

CHARTER FOR THE PROCARE PACIFIC ADVISORY COMMITTEE – PROCARE HEALTH LIMITED

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1. PURPOSE OF THE CHARTER

The ProCare Pacific Advisory Committee (ProPa) is an advisory Committee to the Board of ProCare Health Limited (PHL). The objectives, composition, term of office, duties and responsibilities of the Committee are set out in this Charter, and are pursuant to the authority contained in the Constitution.

2. DEFINITIONS

- **ProCare** refers to ProCare Health Limited, also referred to as ‘the Company’ and “PHL” and includes any associated companies or subsidiary businesses
- **The Board is** the Board of Directors of ProCare unless otherwise stated
- **ProCare Networks Limited (PNL)** is ProCare’s Primary Health Organisation (PHO)
- **ProPa** is the ProCare Pacific Advisory Committee, also referred to as ‘the Committee’

3. ROLE OF THE COMMITTEE

The role of ProPa is to advise and support ProCare and PNL in recognising the special place Pacific peoples have in New Zealand society, to respond to the diverse cultural needs of Pacific peoples, and to promote health and wellbeing amongst Pacific communities.

4. MEMBERSHIP

- a. The Board will appoint members to the ProPa, upon the recommendation of the committee. The committee will consist of no more than six members. Members must have knowledge and experience in the health of Pacific peoples, ideally including clinical leadership in Pacific communities;
- b. The Board will appoint a Chairman for the committee, in consultation with members of the committee;
- c. The PHL Chairman and CEO will be ex-officio and additional members of the committee;
- d. The Committee member's tenure and conduct will be in accordance with the ProCare Governance Policy.

5. DUTIES AND RESPONSIBILITIES

Specifically, the Committee should:

- a. Develop a Pacific strategy for ProCare so it may achieve Pacific health goals and reduce inequities in Pacific health;
- b. Work with PHL and PNL to agree resourcing to implement the Pacific strategy;
- c. Monitor the progress of PHL in achieving its Pacific strategy and report to the boards of PHL and PNL;
- d. Provide expert Pacific advice and direction to the CEO and management of ProCare;
- e. Advise and make recommendations to the PHL Board for the appointment of Pacific representatives to the PNL Board, and ProCare's other committees as required.

6. AUTHORITY

- a. The Committee is not a decision-making body;
- b. The Board authorises the Committee, within its scope of responsibilities, to request any relevant information and advice from ProCare and its employees, subsidiary companies and/or ProCare providers necessary to fulfil its responsibilities under this Charter, with such information requests to be made through the PHL Chief Executive's office;
- c. ProPa may use external (to the ProCare Group) expertise. ProPa may incur costs in obtaining external advice with the prior approval of the PHL CEO if this is within his or her financial delegations, or from the PHL Board;
- d. ProPa will adhere to established PHL policies and procedures.

7. PROCEDURE

- a) ProPa will meet no less than every three months. The Chairman may convene additional meetings if required.
- b) A quorum of no less than half of the members of the committee is required. No business may be transacted at a meeting of the members if a quorum is not present.
- c) In the absence of the nominated Chairman, any member may Chair a meeting of the Committee;
- d) Where ever possible, recommendations of ProPa will be made on a consensus basis. Where a consensus cannot be reached, the recommendation and reasons consensus could not be achieved, may be reported to the Board and/or the PNL Board;

- e) PHL will provide management and secretariat services to ProPa. A designated ProCare staff member will be available to attend the ProPa meetings;
- f) PHL will distribute documentation to all members of ProPa at least five working days before the meeting;
- g) Adequate minutes of the meeting will be taken by a nominated individual and circulated to ProPa within one week of the meeting for review and confirmation of accuracy;
- h) The Chairman of ProPa shall provide a six-monthly written report to the PHL and PNL Boards on the decisions and activities of the ProPa committee;
- i) From time to time, the Chairman of ProPa will assist with ProCare communications e.g. annual report or website.

8. REMUNERATION

- a. Members of ProPa (other than employees or contactors to PHL) will be paid in accordance with the ProCare Governance Policy;
- b. In recognition of the additional responsibilities and work associated with the role, the Chairman of ProPa will receive an additional payment made in honorarium, as determined by the ProCare Governance Policy;
- c. Employees of ProCare will be entitled to claim time in lieu or standard meeting allowance payments as per the agreed ProCare meeting allowance policy.

9. COMPLIANCE MONITORING AND REVIEW

- a. The CEO of PHL and the PHL Chair will meet at least annually with the Chair of ProPa to ensure an effective working relationship between PHL, the Board and ProPa;

- b. ProPa will (at least annually) undertake a review of its effectiveness of its work under this Charter;
- c. The Board, at its sole discretion, may from time to time review the activities and effectiveness of ProPa and may, because of this review, amend, alter, or rescind any part or whole of the ProPa Charter;
- d. This Charter shall be reviewed every two years or at such other time as directed by the ProCare Health Limited Board.

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Approved by ProCare Health Limited Board	Review Date: April 2019	