

	A Seat at the Table – HBDHB Board Observers
	For the attention of: HBDHB Board
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Purpose	To provide more detailed information and gain Board approval to proceed with appointing up to two Observers to the HBDHB Board in accordance with the DHB Governance Programme
<p>RECOMMENDATION:</p> <p>That the HBDHB Board:</p> <ol style="list-style-type: none"> Note the contents of this report. Approve the appointment of up to two Observers to the HBDHB Board, in accordance with the DHB Governance Programme. Discuss and make decisions on the ‘process’ issues requiring resolution, as set out in the report. 	

INTRODUCTION

A **Seat at the Table** is a governance programme established by DHBs in association with the Ministry of Health, with the aim of increasing diversity on Boards through mentoring younger Māori, Pacific and disabled people interested in health sector governance. Targeting Māori, Pacific and disabled people is legal as there are special temporary measures under the Human Rights Act that promote affirmative action to enable certain groups to achieve equal outcomes.

A pilot has been proposed to test the programme. The pilot has both equity and succession planning objectives.

The DHBs who have expressed an interest in pursuing this pilot opportunity are Waitematā DHB, Counties Manukau DHB, Bay of Plenty DHB, Taranaki DHB and Hawke’s Bay DHB.

These Boards will each select up to two Observers as potential and future board candidates. A semi-structured programme will be offered.

PROGRAMME

The general concept of the programme (and pilot) is set out below:

Opportunities for Board Observers

- Observers will have speaking rights but not voting rights at all Board meetings. Full attendance will be encouraged (but not required).
- Introduction to attend board committees over the course of a year.
- Meeting with Clinical and Consumer Councils, Māori and Pacific health teams.
- Informal catch-ups with Board chairs and/or Deputy Board Chairs.
- Accompanying Boards on their site visits for health and safety or other governance functions.
- Attending board professional development sessions (for example, equity issues) as appropriate.
- Invitation to public relations/ceremonial functions (such as the CEO lecture series) held by the Boards at respective sites.
- Access to board and committee papers via Diligent board books or similar board packs.
- An experienced mentor for the duration of term.
- Three/Four zoom or in person meetings a year with Kylie Clegg (Waitematā DHB Deputy Chair and former Counties Manukau board member) and other DHB Board Observers to share experiences, concerns and be provided with further mentoring. Look to link in with other Board Observer/Future Directors – Health Workforce, Kāinga Ora.

Board Observers will sign a basic agreement setting out the terms of the governance programme, including confidentiality guarantees. Any conflicts of interest that the Board Observers have will be declared. The Observers will also provide feedback to the DHB at the end of the term.

Appointment Process

DHBs will be expected to issue Expressions of Interest (Eoi) to encourage a number of suitable applicants. A current draft of an Eoi is attached. Finding the right people will be up to individual DHBs, word of mouth, contacts, Iwi Partnership Board, Consumer Council.

A basic job description has been incorporated into the Eoi.

An appropriate interview and selection process will follow, with each DHB determining how this will be done.

Terms and Conditions

Board Observers will be paid \$250 per meeting attendance with a limit of payment for ten meetings per year.

The term will be for one year and begins once DHBs have selected Board Observers. It has been agreed two Board Observers would be preferable, for peer support.

A DHB/Observer agreement will be provided to participant DHBs as a starting point. A current draft is attached.

Observers due to start mid-August. Aim is for this programme to be repeated annually to grow the pool of governance talent.

The budget for each mentee is:

- Meeting attendance = \$2500
- Access to Diligent = \$500
- Administration/catering/incidentals = \$500
- Travel Costs = \$500
- Cost per observer = \$4000 plus costs for Kylie Clegg from Ministry of Health to oversee programme.

NOTE: The direct costs associated with this programme will be borne by the Ministry of Health. Each DHB to invoice MOH for their costs.

Setting up for Success

A number of factors have been identified as keys to success of this programme, once suitable Observers have been appointed:

- Chair to meet with observers before first meeting if possible
- Experienced board member as mentor. Choose the right person – commitment is needed.
- Good induction for observers.
- Existing board members and CE well prepared to receive observers. Aim is for observers to feel like a board member and be encouraged to contribute. Chair's role important to help bring the observers' perspective to board deliberations.
- Guidance provided on how to get the best out of the year – 10 meetings – best mix of board/committee. Set realistic expectations – board/subcommittee meetings; mentor meetings; DHB observer meetings big time commitment from observers.
- Consider giving the observers a special project to experience the difference between governance and management. This gives the observers an easier way to have a "voice" at the table.
- In addition to shared learnings with other DHB observers, observers to participate in MOH governance training.
- Chairs and Boards to consider future governance opportunities as a pathway.

HBDHB BOARD PROCESS DECISIONS

Should HBDHB agree to proceed to appoint up to two Observers, there are a number of 'process' issues to be decided:

- Who should this first cohort be focused on?
- How widely and to whom will requests for Expressions of Interest be distributed?
- Who will be involved in the selection process?
- Which Board members have the experience and motivation to be effective mentors?

Applications for Expressions of Interest

A Seat at the Table

District Health Boards Governance Observer Programme

The Seat at the Table is a District Health Board governance programme to mentor younger people interested in health sector governance, in particular Māori, Pacific and disabled people.

The board governance programme aims to increase the diversity on District Health Boards and on boards of other significant health sector organisations, by providing opportunities to develop governance skills for board observers.

The programme is for 12 months where you will be a part of a board governing a District Health Board. You will participate as a board member in all aspects but will not have voting rights and will not form part of the quorum of a board meeting.

You will be provided with a board member as a mentor to support you on the board governance programme and there will be opportunities to meet with board observers on other District Health Boards to share learnings. You will attend most board meetings and some committee meetings, (where possible) during your year, which will help you develop skills to further your governance career. While the board will make final decisions, the board welcomes your voice and skill set in its governance deliberations. There will also be governance development opportunities throughout the year and you will be in an environment to learn off other experienced directors, executives and clinicians.

If this opportunity interests you, please send your CV and covering letter to: []

Expressions of interest close on []. The programme will start in August 2020. The observer will be subject to usual pre-employment and background checks. We will ask that you sign an agreement, including confidentiality guarantees, and declare any conflicts of interest.

Letterhead of [] District Health Board

[Date]

[Name and address of Board Observer]

Dear [Name of Board Observer],

Letter of Acceptance – Board Observer [] District Health Board

I am pleased to offer you the position of Board Observer on [] District Health Board.

Term

Your appointment begins on [] 2020 and is for a term of one year. Your appointment can be terminated early by you on giving one month's notice or by [] District Health Board immediately upon notice to you for any reason.

Remuneration

You will be paid \$250 per board or board committee meeting attended, up to a maximum of ten meetings during the term of your appointment. You will be reimbursed for reasonable out of pocket expenses.

Position

As a Board Observer, you will be expected to attend most Board meetings, to observe and participate in board discussions. The Board welcomes your views in governance discussions. You will also be invited to attend Board committee meetings if you are able to. You will receive board papers and all other information directors receive in relation to Board meetings.

As a Board Observer, you will not be a board member of [] District Health Board and you will not have voting rights.

Mentoring and Development

To support you during your term, a board member will act as a mentor to you. There will be opportunities to share learnings with Board Observers from other District Health Boards, attend site visits with Board members and attend Board professional development sessions to help your governance learning.

Responsibilities

During your term, you will be required to comply with legislation, governance policies and procedures that are relevant to your role as a Board Observer. You will be provided with this information to help make sure you know how to fulfill your role.

Conflicts of Interest

You will need to disclose all relationships you have with the [] District Health Board and relevant private or other business interests to the Board. You should declare any conflicts that are or become apparent as soon as possible, including anything that could be "perceived" as a conflict.

Confidentiality

As a Board Observer, you will receive information which would not otherwise be available to you (Confidential Information). You must not disclose any Confidential Information to any person (whether during the course of your appointment or at any time before or after) except as required by law. You will need to delete or destroy all Confidential Information at the end of your term.

You must not use any Confidential Information otherwise than in performance of your role as a Board Observer.

Please confirm your acceptance of the terms of appointment by returning a signed and dated copy of this letter back to [] by [date]. I look forward to working with you.

Yours sincerely

[Chair] District Health Board

[Board Observer]

Date