



DRAFT

# Terms of Reference: Aged Care Compliance and Assurance Committee

Version 1

## INFORMATION ABOUT THIS DOCUMENT

|                                      |                                       |                                   |          |
|--------------------------------------|---------------------------------------|-----------------------------------|----------|
| <b>Date Adopted by Council</b>       |                                       | <b>Resolution No.</b>             |          |
| <b>Document Owner</b>                | Manager Governance and Service Centre |                                   |          |
| <b>Document Development Officers</b> |                                       |                                   |          |
| <b>Review Timeframe</b>              | Annually                              |                                   |          |
| <b>Last Review Date:</b>             | May 2025                              | <b>Next Scheduled Review Date</b> | May 2026 |

### Document History

| Doc No.    | Date Amended | Details  |
|------------|--------------|--|
| <b>0.1</b> |              | First draft reviewed by external consultant expert                     |
| <b>0.2</b> | May 2025     | Second draft amended to include comments and feedback from Councillors |
|            |              |  |
|            |              |  |
|            |              |  |

|   |                           |
|---|---------------------------|
| <b>Related Legislation</b>  | <i>Aged Care Act 2024</i> |
| <b>Related Policies</b>   | Code of Conduct           |
| <b>Related Procedures/<br/>Protocols, Statements,<br/>documents</b> |                           |

**TABLE OF CONTENTS**

|   |           |
|---|-----------|
| <b>1. Establishment and Authority .....</b>                                 | <b>4</b>  |
| <b>2. Purpose and Objectives .....</b>                                      | <b>4</b>  |
| <b>3. Term of Committee .....</b>   | <b>4</b>  |
| <b>4. Functions and Duties .....</b>  | <b>4</b>  |
| <b>5. Membership .....</b>  | <b>4</b>  |
| <b>6. Responsibilities of members .....</b>                                 | <b>5</b>  |
| <b>7. Appointment of Members and Office Bearers .....</b>                   | <b>6</b>  |
| <b>8. Meeting Practice and Procedure .....</b>                              | <b>7</b>  |
| <b>9. Code of Conduct and Conflict of Interest .....</b>                    | <b>9</b>  |
| <b>10. Reporting .....</b>  | <b>9</b>  |
| <b>11. Limitation of Powers .....</b>                                       | <b>9</b>  |
| <b>12. Operational Support .....</b>  | <b>10</b> |
| <b>13. Alteration of Terms of Reference and Committee Dissolution .....</b> | <b>10</b> |
| <b>14. Interpretation .....</b>   | <b>10</b> |
| <b>15. Dispute Resolution .....</b>   | <b>10</b> |

## **1. Establishment and Authority**

- 1.1 The Aged Care Compliance and Assurance Committee ("the Committee") is established pursuant to the governing body resolution \_\_\_\_\_.
- 1.2 The Committee is an assurance advisory body reporting to the governing body. It has the authority to review and monitor the clinical governance and quality of aged care services, request relevant information, and provide recommendations to the governing body. The Committee does not have executive powers or authority over operational decisions but can make recommendations for improvement in the delivery of clinical care and adherence to the Aged Care standards for its aged care services.

## **2. Purpose and Objectives**

- 2.1 The purpose of the Committee is to provide assurance to the governing body on compliance with the Strengthened Aged Care Quality Standards under the *Aged Care Act 2024 (Cth)*. The Committee's role is to independently monitor and report on compliance and clinical governance outcomes. It does not have a role in operational management, performance monitoring of individuals, or detailed service delivery oversight.

## **3. Term of Committee**

- 3.1 The Committee shall operate from the date the governing body adopts these Terms of Reference and will conclude six (6) months after the date of the next council election, unless terminated earlier in accordance with these Terms of Reference.

## **4. Functions and Duties**

- 4.1 The functions of the Committee are to:
  - 4.1.1 Review and monitor reports from management related to compliance with the Strengthened Aged Care Quality Standards.
  - 4.1.2 Provide independent assurance that Council's aged care services meet the clinical governance obligations set out in the *Aged Care Act 2024 (Cth)*.
  - 4.1.3 Monitor the adequacy and implementation of internal compliance frameworks and policies.
  - 4.1.4 Refer systemic risks or material non-compliance to the governing body and the Audit, Risk, and Improvement Committee as appropriate.

## **5. Membership**

- 5.1 Membership of the Committee shall consist of:
  - 5.1.1 a senior clinical expert who is an experienced aged care compliance expert (voting);
  - 5.1.2 two aged care compliance experts (voting);

- 5.1.3 a councillor representative (non-voting).
- 5.2 The governing body shall appoint one of the independent members of the Committee as the Chair of the Committee.
- 5.3 The following Officers of the Council shall be available to attend any Committee meeting, in whole or in part, as is required in a non-voting role
  - 5.3.1 The General Manager;
  - 5.3.2 The Director of Nursing for McMaugh Gardens Aged Care Facility;
  - 5.3.3 The Manager of Community Care;
  - 5.3.4 The Manager of Governance;
  - 5.3.5 Any other officer of the Council requested by the Committee to provide assistance or information on a relevant matter before the Committee.
- 5.4 The Mayor, and any Councillor with approval of the Mayor, can attend any meeting as an observer.

## **6. Responsibilities of members**

- 6.1 Committee members must maintain confidentiality regarding sensitive information discussed in Committee meetings.
- 6.2 Any conflicts of interest must be declared and appropriately managed in accordance with the Council's Code of Conduct.
- 6.3 No Committee member shall hold an operational role within the aged care services provided by the Council.

### **6.4 Independent Members**

- 6.4.1 The Chair and members of the Committee are expected to understand and observe the requirements of the guidelines for risk management and internal audit for local government in NSW. Members are also expected to:
  - 6.4.1.1 make themselves available as required to attend and participate in meetings;
  - 6.4.1.2 contribute the time needed to review and understand information provided to it;
  - 6.4.1.3 apply good analytical skills, objectivity and judgement;
  - 6.4.1.4 act in the best interests of the community in line with aged care legislation;
  - 6.4.1.5 have the personal courage to raise and deal with tough issues, express opinions frankly, ask questions that go to the fundamental core of the issue and pursue independent lines of inquiry;
  - 6.4.1.6 maintain effective working relationships with the Council;

- 6.4.1.7 have strong leadership qualities (Chair);
- 6.4.1.8 lead effective Committee meetings (Chair); and
- 6.4.1.9 conduct themselves in a non-partisan and professional manner.

#### **Councillor appointed observer**

- 6.4.2 To preserve the independence of the Committee, the Councillor member of the Committee is a non-voting member. Their role is to:
  - 6.4.2.1 relay to the Committee any concerns the governing body may have regarding the Council's aged care operations and issues being considered by the Committee;
  - 6.4.2.2 provide insights into local issues and the strategic priorities of the Council that would add value to the Committee's consideration of agenda items;
  - 6.4.2.3 advise the governing body (as necessary) of the work of the Committee and any issues arising from it; and
  - 6.4.2.4 assist the governing body to review the performance of the Committee.
- 6.4.3 The Councillor member of the Committee must conduct themselves in a non-partisan and professional manner. The Councillor member of the Committee must not engage in any conduct that seeks to politicise the activities of the Committee or that could be seen to do so.
- 6.4.4 If the Councillor member of the Committee engages in such conduct or in any other conduct that may bring the Committee and its work into disrepute, the Chair of the Committee may recommend to the governing body that the councillor member be removed from membership of the Committee. Where the governing body does not agree to the Committee Chair's recommendation, the governing body must give reasons for its decision in writing to the Chair.

## **7. Appointment of Members and Office Bearers**

### **7.1 Appointment of Members**

- 7.1.1 Committee members shall be appointed by the Council's governing body via a resolution of Council.

### **7.2 Vacancies**

- 7.2.1 The General Manager should promptly advise the Council's governing body of any casual vacancy.
- 7.2.2 The filling of any vacancy shall be managed by the General Manager with any filling of a vacancy approved by the Council's governing body via a resolution of Council.

### **7.3 Committee Secretary**

- 7.3.1 A Council support staff member will be provided to assist and advise the Committee and Chairperson (e.g. meeting procedure, minutes etc.).

## **8. Meeting Practice and Procedure**

### **8.1 Meeting Procedure**

- 8.1.1 The Chair should ensure meetings are conducted in an orderly manner.
- 8.1.2 The first meeting of the Committee for each year shall set out an annual work plan to address compliance against the Aged Care Quality Standards and the *Aged Care Act 2024 (Cth)*.
- 8.1.3 Meetings should follow the Agenda.
- 8.1.4 The Agenda shall address relevant compliance matters as set out in the annual work plan.
- 8.1.5 Matters not listed on the Agenda can be raised in General Business.
- 8.1.6 The motion should first be discussed and, following discussion be voted on.
- 8.1.7 The Committee cannot move a motion that would place the Council in breach of legal and other requirements (i.e. agreements, contracts etc.).
- 8.1.8 Once the motion is voted on and is successful, it becomes a decision of the Committee and, if necessary, the Committee must act on it.
- 8.1.9 If there is a dispute regarding meeting practice and or a resolution, the issue is to be reviewed against the requirements of these Terms of Reference. If the issue is still not resolved, the Council's General Manager will review against the Elected Council's adopted Code of Meeting Practice and their decision is final.

### **8.2 Quorum**

- 8.2.1 The quorum for a Committee meeting is where more than 50% of voting members attend.
- 8.2.2 If a quorum is not present 15 minutes after the scheduled meeting start time, the meeting is to be abandoned.
- 8.2.3 If a quorum is not present, no decisions can be made and the meeting must be either rescheduled to another date or cancelled. In any event, meeting minutes are to be kept of the cancelled meeting and forwarded to the governing body. These minutes should only list those present and state that no quorum was present, and the meeting was abandoned.

### **8.3 Voting Rights**

- 8.3.1 Each voting member shall have one equal vote.

### **8.4 Decision of the Committee**

- 8.4.1 The Committee is an advisory committee and has no financial or operational delegation.

- 8.4.2 A decision supported by a majority of the votes cast at a committee meeting (where there is a quorum) is the decision of the Committee.
- 8.4.3 The decisions and actions arising from those decisions must be lodged in Council's customer request management (CRM) system and assigned to relevant staff for action. Progress against the actions arising from the decisions of the Committee at previous meetings is to be addressed as an Agenda item at each meeting of the Committee.

### **Meeting Agenda**

- 8.4.4 An agenda should be prepared by the Committee Secretary for each meeting and circulated to all members at least 5 business days prior to the meeting.

### **8.5 Minutes of Meetings**

- 8.5.1 Minutes of each meeting should be kept using an approved meeting minutes template.
- 8.5.2 Minutes are a record of decisions or actions only. They are not to detail conversations and deliberations, defamatory statements, personal/private and/or confidential information. They are not meant to be a transcript of discussion.
- 8.5.3 Minutes are to be circulated to all Committee members and Councillors.
- 8.5.4 An example meeting agenda template is at Table 1 below.

**Table 1: Example meeting agenda/minutes template**

| Item   | Discussion  | Action |
|--|---|--------|
| 1. Acknowledgement of Country<br><i>We acknowledge the Traditional Custodians of the land on which we live and work, and pay our respects to their elders, past and present.</i> |   |        |
| 2. Apologies:  | List any apologies received and remove from attendees listing   | Noted  |
| Declarations and management of conflicts of interest   | List any declarations and management of conflicts of interest.  | Noted  |
| 3. Confirmation of minutes<br>Date of previous meeting   | The minutes of the meeting held on date be confirmed / deferred.<br><br><b>Moved: Mover, Seconded: Seconder</b> |        |
| 5. Outstanding Actions Review  | Attachment 1 - Reviewed and updated   | Noted  |
| 4. General Business  |   |        |



|  |                                      |                                |
|--|--------------------------------------|--------------------------------|
| 4.1 General Business Item<br>Attachment 1 - Reviewed and updated | Committee decision or recommendation | Mover<br>Seconders<br><br>Vote |
| 4.2 General Business Item  | Committee decision or recommendation | Mover<br>Seconders<br><br>Vote |
| Other General Business items                                     | As above                             | As above                       |
| 6. Next Meeting:   | Date of next meeting                 | Noted                          |

## 9. Code of Conduct and Conflict of Interest

- 9.1 The Uralla Shire Council Code of Conduct applies to all Committee members.
- 9.2 Committee members and councillor representatives are to declare conflicts of interest when any such interest arises.
- 9.3 Declarations of conflict of interest shall be recorded in the minutes and committee members shall abstain from voting on any matter relating to the declared conflict of interest.

## 10. Reporting

- 10.1 The Committee will report on compliance status, emerging risks related to regulatory requirements, and governance assurance. It will not make operational recommendations or assess individual or program-level performance.
- 10.2 The Committee shall report to Council through the provision of its Minutes.
- 10.3 A Quarterly report outlining the Committee's activities, findings, and recommendations shall be presented to the governing body.
  - 10.3.1 Any urgent issues requiring the governing body's attention shall be reported immediately through the appropriate channels and actions appropriately recorded.

## 11. Limitation of Powers

- 11.1 The Committee must not do anything or allow any person acting under its direction to do anything contrary to the interest of the council. For the purposes of this sub-clause, this includes but is not limited to, prohibiting the following:
  - 11.1.1 Acting contrary to any direction from the governing body, which includes a direction from the General Manager;
  - 11.1.2 Acting contrary to the council's policies;

- 11.1.3 Advising any person that they may have a legal right or action against the council or any council official;
- 11.1.4 Making any admission of liability or accepting liability on behalf of the council or the Committee;
- 11.1.5 Acting contrary to Uralla Shire Council's Code of Conduct;
- 11.1.6 Acting outside the limits of the Committee's Terms of Reference;
- 11.1.7 Acting or presenting the Committee as independent of the council; and
- 11.2 The Committee shall not involve itself in day-to-day management or decision-making, operational performance issues, or matters relating to individual staff, contractors or aged care residents and service participants. Its role is limited to high-level compliance oversight and assurance reporting.

## **12. Operational Support**

- 12.1 Uralla Shire Council will support the Committee through the provision of:
  - 12.1.1 A meeting place (i.e. at the Uralla Shire Council Chambers or the Mayor's Office);
  - 12.1.2 Secretariat support; and
  - 12.1.3 Payment of the fees for the independent members of the Committee as adopted by the governing body.

## **13. Alteration of Terms of Reference and Committee Dissolution**

- 13.1 These Terms of Reference may only be altered by resolution of the governing body.
- 13.2 The governing body may, at any time and either at its own initiative or upon request of the Committee, alter, delete, or add provisions to these Terms of Reference.
- 13.3 The governing body may, by resolution, terminate the term of the Committee at its discretion.
- 13.4 Where the governing body terminates the Committee term, the Council will provide formal notice to the Committee in writing including the reason for the termination.

## **14. Interpretation**

- 14.1 Any ambiguity or difficulty in interpretation of these Terms of Reference shall be referred to the governing body for direction.

## **15. Dispute Resolution**

- 15.1 Where the Committee is unable to reach a determination on any issue, the Committee must refer that issue to the Chairperson for determination.

- 15.2 Where the Committee resolves that it is dissatisfied with the resolution of that dispute by the Chairperson it may, by notice in writing, request the General Manager review the issue.
- 15.3 Should the Committee be dissatisfied with the decision by the General Manager it may, by notice in writing to the Mayor, request that the matter be referred to the governing body for determination of the dispute by resolution of the governing body, whose determination of the dispute shall be final and binding upon the Committee.

DRAFT