



Australian Government
Australian Digital Health Agency

Board Standing Advisory Committees Charter

27 January 2022 v1.0

Approved for external information

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Acknowledgements

The Australian Digital Health Agency is jointly funded by the Australian Government and all state and territory governments.

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Document information

Key information

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1 Introduction to the Board Standing Advisory Committees Charter

The Australian Digital Health Agency (Agency) commenced operations in July 2016 to lead the digital transformation of healthcare to create a better health system and enable Australians to make more informed decisions about their health.

The Agency is governed by a [skills-based Board](#) and supported by expert standing advisory committees.

1.1 Authority

The Agency is established by the [Public Governance, Performance and Accountability \(Establishing the Australian Digital Health Agency\) Rule 2016](#) (Agency Rule). The Agency Rule has been created under the [Public Governance, Performance and Accountability Act 2013](#) (PGPA Act).

The PGPA Act establishes a framework for the management of performance, financial accountability and the use of public resources across all Commonwealth entities. The Agency is classified as a corporate Commonwealth entity under the PGPA Act.

The Board is the accountable authority of the Agency and has established four expert advisory committees under the Agency Rule:

- Clinical and Technical Advisory Committee (CTAC);
- Jurisdictional Advisory Committee (JAC);
- Consumer Advisory Committee (CAC); and
- Privacy and Security Advisory Committee (PSAC)¹.

1.2 Purpose and structure

The Charter operates within the broader framework of Part 6 of the Agency Rule.

The Charter has been prepared on the basis that good corporate governance can add to the performance of the Agency. The Charter is to be read in conjunction with the current [Corporate Plan](#).

The Board Advisory Committees Charter (Charter) sets out the:

- key functions of the Agency Board's advisory committees;
- roles and responsibilities of specific positions and advisory committee members; and
- processes used by the advisory committees to fulfil its roles, responsibilities and functions, aimed at ensuring the effective operation of the advisory committees.

1.3 Scope

The Charter applies to the CTAC, CAC and PSAC. The JAC and the Audit and Risk Committee have separate Charters.

1.4 Definitions and interpretations

In this Charter:

¹ Subsection 36(1), Agency Rule.

- advisory committee means a Board Standing Advisory Committee;
- Board Chair means the Chair of the Board of the Agency;
- casual vacancy means a vacancy that occurs when a member resigns or otherwise stops holding office;
- Chair means the Chair of an advisory committee;
- member means a member of an advisory committee.

A word or expression not defined in this Charter but is defined in the PGPA Act or Agency Rule, has, if the context permits, the meaning given by the Act or Rule.

The words 'including', 'for example' or similar expressions mean there may be more inclusions or examples than those mentioned after that expression.

Reference to an Act includes every amendment, re-enactment or replacement of that Act and any subordinate legislation made under that Act (such as regulations, rules, principles).

Singular also includes plural and vice versa, and word importing any gender includes all genders.

Headings, where used in the Charter, are purely for the purpose of identification and shall not be considered in the interpretation of the provisions of this Charter.

2 Purpose and function of the advisory committees

2.1 Purpose

The advisory committees are directly accountable to the Board for the performance of its functions.

The primary function of the advisory committees is to advise and make recommendations to the Board on the performance of the Agency's functions². Any decisions resulting from such advice, or taken against such advice, are the Board's'. The Board will consider advice given but is not bound by the advice.

The advisory committees have no executed powers in relation to the operations of the Agency and may only review particular aspects of those operations, consistent with its functions.

The Board may:

- determine an advisory committee's terms of reference (Charter), terms and conditions of appointments, and procedures to be followed by the advisory committee³; and
- give directions to an advisory committee relating to the assistance the advisory committee is to provide to the Board. The advisory committee must comply with those directions⁴.

2.2 Functions

The functions of the advisory committees are summarised below.

2.2.1 Clinical and Technical Advisory Committee

The CTAC has the following functions:

- (a) to provide advice to the Board about the efficient and effective delivery of clinical care using digital health;
- (b) to provide advice to the Board about the architectural integration of digital health systems;
- (c) to make recommendations to the Board in relation to priorities for investment in, and development and implementation of, national digital health systems;
- (d) to provide advice to the Board on changes to digital health system design to improve clinical usability and usefulness based on experience with the use of digital health systems;
- (e) to provide advice to the Board on proposed innovations and measures to improve the efficiency and effectiveness of digital health systems for clinicians and users of the systems⁵.

2.2.2 Consumer Advisory Committee

The CAC has the following functions:

- (a) to provide advice to the Board about how to ensure key messages about digital health are communicated effectively to relevant stakeholders and health consumer groups;

² Subsection 43(1), Agency Rule.

³ Subsection 43(2), Agency Rule.

⁴ Subsection 43(4), Agency Rule.

⁵ Section 45, Agency Rule.

- (b) to provide advice and recommendations to the Board about recognising the interests of minority and special interest groups so as to ensure that their interests are taken into account in the design and implementation of digital health systems;
- (c) to provide advice to the Board about establishing and maintaining collaboration with health consumers and providers in relation to digital health systems⁶.

2.2.3 Privacy and Security Advisory Committee

The PSAC has the following functions:

- (a) to examine legal issues in relation to digital health systems, including the following issues:
 - (i) copyright issues;
 - (ii) data privacy issues;
 - (iii) confidentiality issues;
 - (iv) data security issues;
 - (v) legal liability issues;
- (b) to provide advice to the Board in relation to issues examined under paragraph (a), including interim solutions to problems arising from such issues;
- (c) to make recommendations to the Board about the long-term legal framework of digital health systems;
- (d) to monitor privacy and security issues in relation to digital health systems and to provide advice to the Board on the resolution of any problems arising from such issues;
- (e) to provide advice and recommendations to the Board in relation to standards (including compliance with standards) relating to privacy and security in relation to digital health systems;
- (f) to provide advice to the Board about privacy and security issues encountered by users of digital health systems⁷.

2.3 Work program

Each year, members must agree upon the advisory committee's annual work program – which is a subset of the Board's annual work program. The advisory committee's annual work program must reflect matters sitting within the advisory committee's function and align to and facilitate the delivery of the Board's annual work program.

2.4 Performance

Evaluating advisory committee performance on a periodic basis is a leading practice in strengthening the Agency's governance framework, in maintaining good corporate oversight and in identifying areas for improvement.

2.4.1 Annual performance report

Each advisory committee must prepare an annual performance report of its deliverables under the Board's national digital health work program. The annual performance report must be prepared each financial year and delivered by the date requested by the Board before 31 August

⁶ Subsection 49(1), Agency Rule.

⁷ Section 51, Agency Rule.

each year. The Chair in consultation with members, the Executive Sponsor and Secretariat will consider what, if any, actions need to be taken to improve performance.

2.4.2 Periodic review by the Board

The Board may from time-to-time undertake a performance review of each advisory committee.

2.5 Cross-advisory committee work

The Board may from time-to-time direct advisory committees to provide joint or collective advice on a particular matter. The Board will identify the lead advisory committee which will be responsible for engaging with the other advisory committee/s and preparing consolidated advice to the Board. In these circumstances it may be appropriate to convene joint advisory committee meetings with the approval of the Board Chair.

3 Membership

3.1 Composition

Each advisory committee consist of a Board member (other than the Board Chair) and up to 10 other members⁸.

The Chair is a Board member with the skills, experience or knowledge mentioned in the Agency Rule⁹, or if there is no such Board member, a Board member appointed by the Board¹⁰.

The composition of each advisory committee is set out within the Agency Rule¹¹, with member eligibility assessed on selection prior to appointment.

3.2 Appointment

Members (other than a Board member) are appointed by the Board, by written instrument, on a part time basis¹².

Before the Board appoints a person as a member, the Board must consult the Health Minister and all the State/Territory Health Ministers¹³.

3.3 Term

A person appointed to an advisory committee (other than a Board member) holds office for the period specified in the instrument of appointment, and for no more than a period of three years in any one term¹⁴, provided they are not disqualified by law or become ineligible under this Charter.

If a member encounters a situation impacting on their eligibility (e.g. restrictions, conditions or bans on registration status for registered practitioners, no longer holds a particular professional role and/or change in employment), they must notify the Board Chair immediately. An assessment will be made to determine ongoing eligibility as a member and/or the termination procedures enacted, as detailed in [Section 8](#). This assessment will be conducted on a case by case basis.

A Board member appointed to an advisory committee may hold office for the same term as their Board appointment. When membership on the Board ceases, their position as a Board nominee on the advisory committee, will also cease.

The Secretariat will keep a schedule of appointments and note the period of service of each member to determine if any members are coming due for retirement/reappointment.

3.4 Acting advisory committee member (casual vacancies)

If a vacancy occurs, the continuing members may act despite a casual vacancy.

The Board Chair may, by written instrument, appoint a person to act as a member during:

⁸ Subsections 44(1), 48(1) and 50(1), Agency Rule.

⁹ Subsection 19(3)(a) and (c), and 20(2), Agency Rule.

¹⁰ Subsections 44(2) and (4), 48(2) and (4), Agency Rule.

¹¹ Refer to subsections 44(3), 48(3) and 50(3), Agency Rule.

¹² Subsection 36(2), Agency Rule.

¹³ Subsection 36(3), Agency Rule.

¹⁴ Subsection 36(4), Agency Rule.

- a vacancy in the office of a member (whether or not an appointment has previously been made to the office); or
- any period, or all periods, when a member is absent from duty or is, for any reason, unable to perform the duties of the office¹⁵.

A person must not be appointed to act as a member for more than six months¹⁶.

A person is not eligible for appointment to act as member unless the person is eligible for appointment as a member¹⁷ (refer to [Section 3.1 above](#)).

3.5 Member's register

A member's register will be maintained by the Secretariat and will include the following particulars for each member:

- full name;
- postal or residential address;
- date of appointment;
- date and time of resignation; and
- details about the termination or reappointment.

The Secretariat will use member information for purposes that support the ongoing and proper operation of advisory committees. Member information may also be disclosed to Agency personnel for the purpose of, but not limited to, consultation/engagement initiatives, seeking specific expertise and/or following up on items out-of-session or after an advisory committee meeting. The Secretariat may withhold information about a member if the Secretariat has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or the disclosure is not reasonably necessary.

A member must not use information about a fellow member/s to contact, send material to, for the purpose of advertising for political, religious, charitable or commercial purposes, or disclose information to someone else knowing the information is likely to be used to contact, or send material to, for the purpose of advertising for political, religious, charitable or commercial purposes.

For further information refer to the Agency's [Privacy Policy](#), which sets out how the Agency collects, uses, or discloses personal information to carry out its functions under the Agency Rule.

¹⁵ Subsection 37(1), Agency Rule.

¹⁶ Subsection 37(2), Agency Rule.

¹⁷ Subsection 37(3), Agency Rule.

4 Advisory committee roles

4.1 Chair

The role of the Chair is to:

- act as a conduit between the Board and the advisory committee, including but not limited to, representing the Board's strategic view and setting draft agendas in conjunction with the Executive Sponsor and Secretariat which support the advisory committee's forward work program;
- encourage all members to attend meetings;
- keep discussions relevant and decision making clear, encouraging broad participation and ensuring the advisory committee gets through committee business in a timely manner;
- ensure meetings are conducted in accordance with this Charter;
- manage conflicts of interest with advice from the Secretariat;
- sign endorsed minutes confirming the minutes are an accurate record of the previous meeting;
- lead reviews of the advisory committee and monitor performance of members in meeting their roles and responsibilities;
- complete a Chair's Report detailing how the advisory committee supports the work of the Board (copies of which are available to all members in the resources section of the Board portal).

4.2 Members

The responsibilities of members are set out in [Section 5 below](#).

4.3 Executive Sponsor

Each advisory committee has an Executive Sponsor who supports the Chair by:

- being the Chief Executive Officer's (CEO) representative in advisory committee proceedings and assisting the Chair by providing a whole of agency perspective;
- being the primary point of contact with the Agency on work program content;
- providing advice regarding advisory committee remit;
- ensuring the Agency understands the advisory committee's role and views;
- ensuring the advisory committee understands the Agency's approach;
- assisting the Chair to create the agenda for each meeting; and
- overseeing the preparation of Agency papers for the advisory committee's consideration.

4.4 Secretariat

The Secretariat provides secretariat support to the advisory committees.

All members have direct access to the Secretariat for advice and services relating to the operation of the advisory committee.

The role of the Secretariat is to:

- maintain the meeting production schedule for the advisory committees;
- provide governance advice to the Chair and Executive Sponsor regarding meeting proceedings, advising on good governance practices and adherence to applicable laws, policies and procedures including this Charter;
- support the induction of new members through the provision of documents or information as necessary for their successful onboarding;
- maintain a Declaration of Interest register;
- monitor attendance and terms of members, and maintain a register of members;
- coordinate queries from members;
- manage meeting logistics including location, venue and travel;
- prepare agendas and the business to be conducted at meetings in consultation with the Chair and/or Executive Sponsor;
- ensure meeting papers are distributed to members with adequate time for papers to be read by members and in accordance with record management practices;
- attend all advisory committee meetings to provide administrative support;
- ensure accurate minutes of all meetings are taken and properly retained;
- maintain a register of decisions made without meeting or out of session;
- support the Chair in the preparation of the Chair's Report and facilitates the annual performance reporting process; and
- manage action item registers and action item response processes.

4.5 Board Chair and Chief Executive Officer

The Board Chair may temporarily stand in for any Chair should the need arise, for example in the case of illness on a meeting day (refer also to [Section 7.4](#) for further information on presiding at advisory committee meetings).

The Board Chair and CEO maintain a standing invitation to all advisory committee meetings, both scheduled and ad hoc, subject to the presence of any conflict of interest. For the avoidance of doubt, the Board Chair and CEO attend advisory committee meetings in an ex-officio capacity.

5 Members' responsibilities

5.1 Appointment and induction

Prior to and/or on appointment, members are requested to:

- complete and sign relevant documentation acknowledging his or her responsibilities as a member; and
- participate in an induction to support him or her in understanding the role of a member, and the functions and purpose of the Agency, Board and the advisory committees.

5.2 Confidentiality

Members may receive information regarded as Official or Official Sensitive or have privacy or security implications. Members acknowledge their responsibility to maintain confidentiality of all information (including but not limited to deliberations, decisions and activities of an advisory committee) not in the public domain or where expressly stated by the Chair, or in the absence of the Chair any other person presiding over a meeting, or Executive Sponsor.

Information is provided in confidence and must be handled appropriately.

Members must notify the Chair if they believe confidential information has been accessed by anyone other than the member. Unauthorised disclosure of information is an offence under Division 122 of the *Criminal Code Act (1995)*.

5.3 Conflict of interest

Members are required to disclose all interests, pecuniary or otherwise, he or she has acquired that may conflict with the proper performance of his or her functions as a member. Members are expected to take reasonable steps to avoid any such conflict of interest, real or apparent.

5.3.1 Annual Declaration of Interests

Upon appointment and annually thereafter, members are required to make a Declaration of Interest, declaring any material personal interests they may have in relation to their responsibilities. It is a member's responsibility to ensure this declaration is updated if circumstances change during his or her term of appointment. If an interest is declared, the Secretariat, in consultation with the relevant business area, will provide recommendations on how to effectively manage the conflict and develop a management plan for consideration by the Chair. Interests declared and any associated management plan will be recorded in the Declaration of Interests Register maintained by the Secretariat.

5.3.2 Agenda items

As soon as practicable after a member becomes aware of his or her interest in a specific matter on the meeting agenda or at the beginning of an advisory committee meeting (whichever is sooner), the member must give notice of the interest to the Chair. The Chair will determine the extent of the interest, on advice from the Secretariat, and can require the member be excused from the meeting or from the advisory committee's consideration of the relevant agenda item(s). Details of interests declared, and actions taken will be recorded in the minutes.

5.4 Meeting attendance and preparation

Members are expected to:

- attend and participate in all scheduled meetings;
- be familiar with the agenda and past minutes;
- invest appropriate time to read and understand the meeting papers;
- come to meetings prepared and ready to contribute;
- be collaborative and acknowledge the view of other members;
- undertake tasks assigned to them in a timely manner and report back on completion and outcomes of actions;
- familiarise themselves with their roles and responsibilities;
- notify the Secretariat prior to the meeting if they are unable to attend (refer to [Section 6.4](#) for information on leave of absence).

Whilst membership to an advisory committee may call upon specific skills, it is acknowledged each member has a duty in relation to the functions and activities of the advisory committee of which it is a member and to make sufficient enquiries to ensure this duty is adequately discharged by asking questions to fully understand.

5.5 Restrictions on outside employment

A member must not engage in any paid employment that, in the Board's opinion, conflicts or may conflict with the proper performance of his or her duties¹⁸ on the advisory committee.

5.6 Media

Only the Board Chair or CEO are permitted to speak to the media or make public comment on behalf of the Agency.

Chairs and members are not authorised to make public comment 'representing' the views of the advisory committees, Board or Agency.

5.7 Other terms and conditions

A member holds office on the terms and conditions (if any), in relation to matters not covered by the Agency Rule, that are determined by the Board.

Terms and conditions are set out in member's instrument of appointment, the Agency Rule, and [Remuneration Tribunal \(Remuneration and Allowances for Holders of Part-time Public Office\) Determination 2021](#) and [Remuneration Tribunal \(Official Travel\) Determination 2019](#).

¹⁸ Section 40, Agency Rule.

6 Remuneration, allowances and leave arrangements

6.1 Meeting attendance (sitting fees)

Members are paid for their attendance at meetings and the remuneration paid is set out in the [Remuneration Tribunal \(Remuneration and Allowances for Holders of Part-time Public Office\) Determination 2021](#). Under the Determination, members are only paid for the total time spent at an advisory committee meeting, and not for time taken reading papers or in preparation for meetings.

However, a member who holds an office or appointment or is employed full-time as a Public Servant representing a State or public statutory corporation, is not entitled to remuneration¹⁹.

A member may only be paid for their attendance after the Chair certifies, using the Committee Meeting Record (CMR), the total time each member spent in attendance at the meeting. The CMR is used by the Secretariat to assist in the calculation of sitting fees. The Secretariat will provide the CMR to the Chair for approval at the conclusion of each advisory committee meeting.

6.2 Travel expenses and allowances

Flights and accommodation for members will be booked and paid for by the Secretariat consistent with the Agency's Travel Policy and Whole of Government booking arrangements. Members should not arrange or pay for their own flights and accommodation as these costs will not be reimbursed by the Agency.

The Agency will reimburse members for any ground travel costs incurred for attendance at face-to-face meetings, such as parking or public transport expenses. Claims must be made to the Secretariat via email with a copy of the tax invoices attached. The Secretariat can provide Cab Charge vouchers to members where appropriate.

Travel allowance provided in accordance with the [Remuneration Tribunal \(Official Travel\) Determination 2019](#).

6.3 Other expenses

The Board Chair may approve the reimbursement of other expenses deemed appropriate to the business of an advisory committee.

6.4 Leave

The Board Chair may grant leave of absence to a member on the terms and conditions he or she determines²⁰.

The Board Chair must notify the Health Minister and all State/Territory Health Ministers if he or she grants a member a leave of absence for a period that exceeds three months²¹.

¹⁹ See subsection 38(4), Agency Rule for further information.

²⁰ Subsection 39(1), Agency Rule.

²¹ Subsection 39(2), Agency Rule.

7 Meeting procedures

7.1 Meeting cycle

The Secretariat has adopted an indicative meeting cycle. The actual timing of events in the lead up and following advisory committee meetings will be dependent upon the circumstances surrounding each meeting.

7.2 Forward agendas

The Secretariat maintains 12 months of forward draft agendas for each of the advisory committees which are reflective of the work program. Any items to be considered on future agendas are to be raised with the Secretariat for inclusion on the forward draft agendas.

7.3 Meeting frequency

Each advisory committee is required to hold a minimum of three meetings per year and a maximum of four to exercise its functions.

One face-to-face meeting is permitted per calendar year with all subsequent meetings to be held via teleconference/videoconference. Face-to-face meetings are scheduled to facilitate cross advisory committee engagement. Members are encouraged to attend their local Agency Office to attend meetings via videoconference where feasible.

7.4 Presiding at meetings

The Chair must preside at all meetings at which he or she is present. If the Chair is not present at a meeting, the members present must choose one of their number to preside as Chair at the meeting (refer also to [Section 4.5](#)).

7.5 Attendees

Key personnel (internal or external to the Agency) may attend any advisory committee meeting, at the request of the Executive Sponsor and/or Chair, who in their opinion may be able to assist in any matter under consideration and/or considered necessary to fulfil its functions.

Members are not permitted to appoint a proxy or an observer to attend a meeting on their behalf.

Refer to [Section 4.5](#) for information on the Board Chair and CEO attendance at advisory committee meetings.

7.6 Technology

The advisory committee may hold meetings or permit a member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen²². A member who participates in the meeting using any technology is taken to be present at the meeting²³.

²² For example, telephone, closed-circuit television or any other means of communication as listed under Section 33B of the *Acts Interpretation Act 1901 (Cth)*.

²³ Section 33B, *Acts Interpretation Act 1901*.

At the commencement of the meeting, each member must acknowledge his or her presence and will be presumed to have been present and to have formed part of the quorum unless excused or he or she has advised the Chair.

7.7 Quorum

The Chair, in consultation with the Secretariat, may adjourn a meeting from time-to-time even where a quorum is established (e.g. where there is a lack of representation).

A quorum is constituted by a majority of the members holding office at the time. However, if a member is required by section 15 of the [Public Governance, Performance and Accountability Rule 2014](#) (which deals with material personal interests):

- not to be present while a matter is being considered; or
- not to contribute the decision-making process; and
- when the member leaves the meeting concerned there is no longer a quorum present;

the remaining members constitute a quorum for the purposes of any consideration of, or vote on, the matter at the meeting.

The Secretariat will monitor attendance to ensure a quorum remains constituted throughout the course of a meeting. Where a quorum is not constituted during a meeting, the Secretariat will bring this to the attention of the Chair for him or her to determine whether:

- to adjourn the meeting to another date; or
- the meeting can continue without a quorum, depending on the nature of the business to be conducted at the meeting.

7.8 Meeting papers and notes

All physical and electronic meeting paper annotations and meeting notes made by members may be kept until the minutes of the relevant meeting have been signed, after which all must be destroyed.

Members may choose to keep their own personal notes on papers. Members, however, should be aware that the personal notes and comments they choose to make can be discoverable under law and so should proceed with caution in this regard.

7.9 Out-of-session

Members need to be prepared to work out-of-session. Urgent matters may be progressed out-of-session with the agreement of the Chair, Executive Sponsor and/or Secretariat. Careful planning, however, will be undertaken to ensure such work does not become unreasonable or unduly burdensome for members.

8 Resignation and termination

8.1 Resignation of members

A member may resign his or her appointment by giving written notice to the Board Chair²⁴. The resignation takes effect on the day it is received by the Board Chair or, if a later day is specified in the resignation, on that later day²⁵.

8.2 Termination of members

The Board may terminate the appointment of a member:

- (a) for misbehaviour;
- (b) if the member is unable to perform the duties of his or her office because of physical or mental incapacity;
- (c) if the member:
 - (i) becomes bankrupt; or
 - (ii) takes steps to take the benefit of any law for the relief of bankrupt or insolvent debtors; or
 - (iii) compounds with one or more of his or her creditors; or
 - (iv) makes an assignment of his or her remuneration for the benefit of one or more of his or her creditors.
- (d) if the member is absent, except on leave of absence, from three consecutive meetings of the committee; or
- (e) if the member engages in paid work that, in the Board's opinion, conflicts or may conflict with the proper performance of his or her duties²⁶ (refer to [Section 5.5](#) on restrictions on outside employment).

8.2.1 Procedures relating to terminations

Before the Board Chair terminates the appointment of a member, the Board Chair must consult the Health Minister and all the State/Territory Health Ministers²⁷.

²⁴ Subsection 41(1), Agency Rule.

²⁵ Subsection 41(2), Agency Rule.

²⁶ Section 42, Agency Rule.

²⁷ Subsection 42(2), Agency Rule.

9 Publication and review of Charter

This Charter will be available on the Agency's website.

The Charter will be reviewed every three years or as required to ensure it remains consistent with the functions of the advisory committees, to reflect any changes to the expectations of members or reporting requirements to the Board, to maintain its alignment with excellence in governance standards and to ensure compliance with the PGPA Act and Agency Rule. Any changes must be approved by the Board.