



Management Committee Charter

(Updated July 2010)

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1) INTRODUCTION

Sturt Fleurieu was formed in July 2002 as a not for profit incorporated association. The organisation operates under a Management Committee and comprises members from the five Divisions of General Practice (Riverland; Southern; Barossa Valley; Adelaide Hills and the Murray Mallee), Flinders University, the Registrar's Association and up to 4 persons appointed by the Committee.

Sturt Fleurieu has its own Rules of Association which are administered in conjunction with the Associations Incorporation Act 1985.

2) ROLE OF THE MANAGEMENT COMMITTEE

The role of the Management Committee is to effectively represent and promote the interests of Sturt Fleurieu partner members with a view to providing long term value and stability for the training and education of registrars. The Management Committee is accountable to the partner members for the management of the Association's business and affairs and as such is responsible for the overall strategy, governance and performance of the Association.

The role of the Management Committee includes

- a) **Strategic Direction**
 - Setting the strategic direction for the organisation by establishing, developing, modifying and monitoring the organisation's strategic plan.
 - Decision making in relation to matters of a sensitive, extraordinary or strategic nature.
 - Providing advice and counsel to management on a periodic and ad-hoc basis.
 - Ensuring that management implements the strategic decisions of the Management Committee.
- b) **Governance**
 - i) **General**
 - Ensuring best practice corporate governance;
 - Monitoring the performance of the CEO and approving senior management remuneration arrangements; and
 - Reporting to stakeholders.
 - ii) **Compliance**
 - Ensuring that appropriate compliance frameworks are in place and are operating effectively; and
 - Approving and monitoring effectiveness of and compliance with policies governing the operations of the organisation.
 - iii) **Risk Management**
 - Monitoring the integrity of internal control and reporting systems;
 - Monitoring strategic risk management systems, including the review of processes for identifying significant business risk, monitoring risk management procedures and policies, monitoring insurance coverage and oversight internal controls and review of major assumptions used in the calculation of significant risk exposure.

- c) **Operating Performance**
 - Approving decisions concerning the financial structure of the organisation; and
 - Reviewing and approving the annual operating budget, the annual statutory financial statements and monitoring financial results on an ongoing basis.
- d) **Operational Development**
 - The appointment of the CEO and the approval of the succession plan.

3) **KEY MANAGEMENT COMMITTEE FUNCTIONS AND PROCEDURES**

a) **Management Committee Composition**

- The Management Committee is composed of a majority of non-executive members, including the Chairman.
- The CEO is an executive member.
- The maximum number of members is 11.
- The appointment and removal of members is governed by the organisation's Constitution. The Management Committee is responsible for selecting and approving members to the Committee. The members are nominated by their respective organisations (Adelaide Hills Division of General Practice, Barossa Division of General Practice, Murray Mallee General Practice Network, Riverland Division of General Practice, General Practice Network South, Flinders University, and the General Practice Registrars Association).
- The Committee has the power to appoint up to four (4) people as invitee members
- All members are appointed for a maximum of two years and can be re-appointed for a further term or terms.

b) **Management Committee Meetings and Procedures**

- The Management Committee endeavours to meet once every 2 months during any calendar year in accordance with an agreed schedule. The Committee may also meet on other occasions between scheduled meetings to deal with specific matters as the need may arise.
- Under the Organisation's Constitution, any 3 members may at any time and the Public Officer upon the request of 3 members must convene a meeting of the Management Committee
- Matters approved by the Management Committee are executed by management and monitored by the Management Committee in accordance with a business reporting timetable.

c) **Delegations**

i) **Sub-Committees**

The following Committees have been established to operate under terms of reference approved by the Management Committee

Finance and Risk Management Sub-Committee

The Finance and Risk Management Sub-Committee shall consist of at least five members (including the CEO, General Manager Operations and the Chair as an ex officio member).

A member of the Management Committee (other than the Chair) shall be elected Chair of the Finance and Risk Management Sub-Committee.

The Sub-committee assists the Management Committee in fulfilling its fiduciary responsibilities in relation to corporate accounting, financial reporting practices and risk assessment.

Terms of Reference:

The Finance and Risk Management Sub-Committee's will:

- meet at such times determined necessary by the CEO, but at least four times a year.
- be responsible for the overseeing of expenditure and income of Sturt Fleurieu and shall recommend to Management Committee any significant variations to the annual Budget.
- recommend to the Management Committee acceptance of audited accounts each year.
- determine adequate financial control systems, accounting procedures and security arrangements necessary for the establishment of the quality and reliability of financial information made available to Management Committee.
- regularly examine monthly financial statements which show current cash flow as well as comparison of actual performance to budget on a monthly and year to date basis.
- recommend to the Management Committee changes to staff salaries and benefits and changes to the remuneration levels for Management Committee members.
- evaluate the adequacy and effectiveness of Sturt Fleurieu's risk management and compliance frameworks through quarterly reporting and advise the Management Committee on:
 - Sturt Fleurieu's exposure to and management of significant business risks;
 - the management reporting and control systems used to monitor adherence to compliance with contractual requirements and Sturt Fleurieu policy and procedures;
 - Sturt Fleurieu's business plans;
 - Sturt Fleurieu's exposure to risks in relation to corruption and fraud;
- consider and monitor the standard of ethical conduct in areas such as conflict of interest.
- invite other experts to advise it as required.

Planning Sub Committee

The Planning and Nominations Sub Committee shall consist of at least six members (including the CEO, Director of Medical Education and the Chair as an ex officio member).

A member of the Management Committee (other than the Chair) shall be elected Chair of the Planning Committee.

Terms of Reference:

The Committee will:

- meet at such times determined necessary.

- provide oversight of the development of the strategic plan and directions for SFGPET.
- monitor and refine Sturt Fleurieu's quality assurance systems for medical education and training.
- review the composition of the Management Committee to ensure that the Committee comprises members with the right mix of skills and experience to enable it to fulfill its responsibilities.
- identify suitable candidates for appointment to the Management Committee.
- review overall performance of the Management committee.
- review general matters of corporate governance.

ii) CEO and Management Delegations

- The Management committee delegates the responsibility for the day-to-day management of the Organisation to the Chief executive officer (CEO), who is assisted by the Director of Medical Education and the General Manager Operations. The CEO must consult with the Chairman on any matters which the CEO considers, are of such sensitive, extraordinary or strategic nature as to warrant the attention of the Management Committee regardless of value.
- The authorisation thresholds for the control of expenditure and capital commitments have been established and defined in the Organisation's policy on Delegated Authorities. Subject to these policy limits the CEO may delegate the day-to-day running of the organisation to the executive team.
- The exercise of delegated authority is restricted to specific organizational functions and roles, including determining conditions of employment, entering into contracts and dealing with other parties.

4) ROLE OF CHAIRMAN

Under the Rules of Association, the Management Committee elects a chair from the Committee members. The Chairman remains in the position for one year. The position is vacated at the Annual General Meeting. Nominations are called for from the members and new Chairman is elected. The previous Chairman is eligible to be nominated and maybe re-elected for a further one year term.

The Chairman's responsibilities are to ensure that the Management Committee discharges its role including:

- Chairing the Management Committee meetings;
- Providing appropriate leadership to the Management Committee and the Organisation;
- Ensuring that the membership of the Management Committee is skilled and appropriate fro the organisation's needs;
- Facilitating Management Committee discussions to ensure that the core issues facing the organisation are addressed;
- Maintaining a regular dialogue and mentoring relationship with the CEO and senior managers;
- Monitoring the Management Committee performance; and
- Promoting the ongoing effectiveness and development of the Management Committee.

5) THE MANAGEMENT GROUP

a) CEO

The CEO is responsible to the Management Committee for the overall development of strategy, management and performance of the Organisation. The CEO manages the Organisation in accordance with business plans and policies approved by the Management Committee to achieve the agreed goals.

b) Senior Executive Group

Sturt Fleurieu operates under a senior executive group comprising the CEO, Director of Medical Education and the General Manager Operations. Details of the specific roles of these positions are provided at attachment A

6) DUTIES OF INDIVIDUAL MEMBERS

a) Attendance at Meetings

Members are required to attend all meetings of the Management Committee and its sub-committees some of which will be teleconferences

b) Participation at Meetings

Members are encouraged to question, request information, raise any issue which is of concern to them, fully canvas any issue confronting the Organisation and cast their vote on any resolution according to their own judgement. Outside of the meetings, Members should support the letter and spirit of the Management Committee decisions.

Members must keep confidential Management Committee discussions, deliberations and decisions which have not been publicly disclosed by the Organisation.

Confidential information received by a member in the course of the exercise of member duties remains the property of the organisation and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been properly authorised, or is required by law.

c) Legal Obligations

In accordance with legal and statutory requirements, Directors must:

- Discharge their duties in good faith and honesty, in the best interest of the Organisation and for a proper purpose;
- Act with required care and diligence, demonstrating commercial reasonableness in their decisions and with a level of care expected of a Management Committee member;
- Avoid conflicts of interest – ie be alert to potential conflicts of interest and do not vote on or participate in the discussion of issues where the member has a material interest on the issue (except as permitted by the Corporations Act).
- Act for the benefit of the Organisation at all times;
- Not make improper use of information gained through their position as a Management Committee member;
- Not take improper advantage of the position of Management Committee member;

- Make reasonable enquiries to ensure the Organisation is operating efficiently, effectively and legally towards achieving its goals; and
- Undertake diligent analysis of all proposals placed before the Management Committee;

Management Committee members decide which organizational matters are delegated to management and must ensure that delegates are reliable and competent and that adequate controls are in place to oversee the operation of the delegated powers.

Individual Management Committee members, other than the CEO, must not purport to bid the organisation unless expressly authorised to do so by the Management Committee.

d) Conflicts of Interest

The Associations Incorporation Act 1985 and the Organisation's Constitution require Management Committee members to disclose any conflicts of interest and to abstain from participating in any discussion or voting on matters in which they have a material personal interest.

When a Management Committee member becomes aware of a conflict of interest, the member must:

- Disclose to the Management Committee the actual or potential conflict of interest as soon as it arises;
- Take such steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period; and
- Comply with the Associations Incorporation Act 1985 provisions about disclosing interests and restrictions on voting.

Generally speaking, the member should absent themselves from the meeting room when the Management Committee discusses and votes on matters to which the conflict relates.

e) Code of Conduct and Ethical Standards

The Organisation has adopted an Integrity Statement outlining the standards of personal and corporate behaviour required of all officers and employees. The Statement reinforces an already strong ethical culture for the benefit of all stakeholders and has application to Members Conduct.

f) Access to Sturt Fleurieu management

Members have access to the Sturt Fleurieu managers. In addition regular reports are provided by the CEO and General Manager Operations to Management Committee meetings. Members may seek information from Sturt Fleurieu managers on specific matters.

g) Directors' remuneration

The Management Committee as whole, upon recommendations from the Finance and Risk Management Sub-committee determines the remuneration of non- executive Members. The recommendation will have regard to survey comparisons, inflation trends and to special responsibilities assumed by members.

h) Retirement of Directors

Under the terms of the Organisation's Constitution all ordinary and invited members must retire after a term of two years. Ordinary Retiring members may offer themselves for reappointment by nomination from their respective organisations. New terms for Invited members will be determined by the newly appointed ordinary members.

The tenure of the CEO is linked to his executive office.

7) ROLE OF PUBLIC OFFICER

The Management Committee is supported by the Public Officer who is responsible for:

- Organizing Management Committee meetings;
- Preparing agendas, papers and minutes;
- Providing a point of reference for dealings between the Management Committee and Management; and
- Ensuring compliance with the statutory requirements of the Associations Incorporation Act 1985 and various regulatory bodies

8) ASSOCIATION POLICIES

Members and employees of the Organisation are expected to maintain standards of business conduct which are ethical, and in this respect policies have been adopted on:

- Disclosure of conflicts of interest
- Confidentiality
- Occupational health and safety
- Equal employment opportunity

9) INDEMNITIES AND INSURANCE

The organisation maintains a Members' Professional Indemnity Insurance Policy and a Member's Travel Insurance Policy.

CHIEF EXECUTIVE

Key Responsibilities

- Exercise responsibility in providing, professional and administrative leadership by:
 - Developing the strategic direction for Sturt Fleurieu, including appropriate training program development, research and clinical services and making recommendations accordingly to the Management Committee
 - Developing and maintaining activities and programs of Sturt Fleurieu in keeping with the aims of GPET and the objectives of the organisation's constitution.
 - Being responsible for the day-to-day financial and general management of Sturt Fleurieu, including its staff and resources
 - Ensuring that the policies and procedures of Sturt Fleurieu are appropriately applied in its operations.
- Identify staff requirements of Sturt Fleurieu and arrange for the appointment subject to the approval of the Management Committee where required, and supervise all staff engaged in the services of Sturt Fleurieu.
- Prepare the Annual Report and other reports for the approval of the Management Committee.
- Form working relationships with other education, training, research and service providers in the activities of Sturt Fleurieu where possible.
- Facilitate collaboration between partner organisations of Sturt Fleurieu and other relevant organisations to develop, market and promote Sturt Fleurieu medical education and training activities.
- Represent Sturt Fleurieu, as authorised by the Management Committee.
- Carry the financial delegation from the Management Committee
- Undertake the primary liaison between Sturt Fleurieu and GPET
- Participate in any relevant committees or other activities of the partner organisations
- Carry out the decisions of the Management Committee
- Ensure compliance with the terms and conditions of the GPET contract.

DIRECTOR OF MEDICAL EDUCATION

Key Responsibilities

- Leadership and management of the Sturt Fleurieu Medical Education and Training Education Group.
- Provide strategic advice on major teaching initiatives to enhance the quality and standard of the Sturt Fleurieu education and training program.
- Create and maintain partnerships with GPET, Divisions of General Practice, community and service providers.
- In association with senior medical education contract staff, lead the continuing professional development education program for GP Supervisors
- Ensure the maintenance of the standards of the relevant professional colleges and General Practice Education and Training (GPET)
- Develop education and training links with relevant community partners and service providers
- Coordinate and administer the education and training budget of Sturt Fleurieu in company with the CEO and the Manager Operations
- Liaise on all aspects of education and training with the RTP partners on behalf of the CEO
- Provide individualised education support to supervisors and registrars in the practice environment.
- Provide key teaching in emergency medicine, particularly using computer simulation.
- Play a key role in development of general practice procedural skills training.
- Prepare correspondence, reports and other documents as required
- Represent Sturt Fleurieu on designated committees and working groups.

GENERAL MANAGER OPERATIONS

Key Responsibilities

- Responsible to the CEO for all financial management aspects of the Sturt Fleurieu including:
 - ensuring that all financial policies, controls and accounting procedures are developed and implemented in accordance with best practice;
 - providing regular financial analyses, reports, budgets and projections to the CEO, the Sturt Fleurieu Management Committee and GPET; and
 - conducting financial organisational reviews.
- Assist the CEO in the development and implementation of the Sturt Fleurieu strategic and operational plans.
- Assist the CEO with contract management, project costing and budget preparation for new and existing programs.
- Support the CEO in ensuring that Sturt Fleurieu activities meet the statutory, financial and legal requirements of contractual obligations to GPET and other funding agencies.
- Provide advice and direction to the Sturt Fleurieu registrars on the policies and guidelines associated with the Australian General Practice Training Program.
- Provide support to the Sturt Fleurieu Management Committee and act as the Public Officer.
- Provide human resource management and supervision to Administrative, staff including staff recruitment and management and performance reviews.
- Day to day administration including:
 - reviewing and improving administrative systems and procedures.
 - management of Sturt Fleurieu resources and assets.
- Promote and develop the profile of the Sturt Fleurieu within its regional area by establishing and maintaining effective working relationships with the partner Divisions of General Practice, GP practices, relevant health services and other key stakeholders.
- Contribute to the overall effectiveness of the Sturt Fleurieu by working within established legislative, policy and constitutional frameworks.