



**PORTLAND**  
DISTRICT HEALTH

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## BY-LAWS

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These By-Laws were approved by the Board of Management at its meeting held on 29  
August 2019

These By-Laws may be updated, modified or otherwise amended at the discretion of  
the Board of Management, subject to approval in writing by the Secretary in  
accordance with the Act.

By order of the Board of Management.

Andrew Levings  
Board President

Christine Giles  
Chief Executive Officer

The attached By-Laws are hereby approved by the Secretary of the Department of Health and Human Services and are effective immediately as of:

**12 December 2019**

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## 1. INTRODUCTION

Portland & District Community Health Centre and Portland & District Hospital entered into an agreement to voluntarily amalgamate pursuant to section 64A of the *Health Services Act 1988*.

Portland District Health was formed on 1 July 2003.

## 2. INCORPORATION

Portland District Health is incorporated as a public hospital under the Act.

## 3. OPERATION

These By-Laws come in operation on 01 June 2019 with all previous By-Laws of the Health Service are repealed.

## 4. DEFINITIONS

“**Act**” means the *Health Services Act (Vic) 1988* (as amended);

“**Board**” means the Board of Directors of the Health Service;

“**Chief Executive Officer**” means the person appointed in accordance with the By-Laws 12.0 which includes any person acting in the place of the Chief Executive;

“**Committee**” means a committee established by the Board to assist the Board in the governance of the Health Service;

“**Department**” means the Department of Health and Human Services and its successors;

“**Delegate**” means a delegate appointed by the Minister to the board in accordance with the Act;

“**Director**” means a Director of the Board and includes the Chairperson;

“**Minister**” means the Victorian Minister for Health;

“**Secretary**” means the Secretary of the Department of Health and Human Services (or delegate);

“**Health Service**” means Portland District Health;

## 5. INTERPRETATION

In these by-laws:

- a) words in the singular include the plural;
- b) words in the plural include the singular; and
- c) words importing a gender include every other gender;
- d) a reference to legislation includes:
  - that legislation as amended or replaced from time to time; and
  - regulations and other instruments made under that legislation.

## 6. OBJECTS

- 6.1 The core object of the Service is to operate the business of a public hospital and to provide public health services in accordance with the Medicare principles in the National Healthcare Agreement and consistent with the Statement of Priorities between the Service and the Secretary.

The objects of the Service are:

- a) to ensure the accountable and efficient provision of health services and the long term financial viability of the Health Service;
- b) to ensure effective and accountable systems are in place to monitor and improve the quality, safety and effectiveness of the health services provided by the Health Service;
- c) to strive to improve continuously the quality and safety of the health services provided and to foster innovation;
- d) to ensure the effective and efficient use of the Health Services resources;
- e) to develop arrangements with other agencies and service providers to enable effective and efficient service delivery and continuity of care;
- f) to facilitate health education to improve the training and knowledge of staff;
- g) to establish and maintain effective systems to ensure:
  - that the health services meet the needs of the community served by the Health Service; and
  - effective consultation with the community to take account of the views of the users of the health services

- 6.2 The additional objects of the Service are to:

- a) operate aged care residential services and to provide non-residential services to older people ensuring that at all times these facilities comply with the Aged Care Act 1997, and Quality of Care, User Rights and other Principles made under that Act;
- b) provide primary and ancillary health care and community services, including home-based care;
- c) ensure that health services are aimed at improvements in individual health outcomes and population health status by allocating resources according to best practice health care approaches;
- d) ensure that mechanisms are available to inform consumers and protect their rights and to facilitate consultation with the community;
- e) facilitate the professional development of all staff and have regard to the need to increase a skilled medical and allied health workforce;
- f) carry out any other activities that may conveniently be carried out in connection with the operation of a public hospital or calculated to make more efficient any of the Service's assets or activities; and
- g) do all things that are incidental or conducive to the attainment of the objects of the Service.

- 6.3 The Health Service must not do or permit anything to be done that is inconsistent with its objectives or is not otherwise authorised by or under the Act.

## 7. BOARD OF DIRECTORS

### 7.1 Powers

The powers of the Board and the Health Service are provided by the Act.

### 7.2 Functions

- a) There shall be a Board of Directors, the function and composition of which are prescribed by the Act. Any vacancy of Directors of the Board will be appointed by the Governor in Council.
- b) Subject to the Act and these By-laws, the procedure of the Board will at all times be at the discretion of the Board to determine.
- c) The Board may make rules, standing orders and other instruments, not inconsistent with the Act or these By-Laws, for the administration of the Health Service.
- d) The Board will monitor the performance of the Chief Executive Officer and will, in accordance with the Act, carry out at least one formal assessment in relation to each financial year, having regard to the objectives, priorities and key performance outcomes specified in the Health Service's statement of priorities.

### 7.3 Office Bearers

There will be an annual election of Board Office Bearers.

Office Bearers elections will include the election of Chairperson and such other roles as determined by the Board.

The Minister may also appoint or remove the Chairperson from office.

Office Bearers appointments:

- a) Will hold office for a 12 month period
- b) Be elected from amongst the current Directors
- c) The office of Chairperson cannot be held by a person for more than three (3) annual terms consecutively.

### 7.4 Vacancies

Any vacancy of a Director of the Board will be filled in accordance with the Act and any directions or guidelines issued by the Department.

The Minister may publish in the Government Gazette guidelines relating to the role and procedure of boards of public hospitals and how they may carry out their functions.

### 7.5 Director's Expenses and Fees

Directors of the Board are entitled to:

- a) be paid attendance fees pursuant to the Act under section 34(2) (b);
- b) be reimbursed for expenses incurred in;
  - attending meetings of the Board;
  - attending meetings of committees; and
  - representing the Health Service

## 7.6 Removal and Resignation

A Director may resign at any time by:

- a) notifying the Chairperson; and
- b) providing a written signed letter of resignation addressed the Minister for Health, which arranges for the letter to be delivered to Governor in Council on behalf of the Minister
- c) The Governor in Council, on the recommendation of the Minister, may remove a Director of Board from office.

## 8. MEETINGS OF THE BOARD

### 8.1 General

Subject to these By-Laws, the procedure of the Board is at the discretion of the Board.

### 8.2 Ordinary Meetings

- a) The Board shall meet not less than eight (8) times a year at such place and time as the Board determines. Attendance via electronic means is permissible.
- b) The chair must give Directors at least seven (7) days' notice of an ordinary meeting.
- c) Notice of ordinary meetings must:
  - Specify the time, date and place of the meeting; and
  - Be accompanied by copies of:
    - the agenda for the meeting;
    - the minutes of the previous ordinary meeting of the Board;
    - the minutes of any special meeting of the Board held since the previous ordinary meeting of the Board;
    - the minutes of any committee of the Board held since the previous meeting of the Board

### 8.3 Extraordinary meetings

- a) An extraordinary meeting:
  - may be called by the Chairperson at his or her discretion; or
  - must be called on request, in writing to the Chief Executive Officer by not less than half the number of Board Directors constituting a quorum
- b) Written notice of an extraordinary meeting must be given to each Board Director at least (2) days prior to the meeting.
- c) Notice of a special meeting must specify:
  - the time, date and place of the meeting; and
  - the business to be conducted at the meeting

- d) The only business that may be conducted at the extraordinary meeting is the business specified in the notice of that meeting.
- e) The notice requirement for an extraordinary meeting may be expressly waived by resolution at that meeting supported by an absolute majority of Board.
- f) In the event of a significant decision, the board must ensure that the Minister and Secretary are advised and informed in a timely manner of issues of public concern or risk that affect or may affect PDH
- g) The Board must, at the direction of the Secretary, prepare and submit for approval a strategic plan for the operation of PDH in accordance with 40F of the Act.
- h) The Board must prepare a statement of priorities for each financial year in accordance with sections 40G and 40H of the Act.

#### 8.4 Delegate

- a) The Board must permit a Delegate to attend meetings of the Board during the Delegate's term of appointment.
- b) The Board must provide a Delegate with:
  - information; and
  - a copy of any notice or other document, provided to the Board at the same time it is provided to Directors of the Board

#### 8.5 Quorum

- a) No business may be conducted at a meeting of the Board without a quorum being present.
- b) The quorum for a meeting of the Board is:
  - where there is an odd number of voting Directors, a majority of Directors; or
  - where there is an even number of voting Directors, one half of the number of Directors, plus one
- c) A meeting of the Board is adjourned if no quorum is present within 30 minutes of the meeting time.

#### 8.6 Chairperson

A meeting of the Board is chaired by the first person present at the scheduled meeting time and listed below:

- the Chairperson;
- the Senior Vice Chairperson;
- the Junior Vice Chairperson;
- a Director chosen by those present

#### 8.7 Directions

The Board must comply with any direction issued to it by the Minister in accordance with section 40B of the Act.



## 8.8 Voting

- a) Resolutions at meetings of the Board are decided by show of hands or otherwise as determined by the Board.
- b) Each Director of the Board has one vote.
- c) In the event that a vote is tied, the chairperson of the meeting has a casting vote.

## 8.9 Reconsideration

The Board must not vary or rescind a resolution less than 30 days after that resolution is passed except at a special meeting called for that purpose;

## 8.10 Minutes

The Chief Executive Officer must keep minutes of the proceedings of all meetings of the Board.

## 8.11 Invalidity

An act or decision of the Board is not invalid by reason only of:

- a vacancy in the membership of the Board;
- a defect or irregularity in the appointment of a director of the Board;
- failure of a Director of the Board to receive due notice of the meeting at which the act or decision took place.

## 9. DISCLOSURE OF INTEREST

- 9.1 Any Director of the Board who has a direct or indirect interest in any matter brought before the Board for discussion will disclose that interest as soon as practicable after the relevant facts are known to the Director to the other Board Directors and must not vote upon that matter.

Once an interest is disclosed by a Board Director, the Board will determine how to manage it in the public interest, which may include requiring that the Board Director with the interest to:

- leave the room at the start of the relevant agenda item and not return until the start of the next agenda item;
- not discuss the matter at all with any other Board Director (either in the meeting or elsewhere);
- not participate in any Board decision on the matter

- 9.2 This procedure must be followed unless the Board determines and documents in the minutes clear reasons why a lesser or a stronger option would be in the public interest.

- 9.3 The Chairperson must cause the disclosure of an interest to be recorded in the Minutes of the meeting.

## 10. CODES OF CONDUCT

- 10.1 A Director of the Board must not contravene any code of conduct issued by the Victorian Public Sector Commission under section 63 of the Public Administration Act 2004 (Vic) that is binding on the Director.

- 10.2 The Service may issue a code of conduct to provide guidance to directors of the Board about their conduct as Directors of the Board.

## 11. DELEGATION

- 11.1 The Board may delegate any of its powers or functions (other than its power of delegation) to:

- an employee or a class of employees of the Health Service; or
- a committee established by the Board under the Act or these By-Laws; or
- any person the Board sees fit and;
- without limiting the Board’s duties or responsibilities under the Act

- 11.2 A delegation is revocable at any time by the Board and does not prevent the exercise of the power or function by the Board.

## 12.0 SEAL

- a) The Board must provide for the safe custody of the seal of the Service.
- b) The seal may be used only by the authority of the Board.
- c) Use of the seal must be attested to by:
  - the Chairperson and Chief Executive Officer; or
  - any 2 Directors of the Board and the Chief Executive Officer

## 13. EXECUTIVE OFFICERS

### Chief Executive Officer

The Board will appoint a Chief Executive Officer of the Health Service in accordance with the Act. Whilst the overall responsibility for the Health Service’s operation rests with the Board, the Chief Executive Officer will be responsible for the day to day management of the Health Service.

The Chief Executive Officer’s appointment, and the terms and conditions of appointment and remuneration, must be pre-approved by the Secretary in accordance with the Act.

### Remuneration and conditions

The Board must comply with any applicable guidelines or directives issued by the Victorian Government with respect to the remuneration and terms and conditions of executive staff in the Health Service.

## 14. COMMITTEES

- a) The Board may establish such Committees as it considers necessary or convenient to assist the Board in the governance of the Health Service.
- b) The Act now requires the Board to establish a Quality, Safety and Clinical Risk committee and Finance, Audit & Corporate Risk committee.

- c) In establishing each Committee, the Board must specify:
  - the name and membership of the Committee;
  - the terms of reference of the Committee;
  - the chairperson of the Committee;
  - the quorum of the Committee;
  - any delegation of authority to the Committee in accordance with these By-laws;
  - the rules and procedures of the Committee;
  - the manner in which the Committee must report to the Board in respect of the Committee's meetings and deliberations; and
  - any other matters required under Commonwealth or Victorian law, or applicable guidelines or directives
- d) Committee members will be appointed by the Board for a maximum period of twelve (12) months and be eligible for re-appointment. Committee members may be appointed from the community where the Board considers it appropriate. Any person appointed to a Committee may be removed by resolution of the Board.
- e) Should a vacancy occur on any Committee it will be for the Board to fill the vacancy.
- f) Committees may co-opt members with the approval of the Board.

## 15. ANNUAL MEETING

The annual meeting of the Health Service will be advertised and held in the manner set out in the Act.

## 16. ANNUAL REPORT

The annual report of the Health Service will be prepared and submitted by the Board in accordance with the Act and the provisions of the Financial Management Act 1994 (Vic) and any other relevant Act.

## 17. FACILITIES AND FINANCIAL ACCOUNTABILITY

The Health Service will comply with the provisions of the Act and the Audit Act 1994 (Vic) and any other relevant Act in providing for audit of the financial statements of the Health Service by the Auditor-General.

The Health Service must comply with the direction of the Secretary for the purpose of carrying out functions and powers under Section 42 of this Act or for carrying out the objectives of this Act, may in writing give directions to a public hospital or denominational hospital in relation to all or any of the matters referred in Section 42 of the Act, in particular:

- a) Accounts and records which are kept by the Health Service, and the returns and related information, are to be supplied to the Secretary upon request;
- b) PDH's facilities, accounts and records may be inspected by the Secretary; and
- c) PDH is to provide information as required by the Secretary, to ensure that the objectives of the Act are being met

**18. INVESTMENTS**

If the Health Service wishes to invest money it must ensure that the investment complies with Section 29 of the Act, the Financial Management Act 1994 (Vic), relevant ministerial and Department directions and any other statutory requirements for the investment of trust or other funds.

**19. DISPOSAL AND ACQUISITION OF ASSETS**

- a) Upon amalgamation or closure any assets of the Health Service funded by the Commonwealth will be dealt with in accordance with any funding conditions contained in any agreement between the Health Service and the Commonwealth and all other assets will be dealt with in accordance with the Act.
- b) No portions of the assets or income of the Health Service will be distributed directly or indirectly to Directors of the Board except as bona fide compensation for services rendered or expenses incurred on behalf of the Health Service.
- c) The Health Service will consult with the Department and comply with guidelines and policies issued by the Department governing the acquisition and disposal of assets.

**20. AMENDMENT**

The Health Service must not change its name, change its objects or make, amend or change its By-laws without first obtaining the approval in writing of the Secretary pursuant to the Act.

The Board must comply with any directions of the Secretary made pursuant to the Act to amend or alter its By-laws or make new By-laws.