

Terms of Reference

Strategy and Commissioning Committee



Purpose

The Strategy and Commissioning Committee (“the Committee”) is a Committee of Eastern Melbourne Healthcare Network Ltd (EMHN Ltd, trading as Eastern Melbourne PHN, EMPHN) created to assist the Board with its duties and responsibilities on matters of strategy including creation and oversight of the organisation’s five year strategic vision; fostering innovation, and exploring new strategic directions and initiatives that are informed by evidence and keep the organisation at the leading edge of its work in improving health outcomes of the community, primary care and integration of health care systems. The Committee also has delegated responsibility for governance and strategic oversight of commissioning and procurement.

Membership

The Committee shall comprise:

- At least four members who shall be appointed by the Board.
- The Chief Executive Officer (ex officio).

The Chair of the Committee will be a Director who is not the Board Chair.

The Members and Chair will be appointed to the Committee at the first meeting after the Annual General Meeting by the Board. The term of appointment to this Committee will be three years with a maximum term of six years. To ensure continuity of the membership of the Committee, it is desirable that no more than one third of the members of the Committee resign each year.

Secretary

The Board Secretariat will be the Secretary of the Committee.

Attendance by Non-Committee Members

Executive Directors will attend the Committee as invitees, but are not Members of the Committee. Non-members of the Committee may be asked to withdraw from all or part of the any meeting.

The Committee will invite Auditors or others to attend meetings to provide pertinent information, as necessary.

Meetings

The Committee shall meet as frequently as required or otherwise six times per year.

The Chair or the Secretary may call a meeting.

Three members shall constitute a quorum. In the Chair's absence from a meeting, the Members present will select a chair for that particular meeting.

Role and Responsibilities

The Committee shall report to the Board on all matters relevant to the Committee's role and responsibilities. The Committee will source legal or other professional advice to assist in undertaking its responsibilities as needed. The Committee has the following specific duties:

a) Strategy and Performance

- Develop and oversee the organisation's five year strategic vision, including strategic planning aimed at achieving the strategic priorities of the organisation and exploration of opportunities for new, evidence-based strategic directions and initiatives.
- Assist Management in identifying critical strategic issues facing the organisation and reporting on these to Board.
- Monitor the organisation's performance against agreed targets, performance indicators and Commonwealth compliance indicators.

b) Commissioning

- Review and approve the Commissioning Framework and significant organisational policies relating to commissioning, ensuring they are aligned with the values and strategic priorities of the organisation.
- Monitor implementation of the commissioning framework, including approval of sole source procurement and advice to Board on commissioning in areas deemed high risk.
- Monitor the impact of the commissioning framework in achieving the organisation's strategic vision.

c) Other Responsibilities

- Advise the Quality, Risk and Safety Committee of significant or material strategic and operational risks.
- Contribute as required to the internal audit program and monitor implementation of internal audit recommendations.
- Approve significant policies that pertain to the Committee's functions and responsibilities.
- Perform other activities as requested by the Board.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the Terms of Reference annually, requesting Board approval for changes and ensuring appropriate disclosure as required by-law or regulation.

Authority

In carrying out its duties the Committee shall have the authority to:

- Resolve any disagreements between management and the internal auditor on non-financial reporting.
- Retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation.
- Discuss directly with the CEO and where necessary senior management any issue within its remit and to request reports, explanations and information of any of the activities, procedures or accounts of the Company.

Reporting Procedures

The Committee shall keep minutes of its meetings. The Board Secretariat shall circulate the minutes of the meeting to all members of the Committee for comment within 10 working days of the meeting and make any amendments before being signed by the Chair of the Committee and circulated to the Board with the papers for the next Board Meeting.

Evaluation

The Committee will annually evaluate its performance against the roles and responsibilities as set out in the Terms of Reference. This evaluation will form part of a broader review of Board performance.

Amendment History			
Version	Details of change	Approved by	Date
2	Update to responsibilities to better align with the purpose; to reflect the transformative strategies & commissioning re-design work and to include monitoring of high risk commissioning & performance/impact of commissioning	Board	3 May 2019
1	Inaugural TOR	Board	4 May 2018