



**ACI-CEC Policy and Technical Support Unit**

Tower A Level 15 Zenith Centre 821 Pacific Hwy Chatswood NSW 2067  
PO Box 1770 Chatswood NSW 2057

**Director General of Health  
NSW Health  
Locked Bag 961  
North Sydney 2059**

Attention: Ms Leanne O'Shannessy  
Director, Legal and Legislation and General Counsel

Dear Professor Picone

**Board of Agency for Clinical Innovation By Laws**

I am writing to advise that the Board of the Agency for Clinical Innovation (**the Board**) considered the **attached** By-Law at its meeting on 15<sup>th</sup> July 2010 and resolved to adopt the By Law subject to approval by the relevant authority in accordance with s 60 (1) of the Health Services Act 1997 (**the Act**).

It is noted that the By-Law was developed for the Board by the PTSU in conjunction with NSW Health Legal Branch and Governance Branch.

In accordance with s 60 (1) of the Act I am writing to seek your approval as the relevant authority of the Agency for Clinical Innovation By Law.

Yours sincerely,

**Catherine Katz**  
Executive Director

Attach: Agency for Clinical Innovation By Law

**HEALTH SERVICES ACT 1997**

**AGENCY FOR CLINICAL INNOVATION**

**BY-LAWS**

**Part 1 - Preliminary**

**1. Name of the By-law**

This By-law may be cited as the Agency for Clinical Innovation By-law.

**2. Related Documents**

These By-laws are to be read in conjunction with the determination of the Minister for Health setting out the Agency for Clinical Innovation role and function and the Health Services Act 1997 which outlines the following:

- (a) Role of the Board;
- (b) Membership of the Board;
- (c) Requirements for disclosure of pecuniary interests; and
- (d) Procedures of the Board relating to quorum and voting.

**Part 2 - Procedure relating to By-law**

**3. Availability of By-laws**

The Chairperson of the Board is to ensure that the current By-laws for the Agency for Clinical Innovation are available to staff of the Agency for Clinical Innovation and members of the public.

**4. Amendment to By-laws**

- (1) Each member is to be informed in writing of a motion to make, amend or rescind any By-law.
- (2) The notice is to be received at least three weeks prior to considering the motion.

### **Part 3 - The Seal**

#### **5. The Seal**

- (1) The seal of the Agency for Clinical Innovation is to be affixed to a document only:
  - (a) In the presence of at least 2 members of the Board authorised to act on behalf of the Board; and
  - (b) Witnessed by the signatures of those members that the official seal was affixed.
- (2) The Chief Executive is to ensure the safe custody of the seal.

### **Part 4 - Conduct of Board meetings**

#### **6. Ordinary meetings of the Board**

- (1) The Board is to hold ordinary meetings at times and places determined by the Board.
- (2) At least 6 ordinary meetings are to be held in any 12 month period and these meetings are to be held at regular intervals.
- (3) Written notice of any ordinary meeting of the Board is to be given at least 7 days before the meeting.
- (4) Written notice is to be given by the Chief Executive or by another person authorised by the Board to give notice. Written notice is to be given to all members and persons invited to attend the meeting by the Board.
- (5) The written notice to the member is to be accompanied by the following:
  - (a) a copy of the agenda for the meeting;
  - (b) a copy of the minutes of the previous ordinary meeting of the Board if a copy has not previously been distributed to members;
  - (c) a copy of the minutes of any special meeting of the Board held since the last ordinary meeting of the Board, if a copy has not previously been distributed to members; and
  - (d) a copy of the minutes of any meeting of a committee of the Board held since the last ordinary meeting of the Board, if a copy has not previously been distributed to members.
- (6) Written notice provided to persons invited to attend the meeting shall be accompanied by such of the material referred to in section 6(5) as considered appropriate.

- (7) A member may indicate that he or she does not wish to receive any or all of the documents referred to in section 6(5) for a particular meeting or for all meetings.

## **7. Special Meetings of the Board**

- (1) A special meeting of the Board is to be called by the Chief Executive:
  - (a) at the direction of the Chairperson , or;
  - (b) within 48 hours of receipt by the Chief Executive, of a written request for a special meeting signed by at least 3 members of the Board.
- (2) A special meeting is to be held not later than 7 days after receipt by the Chief Executive of a request referred to in section 7(1) or as specified in the direction or request.
- (3) The Chief Executive is to give at least 24 hours notice of a special meeting to each member and each person invited to attend the meeting by the board.
- (4) Notice of a special meeting is to specify the business to be considered at that meeting.
- (5) Only business specified in the notice of special meeting is to be considered at the special meeting.

## **8. Attendance at Board Meetings**

- (1) The Chief Executive of the Agency for Clinical Innovation is to attend all Board meetings as an ex-officio member.
- (2) The Board or the Chairperson of the board may invite other persons to attend meetings of the Board as appropriate to matters being considered at the meeting.
- (3) The Board may exclude the Chief Executive or his or her nominee from attending any ordinary or special meeting, or part of a meeting, where the business under consideration relates to the conduct or performance of the Chief Executive.
- (4) The Board may exclude any person (other than a member or a person nominated by the Chief Executive to attend on his or her behalf) from attending any meeting or part of a meeting.

## **9. Minutes of the Board**

- (1) The Chief Executive is to ensure that minutes are kept of all meetings of the Board.

- (2) A motion for the confirmation of minutes of a meeting is to be put to the next ordinary meeting.
- (3) No business is to be transacted until the minutes of the previous meeting have been confirmed or otherwise disposed of.

#### 10. **Decisions of the Board**

- (1) Pursuant to Schedule 5 Clause 16 of the *Health Services Act 1997* a decision supported by a majority of the votes cast at a meeting of the board at which a quorum is present is the decision of the board.
- (2) Decisions of the Board are to be stated in the minutes of the meeting at which they were decided.
- (3) The Board is to make available to staff of the Agency for Clinical Innovation, information concerning the decisions of the Board, except where the Board considers that it is inappropriate to disclose that information.
- (4) The Board may make available to the public, information concerning the decisions of the Board except where the Board considers that it is inappropriate to disclose that information.

#### 11. **Rescission**

- (1) The Board may at any ordinary or special meeting vary or rescind any resolution carried at any previous meeting of the Board only if the motion to vary or rescind the resolution has been included in or with the notice of the meeting.
- (2) If a motion to vary or rescind a resolution is considered at a meeting of the Board and is not carried, the motion is not be re-considered by the Board during a period of 3 months from the date of the meeting.

#### 12. **Voting**

Any matter put to the vote at any meeting of the Board is to be decided by a show of hands or by secret ballot if requested by a member attending the meeting.

### **Part 5 - Board Committees and Councils**

#### 13. **Board committees and councils**

- (1) The Chairperson of the Board is to establish committees and councils to provide advice or other assistance to enable the Board to perform its duties.
- (2) The committees and councils are to include:

- (a) audit and risk management committee;
  - (b) finance and performance committee; and,
  - (c) such other committees and councils as may be determined by the board.
- (3) For the purposes of Part 5 of this procedure such committees and councils are referred to as “committees”.

**14. Audit and Risk Management Committee**

The establishment of the audit and risk management committee must comply with the requirements of the Accounts and Audit Determination for Public Health Organisations and relevant policy directives as issued by the Department of Health from time to time.

**15. Finance and Performance Committee**

The establishment of the finance and performance committee must comply with requirements of the Accounts and Audit Determination for Public Health Organisations and relevant policy directives as issued by the Department of Health from time to time.

**16. Committee chairpersons and secretaries**

- (1) With the exception of the Audit and Risk Management Committee, the Board is to appoint a chairperson of each committee established under this Part.
- (2) The Board shall appoint a person to act as the secretary of each committee.

**17. Functions of Committees**

- (1) A committee is to provide advice or other assistance on issues as requested by the Board.
- (2) Terms of Reference shall set out the role and function of any committee established by the Board.
- (3) The Chairperson of the Board is to appoint at least one representative of the senior staff of the Agency for Clinical Innovation to a committee (other than the audit and risk management committee).
- (4) The Board may appoint any other person as a committee member as it thinks fit, subject to any corporate governance guidelines issued by the Department of Health from time to time.

- (5) The Board may remove any committee member as it thinks fit, subject to any corporate governance guidelines issued by the Department of Health from time to time.

**18. Term of Office**

- (1) Any member appointed to a committee by the Board holds office for such period as the Board may determine or until the office is otherwise vacated, whichever occurs first.
- (2) Any other person appointed to a committee by the Board holds office for such period as the board may determine or until the office is otherwise vacated, whichever occurs first.

**19. Committee Quorum**

The quorum for a meeting of a committee is a majority of the committee members.

**20. Attendance**

A committee may invite any person to attend a committee meeting.

**21. Committee Voting**

A decision supported by a majority of the votes cast at a meeting of a committee at which a quorum is present is to be the decision of the committee.

**22. Notice of Meetings and Special Meetings**

- (1) The chairperson of a committee, or a person authorised by the chairperson to do so, is to give written notice of a meeting to each committee member at least 7 days prior to the meeting.
- (2) When the chairperson of a committee considers that a matter is of such urgency that a special meeting of a committee should be held within a period of not less than 48 hours of such a request, the chairperson may request the board to give written approval to the conduct of such a special meeting. The written approval of the Chairperson of the Board may determine, subject to this clause and these procedures, the business and conduct of such a special meeting.
- (3) A special meeting shall be held, if approved, not later than 7 days after receipt by the Chairperson of the Board of such a request.
- (4) The chairperson of a committee is to ensure that at least 24 hours notice is given of a special meeting to each member and each person invited to attend the meeting.

- (5) Notice of a special meeting is to specify the business to be considered at that meeting.
- (6) Only business specified in the notice of a special meeting is to be considered at the special meeting.
- (7) Each provision of this clause shall be subject to any corporate governance guidelines issued by the Department of Health from time to time.

## **Part 6 - Rules**

### **23. Rules**

The Board may make rules for the proper functioning of the Agency for Clinical Innovation. These rules should not be inconsistent with provisions of the Health Services Act 1997, associated regulations, this By-law and relevant policy directives as issued by the Department of Health from time to time.