

# FEDERATION OF PRIMARY HEALTH AOTEAROA NEW ZEALAND

## Establishment Board Inaugural Meeting

Tuesday 10 April 2018

Boardroom, Pharmaceutical Society of New Zealand, Wellington.

### MINUTES

1.0	ADMINISTRATIVE	Action
1.1	<p><b>Chair's Welcome</b></p> <p><b>a) <u>Introductions</u></b> <u>Members in attendance:</u> Dame Annette King (Chair), Dr Harley Aish, Dr Angus Chambers, Donovan Clarke, Andrew Gaudin, Karen Guilliland, David Harrison, Susan Iversen, Jennifer Pelvin, Richard Townley, Mark Vela, Teresa Wall. <u>Apologies:</u> Martin Hefford, Hugh Kininmonth, John Ayling. <u>Also present:</u> Philip Grant; Dr Jeff Lowe.</p> <p>Annette King opened the meeting by welcoming all members [of the Board] and emphasising that the timing was right for a collective voice with patient-centred care as its focus. Members were asked to enter into the forthcoming discussions with an open mind, with respect and being prepared to give and take in order to make progress.</p> <p>Annette King quoted Martin Luther King saying "The ultimate measure of a man is not where he stands in moments of comfort and convenience, but where he stands at times of challenge and controversy."</p> <p>Dr Jeff Lowe advised that whilst not a formal member of the Establishment Board, it had been suggested it would be helpful for himself (as chair of GPNZ) and John Ayling (chair of Primary Health Alliance) to attend the Establishment Board meetings ex-officio to provide continuity in respect of the considerable 'sector unity' work which the two organisations had undertaken leading to the creation of the Federation.</p> <p><b>b) <u>Register of Interests</u></b> The Register of Interests was noted and members were asked to forward their interests to Philip Grant if they hadn't already done so.</p>	All members to forward Interests to Philip Grant
1.2	<p><b>Role, responsibilities and expectations of Establishment Board members</b></p> <p><b>a) <u>Terms of Reference (ToRs)</u></b> Members discussed the draft ToRs and made the following comments:</p> <ul style="list-style-type: none"><li>• Whilst members would bring their own organisational perspectives to the Board they were expected to speak on behalf of the sector.</li><li>• Given the transparency with which the Board sought to operate, the meetings would not necessarily be held under Chatham House Rules, but there would be an expectation of usual Board requirements and associated levels of trust.</li><li>• It was understood that members may share agreed messages with their own organisations and sector colleagues, however there should be no 'gaming' for any organisational or professional advantage.</li><li>• The minutes of meetings would be made public in the interests of transparency and inclusivity.</li><li>• The Background section in the draft ToRs should be moved to an appendix</li><li>• The Board deliverables should include:<ul style="list-style-type: none"><li>○ Managing and monitoring the Project Manager</li><li>○ Reaching a consensus on behalf of the sector</li></ul></li></ul> <p>A number of additional minor drafting changes were proposed to the ToRs. Subject to the above amendments, the draft ToRs were approved.</p>	Philip Grant to update ToRs and publish

	<p><b>b) Additional Items requested for Consideration:</b> Members discussed a number of matters relating to the roles and responsibilities of the 'successor' Board once it is established for the governance of the substantive Federation. It was agreed to come back to these matters when drafting the ToRs for the substantive Board.</p>	
<b>2.0</b>	<b>MOVING FORWARD</b>	
<b>2.1</b>	<p><b>Reaffirmation of Federation Objectives, Values and Principles</b> Members discussed the Objectives, Values and Principles which were set out in the Background section of the ToRs. It was agreed they need further work and individual members were requested to provide feedback to Philip Grant following the meeting in the form of a Vision, Mission, Values and Objectives.</p>	Members to provide feedback re Vision, Mission, Values and Objectives.
<b>2.2</b>	<p><b>Immediate Action Planning:</b></p> <p><b>a) Interim Project Manager / CEO:</b> The Board discussed the proposed recruitment of a joint interim CEO for the Federation and GPNZ. The Board agreed that:</p> <ul style="list-style-type: none"> <li>• A transparent process is important</li> <li>• The skill-set required for establishment is different from that required of the substantive CEO</li> <li>• The substantive CEO will be appointed by, and accountable to the substantive Board – they will also write the position description</li> <li>• The [interim] position description and recruitment should stand alone from the GPNZ position</li> <li>• The role should be more appropriately titled 'Project Manager (Interim)'</li> <li>• The location of the position within New Zealand should be flexible</li> <li>• The position description and advert should be updated accordingly and circulated to an 'appointments sub-group' comprising Annette King, Dr Jeff Lowe, Teresa Wall and Jennifer Pelvin for comments</li> <li>• The agreed position should then be advertised via Seek and circulated via members own networks/contacts for applications with a 2 week closing date</li> <li>• The project management services being provided in the meantime through Philip Grant should continue on a temporary contract-for-services basis.</li> </ul> <p><b>b) Constitution &amp; creation of legal entity:</b> The Board discussed the draft Constitution and particularly their understanding of a 'federated' model. The Board agreed that:</p> <ul style="list-style-type: none"> <li>• The name should be "Federation of Primary Health Aotearoa New Zealand."</li> <li>• The organisation should seek to be seen as a credible voice for primary health, underpinned by an evidence and research base, putting forward solutions and policy options</li> <li>• The organisation should be an Incorporated Society using its own (new) Constitution and registered independently of any member organisation</li> <li>• A decision on whether to apply for Charitable Status could be deferred pending agreement of the full Constitution</li> <li>• The organisation would be membership based with members retaining their own sovereignty and membership base (where relevant)</li> <li>• The future of individual member organisations was a decision for those organisations themselves</li> <li>• The draft Constitution should be updated to: <ul style="list-style-type: none"> <li>○ Better reflect the proposed new Incorporated Societies Act</li> <li>○ Incorporate a 'Board' rather than 'Executive Committee'</li> <li>○ Incorporate a focus on inequalities, equity of access and outcomes, sustainability of providers, the Treaty of Waitangi</li> <li>○ Consider member eligibility (including colleagues not currently at the table)</li> <li>○ Also consider the levy structure</li> </ul> </li> <li>• The Constitution be redrafted by a 'constitution sub-group' comprising Jennifer Pelvin, Andrew Gaudin, Teresa Wall, Susan Iversen, Harley Aish and Martin Hefford, with support from Philip Grant and taking into account the Constitution of similar federations such as Federated Farmers.</li> </ul>	<p>Philip Grant to update position description and circulate to the appointments sub-group</p> <p>Constitution sub-group to re-draft Constitution</p>

	<p><b>c) Immediate funding of establishment activity and supporting secretariat / executive functions</b></p> <p>The Board discussed the paper provided and noted it was intended as a pragmatic proposal which sought to maintain 'establishment' momentum without setting a precedent for future resourcing of the organisation.</p> <p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Agreed</b> a budget for the setup period. To be confirmed after board members consult with their membership.</li> <li>• <b>Recorded</b> their acknowledgement of the services being provided at no cost by members and, specifically, the Independent Chair</li> <li>• <b>Agreed</b> the initial subscription levies to cover the establishment budget, subject to: <ul style="list-style-type: none"> <li>○ The calculations being revised to cover the proposed increased budget</li> <li>○ Individual member organisations confirming their explicit agreement (with Board members responsible for feeding back to, and securing agreement from, their respective PHO constituents)</li> </ul> </li> <li>• <b>Agreed</b> the scheme of delegation and authorised signatories as Annette King, Dr Angus Chambers, Richard Townley and the interim Project Manager once appointed</li> <li>• <b>Agreed</b> to request the establishment budget and its reporting be administered by the Primary Health Alliance</li> </ul>	<p>Philip Grant to update budget paper</p> <p>Board members to seek agreement from respective PHO constituents</p>
Morning Tea		
2.3	<p><b>Future Action Planning:</b></p> <p><b>a) Substantive governance arrangements</b> This item was deferred pending the re-drafting and agreement of the proposed Constitution</p> <p><b>b) GPNZ Nursing Documents</b> David Harrison introduced two papers which emphasised the role and profile of nursing within the GPNZ governance structure. The Board noted their appreciation for the papers which would be helpful when the Federation's substantive governance arrangements are considered.</p> <p><b>c) Initial membership planning and subscriptions</b> This item was deferred pending the re-drafting and agreement of the proposed Constitution</p>	
3.0	<b>SUMMARY AND NEXT STEPS</b>	
3.1	<p><b>Comms messages and handling arrangements</b></p> <p>The Board discussed the draft media statement and agreed that Annette King and Philip Grant would update it to reflect the progress the meeting had made.</p> <p>It was further agreed that a webpage would be established in order to share the relevant documentation, including Board Minutes, to ensure continued transparency.</p>	<p>Annette King and Philip Grant to update media statement</p> <p>Philip Grant to establish webpage</p>
3.2	<p><b>Summing-Up and Next Steps</b></p> <p><b>Chair's closing remarks</b> Annette King thanked members of the Board for their input and support which enabled considerable progress to have been made.</p> <p><b>Date of next meeting</b> The date of the next meeting was confirmed as Monday 7 May 2018 commencing with a light lunch at 12:30pm.</p>	
Meeting closed 12:30 pm		