, in a discrete manner.

Recommendation: That the PHCC:

Endorse the Fraud Plan, as presented (noting it incorporates the recommended modifications regarding any suspected or potential fraud being reported to the Chairman and Board, in a discrete manner).

9. Board Performance Framework (refer attachment)

As part of our previous contract with the Australian Government, we undertook a Board Performance Review and the results were circulated to Members. Members endorsed a regular Board Performance Review, using the existing survey, suggesting a 2 yearly cycle.

Action: The CEO to arrange for the Board Performance Review to be undertaken on a 2 yearly cycle, commencing February 2020, with results being available for discussion at the February Strategic Meeting.

10. Other Business

Strategic Directions – Members discussed that the Strategic Directions are a fundamental driver of the organisation, and we would benefit from considering how we can strengthen the link from the Strategic Directions to the Board and Staff actions/considerations/priorities.

Action: The CEO work with the Governance Steering Committee to consider methods to strengthen the link between the Strategic Directions and the Board and staff actions/considerations/priorities.

11. Next Meeting

To be scheduled prior to the AGM in 2020.

We acknowledge the Noongar people as Traditional Custodians of this land and pay our respects to all Elders past and present

Summary of Actions from 29 August, 2019 Meeting (new actions from this meeting):

| No. | Details | Resp | Status |
|-----|---|----------|--------|
| 4 | Governance Steering Committee to support the CEO to look at more robust strategies around the management of lost I.P., relationships, knowledge and experience if any key staff or Board Members are unexpectedly and suddenly unable to do their jobs/roles, with little or no handover to successive persons. | SC | |
| 7 | The Chairman (Caroline) to contact Board members who have not completed the policies process and ask them to complete it before the AGM (to avoid any embarrassment). | Caroline | |
| 7 | Future surveys to have an introduction to ensure that Members have upfront advice about how long it is expected the survey will take (so they can ensure they set aside appropriate time); and whether they have to complete in one session, or there is the ability to do the survey in stages and when people log in, they are directed back to where they finished off, and not have to start again. | Admin | |
| 9 | The CEO to arrange for the Board Performance Review to be undertaken on a 2 yearly cycle, commencing February 2020, with results being available for discussion at the February Strategic Meeting. | CEO | |
| 10 | The CEO work with the Governance Steering Committee to consider methods to strengthen the link between the Strategic Directions and the Board and staff actions/considerations/priorities. | SC | |

Summary of Outstanding Actions from 1 October, 2018 Meeting:

| No. | Details | Resp | Status |
|-----|---|------|--------|
| 3 | Jane to seek support to determine the current status on Deductible Gift Reciprocity (reform and current status) and what this may mean for the PHCC in the future. | CEO | |
| 4 | Jane to work with the team to introduce a graphical expenditure model for each project, to help Steering Committees understand the expenditure of projects against project planning and optimal whole of project life expenditure. The expenditure graph to become a standard Steering Committee Agenda Item; | CEO | |