

# ProCare Pacific Advisory Committee Charter

[Advisory to ProCare Health (PHO) Limited Board]

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## 1. Purpose of this Charter

- 1.1 The ProCare Pacific Advisory Committee (ProPA) is an advisory Committee to the Board of ProCare Health (PHO) Limited. 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 PHO Constitution.
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## 2. Definitions

- 2.1 ProCare refers to ProCare Health (PHO) Limited (“PHO”) and ProCare Network Limited (“Co-op”), also referred to as “organisation” and includes any associated companies or subsidiary businesses.
- 2.2 The Board is the Board of Directors of ProCare Health (PHO) Limited unless otherwise stated.
- 2.3 ProCare Health (PHO) Limited also referred to as the “PHO”, is a Primary Health Organisation (PHO), which is funded by the three metro-Auckland District Health Boards to ensure the provision of essential primary health care services, mostly through general practices, to those people who are enrolled with the PHO.
- 2.4 ProCare Network Limited (Co-op) also referred to as the “Co-op”, is the management company of ProCare Health (PHO) Limited. It is a co-operative and its shares are held by a) Healthcare Providers (practices) who are a party to the terms of trade and provide health services in the community or b)

Health Practitioners who have a qualifying relationship with a ProCare Network Limited Healthcare Provider. The Co-op provides services to its members and any profits are distributed to its members via rebates.

- 2.5 ProPA is the ProCare Pacific Advisory Committee, also referred to as “the Committee”.
  - 2.6 CEO refers to the Chief Executive Officer of the ProCare Group.
  - 2.7 Senior Pacific Manager refers to a Senior Pacific Manger of ProCare, employed by either the Co-op or the PHO.
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### 3. Purpose of the Committee

- 3.1 The purpose of ProPA is to advise and support ProCare in recognising the equity issues which confront Pacific peoples in New Zealand to respond to the diverse cultural needs of Pacific peoples, and to promote health and wellbeing amongst Pacific communities.
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### 4. Membership

- 4.1 The Board will appoint members to ProPA, upon recommendation from the Committee and endorsement from the Remuneration and Governance Committee (“RAGC”). 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.
  - 4.2 The Committee members’ tenure and conduct will be in accordance with the ProCare Board Governance Policy.
  - 4.3 Appointed members of ProPA will be appointed for a period of three years. At the end of their term, they may be reappointed by the PHO Board, following a recommendation from the Committee and endorsement by RAGC;
  - 4.4 The Board may at any time, require the resignation of any member(s) of ProPA.
  - 4.5 The Board will appoint the Chair of ProPA upon recommendation from the Committee and endorsement from RAGC.
  - 4.6 The Board Chair and CEO will be ex-officio and additional members of the Committee.
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### 5. Duties and Responsibilities

#### 5.1 *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. Provide support to ProCare on building and fostering trusted relationships and networks with Pacific communities and Pacific leaders
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- c. Work with ProCare to agree resourcing to implement the Pacific strategy;
  - d. Monitor the progress of PHO in achieving its Pacific strategy and report to the respective Boards of the PHO and the Co-op;
  - e. Provide advice and guidance to optimise the quality and cultural safety of health services provided to Pacific peoples by ProCare;
  - f. Provide expert Pacific advice and direction to the CEO and Management of ProCare;
  - g. Advise and make recommendations to the PHO and Co-op Boards for the appointment of Pacific representatives to the Board, and ProCare's other committees as required; and
  - h. Advise and make recommendations specific to the Co-op where appropriate.
- 5.2 In discharging its responsibilities, the ProPA will consider its responsibilities under Te Tiriti o Waitangi.
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## 6. Authority

- 6.1 ProPA is not a decision-making body. The Committee does not have the power or authority to make a decision in the Boards' name or on their behalf.
  - 6.2 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 CEO and/or the EO's office;
  - 6.3 ProPA may use external (to the ProCare Group) expertise. ProPA may incur costs in obtaining external advice with the prior approval of the CEO if this is within their financial delegations, or from the Board;
  - 6.4 ProPA will adhere to established ProCare policies and procedures.
  - 6.5 ProPA may require attendance of ProCare Officers at meetings as appropriate.
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## 7. Procedure

- 7.1 ProPA will meet no less than every three months. The Chair may convene additional meetings if required.
- 7.2 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.
- 7.3 If the Chair is not present, the Committee members will appoint an Acting Chair for the meeting.
- 7.4 Wherever 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 PHO Board and/or the Co-op Board.
- 7.5 The PHO will provide administration support and distribute an agenda, (agreed with the Chair) and supporting documentation to all members of ProPA at least five working days before the meeting; A designated Senior Pacific Manager will be available to attend the ProPA meetings.

- 7.6 The PHO will distribute documentation to all members of ProPA at least five working days before the meeting;
  - 7.7 Adequate minutes of the meeting will be taken by a nominated individual. Following each ProPA meeting, the Senior Pacific Manager will finalise the draft minutes, which will then be included in the subsequent ProPA meeting pack on Diligent. These minutes will be formally reviewed and approved as a true and correct record at the subsequent ProPA meeting.
  - 7.8 The Chair of ProPA (with the assistance of the Senior Pacific Manager) shall provide minutes of each committee meeting to the Board in a timely manner prior to the Board's next meeting following the ProPA minutes being approved by the Committee.
  - 7.9 From time to time, the Chair of ProPA will assist with ProCare communications e.g. annual report or website.
  - 7.10 Any matters requiring Co-op or PHO Board approval or attention will be referred to the relevant Board via a formal board paper.
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## 8. Remuneration

- 8.1 Members of ProPA (other than employees or contactors to ProCare) will be paid in accordance with the ProCare Board Governance Policy.
  - 8.2 In recognition of the additional responsibilities and work associated with the role, the Chair of ProPA will receive an additional payment made in honorarium, as determined by the ProCare Board Governance Policy;
  - 8.3 Contractors of ProCare will be paid at an hourly rate equivalent to their remuneration.
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## 9. Compliance Monitoring and Review

- 9.1 The CEO and the Board Chair will meet at least annually with the Chair of ProPA to ensure an effective working relationship between the PHO, the Board and ProPA;
  - 9.2 All ProPA members shall participate in an annual performance review of the Committee, to be conducted through a self-assessment survey in a format approved by the Co-op Board.;
  - 9.3 The PHO and Co-op Boards, at its joint 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;
  - 9.4 This Charter shall be reviewed by ProCare Management in conjunction with ProPA every two years, or sooner if required. Any recommended changes will be submitted to the PHO and Co-op Boards for approval.
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Title: ProCare Pacific Advisory Committee	Author: Rose Chandra, Legal
Approved Respectively By: Remuneration and Governance Committee ProCare Network Limited Board ProCare Health (PHO) Limited Board	Date Approved: November 2025 December 2025 February 2026
<p>Next Review Date: RAGC Endorsement Due: November 2027, followed by Co-op and PHO Board approval Commencement Date: 1 July 2019</p> <p>The Remuneration and Governance Committee, Co-op and PHO Boards shall respectively review this charter every two years.</p>	