

## 1. PURPOSE

The Clinical Council brings together key stakeholders with expertise in a clinical practice environment to work in partnership and contribute to ensuring that Country SA PHN (CSAPHN) decisions, investments and innovations are clinically safe, patient centred, cost effective, locally relevant, and aligned to local care expectations and experience.

The Clinical Council has a critical role in being responsible to the Board for strategic advice of clinical governance across the organisation. Clinical Council members are not appointed 'Directors' therefore have no authority to act on behalf of CSAPHN or to make decisions.

The Clinical Council will agree on objectives identified in the annual workplan that are specific and measurable and will regularly review its progress in meeting and delivering the identified objectives.

## 2. RESPONSIBILITIES / SCOPE

These Terms of Reference define the scope of CSAPHN's Clinical Council.

As constructs of the CSAPHN, the Clinical Council can encompass a range of functions that support and maintain appropriate Clinical Governance of commissioned activities and provide key and timely advice on issues arising in local communities.

Clinical Council are delegated responsibility to provide clinical advice and guidance on clinical safety and risk management through the commissioning process. This responsibility to the Board is exercised via the Chief Executive Officer.

The scope of the accountability of the Clinical Council is in alignment to the Clinical Governance Framework and includes:

- Providing advice to CSAPHN on plans, strategy and policies relevant to safety and quality of care including assisting in the development of local strategies to improve the local health system; facilitate effective primary health care; inform the Boards on opportunities for medical and health service improvements; improve the quality of care; and improve health outcomes through improved primary and tertiary pathways to care
- Providing strategic advice on Quality Improvement; Risk Management; Incident Management; Open Disclosure and Complaints Management, Clinical Audit or Clinical Risks arising out of commissioned services to CSAPHN to ensure support of high quality and safe care
- Ensuring monitoring and providing expert advice on commissioned health services including scope of clinical practice; clinical performance or effectiveness of commissioned services with associated escalation to the CSAPHN executive and Board.

The CSAPHN's Board has established the Clinical Council, and their continued status is subject to CSAPHN receiving ongoing funding or other requirements of the Australian Government Department of Health.

## 3. MEMBERSHIP

Members of the Clinical Council are selected via expression of interest processes and confirmed for appointment by the CSAPHN Board. Members must be independent and not staff of the Country SA PHN, working in the Country SA PHN region and working in clinical roles including, but not limited to GPs, nurses, allied and community health professionals, Aboriginal health workers, paramedics and specialists.

Non-clinical members may be considered in relation to relevant skill set within the health sphere, consumer experience and/or other value add knowledge base.

Representational balance, including equitable regional representation and profession, will be encouraged with the number of core members not being less than five (5) or more than ten (10).

Clinical Council Chair may request that individuals with special knowledge be appointed as temporary or reserve members for issues relevant to the Clinical Council's role and functions. Conditions of temporary members' membership on the Clinical Council is at the CSAPHN Chief Executive Officer discretion, under advice from the Clinical Council Chair.

### **3.1. Duration of Membership**

A member of the Clinical Council is appointed for a minimum term of one year, unless agreed to earlier. Clinical Council members may be re-appointed at the conclusion of each term.

Clinical Council members may resign by written notice to the Clinical Council Chair and Secretariat at any time.

The CSAPHN Chief Executive Officer may revoke membership of the Clinical Council for any member at any time, for failure to comply with these Terms of Reference including the Governance Framework or any lawful instruction by the Chair of the Clinical Council.

Failure of the Clinical Council members to attend two consecutive Clinical Council meetings without a prior apology may also result in membership being revoked.

### **3.2. Conflicts of Interest**

Each Clinical Council member must declare any conflicts of interest in matters of concern to the Clinical Council, including:

- Complete and sign an Annual Declaration of Interest.
- Verbally declare any potential conflicts of interest at the commencement of each meeting on matters relating to the prepared Agenda.
- Alert the Chairperson of any other potential conflicts of interest that may arise during a meeting.

Where a conflict of interest has been declared, the Chairperson shall determine how to proceed and advise the meeting accordingly. The nature of the conflict and action by the Chairperson shall be recorded in the minutes.

## **4. CONFIDENTIALITY**

Clinical Council members are expected to maintain confidentiality and declare any real or potential conflicts of interests at the commencement of each meeting. To maximise the value of the Clinical Council, robust and open discussion is expected. Clinical Council members must be mindful that sensitive issues will be discussed and that appropriate professionalism inside and outside meetings is expected.

All members have an obligation to maintain confidence of all matters arising within the Council and to maintain this confidence even after their membership of the Council has expired. Members are specifically obligated to refrain from making any comment or statement concerning any Council matter to any member of the media.

## **5. CODE OF CONDUCT**

Clinical Council members agree to be bound by the Country SA PHN *Code of Conduct*.

## **6. MEETINGS**

### **6.1. Chair and Secretariat**

The Chair of the Clinical Council will be held by a current standing member of the Clinical Council. The Chair will work with CSAPHN secretariat services to agree to meeting agenda items, will Chair assigned meeting and facilitate identification of the subsequent Chair.

Secretariat services will be provided through an Executive Manager of CSAPHN.

The responsibilities of the secretariat include preparing and sending notices of meetings and agendas, recording the notes and outcomes of meetings and performing administrative duties deemed necessary by the Council. Papers will be distributed to the Council at least five working days prior to a meeting.

## 6.2. Meeting Frequency

The Clinical Council meets at least twice per year. Meetings may be held face to face or through electronic channels.

## 6.3. Quorum

A quorum will consist of 50% or more of the members being in attendance either in person or via electronic channels for at least 50% of the meeting.

## 7. FEES/REMUNERATION

Remuneration of Clinical Council members will be in accordance with CSAPHN’s Board rate and is inclusive of meeting attendance time (sitting fee), travel and accommodation (as relevant), and pre-reading / preparation time. Pre-reading / preparation time is capped at a maximum of 2 hours per meeting. Travel costs reimbursed for travel by private vehicle will be paid at the current Australian Tax Office (ATO) rate.

Where appropriate all approved air travel and accommodation for CSAPHN business will be arranged and paid for by CSAPHN. If for any reason air travel and accommodation is paid for by the Clinical Council member:

- Air travel costs will be reimbursed in full for economy class travel only
- Accommodation cost will be reimbursed per pre-authorisation by CSAPHN

CSAPHN will provide a tax invoice for this purpose.

If members are otherwise salaried/remunerated by other organisations for their time while on the Clinical Council, then no further remuneration from CSAPHN shall apply. Members are required to declare this to CSAPHN upon responding to the EOI and/or the commencement of their membership on the Clinical Council.

## 8. ENDORSEMENT AND REVIEW

Terms of Reference will be reviewed no less than annually from the date of approval. Alterations may be made to meet the current needs of all Clinical Council members, by agreement of the majority of members.

## 9. FURTHER INFORMATION

Related documents:

- Country SA PHN Code of Conduct

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<b>Responsible Officer</b>	Executive Manager CSAPHN	<b>Date of Approval</b>	05/02/2025
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