

# Charter

## Medical Staff Council

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The NSW Health Pathology Medical Staff Council (the Council) has been established by the NSW Health Pathology Chief Executive.

This Charter sets out the role, responsibilities and composition of the Council.

### 1. Role

The role of the Council is to provide advice to the NSW Health Pathology Chief Executive and Board on medical matters relating to the services delivered by NSW Health Pathology.

In fulfilling its responsibilities, the Council will observe and promote the core organisational values of Respect, Integrity, Teamwork and Excellence. The Council is an advisory committee only and has no decision-making powers unless delegated to it by the Chief Executive.

### 2. Responsibilities

The responsibilities of the Council are:

- a) providing a forum for feedback and information sharing around medical matters impacting on current and future services delivered by NSW Health Pathology and public pathology more broadly, including teaching, training and research;
- b) providing advice to the Chief Executive and the Board on medical matters referred to in paragraph (a) above;
- c) participating in planning and policy-making processes through participation of the Council Chair (or consistent alternative) as an in-attendance member at meetings of the NSW Health Pathology Board and other forums or groups as agreed by the Board Chair and/or Chief Executive;
- d) nominating every 3 years, a short list of up to 5 eligible medical practitioners to be available to the Secretary, NSW Health when considering the appointment of a member(s) of the Board or providing advice to the Minister for other NSW Health Boards;
- e) nominating a short list of up to 5 medical practitioners to the Board Chair for consideration for appointment to the NSW Health Pathology Medical and Dental Appointments Advisory Committee; and
- f) providing advice on any other matters referred to it by the Chief Executive.

### 3. Membership

#### 3.1 Members

The Council shall consist of all visiting practitioners, staff specialists, career medical officers, clinical academics and dentists:

- a) employed by NSW Health Pathology;
- b) granted clinical privileges within NSW Health Pathology; or
- c) who are Royal College of Pathologists of Australasia (RCPA) fellows and employed or appointed within the NSW Health system.

For the purposes of relevant parts of this Charter (Special Meetings of Council and Quorum), the number of members in the Council shall be determined as at the date of the first meeting and from 1 January each subsequent year.

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The appointment and term of office bearers is as follows:

- a) the Council is to elect a Chair, Secretary and other office bearers it considers necessary from among the Council members;
- b) to be eligible for election as Chair, members need to be a visiting practitioner, staff specialist, career medical officer, clinical academic or dentist either employed by NSW Health Pathology or granted clinical privileges within NSW Health Pathology;
- c) elections are to be held at the first meeting of the Council and then at an ordinary meeting once each calendar year thereafter;
- d) an office bearer (including the Chair) is to hold office until vacation of the office or until the next election, whichever occurs first;
- e) an office bearer (including the Chair) shall be eligible for re-election to the same office, provided that no more than 3 consecutive terms are served, unless there are special circumstances and a further consecutive term has been approved by the Chief Executive; and
- f) if an office becomes vacant between elections, the vacancy is to be filled by an election at a special meeting of the Council. The special meeting is to be held within 30 days of the vacancy occurring.

### 3.2 Attendees

The NSW Health Pathology Chief Pathologist (or equivalent role) will be invited to attend each meeting of the Council.

The Chair of the Council may invite any other person as it determines to attend and address a meeting of the Council (either for the duration of the meeting or in relation to a specific agenda item).

## 4. Secretariat Support

The member appointed to the position of Secretary of the Council is responsible for providing Secretariat support to the Council.

## 5. Meetings

### 5.1 Frequency and Location

Council meetings may be held face to face, by telephone, videoconference, or other electronic means. The Council shall meet at least 2 times per year and at such other additional times as determined by the Council. Written notice of a meeting is to be provided to members at least 7 days prior to a meeting.

The Chair of the Council must call a special meeting within 48 hours after receiving a written request for a special meeting signed by a majority of the Council members (where the Council consists of 6 to 20 members) or at least 11 Council members (where the Council consists of more than 20 members). A special meeting shall be held at least 48 hours but not later than 7 days after receipt by the Chair of such a request. The Chair is to ensure that at least 24 hours' notice is given of a special meeting to every member of the Council and each person invited to attend the meeting. Notice of a special meeting is to specify the business to be considered at that meeting, and only business specified in the notice is to be considered at the special meeting.

### 5.2 Quorum

The quorum for a meeting of the Council is:

- a) Where the Council consists of 6 to 20 members, a majority of the members; and

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- b) Where the Council consists of more than 20 members, one tenth of the members or 11 members of the Council, whichever is the greater number.

### 5.3 Decision-making

Decisions of the Council shall be by majority. Decisions may be made at a duly called and constituted meeting, or by a resolution in writing to all members and physically or electronically signed by all members. Decisions are to be stated in the minutes of the meeting at which they were decided.

Any matter put to the vote at any meeting of the Council is to be decided by a show of hands, or by secret ballot if requested by a member present at the meeting.

### 5.4 Agenda and Minutes

The agenda shall be agreed by the Chair prior to the meeting. All papers must be submitted to the Secretary of the Council by the specified submission deadline. The agenda and papers shall be distributed by the Secretary at least 3 business days prior to the meeting dates. Only with the Chair's permission will late papers be accepted.

All meetings shall be minuted, and the minutes distributed to all members of the Council within 14 days after the meeting and with the agenda papers for the next meeting. The deliberations and minutes of the Council must be submitted to the Board for information.

## 6. Reporting

The Council shall provide a report to the Board at each Board meeting which includes matters considered or approved by the Council or referred to the Board for consideration or decision, any matters of concern and emerging issues. The report is a standing agenda item at each Board meeting and will be prepared and presented to the Board by the Chair of the Council.

In addition, the Council will, at least once a year, report to the Board and Chief Executive on its operation and activities during the year. The report should include:

- a summary of the work the Council performed to fully discharge its responsibilities during the preceding year; and
- details of meetings, including the number of meetings held during the relevant period, and the number of meetings each member attended.

Should the Council need to refer or report a matter to another Committee, the Chair will write to the respective Chair, with a copy to the Board Chair and Chief Executive.

## 7. Conflicts of Interest

Council members must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any conflicts of interest should be appropriately minute and recorded in NSW Health Pathology's Conflicts of Interest Register in accordance with NSW Health Pathology's [Conflicts of Interest and Gifts and Benefits Procedure](#).

Where members or observers at the Council meetings are deemed to have a real, or perceived, conflict of interest it may be appropriate that they are excused from Council deliberations on the issue where a

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conflict of interest exists.

### 8. Evaluation

The Council shall undertake an annual self-assessment of the effectiveness of the Council and provide that information to the Chief Executive and Board, along with any information the Chief Executive or Board requests to facilitate their review of the Council's performance and its membership.

### 9. Review of Charter

This Charter will be reviewed by the Council at least every 2 years. This review will include consultation with the Board. Any substantive changes to this Charter will be recommended by the Council and formally approved by the Board Chair.

### 10. Version History

Version No	Approval Date	Approved By	Details
1.0	28 October 2020	Board Chief Executive	
1.1	18 June 2021	Board Chair Chief Executive	Minor amendments to reflect changes to NSWHP Attendee Position Titles
1.2	14 November 2022	Board Chair Chief Executive	No changes required.