

# Federation of Primary Health Aotearoa New Zealand

## Establishment Board

### Terms of Reference

#### 1. Purpose

- 1.1 These Terms of Reference set out the scope, role and responsibilities of the Establishment Board for the Federation of Primary Health Aotearoa New Zealand (the Federation); the formation of which was agreed at a summit held in Wellington on 16 February 2018 (see Background in Appendix A).
- 1.2 The purpose of the Establishment Board is to oversee the operational establishment of the Federation and associated governance arrangements, membership offering and resourcing to ensure that the organisation is fully operational with a sustainable membership base as soon and as successfully as possible.

#### 2. Role and Accountability of the Establishment Board

- 2.1 The Establishment Board will operate throughout the period before the new entity commences operations, to oversee the detailed work required to ensure a successful creation, sustainable membership base and resourcing plan for the new organisation on Day 1.
- 2.2 The Board is provisionally accountable to the sector for the following deliverables:
  - a. Building trust across the sector
  - b. Agreeing the initial objectives, principles and values of the Federation
  - c. Recruiting a fixed term project manager for the establishment period with a clear role and responsibilities
  - d. Monitoring, and performance management of the project manager
  - e. Agreeing an establishment 'operating budget' and an appropriate sector-wide resourcing plan
  - f. Agreeing a Constitution and overseeing the appropriate legal formation of the organisation
  - g. Setting the strategic direction of the Federation taking into account the purpose, objectives and operating principles already supported by the sector
  - h. Setting an initial work plan with clear focus areas and the development of appropriate sub-committees as required
  - i. Working with sector partners and stakeholders to ensure optimal engagement and communication to maintain a culture of inclusivity and joint 'ownership'
  - j. Making preliminary decisions that relate to the substantive operational establishment of the Federation, including, but not limited to, developing substantive governance proposals, developing compelling membership offerings/terms, developing draft budgets, determining the initial organisational structure and recruitment processes
  - k. Carrying out "due diligence" on any assets and liabilities or the transition of staff and services to the Federation
  - l. Ensuring everything is in place for effective operation of the Federation on Day 1 (date to be determined by the Establishment Board based on the need for an inclusive, successful and highly functional organisation)
  - m. Reaching consensus on behalf of the sector.

### **3. Other expectations of the Establishment Board**

- 3.1 The actions of members of the Establishment Board, both individually and collectively, are expected to be consistent with the principles and values already agreed, and additionally include acting:
- a. consistently with the objectives and functions of the Federation that have been agreed by the sector
  - b. in a manner that ensures that they perform their functions efficiently, effectively and consistently with a spirit of service to the public
  - c. in a financially responsible manner
  - d. with honesty, integrity and mutual respect for all members
  - e. in good faith
  - f. with reasonable care, diligence and skill.

### **4. Confidentiality and Reporting**

- 4.1 All agendas, papers, meeting discussions and additional e-mail communications (or similar) will be confidential to members of the Establishment Board unless agreed otherwise by the Chair. Meetings (including but not limited to face-to-face meetings and teleconferences) will be deemed to be held under usual Board protocols and levels of trust.
- 4.2 At the conclusion of each meeting, and at required intervening periods, public statements of progress and matters discussed or agreed will be prepared and agreed by the Establishment Board together with an agreed handling strategy – which will include clear expectations of who will respond to any external questions or interest (including media enquiries). In the absence of any such public statement or handling strategy being agreed – it should be assumed that any public statements or comments will be made through the Chair – and any enquiries should be so directed.
- 4.3 The Establishment Board will regularly report to sector partners and stakeholders and provide advice to others as appropriate on progress in fulfilling its responsibilities.
- 4.4 In addition to formal reports and advice, the Establishment Board will operate on a ‘no surprises’ basis, which means providing sector partners with early warning of any relevant risks or issues it identifies so that these can be actively managed. A ‘no surprises’ way of working is not intended to interfere with the Establishment Board’s roles and functions, nor with its operational responsibilities. Rather, it covers circumstances where it is prudent to disclose issues that may require a broader response, are possibly considered contentious, or which may attract wide public interest (be it positive or negative).
- 4.5 Open and effective communication between the Establishment Board and the sector is vital to building strong relationships and maintaining a culture of inclusion. These arrangements will include the minutes of the Establishment Board meetings being made publicly available. Such expectations are vital to the future success of the substantive organisation once established.

### **5. Skills and Experience Required of Establishment Board Members**

- 5.1 The Establishment Board members will have individual and collective accountability to deliver on their responsibilities and will be appointed as individuals and not as representative of particular interest groups.
- 5.2 Establishment Board members should have skills and experience in a number of the following areas:

- a. Governance experience; including organisation change
- b. Enacting the principles of the Treaty of Waitangi
- c. Knowledge/experience of health advocacy or policy development
- d. Public and financial management experience
- e. Strong strategic leadership credentials
- f. Business acumen
- g. Understanding of patient/consumer perspectives.

5.3 In addition, the Establishment Board Chair should have:

- a. Strong leadership skills
- b. A focus on delivery
- c. Ability to drive decision making through persuading and building consensus
- d. Extensive experience in a governance role; including leadership of significant organisational change processes
- e. Ability to manage any conflicts of interest that may arise
- f. Ability to communicate effectively with fellow Board members, stakeholders and manage key relationships.

## **6. Membership, terms of appointment and remuneration**

6.1 The Establishment Board is expected to consist of between eight and fifteen members (or as otherwise agreed by the Chair to ensure the inclusion of the required capacity and capability), including the Chair, and will collectively have the skills and experience outlined above.

6.2 Decisions will be made by consensus wherever possible. In the unlikely event that consensus cannot be reached, the Chair will have discretion to request a vote. Each Establishment Board member will have one vote and each vote will be equal.

6.3 The term of appointment is expected to be 6 months but may be altered by the Chair for the purpose of successfully completing the establishment objectives.

6.4 A member may resign his/her appointment by written notice to the Chair.

6.5 Members of the Establishment Board must, at all times, comply with the requirements of the Companies Act and specifically the standing of Directors (e.g. they must not be otherwise disqualified from holding such a position).

6.6 The Establishment Board may draw on external expertise as required and may appoint expert advisors to assist it in its role subject to an appropriate resourcing plan. Expert advisors are not members of the Establishment Board and do not have voting rights when it is making decisions.

6.7 A quorum will comprise two-thirds of current members and must include the Chair or their nominee.

6.8 The Establishment Board will meet as often as is necessary to carry out its role in the timeframe provided. It is anticipated that these meetings will generally be held in Wellington. Responsibilities will include action between formal meetings (including, but not limited to review of documentation, e-mail correspondence, drafting and editing). All members will respond in a timely and professional manner, as determined by the Chair.

6.9 Any remuneration, reimbursement of travel, accommodation or similar expenses expected or incurred by members of the Establishment Board will, under normal circumstance, be for their own employing or host organisation to address and fund.

**7. Secretariat and resourcing**

7.1 The Establishment Board will be responsible for determining the project management, administrative, reporting, policy, analytical and business process support it requires and for developing an appropriate recruitment process and resourcing plan.

7.2 The Establishment Board is expected to follow good practice 'due-process' governance, operational and decision making arrangements to ensure the on-going trust, inclusivity of all sector partners as the Federation progresses to its formal establishment.

**8. Disclosure of interests**

8.1 Prior to appointment, prospective members of the Establishment Board will be required to disclose any interests they have, or are likely to have, in matters relating to the Federation and following appointment will be expected to act consistently with good practice conflict of interest disclosure processes.

**9. Future role of members of the Establishment Board**

9.1 Once the Federation has been established, a Board with on-going governance responsibility will be appointed as determined by the Establishment Board. Any future role for members of the Establishment Board will be considered as a part of this process. There is no guarantee that any Establishment Board member will be appointed to the ongoing Board.

### Background

The Primary Health Alliance and GPNZ have been exploring options for greater sector unity and a stronger voice for primary health care in New Zealand. Sector colleagues outside the membership of both organisations have been kept advised of progress on an informal basis (e.g. GPLF, N4 network group) pending more formal agreement being reached.

The following objectives have been agreed between the two organisations:

- a) Present a united politically agnostic voice, and work together in a safe and respectful forum to create solutions and share innovation
- b) Be the go-to place for external stakeholders for primary care advice and opinion
- c) Be known as a credible and capable organisation to lead and implement innovation and system change
- d) Promote and support Networks / PHOs as the platform for health and care integration that are appropriately funded to deliver
- e) Partner with health practitioners, health related NGOs and health consumers in the planning, design, delivery and evaluation of integrated health and care services
- f) Advocate for models of care that are best for person, best for system
- g) Champion the role of clinical leadership, including recognition of resourcing required
- h) Represent our members at PSAAP maintaining a key role in the negotiation process.

The following guiding principles have been agreed between the two organisations:

- a) Person-centred care (on a best for person, best for system basis)
- b) Quality and safety (within the Triple Aim framework)
- c) Equity of access and outcome (at person, population and system level)
- d) Integrated services with secondary, tertiary and community/NGO services
- e) Sustainability of services
  - i. with generalism at the heart of community-based care
  - ii. with equitable funding targeted to personal and population health need
  - iii. with an appropriately resourced workforce and sustainable business models
- f) Accountability to our enrolled populations, within a safe system
- g) Compliance with the Treaty of Waitangi
- h) Clinical Leadership, inter-professional respect and partnership, multi-disciplinary team care delivery.

The following values and expectations have also been agreed:

- a) We will work together and support each other in a way that honours, respects and maintains the integrity of each organisation;
- b) We will work co-operatively and collaboratively as equals;
- c) We will work together in good faith;
- d) We will communicate in an open, honest and timely manner;
- e) We will share information and ideas; and
- f) We will work together, so far as is practicable, to avoid duplication of resources and time.

The joint Executives of the PHA and GPNZ agreed that a federated model of unified primary health care organisations offered the best way forward which reflected the wide diversity of primary health care. The joint executives resolved to undertake further consultation and development of such a model for wider presentation to members and stakeholders.

In November 2017, the N4 network group issues the following statement in light of the new Government's policy agenda and recognising the need for sector unity as being pursued by the Primary Health Alliance and GPNZ:

*“ProCare and Pinnacle are supportive of a joint and nationally unified advocacy approach at this crucial time and along with the other two N4 networks (Compass and Pegasus) would like to see us all move fast to implement a three stage policy programme:*

- *Immediate and direct advice to Government on an appropriate engagement strategy*
- *Secondly, a measured, evidence informed formula co-development, starting asap (harnessing existing network capacity and capability together with some additional Wellington based coordination)*
- *Thirdly, a solid and unified position at the PSAAP table (or whatever contractual process replaces it).*

*All members of N4 are willing to collaborate and share the workload and if such a coherent and unified policy programme can be instituted, are prepared to make an appropriate financial contribution. On-going support will be contingent on meeting agreed milestones and outcomes in the first year.”*

On 16 February 2018, a summit was held in Wellington attended by 70 leaders and key stakeholders from across the landscape of primary health care providers. It was resolved to form an Establishment Board on a fixed term 6 month basis for the purpose of establishing a Federation of Primary Health Care New Zealand (media release included at Appendix B).

## Federation of Primary Health Care New Zealand

Media Release  
20 February 2018

### **Historic moment for patient-centred, multi-disciplinary health care in New Zealand.**

Dame Annette King has been confirmed as the inaugural independent Chair of a new Federation of primary health care providers and representative agencies which has been formed following a high level summit held in Wellington on Friday 16 February 2018.

“The overriding focus of establishing this wide reaching Federation is to provide an inclusive platform for health and care integration with the people of New Zealand at the heart of its objectives.’ says Dame Annette King.

“Securing the collaboration of all the sectors which make up primary health care is a historic moment for patient-centred, multi-disciplinary health care in New Zealand.”

70 of New Zealand’s primary health care leaders came together representing PHOs, pharmacy, midwifery, allied health, nursing, doctors, NGOs and others in a move widely considered overdue by those across the sector.

Under Dame Annette King’s leadership, an Establishment Board is being created and will be responsible for setting-up the initial governance arrangements, priorities and work plan of the Federation. The initial objectives are expected to include:

- Advocating for models of care that are best for people and best for the system
- Supporting members to partner with health practitioners, NGOs and health consumers in the planning, design, delivery and evaluation of integrated health care services
- Presenting a united voice for the sector working together to create solutions and share innovation
- Being the ‘go to’ place for external stakeholders for primary health care advice and expert opinion
- Being known as a credible and capable Federation to lead and implement innovation and system change

Signaling clear values of partnership and equity from the outset, the Establishment Board will include representation on behalf of Maori health leaders, pharmacy, allied health, midwifery, nursing, and NGOs as well as PHOs covering some of the highest need and most rural communities from Cape Reinga to Bluff.

The Federation’s workplan will commence immediately.

ENDS

**Further information can be obtained from:**

Dame Annette King: contactable via Philip Grant, Primary Health Alliance -  
Telephone 022 131 8393

**Note to editors:**

- 1. Further detail regarding the governance and operations of the Federation will be determined by the Establishment Board.**
  
- 2. The attendees at the 16 February 2018 summit included:**
  - The Primary Health Alliance (whose members are detailed here: <http://primaryhealth.org.nz/membership.html>)
  - General Practice New Zealand (whose members are detailed here: <https://gpnz.org.nz/about/current-membership/>)
  - The New Zealand College of Midwives (<https://www.midwife.org.nz/>)
  - Allied Health Aotearoa New Zealand (<http://www.alliedhealth.org.nz/>)
  - The Pharmaceutical Society of New Zealand (<https://www.psnz.org.nz/>)
  - ProCare Health (<http://www.procare.co.nz/#/>)
  - Pinnacle Midlands Health Network (<https://www.pinnacle.co.nz/>)
  - Total Healthcare Charitable Trust
  - Nga Mataapuna Oranga Limited
  - Hauraki PHO
  - Alliance Health Plus Trust
  - The GP Leaders Forum (GPLF)
  
- 3. PHOs in attendance or represented at the summit cover over 95% of the country's registered population.**