



**Neerim District Health Service**

**By-Laws**

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## 1. Introduction

Neerim District Health Service is managed by a volunteer Board of Directors, with the Chief Executive Officer being responsible to the Board for the overall administration of the organisation.

Neerim District Health Service is a not for profit entity registered as an Incorporated Association and governed by the **NEERIM DISTRICT SOLDIERS' MEMORIAL HOSPITAL INC CONSTITUTION (Amended and Re-Printed January 2017)**.

The name of the Incorporated Association is the Neerim District Soldiers' Memorial Hospital Inc. trading as Neerim District Health Service and the purpose of the of the Association is:

- *To function as a multi-disciplinary service for the provision of aged, disability and health services including:*
  - *Acute Medical & Surgical hospital care;*
  - *Aged Care services;*
  - *District Nursing consulting services;*
  - *Community health provider services;*
  - *Emergency stabilization services;*
  - *Mental Health Support services inpatient and outpatient;*
  - *Meals-on-wheels;*
  - *Any other residential, community or health service that may be considered necessary within the community.*

The Neerim District Health Service By-Laws have been adopted with specific reference to the **Health Services (Health Service Establishments) Regulations 2013 (S.R. No. 113/2013) incorporating amendments as at 1 July 2018** and the **Health Services (Private Hospitals and Day Procedure Centres) Amendment Regulations 2018**.

<https://www2.health.vic.gov.au/hospitals-and-health-services/private-hospitals>

## 2. Prescribed health services

Neerim District Health Service Incorporated is a not for profit entity providing a range of health services including:

- Private hospital licence (*Victoria*) to provide:
  - Medical health services (5 beds)
  - Surgical health services (9 beds)
  - Emergency stabilisation (2 beds)
  - Endoscopy services
  - Anaesthetic services
- Department Veterans Affairs (DVA) Deed for the provision of treatment, care and welfare services to Entitled Persons (including surgical and medical inpatient treatment)
- Commonwealth Residential Aged Care (25 beds)
- Short Term Restorative Care (5 packages)



### 3. Definitions

- "Admitting Officer" means the Nurse in Charge of the Hospital
- "Association" refers to the NDHS Association
- "Board" means the Board of Management elected by the Association members from time to time
- The Board shall consist of:
  - Nine (9) persons who are members of the Association
  - When practicable, one or two members of the Board shall be registered Medical Practitioners.
- "Board of Management" means the governing authority of the Hospital
- "Board Member" means person elected to Board of Management
- "Chairperson" means Chairperson of Board of Management
- "Deputy Chairperson" means Deputy Chairperson of the Board of Management
- "Financial Year" means the year ending on the 30 June
- "General Meeting" means a General Meeting of members convened in accordance with these rules and shall include the Annual General Meeting and Special General Meetings
- "Hospital" includes all services of the organization
- "Life Governor" means any person elected a Life Governor of the Hospital by the Board
- "Member" means a life governor and any person whose subscription to the hospital is not in arrears
- "Membership Year" means the year commencing on the 1st day of July in one year to the 30th day of June in the following year
- "The Act" means the Association Incorporation Act 1981
- "The Regulations" means the Regulations under the Act

### 4. Governance

The Board of Management are ultimately responsible for legislation and regulatory compliance, quality and safety within the organisation along with providing leadership by sending a clear message that compliance, safety and quality is a priority. The Board are responsible to ensure the organisation complies with legislation and funding contractual requirements and to establish the organisational culture.

The Board is empowered to make By-Laws, rules, regulations and policies for the operation of the organisation as it may deem necessary from time to time.

#### Disclosure of interest

A member of the Board or any Board sub-committee, employee, volunteer or contractor or any person authorised to attend any meeting who has a direct or indirect pecuniary interest, a conflict or potential conflict of interest, or a direct or indirect material interest must as soon as possible after the relevant facts have come to the person's knowledge, disclose the nature of the interest at the meeting (*including Related Parties transactions*).

The governance framework at NDHS consists of:

- a. Finance Sub-Committee to review and monitor financial performance



- b. Clinical Governance and Credentialing Sub-Committee to assist in the monitoring of a clinical governance and quality framework, monitor clinical performance against target and oversight of Health Practitioner credentialing
- c. Audit and Risk Sub-Committee to assist in the monitoring of compliance, audit, risk and safety
- d. Board Nominations Sub-Committee

Board vote by circular resolution

The NDHS Board of Management can vote by circular resolution in extenuating circumstances and is able to rely on Section 248A of the Corporations Act 2001 (Cth) (a replaceable rule) to empower the Board to utilise the circular resolution procedure.

The following guidelines apply in the case of adopting a circular resolution:

- Any circular resolution must be documented and include wording from each Board member to indicate the Board member is in favour of the resolution.
- Circular resolutions are not intended as a substitute for resolutions that require extensive presentations by management or discussion amongst Board members.
- Circular resolutions are not intended to be used for dealing with urgent or controversial matters that arise, of which the Board members have **no** prior knowledge.
- Passing a circular resolution requires a unanimous vote
- The resolution is passed when the last Board member documents and signs in favour
- Circular resolutions can be sent and accepted in electronic (email) format
- Any circular resolution made outside of a Board meeting must be documented in the next Board meeting minutes
- Copies of documented circular resolutions must be attached to Board meeting minutes

The Chief Executive Officer is required to ensure:

- operations are within budget parameters and meets contractual obligations
- Provide strong leadership and management and delegate responsibility for key tasks as required
- Communicate expectations with regard to legal compliance, safety and quality
- Implement strategic and business planning in consultation with Board and staff
- Implement and monitor compliance, safety and quality activities
- Ensure access to contemporary information and knowledge of legislation, regulations and industry standards

## 5. Senior Appointments and Board notifications

All senior appointments and/or changes in appointment or title including the Chief Executive Officer and Director of Nursing shall be notified in writing on the appropriately issued forms to the Department of Health and Human Services.

All Board members shall be listed as 'Responsible Persons' on both the Australian Charities and Not for Profit Commission (ACNC) and Australian Securities and Investment Commission (ASIC) organisational registration details. Details including new Board members and resignation of Board members shall be updated by the CEO as relevant.

## **6. Credentialing and Scope of Practice**

Credentialing is the formal process used to verify the qualifications, experience and professional standing of a Health Professional for the purpose of forming a view about his or her competence, performance and professional suitability to provide safe, high quality health care services in accordance with the needs and capability of Neerim District Health Service. For the purposes of these By Laws credentialing includes both initial credentialing and re-credentialing.

NDHS shall ensure compliance and best practice with credentialing of all relevant visiting personnel in accordance with Safer Care Victoria's best practice guidelines and in accordance with the NDHS Credentialing and Scope of Practice Policy and Procedure.

The CEO is responsible to ensure that all visiting medical officers, surgeons, anaesthetists and visiting allied health clinicians are appropriately credentialled and re-credentialled and that scope of practice is appropriately managed. The CEO is also responsible to ensure that all documentation is received and stored safely and appropriately.

The Clinical Governance and Credentialing Committee is responsible to review and endorse or reject all new appointee applications and to ensure that annual re-credentialing is undertaken in a timely and appropriate manner.

## **7. Quality Framework**

NDHS acknowledges that quality services are maintained through the commitment to continuous improvement by all stakeholders. NDHS systems and accountabilities require executives, managers, leaders and others to:

- Allocate resources and equipment necessary to support the process of quality management and continuous improvement;
- Establish and maintain a clinical governance framework and quality improvement plan

NDHS is committed to maintaining high quality health services as prescribed in the Aged Care Quality Standards and National Safety, Quality Health Service (NSQHS) Standards and the Private Hospital Regulations.

## **8. Permits**

NDHS shall ensure that all relevant permits are up to date and displayed including Drugs, poisons and controlled substances, Private Hospital Registration and annual Essential Safety Measures Report.



## **9. Capability Framework**

NDHS shall ensure an up to date Capability Framework that outlines inclusion and exclusion criteria for patients admitted to the hospital and operating theatre – Refer Capability Framework Policy.

## **10. Patient and Resident Rights**

NDHS shall ensure that patients and residents rights and responsibilities are upheld and maintained in accordance with the Australian Charter of Healthcare Rights (2009) and Aged Care Act (1997) and as reflected in the NDHS Policy – Rights and Responsibilities.

## **11. Privacy and Confidentiality**

NDHS shall ensure compliance with all relevant legislation and regulations in regard the privacy and confidentiality of all patients and residents.

All Board members, employees, volunteers and Accredited Practitioners at NDHS will comply with, and assist the organisation to comply with the Australian Privacy Principles established by the Privacy Act 1988 (Cth) and the various statutes governing the privacy of health information within Victoria.

## **12. Complaints Process**

NDHS shall ensure a Complaints Officer is nominated and details are displayed in a public place and available to all patients.

The CEO/DON is the nominated Complaints Officer for NDHS.

NDHS is committed to operating within the objectives and principles of the Open Disclosure framework – refer Open Disclosure Policy and Procedure.

NDHS is committed to operating within the objectives of the NDHS Whistleblower Policy adopted in consideration of the Commonwealth Whistleblower Legislation.

## **13. Admission, health records and fees information**

NDHS shall ensure that compliance with the Private Hospital Regulations is maintained in regard to the allocation of health record number and clinical records

NDHS shall ensure that compliance with the Private Hospital Regulations is maintained in regard to the provision of information to patients in regard fees and services provided.

## **14. Nursing Staff**

NDHS shall ensure that all Registered Nursing staff adhere to relevant legislation and regulations within their nominated scope of practice.



NDHS shall ensure that all Registered Nursing staff are familiar with the NDHS Nursing Competency Framework and their practice and performance is monitored against this.