



**BY LAWS
OF
COHUNA DISTRICT HOSPITAL**

AUTHORITY: HEALTH SERVICES ACT 1988

REVIEW:

Adopted July 2004

Reviewed July 2011

Revised: December 2018

Endorsed by DHHS: 24th January 2019

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Mrs Deanne Van der Drift, President

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Mr Ben Maw, Chief Executive



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1 Introduction

Cohuna District Hospital is incorporated pursuant to the provisions of the Health Services Act 1988 (as amended) and is a public hospital capable of doing all things which Bodies Corporate may by law do or suffer.

All By-Laws or Rules made by the Board of Management prior to the date of approval of these By-Laws for the purpose of Section 24 of the Act are hereby repealed, without affecting the validity of acts done pursuant to such By-Laws and Rules prior to such repeal.

The object of these By-Laws is to provide a minimum statutory direction as to how Cohuna District Hospital will operate.

In addition to these By-Laws, the Board of Management maintains Terms of Reference for committees other than the Board of Management and other policies and procedures necessary to guide and streamline decision making processes.

2 Definitions

"The Service" means Cohuna District Hospital.

"The Act" means the Health Services Act, 1988 (Vic), as amended from time to time.

"Board" means the Board of Management of the Service.

"Chief Executive" means Chief Executive Officer of the Service.

"President" means the person elected by the Board to be the Chairperson in accordance with By-Law 4.5.

"Member" means a person appointed to be a Director of the Board and includes the Chairperson.

3 Objects

The objects of the Service are:

- 3.1. To operate the business of a public hospital as authorised by or under the Act;
- 3.2. To ensure effective governance and delegation processes are in place so that the Service is effectively and efficiently managed ensuring that public funds are used in a manner that represents value for money;
- 3.3. To provide an adequate range of essential medical, diagnostic and health care services accessible to all members of the community served by the Service;
- 3.4. To operate a residential aged care facility that;
 - 3.4.1. provides high quality health and personal care for residents;
 - 3.4.2. ensures residents are able to choose their own registered medical practitioner;
 - 3.4.3. provides services to residents in a safe and home-like environment with sufficient nutrition, warmth, clothing and shelter;
 - 3.4.4. ensures residents are treated in a manner consistent with their right to dignity, respect and privacy;
 - 3.4.5. recognises residents are entitled to social independence and freedom of choice;

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- 3.5. To ensure adequate facilities for services;
- 3.6. To ensure the Service meets required accreditation and registration standards and strives to continuously improve the quality of its services;
- 3.7. To provide opportunity for the ongoing professional development of staff;
- 3.8. To recognise the influence the Service has in the community through its employment of staff, economic contribution and development of intellectual property, and to use this influence to improve social, economic and cultural outcomes for the community;
- 3.9. To do all things incidental or conducive to the attainment of these objects.

4 Board of Management

- 4.1. There shall be a Board for the Service whose functions and composition are prescribed by the Act. Appointment, resignation and removal of Members of the Board shall be in conformity with the Act.
- 4.2. Subject to these By-Laws, the procedure of the Board is at the discretion of the Board.
- 4.3. The Board may review these By-Laws as required but in any event, the Board must review these By-Laws within two years of their adoption. Thereafter, the Board must review these By-Laws within two years of a review.
- 4.4. The Board shall establish, follow and regularly review its Governance Policies and Instrument of Delegation.

Office Bearers

- 4.5. The Board may elect one of the Members of the Board to be the President of the Board. The President shall hold office for a period of one year or such other period determined by the Board (the period determined by the Board must not exceed two years). The President shall be eligible for re election for not more than three consecutive terms, inclusive of the President's initial term. As soon as practicable after the Board elects a Member to be President or removes the President from office, the Board must give written notice to the Secretary to the Department of Health and Human Services of the election or removal in accordance with the Health Services Act 1988.
- 4.6. Office bearers may be elected from amongst members of the Board at such times and upon such terms as the Board deems necessary.
- 4.7. The election of office bearers will be by a ballot of Board members present at the meeting when the election takes place. Where a Board member is absent, voting may be by proxy. If the votes for an office are equal, the result will be determined by drawing lots. The candidate whose name is drawn first is deemed to have the highest number of votes.

Ordinary meetings

- 4.8. The Board shall meet to discharge its statutory functions as and when necessary, but not less than ten times in each financial year.

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- 4.9. The Board may meet in person or using technology (such as telephone, closed circuit television, or audio or audio visual communication) that allows all members to hear all other members present at the meeting.
- 4.10. A Board member present at a meeting using technology at the beginning of the meeting is presumed to be present for the whole meeting, unless the minutes record that the person was not present at or after a particular time.

Extraordinary meetings

- 4.11. An extraordinary meeting of the Board may be convened by the President or Chief Executive as and when necessary to consider matters then identified.
- 4.12. Upon written request from not less than the number of Board members constituting a quorum, an extraordinary meeting of the Board must be convened by the President or Chief Executive to consider matters then identified.
- 4.13. The President or Chief Executive must give members of the Board at least 24 hours' notice of an extraordinary meeting unless all members of the Board agree on a shorter period.
- 4.14. The only business that may be conducted at an extraordinary meeting is the business specified in the notice of that meeting.

Quorum

- 4.15. A quorum of the Board shall consist of more than half the current membership the Board.

Chair

- 4.16. Each Board meeting will be chaired by the President, but in the absence of the President, the Vice President, or in their absence, Members shall elect from amongst those present, a Chairperson for that meeting.

Voting

- 4.17. The Board will make decisions based on a resolution passed by the majority of Board members present and voting. In the event of a tied vote, the President or Chairperson as the case may be, will have a casting vote.

Invalidity

- 4.18. An act or decision of the Board is not invalid by reason only of:
 - 4.21.1 a vacancy in the membership of the Board;
 - 4.18.1. a defect or irregularity in the appointment of a Board member;
 - 4.18.2. failure by a member of the Board to receive due notice of the meeting at which the act or decision took place.


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5 Official Seal

- 5.1 The Service shall have an official seal, which shall be kept in the custody of the Chief Executive. The seal shall be affixed by resolution of the Board to any document requiring execution under seal and attested by such person or persons who are duly authorised to do so by the Board from time to time.

6 Chief Executive

- 6.1 The Board shall appoint the Chief Executive in accordance with the Act. The Board may delegate any of its powers (other than its power of delegation) to the Chief Executive.

7 Committees

- 7.1 The Board must establish:
- 7.1.1 a Quality and Safety Committee or similarly named committee that primarily has a clinical focus that will facilitate improvements to the Service and health care outcomes; and
 - 7.1.2 an Audit Committee, in accordance with the *Standing Directions of the Minister for Finance under the Financial Management Act 1994 (Vic)*.
 - 7.1.3 a Finance Committee, in accordance with the Standing Directions of the Minister for Finance under the Financial Management Act 1994 (Vic).
- 7.2 The Board may:
- 7.2.1 Establish a committee or committees for the discharge of its business;
 - 7.2.2 Delegate such authority (other than its power of delegation) to any such committee as shall be consistent with its terms of reference as approved by the Board.

8 Due Diligence

- 8.1 Without seeking to limit the generality of the extent of its functions under the Act, the Board must ensure that due diligence will be exercised at all times.
- 8.2 The President or Committee chair will call for any conflicts of interest to be identified and declared at the commencement of a meeting. Members of the Board with an identified or declared conflict of interest may be requested by the President, Chairperson or Committee Chair to remove themselves from discussion and voting on an identified or declared conflict.

9 Annual Meeting

- 9.1 The annual meeting of the Service will be advertised and held in accordance with the Act.

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10 Annual Report

10.1 The annual report of the Service must be prepared and submitted in accordance with the Act and the provisions of the Financial Management Act 1994.

11 Auditors

11.1 The Service must comply with the provisions of the Act and the Audit Act 1994 in providing for audit of the financial statements of the Service by the Auditor-General.

12 Disposal of Assets

12.1 Acquisition and disposal of assets must be done in accordance with the Act and any applicable policy or guideline.

12.2 Acquisition and disposal of assets funded by the Commonwealth or the State of Victoria must be done in accordance with any funding conditions contained in any agreement, which applies to the Service.

13 Amendment

13.1 The Service may by resolution of the Board, alter or amend these By-Laws at any time in accordance with the Act.

Certificate

We, the undersigned, being the President and Chief Executive respectively of Cohuna District Hospital, hereby certify that the By-Laws, contained on the attached sheets of typescript, all of which have been signed by us, are the By-Laws made by the Board of Cohuna District Hospital and have been approved by the Department of Health and Human Services.

Ms Deanne Van der Drift
PRESIDENT



Mr Benjamin Maw
CHIEF EXECUTIVE

DATED 27th day of February 2018

Mrs Deanne Van der Drift, President

Mr Ben Maw, Chief Executive

