

Board Charter

INTRODUCTION

This Charter document outlines our commitments and the key principles and “rules of engagement” we will follow as members of the Board of the Federation of Primary Health Aotearoa New Zealand (the Federation).

We are members of a group of key sector leaders and partners, who have been elected to successfully lead the Federation to achieve its objectives. We have been selected not as representatives of specific organisations, but because collectively we provide the range of competencies required for the Federation to achieve success.

While we serve within the Federation, we share common objectives and commitments which are outlined in this Charter. The Charter should be read together with, and our actions and decisions must have regard to, the Constitution of the Federation.

PURPOSES

The purpose of the Board is to lead the Federation and its purpose to provide national leadership on key issues affecting primary health in New Zealand. In particular the Federation will aim:

- a. To be the voice of primary health care for the health, well-being and benefit of all New Zealanders;
- b. To promote primary health to be the central function and main focus of New Zealand’s health system;
- c. To promote, protect and improve the sustainability and interests of the primary health sector;
- d. To contribute to the development of health strategy, policy and implementations;
- e. To foster effective partnerships and collaborations;
- f. To pursue meaningful responses to the differences in health access and outcomes between different populations in New Zealand and to tackling these inequities;
- g. To promote primary health as being practical, scientifically sound, socially acceptable and enabled by technology;
- h. To embrace the principles of the Treaty of Waitangi by working in partnership, ensuring participation and, protecting the health of Maori;
- i. To ensure a consumer focus is applied to primary health policy and provision, with the inclusion of the consumer voice and being responsive to consumer needs;
- j. To acknowledge the specific needs and differences of our communities and the services required to support them; and,
- k. To undertake such acts or matters as may be necessary or expedient for the purposes of the Federation or identical or conducive to the attainment of the purpose of the Federation.

PRINCIPLES

The foundation of this Charter is a commitment to act in good faith to reach consensus decisions on the basis of ‘best for patient, best for system’. As a governance board we will conduct ourselves and

undertake our governance role in a manner consistent with the spirit of the Constitution. This includes:

- ✓ We will strive for equitable health outcomes across our population through accessible, culturally appropriate services;
- ✓ We will support clinical leadership, and in particular clinically-led service development;
- ✓ We will conduct ourselves with honesty and integrity, and develop a high degree of trust;
- ✓ We will promote an environment of high quality, performance and accountability, and low bureaucracy;
- ✓ We will strive to resolve disagreements co-operatively, and wherever possible achieve consensus decisions;
- ✓ We will adopt a patient-centred, whole-of-system approach and make decisions on a Best for System basis;
- ✓ We will seek to make the best use of finite resources in planning health services to achieve improved health outcomes for our populations;
- ✓ We will balance a focus on the highest priority needs in our communities, while ensuring appropriate care across all our rural and urban populations;
- ✓ We will adopt and foster an open and transparent approach to sharing information; and
- ✓ We will actively monitor and report on Federation achievements, including public reporting.

COMMITMENTS

We will work closely and collaboratively with our board members, in an innovative and open manner, to produce outstanding results. To achieve this we make the following commitments:

- ✓ **Shared responsibility:** We will actively address all tasks and duties of our role as members of the board, and will comply with all operational provisions and guidance, as set out in the Constitution.
- ✓ **Shared decision-making:** We agree that our decisions will be made by consensus. We will use our best endeavours to facilitate unanimous decisions, and will not prevent a consensus being reached for trivial or frivolous reasons.
- ✓ **Shared accountability:** We agree that we will have a robust airing of views, but that once the board has reached a decision we will all abide by that decision and support it publicly. (This includes keeping confidential the views of particular individuals expressed during the discussion, but does not prevent us sharing the issues that were balanced in reaching that decision.)
- ✓ **Good faith:** We agree to openly discuss all matters that affect our ability to make firm decisions, including any conflicts of interest and any limits on our mandate (where we carry these from participant organisations), so that all members of the board are fully aware of any restrictions, caveats or further authority that may be required.
- ✓ **Treaty of Waitangi:** We agree that the Treaty of Waitangi establishes the unique and special relationship between Iwi, Māori and the Crown. Parties with Treaty obligations will honour these when participating in Federation activities.
- ✓ **Confidentiality:** To encourage the open and transparent sharing of information we agree to keep confidential matters shared on a confidential basis, to enable improved decision-making.
- ✓ **Active engagement:** We agree our members' continuous involvement in and attendance at our board meetings is critical, and will make every effort to attend and participate fully.

If a member of our team does not act in accordance with our principles and commitments, our team will discuss the situation with the member involved. If no resolution can be found, that member may be removed in accordance with the process outlined in the Constitution.

MANDATE AND FUNCTIONS

For members of the Federation board, our role is set out in the Constitution. Including:

- ✓ The day-to-day Governance of the Federation shall be delegated by the full membership to a Board which, in turn, shall be supported by any sub-committees as determined as necessary by the Board.
- ✓ The Board shall annually elect the Chairperson of the Federation from its elected/nominated or co-opted Board members and which may include the appointment of an independent chair.
- ✓ The Board will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Board or among its named officers until the next Annual General Meeting.
- ✓ As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- ✓ The Board is collectively responsible for ensuring that the Federation complies with the Act and that individual Board members comply with these Rules.
- ✓ Board members and former Board members must not make improper use of—
 - a. Their position
 - b. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person; or
 - c. To cause detriment to the Federation.
- ✓ The Board may:
 - a. Appoint and remove the chief executive officer/Secretariat (or equivalent positions);
 - b. Approve (and from time to time amend) a Code of Professional and Ethical Conduct and a Complaints Policy and Procedure, both of which will be binding on all Members once notice is given to Members of them (which may be done in the same manner as a notice of meeting is given under Rule 6 b ii). That code of Professional and Ethical Conduct and the Complaints Policy and Procedure may be published on the Federation’s website.
- ✓ The Board may exercise all the powers of the Federation except those powers that these Rules or the Act require to be exercised by general meetings of the Members.
- ✓ The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
 - a. This power of delegation; or
 - b. A duty imposed on the Board by the Act or any other law.
- ✓ The business of the Federation must be managed by or under the direction of the Board.

RELEASE OF LIABILITY

As members of the board, we are committed to direct and lead the Federation in accordance with this Charter and the provisions in the Constitution. It is not our intention that our actions as members of the board will give rise to an action in law from Federation members or other members of the board.

COMMITMENT TO SERVE

On the basis of the above, I agree to serve as a member of the board for the Federation of Primary Health Aotearoa New Zealand.

Signed: _____

Name: _____

Date: _____