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# Australian Digital Health Agency Board Jurisdictional Advisory Committee Charter

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**Australian Digital Health Agency** ABN 84 425 496 912, Level 25, 175 Liverpool Street, Sydney, NSW 2000  
[digitalhealth.gov.au](https://digitalhealth.gov.au)

Telephone 1300 901 001 or email [help@digitalhealth.gov.au](mailto:help@digitalhealth.gov.au)

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<b>Contact for enquiries</b>	Australian Digital Health Agency Help Centre
	Phone <a href="tel:1300901001">1300 901 001</a>
	Email <a href="mailto:help@digitalhealth.gov.au">help@digitalhealth.gov.au</a>

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## 1 Introduction

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 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 in compliance with section 45 of the PGPA Act and section 17 of the [Public Governance, Performance and Accountability Rule 2014 PGPA Rule](#) (PGPA Rule). These committees are:

- Clinical and Technical Advisory Committee (CTAC)
- Jurisdictional Advisory Committee (JAC)
- Consumer Advisory Committee (CAC) and
- Privacy and Security Advisory Committee (PSAC)<sup>1</sup>.

### 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 Charter has been prepared on the basis the advisory committees are integral to good corporate governance.

The JAC Charter (Charter) sets out the:

- key functions of the JAC
- roles and responsibilities of specific positions and members, and
- processes used by the JAC to fulfil its roles, responsibilities and functions, aimed at ensuring the effective operation of the JAC.

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<sup>1</sup> Subsection 36(1), Agency Rule.

### **1.3 Scope**

The Charter applies to the JAC only. The Audit and Risk Committee has separate Charter, and for the CTAC, CAC, and PSAC refer to the Board Standing Advisory Committees Charter.

### **1.4 Definitions and interpretations**

In this Charter:

- 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 the JAC.

A word or expression not defined in this Charter but is defined in the PGPA Act, PGPA Rule 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 Jurisdictional Advisory Committee

### 2.1 Purpose

The JAC is directly accountable to the Board for the performance of its functions.

The primary function of the JAC is to advise and make recommendations to the Board on the performance of the Agency's functions<sup>2</sup>.

The JAC may, subject to the required membership and any written directions of the Board, determine its own procedures<sup>3</sup>.

The JAC has 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 JAC's terms of reference (Charter), terms and conditions of appointments, and procedures to be followed by the JAC<sup>4</sup>, and
- give directions to the JAC relating to the assistance the JAC is to provide to the Board. The JAC must comply with those directions<sup>5</sup>.

### 2.2 Function

The function of the JAC is to provide advice to the Board in relation to all matters that are being considered, or are to be considered, by the Board in order to facilitate national consistency in relation to digital health<sup>6</sup>.

### 2.3 Work Program

Each year, members must support, inform and monitor the JAC annual work program, as agreed by the Digital Health Oversight Committee – which is a subset of the Board's annual work program. The JAC annual work program must reflect matters sitting within the JAC's function and align to and facilitate the delivery of the Board's annual work program.

### 2.4 Performance

Evaluating the JAC's 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

The JAC 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 each year. The Chair in

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<sup>2</sup> Subsection 43(1), Agency Rule.

<sup>3</sup> Subsection 46(5), Agency Rule.

<sup>4</sup> Subsection 43(2), Agency Rule.

<sup>5</sup> Subsection 43(4), Agency Rule.

<sup>6</sup> Section 47, Agency Rule.

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

#### **2.4.2 Period review by the Board**

The Board may from time-to-time undertake a performance review of the JAC.

### **2.5 Cross advisory committee work**

The Board may from time-to-time direct the JAC 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

The JAC consists of the following members:

- a) a member to represent the Department of Health, Disability and Ageing (Health) (however named), and
- b) a separate member to represent each State and Territory<sup>7</sup>.

Meetings of the JAC are to be chaired by the members mentioned in paragraph 3.1(b) above on a rotating basis<sup>8</sup>

### 3.2 Appointment

The Board must not appoint a member from:

- a) above, unless the person has been nominated in writing by the Secretary of Health and Ageing (however named)<sup>9</sup>, and
- b) above, unless the person has been nominated in writing by the head (however named) of the Health Department of the relevant State or Territory<sup>10</sup>.

Before the Board appoints a person as a member, the Board must consult the Minister for Health and Ageing (however named) and all the State/Territory Health Ministers<sup>11</sup>.

### 3.3 Term

A person appointed to the JAC holds office for the period specified in the instrument of appointment, and for no more than a period of three years in any one term<sup>12</sup>, provided he or she is 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.

The Secretariat maintains 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 vacancy)

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:

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<sup>7</sup> Subsection 46(1), Agency Rule.

<sup>8</sup> Subsection 46(4), Agency Rule.

<sup>9</sup> Subsection 46(2), Agency Rule.

<sup>10</sup> Subsection 46(3), Agency Rule.

<sup>11</sup> Subsection 36(3), Agency Rule.

<sup>12</sup> 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 office<sup>13</sup>.

A person must not be appointed to act as a member for more than six months<sup>14</sup>.

A person is not eligible for appointment to act as member unless the person is eligible for appointment as a member<sup>15</sup> (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 the JAC. 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 a JAC 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.

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<sup>13</sup> Subsection 37(1), Agency Rule.

<sup>14</sup> Subsection 37(2), Agency Rule.

<sup>15</sup> 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 JAC, 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 JAC's forward work program
- encourage all members to attend meetings
- keep discussions relevant and decision making clear, encouraging broad participation and ensuring the JAC 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 JAC and monitor performance of members in meeting their roles and responsibilities
- complete a Chair's Report detailing how the JAC 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

The JAC has an Executive Sponsor who supports the Chair by:

- being the Chief Executive Officer's (CEO) representative in JAC 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 the JAC remit
- ensuring the Agency understands the JAC's role and views
- ensuring the JAC understands the Agency's approach
- assisting the Chair to create the agenda for each meeting, and
- overseeing the preparation of Agency papers for the JAC's consideration.

#### **4.4 Secretariat**

The Secretariat will provide secretariat support to the JAC.

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

The role of the Secretariat is to:

- maintain the meeting production schedule for the JAC
- 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 practice
- attend all JAC 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 facilitating 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 and CEO maintains a standing invitation to all JAC 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 JAC meetings in an ex-officio capacity.

## 5 Member's 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 JAC.

### 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 the JAC) 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 Declarations 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 a JAC 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 JAC'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 6.2](#) for information on leave of absence).

Each member has a duty in relation to the functions and activities of the JAC 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 duties<sup>16</sup> on the JAC.

## **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.

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<sup>16</sup> Section 40, Agency Rule.

## 6 Remuneration, allowances and leave arrangements

### 6.1 Meeting attendance and allowances (sitting fees)

Members are not entitled to remuneration<sup>17</sup>.

### 6.2 Leave

The Board Chair may grant leave of absence to a member on the terms and conditions he or she determines<sup>18</sup>.

The Board Chair must notify the Minister for Health and Ageing (however named) and all State/Territory Health Ministers if he or she grants a member a leave of absence for a period that exceeds three months<sup>19</sup>.

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<sup>17</sup> Section 38, Agency Rule.

<sup>18</sup> Subsection 39(1), Agency Rule.

<sup>19</sup> 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 JAC meetings will be dependent upon the circumstances surrounding each meeting.

### 7.2 Forward agendas

The Secretariat maintains 12 months of forward draft agendas for the JAC which is reflective of the JAC annual 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

The JAC is required to hold a minimum of four meetings per year to exercise its functions.

Two face-to-face meetings are 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.

### 7.5 Attendees

Key personnel (internal or external to the Agency) may attend any JAC 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.

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

#### 7.5.1 Proxy

Members may nominate a proxy of equivalent seniority and position to attend a meeting on their behalf to represent the jurisdiction's view. To nominate a proxy, members are to submit their request to the Secretariat prior to the nominated meeting. The Secretariat will brief the Chair and ensure the proxy is provided access to the meeting papers prior to the nominated meeting.

Nominated proxies have full membership rights during the meeting/s where they represent the member, including contributing to quorum requirements and acting on behalf of the jurisdiction they represent.



### 7.5.2 Observers

Members may request an observer to attend the meeting with them, for the entire meeting or part thereof (e.g. for a specific agenda item).

Members must notify the Secretariat of the attendance of an observer prior to the nominated meeting. The Secretariat will brief the Chair of observer arrangements prior to the nominated meeting.

The observer may:

- be provided with meeting papers on the day or prior to the meeting
- attend and observe the meeting
- where considered appropriate by the Chair, participate in discussions including through responding to questions from members, and
- at the discretion of the Chair, be excluded from portions of the meeting (such as where certain matters are discussed and/or where their involvement becomes disruptive to meeting proceedings).

The Chair must not permit any observer to:

- sponsor amendments to any JAC papers
- contribute to quorum requirements, and
- give direction to the JAC.

## 7.6 Technology

The JAC 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 happen<sup>20</sup>. A member who participates in the meeting using any technology is taken to be present at the meeting<sup>21</sup>.

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 jurisdictional 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 PGPA Rule (which deals with material personal interests):

- not to be present while a matter is being considered, or

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<sup>20</sup> For example, telephone, closed-circuit television or any other means of communication as listed under Section 33B of the [Acts Interpretation Act 1901 \(Cth\)](#).

<sup>21</sup> Section 33B, [Acts Interpretation Act 1901](#).

- 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 who will 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 Decision-making**

The JAC adopts a collaborative, consensus approach to making decisions and recommendations to the Board (to be read in conjunction with [Section 5.3.2 Conflict of Interest – Agenda Items](#)).

Members must read papers and undertake any research or exploration prior to meetings to ensure they are able to constructively contribute to discussions.

Non-member attendees do not form part of the consensus on matters to be decided by the JAC (e.g. presenters, CEO, Board Chair).

A matter must result in consensus and commitment to a clear and unambiguous decision. Members must promote the solidarity of the JAC once a decision or recommendation has been made.

If there are issues the JAC cannot reach a consensus on, the Chair, in consultation with the Executive Sponsor, will determine the appropriate course of action (e.g. this may involve liaising with the Board).

## **7.9 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.

## **7.10 Out of session**

Members need to be prepared to work out-of-session. Urgent matters may be progressed via a decision without meeting 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 Chair<sup>22</sup>. 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 day<sup>23</sup>.

### 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 duties<sup>24</sup> (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 Minister for Health and Ageing (however named) and all the State/Territory Health Ministers<sup>25</sup>.

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<sup>22</sup> Subsection 41(1), Agency Rule.

<sup>23</sup> Subsection 41(2), Agency Rule.

<sup>24</sup> Section 42, Agency Rule.

<sup>25</sup> 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 function of the JAC, 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.