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The owner of this document is the Chair of this Committee. These Terms of Reference are to be reviewed annually or sooner if deemed necessary.

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# Introduction

## Purpose

The overall development, management and performance of the public health system is the responsibility of the System Manager, defined as the Chief Executive in the *Health Service Act 2021[[1]](#footnote-1)*. The System Manager is responsible for Territory-wide planning, managing capital works, monitoring and managing the performance of the Health Service and the Public Health System as a whole.

The NT Clinical Senate (the Senate) provides the Chief Executive Department of Health (DoH) with informed advice, based on best practice and available evidence, regarding the improvement of clinical quality and safety of health services across the Northern Territory. The Senate promotes clinical engagement to underpin healthcare reform.

# Principles

Clinical leadership and advice provided by the Senate should be guided by the following principles:

* Focuses on the provision of high quality health care delivery and improving health outcomes through consideration of a ‘system’ wide’ approach
* Reflects a patient-centred approach to care and service provision that meets individual needs with an emphasis on supporting and empowering people to achieve favourable healthcare experiences and outcomes
* Supports local engagement and consultation within the health system to leverage existing work and avoid duplication
* Drives culture and leadership to achieve clinical engagement and foster transformational change in the health system
* Liaison with private sector where relevant
* Advocates for planning and delivery of care that respects the diversity of patients and higher-risk groups
* Promotes a culture of continuous improvement through informed best available evidence
* Provides constructive advice that translates into recommendations that support clinical practice, guides practitioners and patient decisions about appropriate care
* Focus is maintained on the sphere of influence that the Senate actually has to advise the Chief Executive DoH
* The Senate adopts the WHO definition of health in its consideration of issues
* The Senate recognises that that physical, social, spiritual and psychological approach to care requires consideration of a wider perspective
* The Senate is respectful in its engagement with Aboriginal communities and respects the voices of Aboriginal individuals and communities.

The Senate adopts the ***Deliberative Decision-Making Model[[2]](#footnote-2)*** to reflect the following principles:

* Broad, cross-sectional membership
* Commitment to making decisions in the best interests of the whole community
* Provision and consideration of unbiased information and evidence on the given subject
* Adequate time to deliberate
* Decisions are required; and
* A guarantee that the work will be heard and acted upon.

# Governance

The structure below sets out the roles and responsibilities, reporting requirements, relationships and authority of each inter-dependent committee and working group.

## Role of the NT Clinical Senate

The Senate provides expert clinical advice, information and/or recommendations to the Chief Executive in consideration of:

* NT Health’s clinical governance strategy, policies and their implementation
* NT Health’s clinical quality and patient safety programs, standards, guidelines and indicators and the implementation of these
* Evidence-based strategies in relation to system integration and public health
* Evidence-based strategies in relation to the management of patients with complex or chronic conditions, clinical quality and patient safety issues regarding the public health system, including access to health services by people living in remote communities.

# Membership

The Senate is comprised of up to 45 non-representational multi-disciplinary clinicians, consumers and NT Health professionals who lead with appropriate skills and experience in clinical quality and patient safety systems and processes from across the broader NT health system, to ensure there is both an internal and external perspective in improving quality and safety of health care delivery.

The Senate comprises a range of clinicians from across the Northern Territory covering acute health, primary care, non-government organisations, Aboriginal Community Controlled Health Organisations (ACCHOs) and research/academic institutions, with a focus on emerging clinical leaders. All clinical members are expected to be experienced health professionals, involved in regular clinical practice and held in high regard by their colleagues.

Clinician membership is reflective of all aspects of clinical care in NT and population health needs. Members are apolitical and non-representational, using a flat-line membership structure, where members have equal power in decision-making and engage freely in discussion.

Membership is drawn from across the NT. Their primary place of work and residence must be the Northern Territory; an approach aimed at developing NT clinicians, and producing recommendations for, and from the Territory. Members who no longer have their primary residence in the NT, and/or no longer have their primary employment in the NT, will be required to relinquish their membership with the Senate.

There are eleven (11) NT Health appointments to the Senate. These are:

* Chief Aboriginal Health Engagement Officer, DoH
* Chief Aboriginal Health Practitioner, DoH
* Chief Allied Health Officer, DoH
* Chief Dental Officer, DoH
* Chief Health Officer, DoH
* Chief Medical Officer, DoH
* Chief Nurse and Midwifery Officer, DoH
* Chief Psychiatrist, DoH
* Executive Director Medicines Management
* Executive Directors of Medical Services, Top End and Central Australia Regions
* Senior Director Clinical Quality and Patient Safety, DoH

The Chair of the NT Health, Health Advisory Committee is nominated as the consumer member of the Senate. This position is experienced in engaging and consulting with the community in areas of health policy and will require an interest in improving quality of health care.

The Chief Executive appoints NT Clinical Senate members. Clinician members are selected in alignment with a skills and location matrix approved by the Chief Executive.

The term of appointment for members is three years. No member serves more than two consecutive terms.

A staggered approach to the dates of appointment will ensure continuity and retention of corporate knowledge.

Renewal of membership can be evaluated with regard to an assessment of a member’s contribution and attendance. Vacancies created by pre-term resignations are to be managed by the DoH, with advice from the Chair. When a members’ term of appointment is due to expire, they will be asked in writing if they wish to seek reappointment for a second consecutive term. An expression of interest (EOI) process will be run to select suitably qualified nominees. The EOI process will be overseen by a selection panel established by the DoH.

Positions may become vacant when a member:

* resigns in writing
* is absent from more than two meetings in a given year, except for leave granted
* fails to observe, without a sound reason, the Senate’s Code of Conduct.

## Chair

The Chair of the Senate:

* Is a well-respected practising clinician
* Is appointed by the Chief Executive, DoH; and
* Will be appointed for a three-year term with an option of extension of a second three-year term - with a maximum of two consecutive terms.

Should the Chair be absent from a meeting, the Deputy Chair will preside over the meeting.

## Deputy Chair

The Chief Executive, NT Health may appoint a Deputy Chair, drawn from the membership.

The Deputy Chair is also a member on the Senate Executive Committee.

The Deputy Chair undertakes the Chair’s role in his/her absence.

The term of the Deputy Chair is commensurate with the period of their term of membership of the Senate. The Deputy Chair will serve no more than two consecutive terms.

The Secretariat must convene a selection panel to select the Deputy Chair for consideration by the Chief Executive.

## Member skills/qualifications

Clinical members of the Senate are expected to have significant relevant understanding in a particular discipline including:

* Opportunities to improve quality of care or health outcomes
* Evidence based practice and how this can be promulgated to drive system-wide improvements in service delivery and quality of health care
* Innovative approaches to reduce unwarranted clinical variation and preventable harm
* Best practice ways to foster consensus for change.

## Responsibilities of Members

Members will be asked to respond to specific issues identified by the DoH but may also identify issues which are within the scope of the Terms of Reference. An agenda should have no more than 50% of issues identified by members, and is approved by the Chair prior to release.

Members will debate issues and develop recommendations for consideration by the Chief Executive. Recommendations must be formally considered and reviewed by the Chief Executive. Reasons for not implementing a recommendation are provided in writing to the Chair by the Chief Executive.

Members will develop an annual work plan to guide the scheduling of debates.

Members will produce an annual report of their activities and recommendations for the Chief Executive.

## Executive Committee

The Executive Committee is the initial contact for all business of the Senate. The responsibilities of the Executive Committee are listed below:

* Plan the Senate quarterly meetings
* Oversee the administration of the Senate.
* Promote the core values and markets the outcomes from its activities
* Ensure deliberations and activities are consistent with the values and vision of the Senate
* Identify potential risk and establishes risk management processes
* Debate, develop and establish operational policy in relation to its activities
* Represent the Senate at meetings with key stakeholders
* Ensure regular and timely communication with members and other key stakeholders
* Measure the performance of the Senate.

The Executive Committee is comprised of the Senate Chair, Deputy Chair and at least four other members representative of the diversity of professional disciplines and geographical location of Senate members. Members may be selected in order to develop leadership skills and executive experience.

A quorum of the Executive Committee is three Executive Committee members present, and the Chair or Deputy Chair.

The term of appointment on the Executive Committee is commensurate with the member’s term of appointment with the Senate, unless agreed otherwise with DoH.

# Meetings

## Frequency of Meetings

The Senate will meet at least three times per year. Additional meetings may be convened by the Chair if necessary, and subject to adequate notice.

Periodically members may be asked to attend workshops, conferences and teleconferences.

## Notice of Meetings

The Chair may call a meeting if required by the Chair or Chief Executive. A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Senate as soon as practicable prior to the meeting date.

Senate meetings may be permitted to be held other than in person on consent by members.

## Quorum

A quorum for a meeting of the Senate is 50% of members plus one.

## Privacy and confidentiality

In some instances, members may be privy to information that is confidential and not in the public domain.

As such members will not reveal any confidential or proprietary information entrusted in the course of their duties. Upon cessation of membership and thereafter, the member will not reveal any confidential information obtained while a member of the Senate, and may not use, retain or attempt to use or retain, any such information, documents or data.

The Chair will advise of confidentiality aspects as they arise. Members are to clearly indicate if information brought to the Senate is confidential. In such circumstances, all members acknowledge their responsibility to maintain the confidentiality of associated disclosed material. Use of ‘confidential’ watermarks should be considered on relevant documents.

All papers produced by the Senate are for the exclusive use of the Senate members for Senate business. The Chair must approve the public release of any information relating to Senate matters.

## Code of conduct

Senate members are expected to discharge their duties with care and diligence and uphold the operating principles and adhere to its Code of Conduct as follows:

* All papers produced by the Senate are confidential. Members must not publicly disclose any information identified as confidential.
* Members must not make any inappropriate use of information or advice discussed at the Senate.
* All information to be made publicly available relating to Senate matters must be approved by the Chair.
* Members should disclose any real or perceived conflicts of interest before each meeting.

## Invitees

Any invitee of the Chair or Senate member (subject to prior agreement by the Chair) may attend and speak at the meeting.

## Remuneration

DoH provides a venue for the meetings and provides teleconferencing or videoconferencing options for members who are unable to attend meetings in person.

Public sector employees are not entitled to remuneration. Their board travel is conducted in line with the NTG Travel Policy Framework.

Remuneration approved by the Minister on 30 August 2019 includes sitting fees at a rate equivalent to a Class C2 Advisory and Review Body (expert high impact), travelling allowance and expenses associated with the business of the body. Business of the body conducted outside of meetings requires the Chair’s prior approval.

*Business* of a body, means any business of the body conducted by a member with the body’s prior approval, other than attendance at, or preparation for a meeting of the body.

Members who use their private vehicles to attend meetings of conduct board business are required to complete an application and indemnity form.

## Evaluation and Review

To ensure that the Senate is fulfilling its duties, it will undertake an annual assessment of its performance against the Terms of Reference and provide that information to the Chief Executive together with any information the Chief Executive requests to facilitate a review of the Senate and its membership.

Audits of outcomes of recommendations of the Senate and periodic updates on implementation progress should be carried out as required, including reporting by the health service on implementation progress of endorsed recommendations.

The Senate will review its Terms of Reference every two years and provide a report, including any recommendations to the Chief Executive.

## Secretariat

The Secretariat function is provided by Clinical Quality and Patient Safety Unit, DoH. Their responsibilities are listed below:

* Prepare records, including the agenda, minutes, reports or recommendations.
* Liaise with the Chair to determine timing and content of the Senate meetings.
* Ensure the agenda and papers are issued two weeks before a meeting.
* Coordinate with the Chair to ensure minutes are promptly finalised, signed by the Chair and distributed to members for confirmation as soon as practicable after each meeting.
* Ensure minutes of previous meetings are tabled at the next Senate meeting for approval.
* Maintain a disclosure of interest register.
* Make all administration arrangements associated with Senate members’ travel, accommodation and remuneration, teleconferencing/video conferencing arrangements.
* Coordinate the drafting of annual work plan.

# Conflict of Interest

Committee members must act with honesty and integrity, be open and transparent in dealings, and avoid a position possessing a conflict of interest. Any actual or potential conflicts of interest must be reported to the Chair and to other members if it is likely to have an impact on a discussion or decision being made by the Committee.

Members will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest.

## Public sector employee members

In accordance with s5F (Performance and conduct principle) of the *Public Sector Employment and Management Act 2012[[3]](#footnote-3)*, and paragraphs 4.1 (Application of the Code of Conduct[[4]](#footnote-4)) and s16 (Disclosure of Interests) of the Code, all public sector employees are required to disclose in writing any financial or other interest held by them immediately upon becoming aware that a potential conflict between personal interest and official duty, whether real or perceived, has arisen or is likely to arise.

For members who are public sector employees, failure or refusal to provide a Declaration could be considered a beach of discipline (or a breach of contract in the case of an executive contract officer) under s49(a) of the *Public Sector Employment and Management Act 2012*.

## Non-public sector employee members

For members who are not public sector employees, the following applies:

Members **must** avoid conflicts of interest, whether real, potential or perceived, between their duties to the board and their personal interests, or to their duties to others. Those members who have, or acquire, a direct or indirect personal or pecuniary interest in a matter under consideration by the board **must** disclose full details of the interest, to the board as soon as reasonably practical.

The member must not seek, either directly or indirectly, to influence the outcome of any deliberations by the government board, or any of its officers, in relation to any matter to which he or she may have a conflict.

If there is any doubt as to whether a conflict of interest exists, the member should err on the side of caution and declare the interest.

The Chair decides if it is necessary for the member to excuse themselves from the meeting when any discussion or voting on the particular issue is taking place. The board makes a decision on how to manage the conflict of interest, and records the reasons for that decision.

Ways to manage conflicts of interest include:

* agreeing that the member will:
	+ not take part in any discussion of the board relating to the interest;
	+ not receive any relevant board papers;
	+ be absent from the meeting room when any discussion or vote is taking place; and/or
	+ not vote on the matter.
* divestment of the interest creating the conflict - for example, the sale of shares;
* severing the connection - for example, resigning from a position in another organisation giving rise to a conflict; and
* resigning from the board.

Conflict of interest declarations must be communicated to the Chair in writing. Meetings of the Committee will include a standing item that confirms whether any member holds a conflict for any matter, and if identified, Committee members will be required to complete a written Declaration of Private Financial and Other Interests (“Declaration”). Nil declarations are required where there is nothing to declare.

1. [*Health Service Act 2001*](https://legislation.nt.gov.au/Legislation/HEALTH-SERVICE-ACT-2021) [↑](#footnote-ref-1)
2. Quinlivan, J., Basile, T., Gibson, K., Xu, D. and Croker, N., 2016. The Western Australian Clinical Senate as a model for state-wide clinical engagement. Health Care: Current Reviews, 4(3). [↑](#footnote-ref-2)
3. [*Public Sector Employment and Management Act 1993*](https://legislation.nt.gov.au/Legislation/PUBLIC-SECTOR-EMPLOYMENT-AND-MANAGEMENT-ACT-1993) [↑](#footnote-ref-3)
4. [NTPS Code of Conduct](https://ocpe.nt.gov.au/employment-conditions-appeals-grievances/code-of-conduct) [↑](#footnote-ref-4)